THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Niche-Tech Semiconductor Materials Limited, you should at once hand this circular together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

Niche-Tech Semiconductor Materials Limited
駿碼半導體材料有限公司
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 8490)

PROPOSALS FOR GENERAL MANDATES TO ISSUE AND BUY BACK SHARES; PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed "Definitions" of this circular.

A letter from the Board is set out on pages 4 to 9 of this circular. A notice convening the Annual General Meeting to be held at Unit 208, 2/F, Lakeside 1, Phase Two, Hong Kong Science Park, Pak Shek Kok, New Territories, Hong Kong on Monday, 2 June 2025 at 2:00 p.m. or its adjournment is set out on pages AGM-1 to AGM-6 of this circular. A form of proxy for use in connection with the Annual General Meeting is also enclosed with this circular.

Whether or not that you are able or intend to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the Annual General Meeting or its adjournment. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting or its adjournment should you so wish. If you attend and vote at the Annual General Meeting, the authority of your proxy will be revoked. Such form of proxy is also published on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.nichetech.com.hk. This circular will remain on the "Latest Listed Company Information" page of the website of the Stock Exchange at www.hkexnews.hk for a minimum period of seven days from the date of its publication. This circular will also be published on the Company's website at www.nichetech.com.hk.

16 April 2025

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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Notice of Annual General Meeting AGM-1

In this circular, unless the context otherwise requires, the following terms and expressions shall have the following respective meanings:

"Annual General Meeting"	the annual general meeting of the Company to be held at Unit 208, 2/F, Lakeside 1, Phase Two, Hong Kong Science Park, Pak Shek Kok, New Territories, Hong Kong on Monday, 2 June 2025 at 2:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the Notice
"Articles of Association"	the articles of association of the Company, as amended, supplemented and/or otherwise modified from time to time
"Audit Committee"	the audit committee of the Company
"Board"	the board of Directors
"CCASS"	the Central Clearing and Settlement System operated by Hong Kong Securities Clearing Company Limited
"close associate(s)"	has the same meaning as defined in the GEM Listing Rules
"Companies Act"	the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands
"Company"	Niche-Tech Semiconductor Materials Limited, an exempted company incorporated in the Cayman Islands with limited liability on 21 February 2017, the Shares of which are listed on GEM (Stock code: 8490)
"Controlling Shareholder(s)"	has the meaning ascribed thereto under the GEM Listing Rules, including any person or group of persons who are entitled to exercise 30% or more of the voting power at the Company's general meeting or are in a position to control the composition of a majority of the Board
"core connected person"	has the same meaning as defined in the GEM Listing Rules
"Director(s)"	the director(s) of the Company
"Extension Mandate"	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to the effect that any Shares bought back under the Share Buy-back Mandate will be added to the total number of Shares which may be allotted and issued (including any sale or transfer of treasury shares, if any, out of treasury) under the Issue Mandate

"GEM"	GEM of the Stock Exchange
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM, as amended, supplemented and/or otherwise modified from time to time
"Group"	the Company and its subsidiaries from time to time
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Issue Mandate"	the general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to exercise all powers to allot, issue and otherwise deal in Shares (including any sale or transfer of treasury shares, if any, out of treasury) not exceeding 20% of the total number of Shares in issue (excluding treasury shares) as at the date of the passing of the resolution contained in the Notice granting such mandate
"Latest Practicable Date"	11 April 2025, being the latest practicable date prior to printing of this circular for ascertaining certain information included in this circular
"Listing Date"	30 May 2018, being the date on which the dealings in the Shares commenced on the Stock Exchange
"Niche-Tech Shantou"	汕頭市駿碼凱撒有限公司 (Niche-Tech Kaiser (Shantou) Limited), a wholly foreign-owned enterprise established in the PRC with limited liability on 29 April 2006, which is an indirectly wholly-owned subsidiary of the Company
"Nomination Committee"	the nomination committee of the Company
"Notice"	the notice convening the Annual General Meeting as set out in pages AGM-1 to AGM-6
"PRC"	the People's Republic of China
"Remuneration Committee"	the remuneration committee of the Company
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended, supplemented and/or otherwise modified from time to time
"Share(s)"	the ordinary share(s) of HK$0.01 each in the issued share capital of the Company

