



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, 19 June 2023 at 10:00 a.m. (the “AGM”) or any adjournment thereof.

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 or ^(Note 3) _____
of _____
as my/our proxy, to attend for me/us ^(Note 4) at the AGM or 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 ^(Note 9)		FOR ^(Note 5)	AGAINST ^(Note 5)
1.	To receive the audited consolidated financial statements of the Company and the reports of the directors and the independent auditor for the year ended 31 December 2022.		
2.	(A) To re-elect Ms. WANG KOO Yik Chun as a non-executive director of the Company.		
	(B) To re-elect Mr. Peter TAN as an independent non-executive director of the Company.		
	(C) To re-elect Professor Chen LIN as an independent non-executive director of the Company.		
	(D) To ratify the aggregate remuneration paid to all the directors of the Company for the year ended 31 December 2022 and to authorise the board of directors of the Company to fix directors' remuneration for the year ending 31 December 2023.		
3.	To re-appoint KPMG as auditor of the Company and to authorise the board of directors of the Company to fix its remuneration.		
4.	To grant a general mandate to the directors of the Company to buy back issued shares of the Company.		
5.	To grant a general mandate to the directors of the Company to issue additional shares of the Company.		
6.	To extend the general mandate to issue additional shares of the Company by adding thereto the number of shares bought back by the Company.		
SPECIAL RESOLUTION ^(Note 9)		FOR ^(Note 5)	AGAINST ^(Note 5)
7.	To approve the proposed amendments to the existing bye-laws of the Company and adoption of the new bye-laws of the Company to incorporate the proposed amendments.		

Signature(s) ^(Notes 6, 7, 8 and 9): _____ Date: _____ 2023

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of shares in the capital of the Company registered in your name(s) to which this 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 desired 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 or at any adjourned meeting thereof (as the case may be) should you so wish and in such event, this form of proxy will be deemed to be revoked.
- IMPORTANT: if you wish to vote for a particular resolution, please put a tick in the relevant box under “FOR”. If you wish to vote against a particular resolution, please put a tick in the relevant box under “AGAINST”. If you wish to use less than all your votes, or to cast some of your votes “FOR” and some of your votes “AGAINST” a particular resolution, you must write the number of votes in the relevant box(es). Failure to give indication in either box will entitle your proxy to cast your vote or to abstain from voting 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, an instrument appointing a proxy or an attorney relating to the AGM and the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy of such power or authority) 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 appointed for holding the AGM or any adjourned meeting thereof (as the case may be).
- In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of such share.
- 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.
- Full text of each of the Ordinary Resolutions and the Special Resolution is set out in the notice convening the AGM.
- All resolutions put to vote at the AGM will be decided by poll.
- Any alteration made to this form of proxy must be initialled by the person(s) who sign(s) it.**

Personal Information Collection Statement:

- “Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- Your supply of Personal Data to the Company is on a voluntary basis. If you fail to provide sufficient information, the Company may not be able to process your instructions and/or requests as stated in this form of proxy.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be made in writing and sent to the Personal Data Privacy Officer of the Hong Kong branch registrar by post at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, or by email to PrivacyOfficer@computershare.com.hk.