



**太和控股有限公司**  
**TAI UNITED HOLDINGS LIMITED**  
*(incorporated in Bermuda with limited liability)*  
(Stock code: 718)

**Form of proxy for use by the shareholders of Tai United Holdings Limited at the special general meeting (the “Meeting”) to be convened at Unit 810, L8, Core F, Cyberport 3, 100 Cyberport Road, Hong Kong, on 5 January 2017 at 11:00 a.m. (or any adjournment thereof)**

**(Terms used in this form of proxy have the same meanings as defined in the notice convening the Meeting (the “Notice”))**

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of shares <sup>(Note 2)</sup> \_\_\_\_\_ of HK\$0.05 each  
in the share capital of Tai United Holdings Limited (the “Company”), HEREBY APPOINT THE CHAIRMAN OF  
THE MEETING <sup>(Note 3)</sup> or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend the Meeting (or any adjournment thereof) to be held at **Unit 810, L8, Core F, Cyberport 3, 100 Cyberport Road, Hong Kong, on 5 January 2017 at 11:00 a.m.** (or any adjournment thereof) for the purposes of considering and, if thought fit, passing the resolution as set out in the Notice convening the said Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolution as indicated below <sup>(Note 4)</sup>.

<b>ORDINARY RESOLUTION</b> <sup>(Note 5)</sup>	<b>FOR</b>	<b>AGAINST</b>
To approve, confirm and ratify the Subscription Agreement and the transactions contemplated thereunder (including but not limited to (i) the issue of the Notes to the Investors subject to the terms and conditions of the Notes Instrument and (ii) the grant of the Warrants to the Investors and the issue and allotment of the Warrant Shares upon exercise of the Warrants subject to the terms and conditions of the Warrants Instrument) and to authorise the directors of the Company to do such acts and things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated under the Subscription Agreement.		

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

Signature <sup>(Note 6)</sup>: \_\_\_\_\_

**Notes:**

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
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 the shares of the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out the words “**THE CHAIRMAN OF THE MEETING or**” and insert the name and address of the proxy desired in the space provided. A member of the Company who is the holder of two or more shares may appoint more than one proxy to attend and vote on his behalf at the Meeting provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED “AGAINST”.** If you wish to vote only part of the number of shares in respect of which the proxy is so appointed, please state the exact number of shares in lieu of tick in the relevant box. If the form returned is duly signed but without specific direction on the proposed resolution, your proxy will be entitled to 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 Meeting.
5. The full text of the resolution is set out in the Notice.
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 executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
7. Every member of the Company present in person or by proxy or, being a corporation, is present by its duly authorised representative, shall have one vote for every fully paid share of which he is the holder.
8. In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of votes of the other joint holder(s). For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
9. To be effective this form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding this Meeting or any adjournment thereof.
10. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
11. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish.