Tak Lee Machinery Holdings Limited
德利機械控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2102)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON MONDAY, 30 NOVEMBER 2026

I/We, *(Name)* _____ *(Note 1)*

of *(Address)* _____ *(Note 1)*

being the registered holder(s) of _____ *(Note 2)* ordinary shares of HK$0.01 each in the capital of **Tak Lee Machinery Holdings Limited** (the "**Company**"), HEREBY APPOINT *(Name)* _____

of *(Address)* _____

or failing him/her, the CHAIRMAN OF THE MEETING *(Note 3)* as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company (the "**AGM**") to be held at 9/F, Henley Building, 5 Queen's Road Central, Central, Hong Kong on Monday, 30 November 2026 at 11:00 a.m. and at any adjournment as indicated below *(Note 4)*.

	ORDINARY RESOLUTIONS	**FOR** *(Note 4)*	**AGAINST** *(Note 4)*
1.	To consider and receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Board of Directors and independent auditor for the year ended 31 July 2026		
2.	To declare a final dividend of HK1.5 cents per ordinary share for the year ended 31 July 2026		
3.	(a) To re-elect Ms. Liu Shuk Yee as an executive Director		
	(b) To re-elect Ms. Cheng Ju Wen as a non-executive Director		
4.	To appoint Ms. Ha Ching Ching as an independent non-executive Director		
5.	To authorise the Board of Directors to fix the Directors' remuneration		
6.	To re-appoint RSM Hong Kong as the independent auditor and to authorise the Board of Directors to fix their remuneration for the year ending 31 July 2027		
7.	To grant a general mandate to the Directors to allot, issue and otherwise deal with the Company's shares*		
8.	To grant a general mandate to the Directors to repurchase the Company's shares*		
9.	To extend the general mandate granted to the Directors to issue new shares to include the number of shares repurchased*		
	SPECIAL RESOLUTION	**FOR** *(Note 4)*	**AGAINST** *(Note 4)*
10.	To approve the proposed amendments to the existing memorandum and articles of association of the Company and adoption of the new memorandum and articles of association of the Company*		

* *For the full text of the proposed resolutions, please refer to the notice of annual general meeting as contained in the Company's circular dated 6 November 2026.*

Signature: _____ *(Notes 5 & 6)* Date: _____ 2026

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of shares of the Company (the "**Share(s)**") 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. A member of the Company (the "**Member(s)**") entitled to attend and vote at the AGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A Member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy need not be a Member. If any proxy other than the chairman of the AGM is preferred, please delete the words "or failing him/her, the CHAIRMAN OF THE MEETING" and insert the name and address of the proxy desired in the space provided. If no name is inserted, the chairman of the AGM 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 OF THE RESOLUTIONS, PLEASE TICK (✓) THE RELEVANT BOX MARKED "FOR"; IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, PLEASE TICK (✓) THE RELEVANT BOX MARKED "AGAINST".** Failure to tick either box of a resolution will entitle your proxy to vote for or against the resolution or to abstain from voting on the resolution at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the AGM other than the resolutions referred to in the notice of AGM.
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. In the case of joint holders of Shares, the signature of any one of such joint holders will be sufficient but the names of all the joint holders should be stated.
7. Where there are joint holders of any Share, any one of such joint holders may vote at the AGM, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders is present at the AGM, the vote of the senior holder 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 shall be determined by the order in which the names stand in the register of members in respect of the joint holding. Several executors or administrators of a deceased member in whose name any Share stands shall for this purpose be deemed joint holders thereof.
8. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no less than 48 hours before the time appointed for holding the AGM or any adjournment thereof and in default thereof this form of proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude a Member from subsequently attending and voting in person at the AGM or the adjournment thereof, and in such event, this form of proxy shall be deemed to be revoked. No instrument appointing a proxy shall be valid after the expiry of 12 months from the date of its execution.
9. The Company reserves its right to treat any form of proxy which has been incorrectly completed in some manner as valid if such incorrectness is considered by the Company, at its absolute discretion, not material.
10. A Member or his/her/its proxy should produce proof of identity when attending the AGM. If a corporate Member appoints its representative to attend the AGM, such representative should produce proof of identity and/or a copy of the resolution of the board of directors or other governing body of that Member appointing such representative to attend the AGM.

PERSONAL INFORMATION COLLECTION STATEMENT

(i) "Personal Data" in these statements has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (the "**PDPO**").

(ii) Your supply of Personal Data to the Company is on a voluntary basis and is used for processing your instructions and/or requests as stated in this form of proxy.

(iii) Your Personal Data will not be transferred to other third parties (other than the Hong Kong branch share registrar) unless it is a requirement to so do by law, for example, in response to a court order or a law enforcement agency's request and will be retained for such period as may be necessary for our verification and record purposes.

(iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request should be in writing addressed to the Data Privacy Officer of Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.