"Share Buy-back Mandate"	the general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to buy back Shares on GEM not exceeding 10% of the total number of Shares in issue (excluding treasury shares) as at the date of the passing of the resolution contained in the Notice granting such mandate
"Shareholder(s)"	the holder(s) of Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiary(ies)"	has the same meaning as defined in the GEM Listing Rules
"Takeovers Code"	the Hong Kong Code on Takeovers and Mergers issued by the Securities and Futures Commission, as amended, supplemented and/or otherwise modified from time to time
"treasury shares"	has the same meaning as defined in the GEM Listing Rules, as amended from time to time
"HK$"	Hong Kong dollars, the lawful currency in Hong Kong
"%"	per cent

Niche-Tech Semiconductor Materials Limited
駿碼半導體材料有限公司
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 8490)

Executive Directors:
Dr. Chow Bok Hin Felix
Professor Chow Chun Kay Stephen *GBS SBS BBS JP*
Mr. Shi Yiwu

Non-executive Directors:
Mr. Li Chiu Fan
Mrs. Chow Fung Wai Lan Rita

Independent non-executive Directors:
Professor Ng Wang Wai Charles
Mr. Tai Chun Kit
Mr. Poon Lai Yin Michael

Registered Office:
Ocorian Trust (Cayman) Limited
Windward 3, Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

Headquarters and Principal Place of Business in Hong Kong:
Unit 208, 2/F, Lakeside 1, Phase Two
Hong Kong Science Park, Pak Shek Kok
New Territories,
Hong Kong

16 April 2025

To the Shareholders,

Dear Sir or Madam,

PROPOSALS FOR GENERAL MANDATES TO ISSUE AND BUY BACK SHARES; PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to give Shareholders the Notice and to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the proposed matters which include, inter alia, (1) the proposed grant of the Issue Mandate, Share Buy-back Mandate and Extension Mandate and (2) the proposed re-election of retiring Directors.

2. PROPOSED GENERAL MANDATE TO ISSUE SHARES

Pursuant to the ordinary resolutions passed by the then Shareholders at the annual general meeting of the Company held on 3 June 2024, the Directors were granted a general mandate to allot, issue and deal in the Shares. The general mandate to issue Shares will lapse at the conclusion of the Annual General Meeting.

In order to ensure that the flexibility and discretion be given to the Directors in the event that it becomes desirable to allot, issue and deal in the Shares (including any sale or transfer of treasury shares, if any, out of treasury), approval is being sought from the Shareholders at the Annual General Meeting for the granting of the Issue Mandate to the Directors to allot, issue and deal in additional Shares (including any sale or transfer of treasury shares, if any, out of treasury) of up to a maximum of 20% of the total number of Shares (excluding treasury shares) in issue as at the date of the passing of the ordinary resolution contained in item 5(A) of the Notice.

As at the Latest Practicable Date, the total issued share capital of the Company was 705,500,000 Shares. Assuming that (i) the resolutions approving the grant of the Issue Mandate and the Share Buy-back Mandate are passed at the Annual General Meeting and (ii) there was and will be no issue or buy back of Shares between the Latest Practicable Date up to the date of the Annual General Meeting, the Company would be allowed to issue up to 141,100,000 Shares under the Issue Mandate, representing 20% of the Shares in issue (excluding treasury shares) of the Company as at the date of the Annual General Meeting.

It is recommended that the Extension Mandate be granted to the Directors such that the total number of the Shares bought back by the Company under the Share Buy-back Mandate shall be added to the number of Shares which may be allotted and issued under the Issue Mandate.

The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme as may be approved by the Shareholders.

3. PROPOSED GENERAL MANDATE TO BUY BACK SHARES

Pursuant to the ordinary resolutions passed by the then Shareholders at the annual general meeting of the Company held on 3 June 2024, the Directors were granted a general unconditional mandate to buy back Shares with an aggregate number of Shares not more than 10% of the aggregate number of Shares (excluding treasury shares) in issue. The general mandate to buy back Shares will lapse at the conclusion of the Annual General Meeting.

