# NICHE-TECH GROUP LIMITED
# 駿碼科技集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8490)**

## PROXY FORM FOR USE AT THE ANNUAL GENERAL MEETING FOR THE YEAR 2019 TO BE HELD ON WEDNESDAY, 17 JUNE 2020 AT 3:00 P.M. (OR AT ADJOURNMENT THEREOF)

I/We,*(Note 1)* _____

of _____

being the registered holder(s) of *(Note 2)* _____ ordinary shares of HK$0.01 each

in the capital of **Niche-Tech Group Limited** (the "**Company**"), HEREBY APPOINT *(Note 3)* the chairman of the Annual General Meeting (as defined below) or

_____

of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company to be held at Conference Hall 03, Level 1, Building 1E Phase One, Hong Kong Science Park, Pak Shek Kok, New Territories, Hong Kong on Wednesday, 17 June 2020 at 3:00 p.m. (the "**Annual General Meeting**") or its adjournment and to vote for me/us and in my/our name(s) in respect of the resolutions set out in the notice convening the Annual General Meeting (the "**Notice**") 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 matters properly put to the Annual General Meeting in such manner as he/she thinks fit.

| | **ORDINARY RESOLUTIONS*** | **FOR** *(Note 4)* | **AGAINST** *(Note 4)* |
|---|---|---|---|
| 1. | To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the "**Director(s)**") and the independent auditors of the Company for the year ended 31 December 2019 | | |
| 2. | (a) To re-elect Professor Ng Wang Wai Charles as an independent non-executive Director | | |
| | (b) To re-elect Mr. Poon Lai Yin Michael as an independent non-executive Director | | |
| | (c) To re-elect Mr. Tai Chun Kit as an independent non-executive Director | | |
| 3. | To authorise the board of Directors (the "**Board**") to fix the Directors' remuneration | | |
| 4. | To re-appoint Deloitte Touche Tohmatsu as the Company's independent auditors and to authorise the Board to fix their remuneration | | |
| 5. | (A) To grant to the Directors a general mandate to allot, issue and otherwise deal in the shares of the Company not exceeding 20% of the total number of shares of the Company in issue as at the date of this resolution | | |
| | (B) To grant to the Directors a general mandate to exercise the power of the Company to buy back its own shares not exceeding 10% of the total number of shares of the Company in issue as at the date of this resolution | | |
| | (C) To extend the general mandate granted to the Directors to allot, issue and deal in additional shares in the capital of the Company by the aggregate number of the shares bought back by the Company. | | |

** For the full text of the proposed resolutions, please refer to the Notice as contained in the Company's circular dated 15 May 2020.*

Signature _____ *(Notes 5 and 6)* Dated this _____ day of _____ 2020

*Notes:*

1. Full name(s) and address(es) shall be inserted in BLOCK CAPITALS. The names of all joint holders should be stated.
2. Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all shares in the capital of the Company registered in your name(s).
3. Full name(s) and address(es) of the proxy desired shall be inserted in BLOCK CAPITALS. If not completed, the chairman of the Annual General Meeting will act as your proxy. If you are a shareholder who is entitled to attend and vote at the meeting, you are entitled to appoint a proxy or, if you are holding more than one share, proxies to attend instead of you and to vote on your behalf on a poll. As a matter of law, you have the right to appoint separate proxies to represent respectively such number of the shares you hold as you may specify in this proxy form. You are entitled to appoint a proxy of your own choice.
4. The above description of the proposed ordinary resolutions is by way of summary only. The full text appears in the Notice.
5. IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "For". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "Against". Failure to tick a box will entitle your proxy to cast your vote 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 (including amendments to resolutions which may be properly put to the meeting).
6. The instrument appointing a proxy shall be in writing and shall be executed under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
7. In the case of joint holders of any share, any one of such persons may vote at the above Annual General Meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto. However, if more than one of such joint holders be present at the above Annual General Meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share.
8. To be valid, this form of proxy must be completed, signed and deposited at the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited (the "**Hong Kong Branch Share Registrar**") at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof), not less than 48 hours before the time for holding the Annual General Meeting (or any adjourned meeting thereof). The completion and deposit of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
9. All the resolutions set out in this form of proxy shall be decided by poll.
10. A proxy need not be a shareholder of the Company but must attend the meeting in person to represent you.

**PERSONAL INFORMATION COLLECTION STATEMENT**

"Personal Data" in these statements has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (the "**PDPO**"). 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 (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 PDPO and any such request should be in writing by mail to the Company/Hong Kong Branch Share Registrar at the above address.