



## 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)

#### SECOND 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 thereof

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ <sup>(Note 2)</sup> 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 thereof 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 <sup>(Note 3)</sup>.

| ORDINARY RESOLUTION |  | FOR <sup>(Note 3)</sup> | AGAINST <sup>(Note 3)</sup> |
|---------------------|--|-------------------------|-----------------------------|
| 2.                  | (f) To re-elect Mr. Zheng Changxing as an independent non-executive Director |                         |                             |

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

#### 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 second form of proxy ("Second Proxy Form") relates. If no number is inserted, this Second Proxy Form 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 THE ABOVE RESOLUTION, PUT A TICK IN THE BOX MARKED "FOR"; IF YOU WISH TO VOTE AGAINST THE ABOVE RESOLUTION, PUT A TICK IN THE BOX 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 Second Proxy Form 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 Second Proxy Form 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 Second Proxy Form on behalf of the corporation without further evidence of the facts.
- This Second Proxy Form 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, 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 if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.
- This Second Proxy Form is the supplemental proxy form for the purpose of the supplemental resolution set out in the supplemental notice of the Meeting (the "Supplemental Notice") and only serves as a supplement to the first form of proxy (the "First Proxy Form") for the Meeting.
- This Second Proxy Form will not affect the validity of any proxy form duly completed and delivered by you in respect of the resolutions set out in the first notice convening the Meeting dated April 28, 2023 (the "First Notice"). If you have validly appointed a proxy to attend and act for you at the Meeting but do not duly complete and deliver this Second Proxy Form, your proxy will be entitled to vote at his/her discretion on the resolution set out in the Supplemental Notice. If you do not duly complete and deliver the First Proxy Form for the Meeting but have duly completed and delivered this Second Proxy Form and validly appointed a proxy to attend and act for you at the Meeting, your proxy will be entitled to vote at his/her discretion on the resolutions set out in the First Notice.
- If the proxy being appointed to attend the Meeting under this Second Proxy Form is different from the proxy appointed under the First Proxy Form and both proxies attended the Meeting, the proxy validly appointed under the First Proxy Form shall be deemed to have the right to attend and vote at the Meeting.

#### 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.