



# YUE YUEN INDUSTRIAL (HOLDINGS) LIMITED

## 裕元工業(集團)有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00551)

### FORM OF PROXY FOR SPECIAL GENERAL MEETING (OR ANY ADJOURNMENT THEREOF)

Number of shares to which  
this proxy form relates<sup>1</sup>

I/We<sup>2</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of ordinary shares of HK\$0.25 each in the abovenamed company (the "Company") HEREBY APPOINT<sup>3</sup> the  
Chairman of the meeting, or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the said meeting of the Company to be held at 10:00 a.m. on Thursday, November  
30, 2017 (or at any adjournment thereof) at 22nd Floor, C-Bons International Center, 108 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong in respect of the  
resolutions set out in the notice convening the said meeting as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>
(A)	To approve, confirm and ratify the Sixth Supplemental PCC Services Agreement and the Caps and the transactions contemplated therein, and to authorize the directors of the Company to take all actions and execute all documents which they deem necessary, required or appropriate in order to implement and validate anything related to the Sixth Supplemental PCC Services Agreement.		
(B)	To approve, confirm and ratify the Fifth Supplemental PCC Connected Sales Agreement and the Caps and the transactions contemplated therein, and to authorize the directors of the Company to take all actions and execute all documents which they deem necessary, required or appropriate in order to implement and validate anything related to the Fifth Supplemental PCC Connected Sales Agreement.		
(C)	To approve, confirm and ratify the Fifth Supplemental PCC Connected Purchases Agreement and the Caps and the transactions contemplated therein, and to authorize the directors of the Company to take all actions and execute all documents which they deem necessary, required or appropriate in order to implement and validate anything related to the Fifth Supplemental PCC Connected Purchases Agreement.		
(D)	To approve, confirm and ratify the Sixth Supplemental GBD Management Service Agreement and the Caps and the transactions contemplated therein, and to authorize the directors of the Company to take all actions and execute all documents which they deem necessary, required or appropriate in order to implement and validate anything related to the Sixth Supplemental GBD Management Service Agreement.		
(E)	To approve, confirm and ratify the Sixth Supplemental Godalming Tenancy Agreement and the Caps and the transactions contemplated therein, and to authorize the directors of the Company to take all actions and execute all documents which they deem necessary, required or appropriate in order to implement and validate anything related to the Sixth Supplemental Godalming Tenancy Agreement.		
(F)	To approve, confirm and ratify the PCC/YY Tenancy Agreement and the Caps and the transactions contemplated therein, and to authorize the directors of the Company to take all actions and execute all documents which they deem necessary, required or appropriate in order to implement and validate anything related to the PCC/YY Tenancy Agreement.		
(G)	To approve, confirm and ratify the PCC/PS Tenancy Agreement and the Caps and the transactions contemplated therein, and to authorize the directors of the Company to take all actions and execute all documents which they deem necessary, required or appropriate in order to implement and validate anything related to the PCC/PS Tenancy Agreement.		
(H)	To approve, confirm and ratify the TCHC Stock Option Plan in its amended and restated form.		
(I)	Subject to resolution (H) as set out in the notice convening this meeting being passed, to approve, confirm and ratify the Nonqualified Stock Option Agreement in respect of the grant of Tranche D TCHC Options exercisable into 100,000 shares of TCHC at an exercise price of US\$24.18 per share (but not less than the fair market value of a share of TCHC on the date of grant) under the TCHC Stock Option Plan to Mr. Jay Patel, and to authorize the directors of the Company to take all such steps as may be necessary to carry out such grant of options in accordance with the terms and conditions of the TCHC Stock Option Plan.		
(J)	Subject to resolution (H) as set out in the notice convening this meeting being passed, to approve, confirm and ratify the Nonqualified Stock Option Agreement in respect of the grant of Tranche D TCHC Options exercisable into 50,000 shares of TCHC at an exercise price of US\$24.18 per share (but not less than the fair market value of a share of TCHC on the date of grant) under the TCHC Stock Option Plan to Mr. Steven Richman, and to authorize the directors of the Company to take all such steps as may be necessary to carry out such grant of options in accordance with the terms and conditions of the TCHC Stock Option Plan.		
(K)	Subject to resolution (H) as set out in the notice convening this meeting being passed, to approve, confirm and ratify the cancellation of the TCHC options exercisable into 38,923 shares of TCHC at an exercise price of US\$32.21 per share previously granted to Ms. Eve Richey and the Nonqualified Stock Option Agreement in respect of the simultaneous grant of replacement Tranche D TCHC Options exercisable into 38,923 shares of TCHC to Ms. Eve Richey at an exercise price of US\$24.18 per share (but not less than the fair market value of a share of TCHC on the date of grant) under the TCHC Stock Option Plan, and to authorize the directors of the Company to take all such steps as may be necessary to carry out such grant of options in accordance with the terms and conditions of the TCHC Stock Option Plan.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2017.

Signature(s)<sup>5</sup> \_\_\_\_\_

#### Notes:

- Please insert the number of shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- If any proxy other than the Chairman of the meeting is preferred, delete the words "the Chairman of the meeting," 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.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK (✓) IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK (✓) IN THE BOX MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your 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.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must either be executed under its seal or under the hand of an officer or attorney or other person duly authorized to sign the same.
- 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 certified copy of such power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 10:00 a.m. on Tuesday, November 28, 2017 (Hong Kong Time), or not less than 48 hours before the time for holding the adjourned meeting (as the case may be).
- In the case of joint holders of a share if more than one of such joint holder be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.
- A shareholder may appoint one or more proxies to attend, speak and vote in his/her stead at the meeting provided that each proxy is appointed to represent the respective number of shares held by the shareholders as specified in the relevant proxy form. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- The full wording of the resolutions to be proposed at the said meeting are set out in the Notice of Special General Meeting which is available on the Company's website and sent to all shareholders on November 14, 2017.

#### PERSONAL INFORMATION COLLECTION STATEMENT

"Personal Data" in this statement has the same meaning as "personal data" defined in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO"), which include your and your proxy's name and address. Your supply of the Personal Data is on a voluntary basis and for the purpose of processing your instructions as stated in this Proxy Form (the "Purposes"). If you fail to supply sufficient information, the Company may not be able to process your instructions. The Company may disclose or transfer the Personal Data to its subsidiaries, its Share Registrar and/or third party service provider who provides administrative, computer and other services to the Company for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. The Personal Data will be retained for such period as may be necessary to fulfil the Purposes (including for verification and record purposes). Request for access to and/or correction of the Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing and sent to the Privacy Compliance Officer of Tricor Secretaries Limited at the above address.

\* For identification purpose only