

THELLOY DEVELOPMENT GROUP LIMITED

德萊建業集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8122)

Form of Proxy for use at the Annual General Meeting to be held on Tuesday, 26 July, 2016 (or its adjourned meeting)

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ shares ^(Note 2)
of HK\$0.01 each in the share capital of the above-named Company (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** ^(Note 4) or _____
of _____

as my/our proxy/proxies to attend the annual general meeting (and its adjourned meeting) of the Company to be held at 8/F Wheelock House, 20 Pedder Street, Central, Hong Kong on Tuesday, 26 July 2016 at 11 a.m. for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the annual general meeting and at such meeting (and its adjourned meeting) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below.

	ORDINARY RESOLUTIONS	FOR ^(Notes 5 & 6)	AGAINST ^(Notes 5 & 6)
1.	To consider and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditors of the Company for the year ended 31 March 2016.		
2.	To re-elect Mr. Lam Kin Wing Eddie as an executive director of the Company (the "ED").		
3.	To re-elect Mr. Shut Yu Hang as an ED.		
4.	To re-elect Mr. Chung Koon Man as an ED.		
5.	To re-elect Mr. Tse Ting Kwan as an independent non-executive director of the Company (the "INED").		
6.	To re-elect Mr. Wong Kwong On as an INED.		
7.	To re-elect Mr. Tang Chi Wang as an INED.		
8.	To authorize the Board to fix the Company directors' remuneration.		
9.	To authorize the board of directors of the Company (the "Board") to appoint additional directors as and when the Board considers necessary and appropriate.		
10.	To re-appoint Deloitte Touche Tohmatsu as independent auditor of the Company and to authorize the Board to fix their remuneration.		
11.	To give a general mandate to the Board to purchase the Company's shares (the "Shares") not exceeding 10% of the aggregate number of issued Shares as at the date of passing of this resolution.		
12.	To give a general mandate to the Board to allot, issue and deal with Shares not exceeding 20% of the aggregate number of issued Shares as at the date of passing of this resolution.		
13.	To extend the general mandate granted to the Board to allot, issue and deal with additional Shares by adding the aggregate number of Shares repurchased by the Company.		

For the full text of the proposed resolutions, please refer to the notice convening the annual general meeting as contained in the Company's circular dated 24 June 2016

Dated this _____ day of _____ 2016. Signature ^(Note 7): _____

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 registered in your name(s).
3. Any member of the Company ("Members") entitled to attend and vote at the meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it, and the proxy need not be a Member but must attend the meeting in person to represent the Member.
4. If any proxy other than the chairman of the meeting is preferred, please strike out the words "**THE CHAIRMAN OF THE MEETING**" and insert the name and address of the proxy desired in the space provided. A Member who is the holder of two or more shares may appoint more than one proxy to attend and vote on his/her/its behalf at the meeting provided that if more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
5. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his/her votes at his/her discretion. 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.
6. All resolutions will be put to vote by way of poll at the meeting. Every Member present in person (in the case of a Member being a corporation, by its duly authorized representative) or by proxy shall have one vote for every fully paid share of which he/she/it is the holder. A person entitled to more than one vote need not use all his/her votes or cast all the votes he/she uses in the same way and in such cases, please state the relevant number of shares in the appropriate box(es) above.
7. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorized.
8. To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time fixed for holding this meeting or the adjourned meeting.
9. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose, seniority will be determined by the order in which the names of the joint holders stand in the Register of Members of the Company in respect of the joint holding.
10. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting and, in such event, the form of proxy shall be deemed to be revoked.