



# CHINA TANGSHANG HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 674)

## FORM OF PROXY FOR SPECIAL GENERAL MEETING TO BE HELD ON 16 FEBRUARY 2023

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_  
ordinary shares of HK\$0.05 each in the capital of CHINA TANGSHANG HOLDINGS LIMITED (the “Company”) HEREBY APPOINT <sup>(Note 3)</sup> the  
chairman of the Meeting, or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the special general meeting (the “SGM”) of the Company to be held at Unit 1201,  
12/F., 29 Austin Road, Tsim Sha Tsui, Kowloon, Hong Kong on Thursday, 16 February 2023 at 3:00 p.m. (or at any adjournment thereof) in respect of  
the resolution set out in the notice convening the SGM dated 20 January 2023 (the “SGM Notice”) as hereunder indicated, and, if no such indication is  
given, as my/our proxy thinks fit.

ORDINARY RESOLUTION*		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1.	(a) the conditional Equity Sale and Purchase Agreement dated 31 October 2022 (the “Agreement”) entered into between the Company as purchaser and Mr. Chen Weiwu as the vendor (the “Vendor”), in relation to the acquisition of the entire issued share capital of Reach Glory Holdings Limited (致榮控股有限公司) at the consideration of RMB315,000,000 (or the equivalent Hong Kong Dollars), which shall be settled by the Company to the Vendor by way of (i) the issue and allotment of 534,000,000 consideration shares (each a “Consideration Share”) at the issue price of HK\$0.2 per Consideration Share and (ii) the issue of convertible bonds in the principal amount of HK\$249,150,000 (“Convertible Bonds”), and the transactions contemplated thereunder (including but not limited to the allotment and issue of the Consideration Shares and the Convertible Bonds), be and are hereby approved, confirmed and ratified;		
	(b) the allotment and issue of the Consideration Shares and Convertible Bonds by the Company to the Vendor to settle part of the consideration payable by the Company in accordance with the terms and conditions of the Agreement and all transactions contemplated thereunder be and are hereby approved, confirmed and ratified;		
	(c) the board of directors of the Company (the “Directors”) be and is hereby granted a specific mandate to allot and issue of (i) the Consideration Shares and (ii) the new share(s) which may be issued upon exercise of the conversion right attaching to the Convertible Bonds, in accordance with the terms and conditions of the Agreement; and		
	(d) any Director be and is hereby authorised to sign and execute such documents, including under seal where applicable, and do all such acts and things, as he/she considers necessary, desirable or expedient in connection with the implementation of or giving effect to the Agreement and the transactions contemplated thereunder and to agree with such variation, amendment or waiver as, in the opinion of the Directors, in the interests of the Company and its shareholders as a whole.		

\* The full text of the resolution is set out in the SGM Notice.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023. Signature(s) \_\_\_\_\_ <sup>(Note 5)</sup>

### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words “the Chairman of the meeting” and insert the name and address of the proxy desired in the space provided. Any shareholder of the Company entitled to attend and vote at the SGM is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“/”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“/”) THE BOX MARKED “AGAINST”.** If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the SGM other than those referred to in the notice convening the SGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorised. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- In 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 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 order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s share registrar, Tricor Secretaries Limited, at 17/F., Far East Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment meeting (as the case may be).
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the SGM if you so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

### 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 SGM 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 for use in connection with the Purposes 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. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company.