



PING SHAN

**PING SHAN TEA GROUP LIMITED**

**坪山茶業集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 364)

**FORM OF PROXY FOR ANNUAL GENERAL MEETING**

I/We <sup>1</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of <sup>2</sup> \_\_\_\_\_

shares of HK\$0.01 each in the capital of Ping Shan Tea Group Limited (the "Company"), HEREBY APPOINT <sup>3</sup> the Chairman of the Annual General Meeting of the Company (the "Meeting"), or \_\_\_\_\_

of \_\_\_\_\_

as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting (or any adjournment thereof) to be held at Macau Jockey Club, Function Room, 1/F., China Merchants Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Wednesday, 28 June 2017 at 11:00 a.m. in respect of the undermentioned resolutions (full text as set out in the notice of the Meeting) as indicated, and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS	FOR <sup>4</sup>	AGAINST <sup>4</sup>
1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors of the Company for the year ended 31 December 2016.		
2. (i) To re-elect Mr. Cai Zhenying as executive director of the Company.		
(ii) To re-elect Mr. Zhang Lu as executive director of the Company.		
(iii) To re-elect Mr. Zhou Yao Bo as executive director of the Company.		
(iv) To re-elect Mr. Lawrence Gonzaga as independent non-executive director of the Company.		
(v) To re-elect Ms. Choy So Yuk as independent non-executive director of the Company.		
(vi) To re-elect Mr. Chin Hon Siang as independent non-executive director of the Company.		
(vii) To re-elect Mr. Lin Hann Ruey as independent non-executive director of the Company.		
(viii) To authorise the board of directors of the Company to fix the remuneration of directors of the Company.		
3. To re-appoint PKF Hong Kong as auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.		
4. To grant a general unconditional mandate to the directors of the Company to allot, issue and deal with additional shares in the Company not exceeding 20% of the issued shares of the Company as at the date of this resolution.		
5. To grant a general unconditional mandate to the directors of the Company to repurchase shares in the Company not exceeding 10% of the issued shares of the Company as at the date of this resolution.		
6. Conditional on the passing of resolutions nos. 4 and 5, to extend the general mandate granted by resolution no. 4 by adding thereto the shares repurchased pursuant to the general mandate granted by resolution no. 5.		
7. To refresh the general scheme limit of the share option scheme of the Company.		

Signature <sup>5</sup> : \_\_\_\_\_

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2017

Notes:

- Full name(s) and address(es) (as shown in the register of members) to be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated.
- Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out "the Chairman of the Annual General Meeting of the Company (the "Meeting"), or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
- Please indicate with a "✓" in the spaces opposite to each of the resolutions how you wish the proxy to vote on your behalf. In the absence of any such indication the proxy may vote for or against the resolutions or may abstain 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.
- 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 any officer or attorney duly authorised.
- In the case of joint holders 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 holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
- To be valid, you are requested to lodge this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, at the Company's Hong Kong branch share registrar, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or any adjourned Meeting.
- The proxy need not be a shareholder of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of this form will not preclude you from attending and voting in person at the Meeting or any adjournment thereof should you so wish and in such event, the instrument appointing the proxy shall be deemed to be revoked.