



TESSON HOLDINGS LIMITED

天臣控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 1201)

Form of proxy for use at the Annual General Meeting or any adjournment thereof

I/We ^(Note 1) _____ being holder(s) of ^(Note 2) _____ shares of HK\$0.10 each in the capital of Tesson Holdings Limited (the "Company") HEREBY APPOINT the Chairman of the Meeting ^(Note 3) or _____ of _____

as my/our proxy to act for me/us at the Annual General Meeting (or at any adjournment thereof) of the Company to be held at Picasso Room B, B1 Level, InterContinental Grand Stanford Hong Kong, 70 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong at 11:00 a.m. on Friday, 23 June 2023 and in particular (but without limitation) at such meeting (or any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions set out in the notice concerning the said meeting as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and the report of the directors of the Company (the "Directors") and the report of the auditor of the Company for the year ended 31 December 2022.		
2.	(a) To re-elect the following Directors:		
	(i) Mr. Chan Wei as executive Director.		
	(ii) Dr. Ng Ka Wing as independent non-executive Director.		
	(iii) Mr. Wang Jinlin as independent non-executive Director.		
(b) To authorise the board of Directors (the "Board") to fix the respective Directors' remuneration.			
3.	To re-appoint ZHONGHUI ANDA CPA Limited as the auditor of the Company and to authorise the Board of Directors to fix the auditor's remuneration.		
4.	(a) To grant a general mandate to the Board to allot, issue and deal with additional shares in the Company, not exceeding 20% of the total number of issued shares of the Company as at the date of this Resolution. [#]		
	(b) To grant a general mandate to the Board to repurchase shares in the Company, not exceeding 10% of the total number of issued shares of the Company as at the date of this Resolution. [#]		
	(c) Conditional on the passing of Resolutions 4 (a) and 4 (b), to extend the general mandate granted by Resolution 4 (a) by adding thereto the shares of the Company purchased pursuant to the general mandate granted by Resolution 4 (b).		
SPECIAL RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
5.	To approve the proposed amendments to the existing bye-laws of the Company (the "Existing Bye-laws") and the adoption of the new bye-laws of the Company, in substitution for and to the exclusion of the Existing Bye-laws. [#]		

[#] The full text of the resolutions are set out in the notice of the annual general meeting of the Company which is included in the circular dated 28 April 2023 of the Company.

Signature ^(Note 6): _____

Dated: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all those shares in the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out the words "the Chairman of the Meeting" herein inserted 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(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE BOX MARKED "FOR" ALONGSIDE THE RELEVANT RESOLUTION. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE BOX MARKED "AGAINST" THE RELEVANT RESOLUTION.** Failure to tick either box will entitle your proxy to cast your votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than that referred to in the notice convening the meeting.
- 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 lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited (the "Branch Share Registrar") at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in case of a corporation, must be either under its common seal or under the hand of an officer or attorney or other person duly authorised.
- 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 holders, and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
- The proxy need not be a shareholder of the Company but must attend the meeting in person to represent you.
- Completion and deposit of this form of proxy will not preclude you from attending and voting at the meeting if you so wish.

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").
- The supply of your Personal Data to the Company is on a voluntary basis and such data will be used for processing your instructions as stated in this form of proxy. Failure to provide sufficient information may render the Company not able to process your instructions and/or request as stated in this proxy form.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the principal share registrar, the Branch 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 and your appointed proxy have the right to request access to and/or to correct the respective 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 in writing to the Branch Share Registrar at the above address.