

TA YANG GROUP HOLDINGS LIMITED

大洋集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1991)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING
TO BE HELD ON 29 JUNE 2023 (OR ANY ADJOURNMENT THEREOF)

Form of proxy for use by shareholders at the annual general meeting (the "Meeting") of Ta Yang Group Holdings Limited to be held at 22/F, H Code, 45 Pottinger Street, Central, Hong Kong on Thursday, 29 June 2023 at 10:00 a.m. or any adjournment hereof

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.10 each of Ta Yang Group Holdings Limited (the "Company") hereby appoint _____ of _____, or failing him/her, the chairman of the Meeting, to act as my/our proxy to attend and vote for me/us on my/our behalf as direct below, or if no such indication is given then to vote as my/our proxy thinks fit, at the Meeting or at any adjournment hereof and to vote on my/our behalf as directed below.

Please indicate with "✓" in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll ^(Note 3).

ORDINARY RESOLUTIONS [#]		FOR ^(Note 3)	AGAINST ^(Note 3)
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries (the "Group") and the reports of the directors (the "Director(s)") and auditors of the Company for the year ended 31 December 2022		
2.	(a) To re-elect Mr. Li Jiuhua as an executive Director		
	(b) To re-elect Mr. Gao Feng as an executive Director		
	(c) To re-elect Mr. Chan Tsun Hong Philip as a non-executive Director		
	(d) To re-elect Mr. Gu Shixiang as a non-executive Director		
	(e) To re-elect Ms. Wang Lina as an independent non-executive Director		
3.	To authorize the board of Directors of the Company to fix the remuneration of the Directors		
4.	To re-appoint Elite Partners CPA Limited as the auditors of the Company and authorise the board of Directors of the Company to fix their remuneration		
5.	To approve granting the general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company as at the date of passing this resolution		
6.	To approve granting the general mandate to the Directors to buy-back shares not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution		
7.	To authorize the Directors to extend the general mandate to allot, issue and deal with additional shares in the share capital of the Company by an amount not exceeding the amount of the shares repurchased by the Company		
SPECIAL RESOLUTION [#]			
8.	To approve the proposed amendments (the "Proposed Amendments") to the existing amended and restated memorandum and articles of association of the Company (the "Existing Memorandum and Articles of Association") and to adopt the second amended and restated memorandum and articles of association of the Company (the "New Memorandum and Articles of Association") in substitution for and to the exclusion of the Existing Memorandum and Articles of Association with immediate effect after the close of the AGM and authorise any one director or company secretary of the Company to do all things necessary to implement the Proposed Amendments and the adoption of the New Memorandum and Articles of Association		

[#] Full text of the resolution(s) are set out in the notice of the Meeting.

Dated this _____ day of _____ 2023 Signature of Shareholder(s) ^(Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of shares registered in your name(s) 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 in the capital of the Company registered in your name(s).
- IMPORTANT: Please indicate by a "✓" in the space provided how you wish your votes to be cast. IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR"; IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST". Without such specific directions the proxy may at his/her discretion vote for or against the resolution or abstain from voting.**
- Any member entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at a general meeting of the Company. A proxy need not be a member of the Company.
- This form of proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of this form of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign this form of proxy on behalf of the corporation without further evidence of the facts.
- This form of proxy and the power of attorney (if required by the board of directors) or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not later than forty-eight (48) hours before the time appointed for holding the Meeting (i.e. 10:00 a.m. on Tuesday, 27 June 2023) or any adjournment thereof (as the case may be).
- Where there are joint registered holders of any shares, any one of such joint holders may vote, either in person or by proxy in respect of such shares as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the Meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall be accepted to the exclusion of the votes of the other joint registered holders.
- Completion and return of this form will not preclude you from attending and voting in person at the Meeting or any adjournment thereof 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 for use in connection with the Purposes and to such parties who are authorized 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/Union Registrars Limited at the above address.