



Tian Shan Development (Holding) Limited 天山發展(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2118)

PROXY FORM FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 31 AUGUST 2022 (OR ANY ADJOURNMENT THEREOF)

I/We ¹ _____
of _____
being the registered holder(s) of ² _____ shares (the "Share") of HK\$0.10 each in the capital of Tian Shan Development (Holding) Limited (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING³, or _____
of _____
as my/our proxy to attend and act for me/us and on my/our behalf at the annual general meeting (the "Meeting") of the Company to be held at Meeting Room, 31st Floor, Block D, Tian Shan Science and Technology Industrial Park, No. 319 Xiangjiang Road, Hi-Tech Industry Development Zone, Shijiazhuang, Hebei Province, China on Wednesday, 31 August 2022 at 10:00 a.m. (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing, with or without amendments, the resolutions as set out in the notice despatched on 2 August 2022 convening the Meeting and at the Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	To adjourn the receiving and approving of the audited consolidated financial statements, the reports of the directors of the Company (the "Directors", each a "Director") and independent auditor for the year ended 31 December 2021.		
2.	(A) To re-elect Mr. Tian Chong Hou as independent non-executive Director.		
	(B) To re-elect Mr. Wang Ping as independent non-executive Director.		
	(C) To re-elect Mr. Cheung Ying Kwan as independent non-executive Director.		
3.	To authorise the board of Directors to fix the remuneration of the Directors.		
4.	To re-appoint KPMG as auditor of the Company and authorise the board of Directors to fix the remuneration of the auditor.		
5.	(A) To grant a general mandate to the Directors to issue, allot and otherwise deal with additional shares not exceeding 20% of the issued share capital of the Company*.		
	(B) To grant a general mandate to the Directors to repurchase shares not exceeding 10% of the issued share capital of the Company*.		
	(C) To add the nominal amount of the shares repurchased by the Company under resolution 5(B) to the mandate granted to the Directors under resolution 5(A)*.		

* For the full text of the proposed resolutions, please refer to the notice of the Meeting as contained in the circular of the Company dated 2 August 2022

Signature ⁵ _____

Date _____

Notes:

1. Full name(s) and address(es) must be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
2. Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out “the Chairman of the Meeting” and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.
4. IMPORTANT: If you wish to vote for a resolution, tick in the box marked “For”. If you wish to vote against a resolution, tick in the box marked “Against”. If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than referred to the notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
6. In order to be valid, this form of proxy together with the notarially certified power of attorney (if any) or other authority (if any) under which it is signed, must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (which will be relocated to 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong with effect from 15 August 2022) not less than 48 hours before the time appointed for holding of the Meeting or the adjourned Meeting.
7. In the case of joint registered holders of any Shares, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders be present at the Meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such Shares shall be accepted to the exclusion of the votes of the other joint registered holders.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and return of this form will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the ‘Purposes’). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing to the Privacy Compliance Officer of Tricor Investor Services Limited at the above address.