

Tailam Tech Construction Holdings Limited

泰林科建控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6193)

FORM OF PROXY FOR USE AT ANNUAL GENERAL MEETING

I/We (Name) _____ (Block capitals, please)
of (Address) _____
being the holder(s) of _____ (see Note 1) shares of HK\$0.01 each in the capital of Tailam Tech Construction Holdings Limited (the “Company”) hereby appoint (Name) _____
of (Address) _____
or failing him/her (Name) _____
of (Address) _____
or failing him/her, the chairman of the meeting (see Note 2) as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at Room 1901A, Shanghai Shimao Building, No. 55 Wei Fang West Road, New Pudong District, Shanghai, the PRC on Friday, 9 June 2023 at 10:00 a.m. or at any adjournment thereof or on any resolution or motion which is properly proposed thereat. My/Our proxy is authorised and instructed to vote as indicated (see Note 3) in respect of the undermentioned resolutions:

Ordinary Resolutions (see Note 3)		For (see Note 3)	Against (see Note 3)
1.	To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors (the “Director(s)”) and auditors for the year ended 31 December 2022.		
2.	(a) To re-elect the following retiring Directors:		
	(i) to re-elect Mr. Wong Chiu Wai as an executive Director;		
	(ii) to re-elect Mr. Wong Leung Yau as a non-executive Director; and		
	(iii) to re-elect Mr. Lai Chun Yu as an independent non-executive Director.		
(b) To authorise the board of Directors (the “Board”) to fix the remuneration of the Directors.			
3.	To re-appoint PricewaterhouseCoopers as auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration for the year ending 31 December 2023.		
4.	(A) To grant a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the issued shares of the Company.		
	(B) To grant a general mandate to the Directors to buy back shares not exceeding 10% of the issued shares of the Company.		
	(C) Conditional upon the passing of ordinary resolutions numbered 4(A) and 4(B), to extend the authority granted to Directors pursuant to ordinary resolution numbered 4(A) to issue shares by adding number of issued shares of the Company which may be allotted by the Directors pursuant to such general mandate of an amount representing the number of shares bought back under ordinary resolution numbered 4(B).		
Special Resolution (see Note 3)		For (see Note 3)	Against (see Note 3)
5.	To approve the proposed amendments (the “Proposed Amendments”) to the existing articles of association of the Company (the “Existing Articles of Association”), and the adoption of the second amended and restated articles of association of the Company (the “New Articles of Association”), which contains all the Proposed Amendments in substitution for and to the exclusion of the Existing Articles of Association with immediate effect, the details of which are set out in Appendix III to the circular of the Company dated 26 April 2023, and to authorize any Director or company secretary of the Company to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of New Articles of Association, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.		

Dated this _____ day of _____ 2023

Signature(s): _____ (see Notes 4 and 5)

Notes:

- Please insert the number of shares registered in your name(s); 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 shareholder may appoint more than one proxy of his/her own choice. If such an appointment is made, strike out the words “the chairman of the meeting”, and insert the name(s) of the person(s) appointed as proxy in space provided. Any alteration made to this form of proxy must be initialled by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED “For”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED “Against”.** Failure to tick a box will entitle your proxy to cast your vote 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.
- If the appointor is a corporation, this form must be executed under common seal or under the hand of an officer, attorney, or other person duly authorised on that behalf.
- In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of shareholders in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy must be completed, signed and deposited at the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof), not less than 48 hours before the time for holding the meeting. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish and in such event, the form of proxy shall be deemed to be revoked.
- A proxy need not be a shareholder of the Company.
- The full text of the resolutions is set out in the notice of the Annual General Meeting dated 26 April 2023.