



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 EXTRAORDINARY GENERAL MEETING TO BE HELD AT 7/F., NEXXUS BUILDING, 77 DES VOEUX ROAD CENTRAL, HONG KONG ON TUESDAY, 14 JULY 2020 AT 10:00 A.M. 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 extraordinary general meeting of the Company (the “Meeting”) (and at any adjournment thereof) to be held at
7/F., Nexxus Building, 77 Des Voeux Road Central Hong Kong on Tuesday, 14 July 2020 at 10:00 a.m. for the purpose of considering and, if
thought fit, passing the following resolution as set out in the notice convening the Meeting, and vote for me/us and in my/our names in respect of
the resolution as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	FOR (Note 4)	AGAINST (Note 4)
(a) To approve, confirm and ratify the entering into of the Cooperation Agreement and the Relocation Agreements (as defined in the circular (the “Circular”) of the Company dated 24 June 2020), a copy of which has been produce to the Meeting marked “A”, and all the transactions contemplated thereunder.		
(b) To authorise any one of the directors of the Company (the “Directors”) to do all such acts and things, and to sign, execute and seal (where required) all such further documents, instruments or agreements and to take all steps as such Director may in his/her absolute discretion consider necessary, appropriate, desirable or expedient to implement and/or give full effect to or in connection with the Cooperation Agreement, the Relocation Agreements and the transactions contemplated thereunder.		

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 INITIALED 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”.** 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 and transfer office, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong before 10:00 a.m. (Hong Kong Time) on Sunday, 12 July 2020.
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 shall not preclude you from attending and voting in person at the Meeting (and at any adjournment thereof) if you so wish.