



翠華集團®

TSUI WAH GROUP

Tsui Wah Holdings Limited

翠華控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1314)

**FORM OF PROXY FOR USE IN CONNECTION WITH THE ANNUAL GENERAL MEETING
TO BE HELD IN HONG KONG ON FRIDAY, 25 AUGUST 2023 AT 3:00 P.M. (THE “MEETING”) OR
AT THE ADJOURNMENT THEREOF**

I/We ^(Note 1) _____

of _____

being the registered holder(s) of ^(Note 2) _____ share(s) of HK\$0.01 each in the share capital of **Tsui Wah Holdings Limited** (the “**Company**” and the “**Shares**”, respectively), HEREBY APPOINT **THE CHAIRMAN OF THE MEETING** ^(Note 3) as my/our proxy to attend at the annual general meeting of the Company (the “**Meeting**”) (and at the adjournment thereof) to be held at Portion 2, 12/F, The Center, 99 Queen’s Road Central, Hong Kong, on Friday, 25 August 2023 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice convening the Meeting (the “**Notice**”), and vote for me/us and in my/our names in respect of the resolutions as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS*		For ^(Note 4)	Against ^(Note 4)
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries together with the reports of directors and the independent auditor of the Company for the financial year ended 31 March 2023.		
2.	(i) To re-elect Mr. Lee Yuen Hong as an executive director of the Company.		
	(ii) To re-elect Mr. Wong Chi Kin as a non-executive director of the Company.		
	(iii) To re-elect Mr. Yim Kwok Man as an independent non-executive director of the Company.		
3.	To authorise the board of directors of the Company (the “ Board ”) to fix the remuneration of the directors of the Company (the “ Directors ”) for the year ending 31 March 2024.		
4.	To re-appoint KPMG as the independent auditor of the Company and to authorise the Board to fix their remuneration.		
5.	To grant a general and an unconditional mandate to the Directors to allot, issue and otherwise deal with additional Shares.		
6.	To grant a general and an unconditional mandate to the Directors to repurchase Shares.		
7.	Conditional upon the passing of resolutions no. 5 and 6 set out in the Notice, to extend the general mandate granted by resolution no. 5 by adding thereto the Shares repurchased pursuant to the general mandate granted by resolution no. 6.		
SPECIAL RESOLUTION*		For ^(Note 4)	Against ^(Note 4)
8.	To approve the amendments to the existing memorandum and articles of association of the Company and to adopt the new memorandum and articles of association of the Company (that is, the amended and restated memorandum and articles of association).		

* For the full text of the proposed resolutions, please refer to the Notice as contained in the Company’s circular dated 21 July 2023.

Dated this _____ day of _____ 2023 Signed ^(Note 4): _____

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 registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
3. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to complete any of the boxes will entitle the chairman of the Meeting (the “**Chairman**”) to cast his vote at his discretion. The Chairman will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than that referred to in the notice of the Meeting. If you wish to vote part of your Shares for and part of your Shares against the relevant resolution, please insert the number of Shares in the relevant box.
4. The form of proxy must be signed by the appointor or his/her/its attorney duly authorised in writing or, if such appointor is a corporation, must be either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
5. In order to be valid, this form of proxy together with a power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be completed signed and deposited at the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17 M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 48 hours before the time appointed for holding the Meeting or its adjournment.
6. 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.

PERSONAL INFORMATION COLLECTION STATEMENT

“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 “**Ordinance**”).

The supply of your name(s) and address is on a voluntary basis for the purpose of processing your request for the appointment of the Chairman as a proxy and your voting instructions for the Meeting (the “**Purposes**”). The Company may transfer your name(s) and address(es) to its agent, contractor, or third party service provider which provides administrative, computer and other services to it for use in connection with the Purposes and to such parties who/which are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your 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 Ordinance and any such request should be in writing by mail to Computershare Hong Kong Investor Services Limited at the above address.