



# 唐宮(中國)控股有限公司

TANG PALACE (CHINA) HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1181)

## PROXY FORM

Proxy form for use by shareholders at the annual general meeting (the "Annual General Meeting") of Tang Palace (China) Holdings Limited (the "Company") convened at 2/F, The L. Place, 139 Queen's Road Central, Central, Hong Kong, on Friday, the 9th day of June 2023 at 4:00 p.m. (or any adjournment thereof)

I/We (note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares (note 2) (the "Shares") of HK\$0.05 each in the capital of the Company,  
hereby appoint the Chairman of the Annual General Meeting or (note 3) \_\_\_\_\_  
of \_\_\_\_\_  
or failing him \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy (note 4) at the Annual General Meeting of the Company to be held at 2/F, The L. Place, 139 Queen's Road Central, Central, Hong Kong on Friday, the 9th day of June 2023 at 4:00 p.m. and at any adjournment thereof and to vote on my/our behalf as indicated below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll (note 5).

Ordinary Resolutions		For	Against
1.	To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditors of the Company for the year ended 31 December 2022		
2.	To approve the declaration of a final dividend for the year ended 31 December 2022 of HK2.5 cents per share		
3.	(1) To re-elect Mr. YIP Shu Ming as an executive director of the Company		
	(2) To re-elect Mr. WONG Chung Yeung as an executive director of the Company		
	(3) To re-elect Mr. KWONG Chi Keung as an independent non-executive director of the Company		
	(4) To re-elect Mr. CHAN Kin Shun as an independent non-executive director of the Company		
	(5) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company		
4.	To re-appoint Messrs. Ernst & Young as auditors of the Company and authorise the board of directors to fix their remuneration		
5.	(1) To grant a general unconditional mandate to the directors of the Company to allot, issue or otherwise deal with additional shares of the Company not exceeding 20% of the total number of the shares of the Company in issue as at the date of the passing of the relevant resolution		
	(2) To grant a general unconditional mandate to the directors of the Company to repurchase shares in the Company not exceeding 10% of the total number of shares of the Company in issue as at the date of the passing of the relevant resolution		
	(3) Conditional upon resolutions 5(1) and 5(2) being passed, the general unconditional mandate granted to the directors of the Company to allot, issue or otherwise deal with additional shares of the Company pursuant to resolution 5(1) be extended by the addition thereto of the number of shares representing the total number of shares of the Company repurchased by the Company under the authority granted pursuant to resolution 5(2)		
Special Resolution		For	Against
6.	(a) To consider and approve the proposed amendments to the existing articles of association of the Company and adopt the amended and restated articles of association of the Company; and		
	(b) To authorise any director or company secretary or registered office provider of the Company to do all such acts, deeds and things and execute all such documents and make all such arrangements as they shall, in their absolute discretion, deem necessary or expedient to give effect to the proposed amendments to the articles of association of the Company and the proposed adoption of the amended and restated articles of association of the Company		

Date \_\_\_\_\_

Signature (note 6) \_\_\_\_\_

### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
  - Please insert the number of Shares registered in your name(s) to which the proxy relates. If no number is inserted, this proxy form will be deemed to relate to all the Shares in the share 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 Annual General Meeting or" and insert the name and address of the proxy desired in the space provided. **IF YOU DO NOT STRIKE OUT THE WORDS "THE CHAIRMAN OF THE ANNUAL GENERAL MEETING OR" AND YOUR PROXY HAS NOT ATTENDED THE ANNUAL GENERAL MEETING OR IF NO NAME IS INSERTED, THE CHAIRMAN OF THE ANNUAL GENERAL MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
  - Any member entitled to attend and vote at the Annual General Meeting is entitled to appoint in written form one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company but must attend the Annual General Meeting in person to represent you.
  - IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS SET OUT ABOVE, PLEASE TICK ("✓") THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, PLEASE TICK ("✓") THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION.** Failure to complete any or all boxes will entitle your proxy to cast his votes on the relevant resolution at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Annual General Meeting other than those referred to in the notice convening the Annual General Meeting.
  - This proxy form must be signed by you or your attorney duly authorised in writing or in the case of a corporation must be either under its common seal or under the hand of an officer or attorney duly authorised.
  - Where there are joint registered holders of Shares, any one of such joint holders may vote at the Annual General Meeting, either personally or by proxy, in respect of such Shares as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the Annual General Meeting personally or by proxy, then one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
  - To be valid, this proxy form, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be deposited at Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong (the "Branch Share Registrar") at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time of the Annual General Meeting or any adjournment thereof.
  - Completion and return of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof if you so wish and in such event, the proxy form shall be deemed to be revoked.
  - The full text of the above resolutions is set out in the notice of the Annual General Meeting dated 26 April 2023.  
**PERSONAL INFORMATION COLLECTION STATEMENT**
- (i) "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- (ii) Your Personal Data is supplied to the Company on a voluntary basis. Failure to provide sufficient information may render the Company not able to process your instructions and/or request as stated in this proxy form.
- (iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the Branch Share Registrar and/or other companies or bodies for any of the stated purposes and retained for such period as may be necessary for verification and record purposes.
- (iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Personal Data Privacy Officer of the Branch Share Registrar.