

# TRIO INDUSTRIAL ELECTRONICS GROUP LIMITED

## 致豐工業電子集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 1710)

### FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING

TO BE HELD ON MONDAY, 12 FEBRUARY 2018

(or any adjournment thereof)

I/We<sup>1</sup>, \_\_\_\_\_  
of \_\_\_\_\_  
(address of shareholder) being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares (the "Shares") of  
Trio Industrial Electronics Group Limited (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING<sup>3</sup> or  
(name) \_\_\_\_\_  
of \_\_\_\_\_  
(address) as my/our proxy to attend and act for me/is and on my/our behalf at the extraordinary general meeting (the "Meeting") of the  
Company to be held at Strategic Room 1, 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Monday, 12 February 2018 at 2:30  
p.m. (or any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolution as set out in the notice  
convening the Meeting and at the Meeting (or any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such  
resolution as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to  
vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

	ORDINARY RESOLUTION	For <sup>4</sup>	Against <sup>5</sup>
1	To approve the grant of an aggregate of 20,000,000 share options (the "Options") to Mr. Lai Yiu Wah ("Mr. Lai"), Deputy Chairman and an executive director of the Company, Mr. Tai Leung Lam ("Mr. Tai"), an executive director of the Company, and Mr. Joseph Mac Carthy ("Mr. Mac Carthy"), an executive director of the Company to subscribe for an aggregate of 20,000,000 ordinary shares of the Company (the "Shares") at an exercise price of HK\$0.954 per Share under the share option scheme of the Company adopted by the Company on 27 October 2017 (the "Share Option Scheme") and otherwise on such terms as stipulated in the offer letter to Mr. Lai, Mr. Tai and Mr. Mac Carthy issued by the Company pursuant to the Share Option Scheme, details of which are set out in the notice convening the extraordinary general meeting.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2018 Signature<sup>5</sup> \_\_\_\_\_

#### Notes:

1. Full name(s) and address(es) must be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
2. 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 Shares registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out "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.
4. IMPORTANT: If you wish to vote for a resolution, tick in the box marked "For". If you wish to vote against a resolution, tick in the box marked "Against". If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. 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 under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
6. In order to be valid, this form of proxy together with any power of attorney or other authority, under which it is signed, or a notarially certified copy of that power or authority, must be lodged with the share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the Meeting or any adjournment thereof.
7. In the case of joint registered holders of any Shares, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders be present at the Meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such Shares shall be accepted to the exclusion of the votes of the other joint registered holders.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and return of this form will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.

#### PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us 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. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Investor Services Limited for the attention of Privacy Compliance Officer at the above address.