



# TC ORIENT LIGHTING HOLDINGS LIMITED

## 達進東方照明控股有限公司

(Incorporated in the Cayman Islands with limited liability)

website: www.tatchun.com

(Stock Code: 515)

### Form of proxy of use at the annual general meeting (the “Meeting”) to be held on Friday, 6 June 2014 at 11:00 a.m. (or at any adjournment thereof)

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares<sup>(Note 2)</sup> of HK\$0.10 each in the share capital of TC Orient Lighting Holdings Limited (the “Company”) HEREBY APPOINT <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
or failing him, the chairman of the Meeting as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held at Room 3, 15/F, Aitken Vanson Centre, 61 Hoi Yuen Road, Kwun Tong, Kowloon, Hong Kong on Friday, 6 June 2014 at 11:00 a.m. (or at any adjournment thereof) in respect of the resolutions set out in the notice convening the Meeting as hereunder indicated below, and, if no such indication is given, as my/our proxy thinks fit <sup>(Note 4)</sup>;

	ORDINARY RESOLUTIONS	FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
1.	To receive and adopt the audited financial statements and the reports of the directors (the “Directors”) and auditors of the Company for the year ended 31 December 2013.		
2.	(a) To re-elect Mr. Kwok Tung Fai as an executive director; (b) To re-elect Madam Li Jinxia as a non-executive director; (c) To re-elect Mr. Wong Siu Fai, Albert as an independent non-executive director; and (d) To authorise the board of directors to fix their respective remuneration.		
3.	To approve the re-appointment of the auditors and to authorize the board of directors to fix their remuneration.		
4.	To grant a general mandate to the directors to allot and issue additional shares of the Company.		
5.	To grant a general mandate to the directors to repurchase shares of the Company.		
6.	To extend the general mandate granted to the directors to allot and issue additional shares of the Company.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2014 Signed <sup>(Note 5)</sup> \_\_\_\_\_

#### Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. 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).
3. Please insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast your vote(s) at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be executed either under its seal or under the hand of an officer, attorney or other person duly authorized.
6. Where there are joint holders of any share, any one of such holders may vote at the meeting either personally or by proxy in respect of such share as if he/she were solely entitled to vote; but if more than one of such joint holders be present at the Meeting in person or by proxy, then the one of such holders whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
7. In order to be valid, the proxy form together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be deposited at the branch share registrars of the Company in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof (as the case may be).
8. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person(s) as his/her proxy to attend and vote instead of him/her. A proxy need not be a member of the Company.
9. Completion and return of the proxy form shall not preclude a member of the Company from attending and voting in person at the Meeting or any adjournment thereof if he/she so desires and, in such event, the instrument appointing a proxy shall be deemed to have been revoked.