



# TERN PROPERTIES COMPANY LIMITED

## 太興置業有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 277)

### Form of proxy for the use at the Extraordinary General Meeting (the "EGM") (or at any adjournment thereof) to be held at 11:00 a.m. on Tuesday, 30 July 2019

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares of Tern Properties Company Limited (the "Company"),  
**HEREBY APPOINT**<sup>3 & 4</sup> \_\_\_\_\_  
of \_\_\_\_\_  
or failing him<sup>3 & 4</sup> \_\_\_\_\_  
of \_\_\_\_\_  
or failing him, the chairman of the EGM as my/our proxy to act for me/us at the EGM (or at any adjournment thereof) of the said Company to be held at 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Tuesday, 30 July 2019 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the resolution (with or without amendments) as set out in the notice convening the EGM (or at any adjournment thereof) to vote on my/our behalf as directed below or, if no such direction is given, as my/our proxy thinks fit.

	Special Resolution	For <sup>5</sup>	Against <sup>5</sup>
(a)	the terms of the agreed form of the share buy-back agreement (the "Share Buy-back Agreement") (a copy of which is tabled at the EGM and marked "A" and initialled by the chairman of the EGM for identification purposes) proposed to be entered into between the Company, Grand Fort Investments Limited ("Grand Fort"), Mr. Chim Pui Chung and Mr. Law Fei Shing, pursuant to which Grand Fort will transfer to the Company 30,525,639 shares of the Company on terms contained therein at a consideration of HK\$155,680,758.90, be and are hereby approved;		
(b)	the transactions contemplated under the Share Buy-back Agreement be and are hereby approved; and		
(c)	the directors of the Company (or a duly authorised person hereof) be and are hereby authorised to take all such steps to implement and give effect to the Share Buy-back Agreement and the transactions thereunder (including the execution of all documents or deeds as they may consider necessary or appropriate in relation thereto and the making of any changes, modifications, amendments, waivers, variations or extensions of such terms and conditions as they think fit).		

Date: \_\_\_\_\_

Signature<sup>6</sup>: \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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 of the Company registered in your name(s).
- Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend, speak and vote in his stead. A proxy need not be a shareholder of the Company.
- Please insert the name and address of the proxy desired in the space provided and strike out the words "or failing him, the chairman of the EGM." **IF NO NAME OF PROXY IS INSERTED, THE CHAIRMAN OF THE EGM WILL ACT AS YOUR PROXY.** Any alterations made in this form should be initialled by the person who signs it.
- IMPORTANT : IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A "√" IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A "√" IN THE RELEVANT BOX MARKED "AGAINST".** Failure to complete the boxes will entitle your proxy to cast his vote 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 EGM.
- 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 or attorney duly authorised.
- To be valid, 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 of that power or authority, must be deposited at the Company at 26th Floor, Tern Centre, Tower 1, 237 Queen's Road Central, Hong Kong not less than 48 hours before the time appointed for holding the EGM or adjourned meeting.

#### PERSONAL INFORMATION COLLECTION STATEMENT

- "Personal Data" in these statements has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- Your supply of Personal Data to the Company is on a voluntary basis. Failure to provide sufficient information, the Company may not be able to process your appointment of proxy and instructions.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.