



# TSC Group Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 206)

## Form of Proxy for use at the annual general meeting to be held on 25 May 2017 (or any adjournment thereof)

I/We<sup>1</sup>, \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares of HK\$0.10 each in the capital of TSC Group Holdings Limited (the "Company"), **HEREBY APPOINT**<sup>3</sup> \_\_\_\_\_  
of \_\_\_\_\_  
or failing him/her, the Chairman of the meeting as my/our proxy to attend and act for me/us in the annual general meeting (the "Meeting") (or at any adjournment thereof) of the Company to be held at Falcon Room 1, Basement, Gloucester Luk Kwok, 72 Gloucester Road, Wanchai, Hong Kong on Thursday, 25 May 2017 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the Meeting and at the Meeting (or any adjournment thereof), to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To receive and adopt the audited financial statements and the reports of the directors and auditors for the year ended 31 December 2016.		
2.	To re-elect Mr. Jiang Bing Hua as an executive director.		
3.	To re-elect Mr. Bian Junjiang as an independent non-executive director.		
4.	To re-elect Mr. Guan Zhichuan as an independent non-executive director.		
5.	To re-elect Mr. Wang Jianzhong as a non-executive director.		
6.	To re-elect Mr. Wang Yong as a non-executive director.		
7.	To authorise the board of directors to fix the remuneration of the directors.		
8.	To re-appoint KPMG as auditors and authorise the board of directors to fix their remuneration.		
9.	To approve ordinary resolution no. 9 as set out in the notice of the Meeting (to grant a general mandate to the board of directors to issue new shares in the Company).		
10.	To approve ordinary resolution no. 10 as set out in the notice of the Meeting (to grant a general mandate to the board of directors to repurchase new shares in the Company).		
11.	To approve ordinary resolution no. 11 as set out in the notice of the Meeting (to extend the general mandate to the board of directors to issue new shares by adding the nominal amount of shares repurchased).		

Signature(s)<sup>5</sup>: \_\_\_\_\_

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2017

### Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- Please insert the number of shares of HK\$0.10 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- Please insert the name and address of the proxy desired. If no name is inserted, the Chairman of the meeting will act as your proxy. A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Important:** If you wish to vote for any of the resolution, please indicate with a tick in the appropriate box marked "For". If you wish to vote against any of the resolution, please indicate with a tick in the appropriate box marked "Against". Failure to tick a box will entitle your proxy to cast your vote in respect of such resolution at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to above.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, either under seal or under the hand of an officer or attorney duly authorised in writing.
- In the case of joint holders of any share, any one of such holders may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the Meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall 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.
- To be valid, this form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's principal place of business in Hong Kong at Unit 03, 19/F, Bangkok Bank Building, No. 18 Bonham Strand West, Sheung Wan, Hong Kong, not less than 48 hours before the time appointed for the Meeting (i.e. at 10:00 a.m. on 23 May 2017) or any adjourned meeting. Completion and return of the form of proxy will not preclude shareholders from attending the Meeting and voting in person.
- Any alteration made to this form of proxy must be initialled by the person who signs it.

### "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 / Tricor Investor Services Limited at the above address."