



東京中央拍賣控股有限公司 TOKYO CHUO AUCTION HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock code: 1939)

PROXY FORM

Form of proxy for use by shareholders at the Annual General Meeting (the "Meeting") to be convened at Room 2601, 26/F., Wing On Centre, No. 111 Connaught Road Central, Hong Kong on Monday, 4 September 2023 at 11:30 a.m. (or any adjournment thereof)

I/We (note a) _____
of _____
being the registered holder(s) of _____ (note b)
shares in the issued share capital of Tokyo Chuo Auction Holdings Limited 東京中央拍賣控股有限公司 (the "Company") hereby appoint the Chairman of the Meeting or _____
of _____
to act as my/our proxy (note c) to attend, act and vote for me/us and on my/our behalf as directed below at the Meeting to be held at Room 2601, 26/F., Wing On Centre, No. 111 Connaught Road Central, Hong Kong on Monday, 4 September 2023 at 11:30 a.m. (and at any adjournment thereof).

Please tick ("√") the appropriate boxes to indicate how you wish your vote(s) to be cast.

ORDINARY RESOLUTIONS (note d)		FOR (note e)	AGAINST (note e)
1.	To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the "Directors") and auditors of the Company for the year ended 31 March 2023		
2.	(a) Each as a separate resolution, to re-elect the following persons as a Director:		
	(i) Mrs. Ando Eri		
	(ii) Mr. Sun Hongyue		
	(iii) Ms. Lam Suk Ling Shirley		
	(b) To authorise the board of Directors to fix the Directors' remuneration		
3.	To re-appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and authorise the board of Directors to fix their remuneration		
4.	To grant a general mandate to the Directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of shares of the Company in issue as at the date of passing of this resolution (the "Issue Mandate")		
5.	To grant a general mandate to the Directors to repurchase the shares of the Company not exceeding 10% of the total number of shares of the Company in issue as at the date of passing of this resolution (the "Repurchase Mandate")		
6.	Conditional upon the passing of resolutions nos. 4 and 5, to extend the Issue Mandate granted to the Directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate number of shares repurchased by the Company under the Repurchase Mandate		
7.	To approve the termination of the 2018 Share Option Scheme, and the adoption of the 2023 Share Option Scheme with the Scheme Mandate Limit (as defined in the 2023 Share Option Scheme)		
8.	Conditional upon the passing of resolution no. 7, to approve the adoption of Service Provider Sublimit under the 2023 Share Option Scheme		

Dated the _____ day of _____, 2023

Shareholder's signature x _____ x (notes f, g, h, i and j)

Notes:

- a Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. In the case of joint registered holders, the names of all joint registered holders should be stated.
- b Please insert the number of shares in the issued share capital of the Company (the "Shares") registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- c A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the Meeting or" and insert the name and address of the person appointed as proxy in the space provided.
- d The full text of the resolutions appears in the notice of the Meeting incorporated in the circular of the Company dated 28 July 2023.
- e If you wish to vote for any of the resolutions set out above, please tick ("√") the box(es) marked "For". If you wish to vote against any resolutions, please tick ("√") the box(es) marked "Against". If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- f In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- g The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under seal or under the hand of an officer or attorney so authorised.
- h To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company's share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 48 hours before the time of the Meeting (11:30 a.m. on Saturday, 2 September 2023) or any adjournment thereof.
- i Any alteration made to this form should be initialled by the person who signs the form.
- j Completion and return of this proxy form will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.
- k References to time and dates in this form of proxy are to Hong Kong time and dates.

PERSONAL INFORMATION COLLECTION STATEMENT

"Personal Data" in this statement has the same meaning as "personal data" defined in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO"). Your supply of the Personal Data is on a voluntary basis and for the purpose of processing your instructions as stated in this Form (the "Purposes"). If you fail to supply sufficient information, the Company may not be able to process your instructions. The Company may disclose or transfer the Personal Data to its subsidiaries, its share registrar and/or third party service provider who provides administrative, computer and other services to the Company for use in connection with the Purposes 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. The Personal Data will be retained for such period as may be necessary to fulfil the Purposes (including for verification and record purposes). Request for access to and/or correction of the Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing and sent to the Privacy Compliance Officer of Tricor Investor Services Limited at the above address.