

# TECHCOMP (HOLDINGS) LIMITED

天美(控股)有限公司\*

(Incorporated in Bermuda with limited liability)

(Hong Kong Stock Code: 1298)

(Singapore Stock Code: T43)

## FORM OF PROXY FOR SPECIAL GENERAL MEETING

Form of proxy for use by shareholders at the special general meeting (the "SGM") of Techcomp (Holdings) Limited (the "Company") to be held at Conference Room (A3), Admiralty Conference Centre, 1804, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong and via video conference at Pinnacle Suite, Wangz Business Centre, The Penthouse, 7 Temasek Boulevard, #44-01 Suntec Tower One, Singapore 038987 on Tuesday, 17 July 2018 at 2:30 p.m. and at any adjournment thereof.

I/We (Note a) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ (Note b) ordinary shares of US\$0.05 each in the Company hereby appoint the Chairman of the SGM or (Notes c & h) \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to vote for me/us on my/our behalf at the SGM to be held on Tuesday, 17 July 2018 at 2:30 p.m. and at any adjournment thereof, on the resolutions, with or without modifications, referred to in the notice convening the SGM (the "Notice"), or if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS (Note c)		FOR	AGAINST
1.	To approve the terms of the CB Subscription Agreement and all transactions contemplated thereunder		
2.	To approve the Distribution in Specie		
3.	To approve the terms of the Supply Framework Agreement and all transactions contemplated thereunder		
4.	To approve the terms of the Mr. Lo's Service Agreement and all transactions contemplated thereunder		
5.	To approve the terms of the Mr. Chan's Service Agreement and all transactions contemplated thereunder		
6.	To approve the amendment to the 2004 Share Option Scheme		
7.	To approve the amendments to the 2011 Share Option Scheme		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2018

Shareholder's signature \_\_\_\_\_ (Notes f, g, h and i)

### Notes:

- Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint a person other than the Chairman of the SGM as your proxy, please delete the words "the Chairman of the SGM or" and insert the name and address of that person appointed in the space provided.
- The full text of each resolution referred to above appears in the Notice. Shareholders are advised to read the circular of the Company dated 29 June 2018 ("Circular") and the Notice, which contain information concerning the resolutions proposed in the Notice.
- If you wish to vote for the resolution set out above, please tick ("✓") the box marked "For". If you wish to vote against the resolution, please tick ("✓") the box marked "Against". If you wish to vote only part of the number of shares in respect of which the proxy is so appointed, please state the exact number of shares in lieu of tick "✓". in the relevant box. If this form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution. A proxy will also be entitled to vote at his discretion on any resolution properly put to the SGM other than that set out in the Notice.
- In the case of joint registered holders, the vote of the senior member who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
- 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 its Common Seal or signed by a duly authorised officer or attorney.
- In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority, must be lodged at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (for Hong Kong Shareholders), or the Company's share transfer agent in Singapore, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902 (for Singapore Shareholders), not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjourned meeting thereof (as the case may be).
- Any alteration made to this form of proxy must be initiated by the person who signs the form.
- Completion and return of this proxy will not preclude you from attending in person and voting at the SGM.
- Unless otherwise defined herein, capitalised terms used herein shall have the same meanings as defined in the Circular.

\* For identification purposes only