

# TIAN CHENG HOLDINGS LIMITED

## 天成控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2110)

### FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON TUESDAY, 31 OCTOBER 2023 (OR AT ANY ADJOURNMENT THEREOF)

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ ordinary share(s)  
of HK\$0.01 each in the capital of Tian Cheng Holdings Limited (the “**Company**”) hereby appoint the chairman of the  
annual general meeting of the Company, or <sup>(Note 3)</sup> \_\_\_\_\_ of  
\_\_\_\_\_ as act my/our proxy to attend and vote for me/us  
and on my/our behalf at the annual general meeting of the Company (the “**Meeting**”) to be held on Tuesday, 31 October  
2023 at 10:30 a.m. at Rooms 506-507A, Empire Centre, 68 Mody Road, Tsim Sha Tsui, Kowloon, Hong Kong and any  
adjournment thereof for the purpose of considering and, if thought fit, passing the ordinary resolutions as set out in the  
notice convening the Meeting as indicated below or if no such indication is given, as my/our proxy thinks fit and in  
respect of any other business that may properly come before the Meeting and/or at any adjournment thereof:

ORDINARY RESOLUTIONS <sup>(Note 4)</sup>		For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the report of the directors of the Company (the “ <b>Director(s)</b> ”) and auditor of the Company for the year ended 31 May 2023.		
2.	To re-appoint Prism Hong Kong and Shanghai Limited as auditor of the Company and to authorise the board of Directors to fix its remuneration.		
3.	(a) To re-elect Ms. Zheng Yanling as an executive Director.		
	(b) To re-elect Mr. Luo Hao as an executive Director.		
	(c) To re-elect Mr. Wong Yuk as an executive Director.		
	(d) To re-elect Mr. Zhao Dongquan as an executive Director.		
	(e) To re-elect Mr. Wan San Fai, Vincent as independent non-executive Director.		
	(f) To re-elect Mr. Zhang Wenyong as independent non-executive Director.		
	(g) To re-elect Mr. Luo Sheng as independent non-executive Director.		
	(h) To authorise the board of Directors to fix the remuneration of the Directors.		
4.	To grant a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the total number of issued shares of the Company as at the date of the passing of this resolution.		
5.	To grant a general mandate to the Directors to repurchase shares not exceeding 10% of the total number of issued shares of the Company as at the date of the passing of this resolution.		
6.	Conditional upon the passing of resolutions nos. 4 and 5, to extend the general mandate to the Directors to allot, issue and deal with additional shares of the Company by an amount not exceeding the amount of the shares repurchased by the Company pursuant to the general mandate granted under resolution no.5 above.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023

Signature <sup>(Note 6)</sup>: \_\_\_\_\_

*Notes:*

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of share(s) 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 the shares of the Company registered in your name(s).
3. If any proxy other than the chairman is preferred, please strike out “the chairman of the annual general meeting of the Company, or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
4. The description of these resolutions is by way of summary only. The full text appears in the notice convening the Meeting.
5. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION(S), TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION(S), TICK THE BOX MARKED “AGAINST”.** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the Meeting and/or any adjournment thereof other than those referred to in the notice convening the Meeting.
6. This form of proxy shall be in writing under the hand of the appointor or of his/her/its 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 on behalf of the corporation without further evidence of the fact.
7. Any member entitled to attend and vote at the meeting of the Company is entitled to appoint another person as his proxy to attend and vote instead of him. A member may appoint a proxy in respect of part only of his holding of shares in the Company. A proxy need not be a member of the Company.
8. 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 certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than forty-eight (48) hours before the time appointed for holding the Meeting, i.e. no later than 10:30 a.m. on Sunday, 29 October 2023, or adjourned meeting at which the person named in this form proposes to vote or, in case of a poll taken subsequently to the date of the Meeting or adjourned meeting, as soon as possible but in any event not less than forty-eight (48) hours before the time appointed for the taking of the poll and in default this form of proxy shall not be treated as valid.
9. Delivery of this form of proxy shall not preclude a member from attending and voting in person at the Meeting convened and in such event, this form of proxy shall be deemed to be revoked.
10. Where there are joint registered holders of any share, any one of such joint holders may vote, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
11. The notice of the Meeting is set out in the Company’s circular dated 25 September 2023.

## **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 the Company/Tricor Investor Services Limited at the above address.