Approval is being sought from the Shareholders at the Annual General Meeting for the granting of the Share Buy-back Mandate to the Directors enabling the Directors to exercise the powers of the Company to buy back its own fully paid Shares up to a maximum of 10% of the total number of Shares in issue (excluding treasury shares) as at the date of the passing of the ordinary resolution contained in item 5(B) of the Notice.

Assuming that (i) the resolutions approving the Issue Mandate and the Share Buy-back Mandate are passed at the Annual General Meeting and (ii) there was and will be no issue or buy-back of Shares between the Latest Practicable Date up to the date of the Annual General Meeting, the Company would be allowed to buy back up to 70,550,000 Shares on GEM under the Share Buy-back Mandate, representing 10% of the Shares in issue (excluding treasury shares) as at the date of the Annual General Meeting.

The Directors have no immediate plans to buy back any Shares pursuant to the Share Buy-back Mandate.

In accordance with Rule 13.08 of the GEM Listing Rules, an explanatory statement containing information reasonably necessary for the Shareholders to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix I to this circular.

4. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the executive Directors are Dr. Chow Bok Hin Felix, Professor Chow Chun Kay Stephen and Mr. Shi Yiwu; the non-executive Directors are Mr. Li Chiu Fan and Mrs. Chow Fung Wai Lan Rita; and the independent non-executive Directors are Professor Ng Wang Wai Charles, Mr. Tai Chun Kit and Mr. Poon Lai Yin Michael.

Article 108(a) of the Articles of Association states that "notwithstanding any other provisions in these Articles, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. The Company at the general meeting at which a Director retires may fill the vacated office."

Article 112 of the Articles of Association states that "any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting."

In accordance with article 112 of the Articles of Association, Mrs. Chow Fung Wai Lan Rita shall hold office as non-executive Director until the Annual General Meeting and, being eligible, will offer herself for re-election at the Annual General Meeting. In accordance with article 108(a) of the Articles of Association, Dr. Chow Bok Hin Felix, Professor Ng Wang Wai Charles and Mr. Poon Lai Yin Michael (together with Mrs. Chow Fung Wai Lan Rita, the "**Retiring Directors**") shall retire from office as Directors by rotation at the Annual General Meeting and, being eligible, offer themselves for re-election at the Annual General Meeting.

Pursuant to Rule 17.46A of the GEM Listing Rules, particulars of each of the Retiring Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

In proposing the Retiring Directors to be re-elected as a Director at the Annual General Meeting, the Nomination Committee has considered the valuable working experience, knowledge and professionalism of each of the Retiring Directors having regard to the background and experience of each member of the Board, in accordance with the terms of reference of the Nomination Committee.

Based on the board diversity policy adopted by the Company, each of the Retiring Directors standing for re-election above brings to the Board a diversity of perspectives, including but not be limited to age, gender, cultural and educational background, ethnicity, professional experience, skills, industry knowledge and length of service.

The Nomination Committee has also evaluated the performance of the Retiring Directors and found their performance satisfactory. With the nomination of the Nomination Committee, the Board has recommended that all the Retiring Directors stand for re-election as Directors at the Annual General Meeting. As a good corporate governance practice, each of the Retiring Directors has abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders.

5. PROPOSED RE-APPOINTMENT OF GARY CHENG CPA LIMITED AS THE INDEPENDENT AUDITORS OF THE COMPANY

The Board proposes to re-appoint Gary Cheng CPA Limited as the independent auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company. A resolution will be proposed at the Annual General Meeting to authorise the Board to fix the auditor's remuneration. Gary Cheng CPA Limited has indicated its willingness to be re-appointed as the independent auditors of the Company for the said period.

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

Set out on pages AGM-1 to AGM-6 of this circular is the Notice containing, among other things, the ordinary resolutions in relation to granting Directors the Issue Mandate, the Share Buy-back Mandate, the Extension Mandate and approving the re-election of Retiring Directors.

The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge, information and belief, no Shareholder is required to abstain from voting on the resolutions to be proposed at the Annual General Meeting.

