YAN TAT GROUP HOLDINGS LIMITED
恩達集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1480)

FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING TO BE HELD AT ROOM 1804A, 18/F., TOWER 1, ADMIRALTY CENTRE, 18 HARCOURT ROAD, ADMIRALTY, HONG KONG, FRIDAY, 24 MAY 2019 AT 10:00AM OR AT ANY ADJOURNMENT THEREOF

I/We *(Note 1)* _____

of _____

being the registered holder(s) of *(Note 2)* _____shares of HK$0.01 each in the share capital of Yan Tat Group Holdings Limited (the "**Company**"),

HEREBY APPOINT *(Note 3)* **THE CHAIRMAN OF THE MEETING** or _____

of _____

as my/our proxy to attend at the annual general meeting of the Company (the "**Meeting**") (and at any adjournment thereof) to be held at Room 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong, on **Friday, 24 May 2019** at 10:00 am for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice convening the Meeting, and vote for me/us and in my/our names in respect of the resolutions as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	**FOR** *(Note 4)*	**AGAINST** *(Note 4)*
1.	To receive and approve the audited consolidated financial statements together with the directors' report and the independent auditor's report of the Company for the year ended 31 December 2018.		
2.	To declare and pay to the shareholders of the Company a final dividend of HK6.0 cents per share of the Company for the year ended 31 December 2018.		
3.	(a) To re-elect Mrs. Chan Yung as an executive director of the Company.		
	(b) To re-elect Mr. Chan Yan Wing as an executive director of the Company.		
	(c) To re-elect Mr. Yau Wing Yiu as an independent non-executive director of the Company.		
	(d) To authorise the board of directors of the Company to fix their remuneration.		
4.	To re-appoint Ernst & Young as the auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.		
5.	To grant a general and unconditional mandate to the directors of the Company to allot, issue and deal with the additional ordinary shares of the Company with the total number of shares not exceeding 20% of the total number of issued shares of the Company.		
6.	To grant a general and unconditional mandate to the directors of the Company to repurchase shares of the Company with the total number of shares not exceeding 10% of the total number of issued shares of the Company.		
7.	To extend the general and unconditional mandate granted to the directors of the Company to issue, allot and deal with additional shares of the Company under resolution numbered 5 to include the number of shares of the Company repurchased pursuant to the general and unconditional mandate to repurchase shares under resolution numbered 6.		

Date _____ Signature(s) *(Note 6)* _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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).
3. If any proxy other than the Chairman is preferred, please strike out "**THE CHAIRMAN OF THE MEETING** or" here inserted and insert the name and address of the proxy desired in the space provided. You may appoint one or more proxies to attend the Meeting. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS 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 RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to complete any or all of the boxes will entitle your proxy to cast his/her/its votes at his/her/its 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. Any member of the Company ("**Member**") entitled to attend and vote at the Meeting shall be entitled to appoint another person (who must be an individual) as his/her/its proxy to attend and vote instead of him/her/it and a proxy so appointed shall have the same right as the Member to speak at the Meeting. On a poll, votes may be given either personally or by proxy. A proxy need not be a Member. A Member may appoint more than one proxy to attend on the same occasion.
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 seal or under the hand of an officer or attorney duly authorised.
7. To be valid, this form of proxy together with a power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong before 10:00 a.m. (Hong Kong Time) on Wednesday, 22 May 2019.
8. Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he/she/it was solely entitled thereto but if more than one of such joint registered holders be present at any meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined reference to the order in which the names of the joint registered holders stand on the register of members of the Company in respect of the relevant joint holding.
9. Completion and delivery of this form of proxy shell not preclude you from attending and voting in person at the Meeting (and at any adjournment thereof) if you so wish.