



TK Group (Holdings) Limited
東江集團(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2283)

**FORM OF PROXY FOR THE ANNUAL GENERAL MEETING
TO BE HELD ON WEDNESDAY, 3 JUNE 2015
(OR ANY ADJOURNMENT THEREOF)**

I/We¹ _____
of _____
being the registered holder(s) of ² _____ shares (the "Shares") of HK\$0.10 each in the capital of TK Group (Holdings) Limited (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING³ or _____
of _____
as my/our proxy to attend and act for me/us and on my/our behalf at the annual general meeting (the "Meeting") (and any adjourned meeting) of the Company to be held at 1804B, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Wednesday, 3 June 2015 at 9:30 a.m. (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at the meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

	ORDINARY RESOLUTIONS	FOR ^{4, 5}	AGAINST ^{4, 5}
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2014 and the reports of the directors and auditor of the Company for the year ended 31 December 2014.		
2.	To declare a final dividend of HK5 cents per share for the year ended 31 December 2014.		
3.	To re-elect Mr. Cheung Fong Wa as an executive director of the Company (the "Director").		
4.	To re-elect Dr. Chung Chi Ping Roy as an independent non-executive Director.		
5.	To re-elect Mr. Ho Kenneth Kai Chung as an independent non-executive Director.		
6.	To authorise the board of Directors to fix the remuneration of the Directors.		
7.	To re-appoint PricewaterhouseCoopers as the Company's auditors and to authorise the board of Directors to fix their remuneration.		
8.	To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company not exceeding 20% of the aggregate number of the issued shares of the Company as at the date of passing this resolution.		
9.	To grant a general mandate to the Directors to repurchase the shares of the Company not exceeding 10% of the aggregate number of the issued shares of the Company as at the date of passing this resolution.		
10.	Conditional upon the passing of resolutions nos. 8 and 9, to extend the general mandate granted to the Directors to issue, allot and deal with shares of the Company by the number of shares repurchased pursuant to the general mandate granted under resolution no. 9.		

Signature⁶ _____

Date _____

Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of joint registered holders should be stated.
2. 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 Shares registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out "the Chairman of 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 INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT:** If you wish to vote for a resolution, tick in the box marked "For". If you wish to vote against a resolution, tick in the box marked "Against". If no direction is given, your proxy may vote or abstain as he/she thinks fit. 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.
5. All resolutions will be put to vote by way of poll at the Meeting. Every member of the Company present in person (in the case of a member being a corporation, by its duly authorised representative), or by proxy shall have one vote for every fully paid Share of which he/she/it is the holder. A person entitled to more than one vote need not use all his/her/its votes or cast all the votes he/she/it uses in the same way and in such case, please state the relevant number of shares in the appropriate box(es) above.
6. 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 to sign the same.
7. In order to be valid, this form of proxy together with the certified power of attorney (if any) or other authority (if any) under which it is signed, must be lodged with the Company's branch share registrar and transfer office 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 holding of the Meeting or the adjourned Meeting.
8. In the case of joint registered holders of any Shares, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders be present at the Meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such Shares shall be accepted to the exclusion of the votes of the other joint registered holders.
9. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
10. Completion and return of this form will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy shall be deemed to be revoked.