A form of proxy for use in connection with the Annual General Meeting is published on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.nichetech.com.hk. Whether or not you are able or intend to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the Annual General Meeting or its adjournment. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting or its adjournment should you so wish. If you attend and vote at the Annual General Meeting, the authority of your proxy will be revoked.

7. VOTING BY POLL AT GENERAL MEETINGS

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith and in compliance with the GEM Listing Rules, decides to allow a resolution which relates purely a procedural or administrative matter to be voted on by a show of hands. Therefore, each resolution set out in the Notice which is put to vote at the Annual General Meeting shall be decided by poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote need not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

The Company will appoint scrutineers to handle vote-taking procedures at the Annual General Meeting. The results of the poll will be published on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.nichetech.com.hk as soon as possible after the conclusion of the Annual General Meeting.

8. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Wednesday, 28 May 2025 to Monday, 2 June 2025, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all properly completed transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 27 May 2025.

9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company and the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

10. RECOMMENDATION

The Directors consider that each of the resolutions contained in the Notice is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

11. GENERAL

Your attention is drawn to the information set out in the appendices to this circular.

Yours faithfully,
By Order of the Board
Niche-Tech Semiconductor Materials Limited
Chow Bok Hin Felix
Executive Chairman and Executive Director

The GEM Listing Rules permit companies with primary listing on GEM to buy back their fully paid-up shares on GEM subject to certain restrictions.

The following is the explanatory statement required to be sent to the Shareholders under the GEM Listing Rules to enable them to make an informed decision on whether to vote for or against the resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate.

1. EXERCISE OF THE SHARE BUY-BACK MANDATE

As at the Latest Practicable Date, the issued share capital of the Company comprised 705,500,000 Shares.

Subject to the passing of the resolution contained in item 5(B) of the Notice in respect of the granting of the Share Buy-back Mandate and assuming no Shares was and will be issued or bought back by the Company during the period between the Latest Practicable Date and the date of the Annual General Meeting, the Directors would be allowed under the Share Buy-back Mandate to buy back, during the period in which the Share Buy-back Mandate remains in force, up to a maximum total of 70,550,000 Shares, representing 10% of the total number of Shares in issue (excluding treasury shares) of the Company as at the date of the Annual General Meeting.

2. REASONS FOR SHARE BUY-BACK

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to buy back Shares in the market. Shares buy-back will only be made when the Directors believe that such buy-back will benefit the Company and the Shareholders. Such buy-back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share.

3. FUNDING OF SHARE BUY-BACK

In buying-back Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum of association of the Company, the Articles of Association, the Companies Act, and the applicable laws of the Cayman Islands and Hong Kong and the GEM Listing Rules.

It is presently proposed that any buy-back will be made out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or the proceeds of a fresh issue of Shares made for the purpose of the purchase, and, in the case of any premium payable on the purchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company. Subject to the Companies Act, a buy-back may also be paid out of capital.

4. IMPACT ON WORKING CAPITAL OR GEARING POSITION

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2024) in the event that the Share Buy-back Mandate is exercised in full.

The Directors do not propose to exercise the Share Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels. The Directors have no present intention to buy back any Shares and they would only exercise such power to buy back Shares in circumstances where they consider that the buy-back would be in the best interests of the Company and the Shareholders as a whole.

5. SHARE PRICES

The highest and lowest prices per Share at which Shares were traded on GEM during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

Month	Share prices (per Share)	
	Highest	**Lowest**
	HK$	*HK$*
2024		
April	0.157	0.127
May	0.156	0.131
June	0.172	0.140
July	0.170	0.134
August	0.167	0.167
September	0.145	0.138
October	0.550	0.130
November	0.227	0.135
December	0.220	0.135
2025		
January	0.189	0.155
February	0.260	0.150
March	0.200	0.151
April (up to the Latest Practicable Date)	0.150	0.120

6. STATEMENT FROM THE DIRECTORS

The Directors will exercise the Share Buy-back Mandate in accordance with the GEM Listing Rules, the memorandum of association of the Company, the Articles of Association, the Companies Act and the applicable laws of Hong Kong and the Cayman Islands.

