



TEN PAO GROUP HOLDINGS LIMITED

天寶集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1979)

Form of proxy for use at the extraordinary general meeting (the “EGM”) to be held on Monday, 8 April 2024

I/We, (Note 1) _____
of _____
being the registered holder(s) of _____ shares (Note 2)
of HK\$0.01 each in the share capital of Ten Pao Group Holdings Limited (the “Company”), HEREBY APPOINT THE CHAIRMAN OF THE EGM
(Notes 3 & 4) or _____
of _____
as my/our proxy to attend the EGM (and any adjourned meeting) of the Company to be held at Rooms 610–612, 6th Floor, Kwong Sang Hong
Centre, 151–153 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong on Monday, 8 April 2024 at 4:00 p.m. for the purposes of considering and, if
thought fit, passing with or without amendments the resolutions as set out in the notice convening the EGM and at the EGM (and at any
adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below or, if no indication is given, as my/our
proxy thinks fit.

	ORDINARY RESOLUTIONS (Note 5)	FOR (Notes 6 & 7)	AGAINST (Notes 6 & 7)
1.	To approve the share award scheme (the “Ten Pao Electronic (Huizhou) Share Award Scheme”) of Ten Pao Electronic (Huizhou) Co., Ltd* (天寶電子(惠州)有限公司) (“Ten Pao Electronic (Huizhou)”), an indirect wholly-owned subsidiary of the Company and to authorise any director of the Company and the board of directors of Ten Pao Electronic (Huizhou) to do all such acts and to execute all such documents as he/she may deem necessary or expedient for the purpose of giving full effect to the Ten Pao Electronic (Huizhou) Share Award Scheme.		
2.	To approve the grant of 8,700,000 registered capital of Ten Pao Electronic (Huizhou) to Ms. Yang Bingbing under the Ten Pao Electronic (Huizhou) Share Award Scheme and to authorise any director of the Company and the board of directors of Ten Pao Electronic (Huizhou) to do all such acts which he/she may consider necessary, desirable or expedient for the purpose of giving effect to the grant of 8,700,000 registered capital of Ten Pao Electronic (Huizhou) to Ms. Yang Bingbing.		
3.	To approve the grant of 2,000,000 registered capital of Ten Pao Electronic (Huizhou) to Mr. Hong Guangdai under the Ten Pao Electronic (Huizhou) Share Award Scheme and to authorise any director of the Company and the board of directors of Ten Pao Electronic (Huizhou) to do all such acts which he/she may consider necessary, desirable or expedient for the purpose of giving effect to the grant of 2,000,000 registered capital of Ten Pao Electronic (Huizhou) to Mr. Hong Guangdai.		

* For identification purposes only

Dated this _____ day of _____ 2024 Signature (Note 8): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. In the case of joint registered holders, the names of all joint registered holders should be stated.
- Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- Any member of the Company entitled to attend and vote at the EGM is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. The proxy need not be a member of the Company but must attend the EGM in person to represent the member.
- If any proxy other than the Chairman of the EGM is preferred, strike out the words “**THE CHAIRMAN OF THE EGM**” and insert the name and address of the proxy desired in the space provided. A member of the Company who is the holder of two or more shares may appoint more than one proxy to attend and vote on his/her/its behalf at the EGM provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE EGM WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- The description of resolutions is by way of summary only. The full text of these resolutions appears in the notice convening the EGM, which is set out in the Company’s circular dated 15 March 2024.
- IMPORTANT: 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”.** Failure to complete any or all the boxes will entitle your proxy to cast his/her votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution(s) properly put to the EGM other than those referred to in the notice convening the EGM.
- All resolutions will be put to vote by way of poll at the EGM. Every member of the Company present in person (in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for every fully paid share of the Company of which he/she/it is the holder. A person entitled to more than one vote on a poll need not use all his/her votes or cast all the votes he/she uses in the same way and in such cases, please state the relevant number of shares in the appropriate box(es) above.
- 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.
- To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the EGM or the adjourned meeting.
- No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting where the meeting was originally held within 12 months from such date.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names of the joint holders stand in the register of members of the Company in respect of the joint holding.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM and, in such event, the form of proxy delivered shall be deemed to be revoked.

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 EGM (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 and to such parties who are authorised 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. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Data Privacy Officer of Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.