

# TPV TECHNOLOGY LIMITED

(Incorporated in Bermuda with limited liability)

## PROXY FORM FOR SPECIAL GENERAL MEETING OF

THE SHAREHOLDERS OF TPV TECHNOLOGY LIMITED TO BE HELD AT 10 : 30 A.M. ON WEDNESDAY, 30 OCTOBER 2019  
(or as soon thereafter as the Court Meeting shall have been concluded or adjourned) (or any adjournment thereof)

I. We, The Central Depository (Pte) Limited ("CDP"), of 11 North Buona Vista Drive, #06-07 The Metropolis Tower 2, Singapore 138589, being a member of **TPV TECHNOLOGY LIMITED**, hereby appoint

II.

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or, failing him/her, the person or persons whose details are given in Part III (a) and (b) below provided that such details have been verified in Part VI below by affixing of the seal or the signature of or on behalf of the person named in Part II above and on the basis that such persons are authorized to vote in respect of the number of TPV Shares (as defined in the Scheme) referred to in Part III below shown in the said Part III or if no number is so reflected, in respect of all of the TPV Shares held by the person named in Part II above:-

III.	Name	Address	NRIC/ Passport Number	Number of TPV Shares to which this Proxy Form Relates
(a)				
	and/or (delete as appropriate)			
(b)				

or failing him/them, the Chairman of the Special General Meeting of the Company (the "Special General Meeting") as my/our proxy/proxies to vote for me/us on my/our behalf and, if necessary, to demand a poll, at the Special General Meeting to be held at Ballroom B, 2/F, The Langham, Hong Kong, 8 Peking Road, Tsimshatsui, Kowloon, Hong Kong on Wednesday, 30 October 2019 at 10.30 a.m. and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against the Resolutions to be proposed at the Special General Meeting as indicated hereunder. If no specific direction as to voting, the proxy/proxies will vote or abstain from voting at his/their discretion, as he/they will on any other matter arising at the Special General Meeting.

IV.		For	Against
	<b>SPECIAL RESOLUTION</b>		
1.	To approve, inter alia, any reduction of the issued share capital of the Company as a result of the cancellation of the Scheme Shares, to maintain the issued share capital of the Company by the issue to CEIEC (H.K.) Limited (the "Offeror") of such number of new shares of the Company (the "New Shares") as is equal to the number of Scheme Shares cancelled, to apply the credit arising in the Company's books of account as a result of the cancellation of the Scheme Shares in paying up the New Shares which shall be allotted and issued, credited as fully paid, to the Offeror, and to authorise the directors of the Company to do all acts and things considered by them to be necessary or desirable in connection with the implementation of the Scheme.		
	<b>ORDINARY RESOLUTION</b>		
2.	To approve the Rollover Arrangement.		

Dated this       day of       2019

V. The Central Depository (Pte) Limited



Signature of Director

TO BE COMPLETED BY DEPOSITORS IF HE/IT WISHES TO APPOINT A PROXY/ PROXIES UNDER PART III

VI.	For Individuals:	For Corporations:	
	<div style="border: 1px solid black; height: 60px; width: 100%;"></div>	<div style="border: 1px solid black; height: 60px; width: 100%;"></div>	<div style="border: 1px solid black; width: 60px; height: 60px; margin: 0 auto; text-align: center; line-height: 60px;">○</div>
	Signature of Depositor	Signature of Director      Signature of Director/Secretary	Common Seal

**IMPORTANT: PLEASE READ NOTES OVERLEAF**

**IMPORTANT:** - PLEASE READ NOTES BELOW

**Notes :**

- Part III
- 1) A Depositor(s) may appoint not more than two proxies, who shall be natural persons, to attend and vote in his or its place as proxy for CDP in respect of his or its shareholdings by completing Part III (a) and/or (b).  
  
**Where a Depositor is a corporation and wishes to be represented at the Special General Meeting, it must appoint a proxy/proxies to attend and vote at the Special General Meeting in respect of its shareholdings.**
  - 2) A Depositor(s) who wishes to appoint more than one proxy to attend the Special General Meeting must specify the proportion of the shareholdings (expressed as a percentage of the whole) to be represented by each proxy. If no proportion of shareholdings is specified, the proxy whose name appears first shall be deemed to carry 100 per cent, of the shareholdings of his/its appointor and the proxy whose name appears after shall be deemed to be appointed in the alternate.
- Part IV
- Please indicate with an "X" in the appropriate box against each Resolution how you wish the Proxy to vote. If this proxy form is returned without any indication as to how the proxy/proxies will vote, the proxy/proxies may vote as he thinks /they think fit.
- Part VI
- 1) This Proxy Form, duly completed, must be deposited by the Depositor(s) at Boardroom Corporate & Advisory Services Pte. Ltd., the Share Transfer Office, at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, at least 48 hours before the time of the Special General Meeting.  
**"IMPORTANT:- PERSONS HOLDING SHARES IN THE CAPITAL OF THE COMPANY THROUGH THE CENTRAL DEPOSITORY (PTE) LIMITED ARE REMINDED THAT THE PROXY FORMS APPOINTING THEMSELVES AS PROXIES MUST SIMILARLY BE DEPOSITED NOT LESS THAN 48 HOURS BEFORE THE TIME OF THE MEETING IN ORDER FOR SUCH PERSONS TO BE ABLE TO ATTEND AND/OR VOTE AT SUCH MEETING".**
  - 2) If a Depositor(s) wishes to appoint a proxy/proxies, this Proxy Form must be signed by the Depositor(s) or his/her/its attorney duly authorised in writing or if the Depositor(s) is a corporation, executed under its common seal or under the hand of its attorney duly authorized in writing. In the case of Joint Depositor, all Joint Depositor must sign this Proxy Form. The power of attorney or other authority appointing the attorney or a notarially/duly certified copy thereof must be attached to this Proxy Form if it is signed by an attorney.

**GENERAL**

The Company shall be entitled to reject any Proxy Form which is incomplete, improperly completed or illegible or where the true intentions of the Depositor(s) are not ascertainable from the instructions specified on this Proxy Form. It is the Depositor(s) responsibility to ensure that this Proxy Form is properly completed. Any decision to reject this Proxy Form on the grounds that it is incomplete, improperly completed or illegible will be final and binding and neither the Company, CDP nor Boardroom Corporate & Advisory Services Pte. Ltd. accepts any responsibility for the consequences of such a decision.