



Thing On Enterprise Limited
晉安實業有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2292)

WHITE FORM OF PROXY FOR USE BY THE SHAREHOLDERS
AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD AT 11:00 A.M.
(HONG KONG TIME) ON MONDAY, 25 AUGUST 2025
AT ROOM 302, 3/F., PICO TOWER, 66 GLOUCESTER ROAD, WAN CHAI, HONG KONG
(OR AT ANY ADJOURNMENT THEREOF)

I/We ^(note a) _____
of _____
being the registered holder(s) of ^(note b) _____ shares of
HK\$0.00005 each of THING ON ENTERPRISE LIMITED (the “Company”), HEREBY APPOINT THE CHAIRMAN OF THE
EGM or ^(note c) _____
of _____
to act as my/our proxy at the extraordinary general meeting (the “EGM”) of the Company to be held at 11:00 a.m. (Hong Kong time) (or immediately after
the conclusion or adjournment of the court meeting of the holders of the Scheme Shares convened at the direction of the Grand Court of the Cayman Islands
for the same day and place, whichever is later) on Monday, 25 August 2025 at Room 302, 3/F., Pico Tower, 66 Gloucester Road, Wan Chai, Hong Kong or
any adjournment thereof, for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice dated 18 July 2025 convening the
EGM (the “EGM Notice”) and at such EGM to vote for me/us and in my/our name(s) in respect of the resolutions as hereunder indicated ^(note d), and if no
such indication is given, as my/our proxy thinks fit.

Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the EGM Notice.

SPECIAL RESOLUTION	FOR ^(note e)	AGAINST ^(note e)
<p>1. “THAT:</p> <p>(A) the scheme of arrangement between the Company and the Scheme Shareholders (as defined in the Scheme Document) (the “Scheme”) as set out in the composite scheme document dated 18 July 2025 (the “Scheme Document”) in the form of the print thereof, which has been produced to this meeting and for the purposes of identification signed by the chairman of this meeting, or in such other form and on such terms and conditions as may be approved or imposed by the Grand Court of the Cayman Islands be and hereby is approved; and</p> <p>(B) for the purpose of giving effect to the Scheme, on the Effective Date (as defined in the Scheme Document), the issued share capital of the Company shall be reduced by cancelling and extinguishing the Scheme Shares (as defined in the Scheme Document).”</p>		
ORDINARY RESOLUTION	FOR ^(note e)	AGAINST ^(note e)
<p>2. “THAT:</p> <p>(A) subject to and forthwith upon such reduction of capital referred to in resolution no. 1(B) taking effect, the share capital of the Company will be increased to its former amount by applying the reserve created as a result of the aforesaid cancellation of the Scheme Shares to pay up in full at par such number of new Shares (as defined in the Scheme Document) as is equal to the number of Scheme Shares cancelled as a result of the Scheme, credited as fully paid, for issuance to the Holdco (as defined in the Scheme Document), and the directors of the Company be and are hereby authorised to allot and issue the same accordingly;</p> <p>(B) any one of the directors of the Company be and is hereby authorised to do all such acts and things considered by him/her to be necessary or desirable in connection with the implementation of the Scheme, including (without limitation) the giving of consent to any modification of or addition to, the Scheme or the reduction of capital, which the Grand Court of the Cayman Islands may see fit to impose; and</p> <p>(C) any of the directors of the Company be and is hereby authorised to apply to The Stock Exchange of Hong Kong Limited for the withdrawal of the listing of the Shares.”</p>		

Dated this _____ day of _____ 2025

Shareholder’s Signature(s) _____ ^(notes f, g, h, i, j)

Contact Phone Number _____

Notes:

- a) Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- b) 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 in the capital of the Company registered in your name(s).
- c) A member entitled to attend and vote at the EGM shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the EGM. A proxy need not be a member of the Company. If you wish to appoint some person other than the chairman of the EGM as your proxy, please delete the words "THE CHAIRMAN OF THE EGM or" and insert the name and address of the person appointed as proxy in the space provided.
- d) If the form returned is duly signed but without specific direction on the proposed resolution(s), the proxy will vote or abstain at his/her discretion in respect of such resolution. A proxy will also be entitled to vote at his/her discretion on any other resolution(s) properly put to the EGM.
- e) **IMPORTANT: IF YOU WISH TO VOTE ALL OF YOUR SHARES FOR THE SPECIAL/ORDINARY RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE ALL OF YOUR SHARES AGAINST THE SPECIAL/ORDINARY RESOLUTION, TICK THE BOX MARKED "AGAINST". IF YOU WISH TO VOTE SOME OF YOUR SHARES FOR THE SPECIAL/ORDINARY RESOLUTION AND SOME OF YOUR SHARES AGAINST THE SPECIAL/ORDINARY RESOLUTION, PLEASE INSERT IN THE BOX MARKED "FOR" THE NUMBER OF SHARES TO BE VOTED FOR THE SPECIAL/ORDINARY RESOLUTION, AS APPLICABLE, AND PLEASE INSERT IN THE BOX MARKED "AGAINST" THE NUMBER OF SHARES TO BE VOTED AGAINST THE SPECIAL/ORDINARY RESOLUTION, AS APPLICABLE.**

Failure to tick or complete either box in relation to the proposed special/ordinary resolution will entitle your proxy to cast your vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any other resolution(s) properly put to the EGM for which you have not indicated a vote, or abstain.
- f) Where there are joint holders of any share, any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders be present at the EGM, the voting of the senior holder 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 will be determined by the order in which the names stand in the register of members in respect of the joint holding.
- g) This form of proxy must be signed in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer, attorney or other person authorised to sign the same.
- h) To be valid, this form of proxy together with a power of attorney or other authority (if any) under which it is signed, or a certified copy of that power or authority, must be deposited at the offices of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 11:00 a.m. on Saturday, 23 August 2025 (Hong Kong time) or not less than 48 hours before the time appointed for holding any adjourned EGM.
- i) Any alteration made to this form should be initialed by the person who signed the form.
- j) Completion and return of this form will not preclude you from attending and voting in person at the EGM or any adjourned EGM if you so wish, and in such case, the authority of your proxy will be revoked.
- k) Full text of the resolutions is set out in the EGM Notice.
- l) If a typhoon signal no. 8 or above is hoisted, or "extreme conditions" caused by a super typhoon or a black rainstorm warning signal is in force at or at any time after 7:00 a.m. on the date of the EGM, the EGM will be postponed or adjourned in accordance with the articles of association of the Company. The Company will post an announcement on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (<http://www.toenterprise.com>) to notify shareholders of the Company of the date, time and place of the rescheduled meeting.
- m) 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 EGM ("**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 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. 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. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) and any such request should be in writing by mail to Tricor Investor Services Limited at the above address.