



**TIAN CHANG GROUP HOLDINGS LTD.**  
**天長集團控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2182)

**REVISED FORM OF PROXY**  
**FOR USE AT THE ANNUAL GENERAL MEETING HELD ON 28 MAY 2019**

I/We (Note 1) \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of (Note 2) \_\_\_\_\_ shares of HK\$0.10 each in the capital of Tian Chang Group Holdings Ltd. (the "Company"), HEREBY APPOINT (Note 3) the Chairman of the Meeting or \_\_\_\_\_

of \_\_\_\_\_

as my/our proxy to attend and to vote for me/us and on my/our behalf at the annual general meeting (the "Meeting") (or at any adjournment thereof) of the Company to be held at élan 220, 3rd Floor, L'Hotel élan, 38 Chong Yip Street, Kwun Tong, Kowloon, Hong Kong on Tuesday, 28 May 2019 at 11:30 a.m. for the purposes of considering and, if thought fit, passing the resolutions set out in the notice of Meeting (the "Notice") and at such meeting (or at any adjournment thereof) to vote for me/us and in the event of a poll to vote for me/us and in my/our name(s) as indicated below or, if no such indication is given, as my/our proxy thinks fit.

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 the directors and auditor of the Company thereon for the year ended 31 December 2018.		
2.	(a) To elect Ms. Poon Po Han Lisa as an executive director of the Company.		
	(b) To elect Mr. Ng Chi Wai as an independent non-executive director of the Company.		
	(c) To authorise the board of directors to fix the remuneration of directors.		
3.	To re-appoint Mazars CPA Limited as the auditor of the Company and authorise the board of directors to fix its remuneration.		
4.	To declare and approve a final dividend of HK3.0 cents per Share for the year ended 31 December 2018.		
5.	To adopt ordinary resolution no. 5 as set out in the Notice (to give a general mandate to the directors to issue shares in the Company).		
6.	To adopt ordinary resolution no. 6 as set out in the Notice (to give a general mandate to the directors to repurchase shares in the Company).		
7.	To adopt ordinary resolution no. 7 as set out in the Notice (to extend the general mandate to the directors to issue shares in the Company).		
8.	To approve the adoption of the Share Option Scheme of the Company (as defined in the circular of the Company dated 25 April 2019 and the amendments to which as set out in the supplemental circular of the Company dated 10 May 2019) and authorise the directors of the Company to do all such acts to implement the Share Option Scheme.		

Signature (Note 7) \_\_\_\_\_

Date: \_\_\_\_\_ 2019

**Notes:**

- Full name(s) and address(es) to be insert in BLOCK CAPITALS. The names of all joint shareholders should be stated.
- Please insert the number of shares registered in your name(s). If no number is inserted, this revised proxy form ("Revised 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 is preferred, strike out the words "the Chairman of the Meeting or" and insert the name and address of the proxy desired. Any alteration made to this Revised Proxy Form must be initialled by the person who signs it.
- Important: If you wish to vote for a resolution, tick in the relevant box marked "FOR". If you wish to vote against the resolution, tick in the box marked "AGAINST". Failure to tick a box will entitle your proxy, at his discretion, to cast your vote in respect of such resolution or abstain from voting. Your proxy will also be entitled to vote at his discretion on any resolutions properly put to the Meeting other than those referred to in the Notice.
- To be valid, this Revised Proxy Form, duly signed, 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, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (the "Share Registrar") not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof (the "Closing Time").
- In the case of joint shareholders, any one of such joint shareholders 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 shareholders are present at the Meeting personally or by proxy, that one of the said persons whose name stands first in the register of members of the Company in respect of the relevant share shall alone be entitled to vote in respect thereof. Only one of the joint shareholders need to sign.
- This Revised Proxy Form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under seal or under the hand of an officer or attorney duly authorised in writing.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you. Completion and deposit of the Revised Proxy Form will not preclude you from attending and voting at the Meeting if you so wish.

**IMPORTANT: A SHAREHOLDER OF THE COMPANY WHO HAS ALREADY LODGED THE PROXY FORM WHICH WAS SENT TOGETHER WITH THE NOTICE OF THE ANNUAL GENERAL MEETING DATED 25 APRIL 2019 (THE "FIRST PROXY FORM") SHOULD NOTE THAT:**

- If no Revised Proxy Form is lodged with the Share Registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the shareholder. The proxy so appointed by the shareholder will be entitled to vote in accordance with the instructions previously given by the shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the Annual General Meeting, including the revised resolution set out in the supplemental circular.
- If the Revised Proxy Form is lodged with the Share Registrar before the Closing Time, the Revised Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by it/him/her. The Revised Proxy Form will be treated as a valid proxy form lodged by the shareholder.
- If the Revised Proxy Form is lodged with the Share Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Revised 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 (i) above as if no Revised Proxy Form was lodged with the Share Registrar. Accordingly, shareholders are advised to complete the Revised Proxy Form carefully and lodge the Revised Proxy Form with the Share Registrar before the Closing Time.