



TA YANG GROUP HOLDINGS LIMITED

大洋集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1991)

SECOND PROXY FORM

Second form of proxy ("Second Proxy Form") for use by shareholders at the Annual General Meeting to be held at Rooms 1 and 2, United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 14 December 2017 at 10:00 a.m.

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.10 each of Ta Yang Group Holdings Limited
(the "Company") hereby appoint the Chairman of the meeting or ^(Note 3) _____
of _____
as my/our proxy to attend and vote for me/us on my/our behalf as direct below, or if no such indication is given then to vote as my/our proxy thinks fit, at the Annual General Meeting of the Company (the "Meeting") to be held at Rooms 1 and 2, United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 14 December 2017 at 10:00 a.m. or at any adjournment hereof and to vote on my/our behalf as directed below.

Please indicate with "✓" in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll ^(Note 4).

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and auditors of the Company for the year ended 31 July 2017		
2.	(i) To re-elect Ms. Wang Yayuan as a director of the Company		
	(ii) To re-elect Mr. Wu Tak Kong as a director of the Company		
	(iii) To re-elect Ms. Shi Qi as a director of the Company		
	(iv) To re-elect Ms. Xu Chendi as a director of the Company		
	(v) To re-elect Mr. Qiu Yonghao as a director of the Company		
3.	To authorize the board of directors of the Company to fix the remuneration of Directors		
4.	To re-appoint auditors and authorise the board of directors to fix their remuneration		
5.	To approve granting the general mandate to the Directors to allot, issue and deal with the Company's shares		
6.	To approve granting the general mandate to the Directors to repurchase the Company's shares		
7.	To authorize the Directors to extend the general mandate to issue new shares by adding the number of shares repurchased		

Dated this _____ day of _____ 2017 Signature of Shareholder(s) ^(Note 6) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which this Second Proxy Form relates. If no number is inserted, this Second Proxy Form will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, strike out the words "the Chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. If this space is not completed, the Chairman of the meeting will act as your proxy. **ANY ALTERATION MADE TO THIS SECOND PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS THIS SECOND PROXY FORM.**
- IMPORTANT: Please indicate by a "✓" in the space provided how you wish your votes to be cast. **IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR"; IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Without such specific directions the proxy may at his/her discretion vote for or against the resolution or abstain from voting.
- Any member entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he/she or they represent as such member could exercise.
- This Second Proxy Form shall be in writing under the hand of the appointor or of his/her 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 Second Proxy Form 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 Second Proxy Form on behalf of the corporation without further evidence of the facts.
- This Second Proxy Form and the power of attorney (if required by the Board) or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong ("Branch Registrar"), not less than forty-eight (48) hours before the time appointed for holding the Meeting (the "Closing Time") or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of Meeting.
- In the case of joint holders of a share, 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 in respect of the joint holding.
- Completion and return of this Second Proxy Form will not preclude you from attending and voting at the Meeting if you so wish.
- In order to determine members who are entitled to attend the Meeting, the register of members of the Company will be closed from Tuesday, 12 December 2017 to Thursday, 14 December 2017, both days inclusive, during which period no transfer of shares can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Company's Branch Registrar, not later than 4:30 p.m. on Monday, 11 December 2017.
- If Typhoon Signal No. 8 or above is expected to be hoisted or a Black Rainstorm Warning Signal is expected to be in force any time after 7: 30 a.m. on the date of the Meeting, then the Meeting will be postponed. The Company will post an announcement on the website of the Company (www.tayang.com) and HKExnews website (www.hkexnews.hk) to notify shareholders of the date, time and place of the rescheduled meeting. The Meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the Meeting under bad weather condition bearing in mind their own situations.

IMPORTANT: A SHAREHOLDER WHO HAS ALREADY LODGED THE FORM OF PROXY ("FIRST PROXY FORM") WHICH WAS SENT TOGETHER WITH THE CIRCULAR DATED 14 NOVEMBER 2017 CONTAINING THE NOTICE OF THE MEETING, SHOULD NOTE THAT:

- If no Second Proxy Form is lodged with the Company's Branch Registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the Meeting (including, if properly put, a resolution for the re-election of an additional candidate as a Director as set out in this supplemental circular) except for those resolutions to which the shareholder has indicated his/her voting direction in the First Proxy Form.
- If the Second Proxy Form is lodged with the Branch Registrar before the Closing Time, the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the shareholder.
- If the Second Proxy Form is lodged with the Branch Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (a) above as if no Second Proxy Form was lodged with the Branch Registrar. Accordingly, shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Branch Registrar before the Closing Time.

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/Union Registrars Limited at the above address.