



Tristate Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 458)

Form of proxy for the annual general meeting of Tristate Holdings Limited (the “Company”) to be held at Room 5A, 5th Floor, 66-72 Lei Muk Road, Kwai Chung, New Territories, Hong Kong on Monday, 6 June 2022 at 10:00 a.m. and any adjournment thereof (the “AGM”).

I/We (Note 1) _____ of _____ being the registered holder(s) of (Note 2) _____ shares of HK\$0.10 each in the capital of the Company HEREBY APPOINT the Chairman of the AGM (Note 3) or _____ of _____ as my/our proxy, to attend for me/us (Note 4) at the AGM and at any adjournment thereof, and to vote on behalf of me/us and in my/our name(s) in respect of the resolutions as hereunder indicated and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS*		FOR (Note 5)	AGAINST (Note 5)
1.	To receive and consider the audited financial statements and the reports of the Directors and Auditor for the year ended 31 December 2021.		
2.	(A) To re-elect Ms. MAK WANG Wing Yee, Winnie as a Non-Executive Director of the Company.		
	(B) To re-elect Mr. James Christopher KRALIK as an Independent Non-Executive Director of the Company.		
	(C) To ratify the aggregate remuneration paid to all the Directors of the Company for the year ended 31 December 2021 and to authorise the Directors of the Company to fix their remuneration for the year ending 31 December 2022.		
3.	To re-appoint KPMG as auditor of the Company and to authorise the Directors of the Company to fix their remuneration.		
4.	To approve a general mandate to repurchase shares of the Company.		
5.	To approve a general mandate to issue additional shares of the Company.		
6.	To extend the general mandate to issue shares of the Company by adding the repurchased shares thereto.		

Signature(s) (Notes 6, 7, 8 and 9): _____ Date: _____ 2022

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
 - Please insert the number of shares in the capital of the Company registered in your name(s) to which the form of proxy is to relate. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
 - This form of proxy appoints the Chairman of the AGM as your proxy. If you wish to appoint a proxy other than the Chairman of the AGM, please strike out the words “the Chairman of the AGM or” and insert the name and address of the proxy in the space provided. If no amendment is made, the Chairman of the AGM shall be deemed to have been appointed as your proxy. The proxy appointed by you need not be a member of the Company but must attend the AGM in person to represent you.
 - Completion and return of this form of proxy will not preclude you from attending and voting in person at the AGM should you so wish.
 - IMPORTANT: if you wish to vote for any of the Resolutions, please put a tick in the relevant box under “FOR”. If you wish to vote against any of the Resolutions, please put a tick in the relevant box under “AGAINST”. Failure to tick either box will entitle your proxy to cast your vote at his/her discretion.** Save to the extent of any instructions as aforesaid, this form of proxy gives absolute authority to the proxy to do all such things (including voting or abstaining as he/she may in his/her absolute discretion consider appropriate) in respect of any business which might arise at the AGM.
 - To be valid, this form of proxy accompanied by a power of attorney (if any) or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be deposited with the Company’s Hong Kong branch registrar and transfer office, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time of the AGM or any adjourned meeting (as the case may be) and in default thereof the form of proxy and such power of attorney or other authority shall not be treated as valid.
 - In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
 - This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or signed on its behalf by an officer or attorney duly authorised.
 - Any alteration made to this form of proxy must be initialed by the person(s) who sign(s) it.
- * The full text of the Ordinary Resolutions are set out in the notice of the AGM.