

THELLOY DEVELOPMENT GROUP LIMITED

德萊建業集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1546)

Form of Proxy for use at the Annual General Meeting to be held on Friday, 11 August 2023 (or its adjourned meeting)

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ shares ^(Note 2) of HK\$0.01
each in the share capital of the above-named Company (the “Company”), **HEREBY APPOINT** ^(Note 3) **THE CHAIRMAN OF THE MEETING**
or _____
of _____
as my/our proxy/proxies to attend the annual general meeting (and its adjourned meeting) of the Company to be held via the e-Meeting system on
Friday, 11 August 2023 at 11:00 a.m. for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening
the annual general meeting and at such meeting (and its adjourned meeting) to vote for me/us and in my/our name(s) in respect of the resolutions
as indicated below.

	ORDINARY RESOLUTIONS	FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To consider and adopt the audited consolidated financial statements of the Company and the reports of the directors (the “Director(s)”) and independent auditor of the Company for the year ended 31 March 2023.		
2.	(a) To re-elect Mr. Shut Yu Hang as an executive Director.		
	(b) To re-elect Mr. Tse Ting Kwan as an independent non-executive Director.		
	(c) To authorise the board of Directors (the “Board”) to fix the remuneration of each of the Directors.		
3.	To re-appoint Deloitte Touche Tohmatsu as an independent auditor of the Company to hold office until the conclusion of the next annual general meeting and to authorise the Board to fix its remuneration.		
4.	To grant a general mandate to the Board to allot, issue and deal with the Company’s shares (the “Shares”) not exceeding 20% of the aggregate number of issued Shares as at the date of passing of this resolution.*		
5.	To grant a general mandate to the Board to repurchase the Shares not exceeding 10% of the aggregate number of issued Shares as at the date of passing of this resolution.*		
6.	To extend the general mandate granted to the Board to allot, issue and deal with additional Shares by adding the aggregate number of Shares repurchased by the Company.*		

* For the full text of the proposed resolutions, please refer to the notice convening the annual general meeting as contained in the Company’s circular dated 19 July 2023.

Email address of the proxy _____

Dated this _____ day of _____ 2023. Signature ^(Note 5): _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
3. If any proxy other than the chairman of the meeting is appointed, delete the words “**THE CHAIRMAN OF THE MEETING**” and insert the name, email address (for receiving the designated log-in username and password to attend and vote on your behalf via the e-Meeting System) and address of the proxy desired in the space provided. The proxy need not be a member of the Company but must attend the annual general meeting via the e-Meeting to represent you. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE ANNUAL GENERAL MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast his/her votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the annual general meeting other than those referred to in the notice convening the annual general meeting.
5. 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 under the hand of an officer or attorney or other person duly authorised.
6. To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong not later than 48 hours before the time fixed for holding this meeting or the adjourned meeting.
7. In the case of joint holders of any Share(s), only ONE PAIR of log-in username and password will be provided to the joint holders. Any one of such joint holders may attend or vote in respect of such share(s) as if he/she/it was solely entitled thereto.
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting and, in such event, the form of proxy shall be deemed to 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 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 Tricor Investor Services Limited at the above address.