



TSC Group Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 206)

PROXY FORM

Form of proxy for use by shareholders at the extraordinary general meeting to be held at Units 2706-2709, 27/F, One Harbourfront, 18 Tak Fung Street, Hunghom, Kowloon, Hong Kong, 28 December 2018 at 10:00 a.m.

I/We (note a) _____ of _____ being the holder(s) of (note b) _____ shares of HK\$0.10 each of TSC Group Holdings Limited (the "Company"), hereby appoint the Chairman of the extraordinary general meeting (the "Meeting") of the Company or _____ of _____ to act as my/our proxy (note c) at the Meeting to be held at Units 2706-2709, 27/F, One Harbourfront, 18 Tak Fung Street, Hunghom, Kowloon, Hong Kong, 28 December 2018 at 10:00 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below or if no such indication is given as my/our proxy thinks fit.

Terms used in this form of proxy shall have the same meaning as defined in the circular of the Company dated 11 December 2018 unless the context otherwise requires.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll (note d).

Ordinary Resolutions (note e)		For (note d)	Against (note d)
1.	To approve the Authorised Share Capital Increase as set out in the notice of the Meeting dated 11 December 2018		
2.	To approve the Underwriting Agreement, the Rights Issue and the transactions contemplated thereunder as set out in the notice of the Meeting dated 11 December 2018		
3.	To approve the Subscription and Joint Venture Agreement and the transactions contemplated thereunder as set out in the notice of the Meeting dated 11 December 2018		

Dated the _____ day of _____, 2018/2019 Shareholders' signature (notes f, g, h and i) _____

Notes:

- Full name(s) and address(es) must be inserted in BLOCK CAPITALS.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form 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 some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the extraordinary general meeting ("Meeting") of the Company or" and insert the name and address of the person appointed proxy in the space provided.
- If you wish to vote for the special resolution set out above, please tick ("✓") the boxes marked "For". If you wish to vote against the special resolution, please tick ("✓") the boxes marked "Against". If the form return 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; or if in respect of the proposed resolution there is no specific direction, the proxy will, in relation to the proposed resolution, vote or abstain to vote at his discretion. A proxy will also be entitled to vote at his discretion on the resolution properly put to the meeting other than those set out in the notice convening the meeting.
- The description of the ordinary resolution is by way of summary only. The full text appears in the notice of the Meeting.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a shareholder, or his attorney duly authorized in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorized.
- To be valid, this form of proxy together with any 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 offices of the Company's Hong Kong branch share registrar or transfer office, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time of the Meeting (i.e. no later than Wednesday, 26 December 2018 at 10:00 a.m. (Hong Kong time)) or any adjournment thereof.
- Any alteration made to this form should be initialed by the person who signs the form.

"PERSONAL INFORMATION COLLECTION STATEMENT"

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Investor Services Limited at the above address."