



# TIMES UNIVERSAL GROUP HOLDINGS LIMITED

## 時代環球集團控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 2310)

### FORM OF PROXY

FOR ANNUAL GENERAL MEETING TO BE HELD AT 2:30 P.M. ON THURSDAY, 30 MAY 2024 AND ANY ADJOURNMENT THEREOF

I/We <sup>(note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being a registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_ shares of Times Universal Group Holdings Limited (the "Company"), hereby appoint the Chairman of the meeting or <sup>(note 3)</sup> \_\_\_\_\_ (name) of \_\_\_\_\_ (address) as my/our proxy to attend and vote for me/us on my/our behalf at the annual general meeting of the Company to be held at Room 3002, 30/F., Workington Tower, 78 Bonham Strand, Sheung Wan, Hong Kong on Thursday, 30 May 2024 at 2:30 p.m. (and at any adjournment thereof) (the "AGM") in respect of the resolutions set out in the notice of AGM as hereunder indicated <sup>(note 4)</sup>, or, if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions		For <sup>(note 4)</sup>	Against <sup>(note 4)</sup>
1.	To receive and adopt the audited consolidated financial statements, the directors' report and the independent auditor's report of the Company for the year ended 31 December 2023		
2.	To re-elect the following persons as directors of the Company, each as a separate resolution:		
	(a) Mr. Chen Jian;		
	(b) Ms. Hung Wang Kai Grace; and		
	(c) Mr. Ngok Ho Wai		
3.	To authorise the board of directors to fix the remuneration of the directors of the Company		
4.	To re-appoint Asian Alliance (HK) CPA Limited as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration		
5(I).	To grant the directors of the Company a general mandate to allot, issue and deal with any unissued shares of the Company, not exceeding 20% of the total number of shares of the Company in issue as at the date of passing this resolution		
5(II).	To grant the directors of the Company a general mandate 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 this resolution		
5(III).	Conditional upon the passing of resolutions nos.5(I) and 5(II), to extend the general mandate granted to the directors under resolution no.5(I), not exceeding the total number of shares repurchased under the mandate referred to in item 5(II) above		
Special Resolution		For <sup>(note 4)</sup>	Against <sup>(note 4)</sup>
6.	To approve the proposed amendments to the articles of association of the Company, to adopt the amended and restated articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company, and to authorise the directors of the Company to do all things necessary to implement the adoption of the amended and restated articles of association of the Company		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2024

Signature(s) <sup>(note 5)</sup> \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) to be inserted in **block capitals**.
- Please insert the number of shares in the Company registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the company registered in your name(s).
- If any proxy other than the Chairman is preferred, please strike out "the Chairman of the meeting or <sup>(note 3)</sup>" and insert the full name and address of the proxy desired in the space provided.
- If you wish to vote for any resolution, please "✓" the box marked "For" beside the appropriate resolution. If you wish to vote against any resolution, please "✓" the box marked "Against" beside the appropriate resolution. **Any alteration made to this proxy form must be initialled by the person(s) who sign(s) it.** Failure to complete any or all boxes will entitle your proxy to cast his/her votes on the relevant resolution at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- 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 under its common seal or under the hand of an officer, attorney or other person duly authorised.
- Where there are joint registered holders of any share, any one of such persons may vote at the meeting (or at any adjournment thereof), either personally or by proxy, in respect of such share as if he/she/it were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that 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 the Company's share registrar, Tricor Standard Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the meeting (i.e. Tuesday, 28 May 2024 at 2:30 p.m.) (or any adjournment thereof).
- The proxy needs not be a member of the Company but must attend the meeting to represent you.
- Completion and submission of the proxy form shall not preclude you from attending and voting at the meeting or any adjourned meeting should you so desire and in such event, this form of proxy will be deemed to be revoked.