



TEM Holdings Limited

創新電子控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8346)

PINK FORM OF PROXY FOR USE AT THE COURT MEETING TO BE HELD ON WEDNESDAY, 16 DECEMBER 2020 AT 10:00 A.M. (HONG KONG TIME) (OR ANY ADJOURNMENT THEREOF)

Pink form of proxy for use at the court meeting (or any adjournment thereof) (the “**Court Meeting**”) of Scheme Shareholders (as defined in the Scheme of Arrangement and mentioned in the explanatory statement referred to in the Notice of the Court Meeting) of ordinary shares of HK\$0.01 par value each (the “**Shares**”) in the share capital of TEM Holdings Limited (the “**Company**”).

IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION

CAUSE NO. FSD 239 OF 2020 (MRHJ)

IN THE MATTER OF SECTIONS 15 AND 86 OF THE COMPANIES LAW (2020 REVISION) (AS AMENDED)

AND IN THE MATTER OF THE GRAND COURT RULES 1995 ORDER 102

AND IN THE MATTER of TEM HOLDINGS LIMITED

I/We^(Note 1) _____
of _____
being the registered holder(s) of _____ ordinary shares^(Note 2) of HK\$0.01 par value each in the share capital of the Company, **HEREBY APPOINT THE CHAIRMAN OF THE COURT MEETING**^(Note 3) or _____
of _____
as my/our proxy to attend and act for me/us and on my/our behalf at the Court Meeting convened by the direction of the Grand Court of the Cayman Islands (or at any adjournment thereof) of the Scheme Shareholders to be held at 7/F, Nexus Building, 77 Des Voeux Road Central, Hong Kong on Wednesday, 16 December 2020 at 10:00 a.m. (Hong Kong time) for the purpose of considering and, if thought fit, approving the Scheme of Arrangement referred to in the Notice of the Court Meeting (the “**Scheme of Arrangement**”) and at the Court Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) for the Scheme of Arrangement (either with or without modification(s), as my/our proxy may approve) or against the Scheme of Arrangement, as indicated below^(Note 4), or if no such indication is given, as my/our proxy thinks fit and in respect of any other resolution that may properly come before the Court Meeting and/or any adjournment thereof.

FOR the Scheme of Arrangement ^(Note 9)	AGAINST the Scheme of Arrangement ^(Note 9)

Dated this _____ day of _____ 2020 Scheme Shareholder’s signature^(Note 5): _____

Contact Phone Number: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of Shares registered in your name(s) and to which this pink form of proxy relates. If no number is inserted, or if the number of Shares inserted is illegible or greater than the number of Shares registered in your name(s), the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited shall contact you via the contact phone number provided in this pink form of proxy for correction before the latest time for the lodgement of such proxy form as stated in paragraph 7 below.
- Any Scheme Shareholder entitled to attend and vote at the Court Meeting is entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him. If any proxy other than the Chairman of the Court Meeting is preferred, strike out the words “THE CHAIRMAN OF THE COURT MEETING or” and insert the name and address of the proxy desired in the space provided. A Scheme Shareholder who is the holder of two or more Shares may appoint more than one proxy (who must be an individual) to attend and vote on his behalf at the Court 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 COURT MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS PINK FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE SCHEME OF ARRANGEMENT, PLEASE (“√”) TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE SCHEME OF ARRANGEMENT, PLEASE (“√”) TICK THE BOX MARKED “AGAINST”.** Failure to tick either box will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Court Meeting other than those referred to in the Notice of the Court Meeting or abstain.
- This **pink** 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 to sign the same.
- 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 stand in the Register of Members of the Company in respect of the relevant joint holding of the Shares with the one of the said persons so present (whether in person or by proxy) whose name stands first on the Register of Members of the Company shall alone be entitled to vote in respect of such joint holding of Shares at the Court Meeting.
- To be valid, this **pink** form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be completed, signed and deposited at the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, as soon as possible and in any event not less than 48 hours before the time fixed for holding the Court Meeting (or any adjournment thereof). If this **pink** form of proxy is not so deposited, it may, however, be handed to the Chairman of the Court Meeting at the Court Meeting before taking of the poll and the Chairman of the Court Meeting should have absolute discretion whether or not to accept it. Completion and delivery of this **pink** form of proxy will not preclude you from attending the Court Meeting (or any adjournment thereof) and voting in person at the Court Meeting (or any adjournment thereof) if you so wish, but in the event of your attending the Court Meeting after having lodged this **pink** form of proxy, this **pink** form of proxy will be deemed to have been revoked by operation of law.
- The proxy need not be a member of the Company but must attend the Court Meeting in person to represent you.
- The full text of the Scheme of Arrangement and a copy of an explanatory statement explaining the effect of the Scheme of Arrangement appears in the composite scheme document dated 23 November 2020.

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 Court Meeting (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 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 and any such request should be in writing by mail to the Company/Boardroom Share Registrar (HK) Limited at the above address.

* For identification purposes only