7. DIRECTORS AND THEIR CLOSE ASSOCIATES

None of the Directors, nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates has any present intention to sell any Shares to the Company if the Share Buy-back Mandate is approved by the Shareholders at the Annual General Meeting.

8. REPURCHASE OF SECURITIES FROM CORE CONNECTED PERSONS

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to sell any of the Shares held by he/she/it to the Company, if the Share Buy-back Mandate is approved by the Shareholders at the Annual General Meeting.

9. IMPLICATIONS UNDER THE TAKEOVERS CODE

If as a result of a buy-back of Shares by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code as a result of any such increase.

If the Share Buy-back Mandate were exercised in full, the shareholding percentage of the Shareholders, who have an interest in 5% or more of the issued Shares (excluding treasury shares) of the Company (based on the number of the Shares they held as at the Latest Practicable Date), before and after such buy-back would be as follows:

Name of Shareholder	Number of Shares held	Percentage of Company's existing shareholding	Percentage of Company's shareholding if the Share Buy-back Mandate is exercised in full
Niche-Tech Investment Holdings Limited	357,000,000	50.60%	56.22%
Chows Investment Group Limited	357,000,000	50.60%	56.22%
Dr. Chow Bok Hin Felix	357,000,000	50.60%	56.22%
Professor Chow Chun Kay Stephen	357,510,000	50.67%	56.30%
Mrs. Chow Fung Wai Lan Rita	357,510,000	50.67%	56.30%
Mrs. Chow Kuo Li Jen	357,000,000	50.60%	56.22%
Mr. Ma Ah Muk	152,490,000	21.61%	24.01%
Ms. Cheng Pak Ching	152,490,000	21.61%	24.01%

Note: Niche-Tech Investment Holdings Limited beneficially holds 357,000,000 Shares. Chows Investment Group Limited holds 100% interest in Niche-Tech Investment Holdings Limited, and is therefore deemed to be interested in the 357,000,000 Shares held by Niche-Tech Investment Holdings Limited for the purpose of the SFO. Dr. Chow Bok Hin Felix and Professor Chow Chun Kay Stephen, each being a Director, are respectively interested in as to 40% and 60% of the issued share capital of Chows Investment Group Limited. By virtue of SFO, both of them are deemed to be interested in the 357,000,000 Shares held by Niche-Tech Investment Holdings Limited. Professor Chow Chun Kay Stephen also beneficially owns 510,000 Shares. Mrs. Chow Fung Wai Lan Rita, being a Director and the spouse of Professor Chow Chun Kay Stephen, is deemed to be interested in all the Shares in which Professor Chow Chun Kay Stephen is interested in for the propose of the SFO. Mrs. Chow Kuo Li Jen, being the spouse of Dr. Chow Bok Hin Felix, is deemed to be interested in all the Shares in which Dr. Chow Bok Hin Felix is interested in for the propose of the SFO. Mr. Ma Ah Muk beneficially owns 152,490,000 Shares. Ms. Cheng Pak Ching, being the spouse of Mr. Ma Ah Muk, is deemed to be interested in all the Shares in which Mr. Ma Ah Muk is interested in for the purpose of the SFO.

In the event that the Share Buy-back Mandate is exercised in full, the shareholding of these Shareholders in the Company would be increased as shown in the table above. Accordingly, they will not be required under the Takeovers Code to make a mandatory offer for all the issued Shares as a result of such increase. The Directors have no present intention to buy back Shares to an extent that will trigger the obligations under the Takeovers Code to make a mandatory offer. In addition, in exercising the Share Buy-back Mandate (whether in full or otherwise), the Directors will ensure that the Company shall comply with the requirements of the GEM Listing Rules, including the minimum percentage of Shares being held in public hands.

10. SHARE BUY-BACK MADE BY THE COMPANY

The Company had not bought back any Shares (whether on GEM or otherwise) in the 6 months preceding the Latest Practicable Date.

11. STATUS OF SHARES BOUGHT BACK

The GEM Listing Rules provide that the shares repurchased by a company shall be held as treasury shares or cancelled. The listing of all shares which are held as treasury shares shall be retained. The company shall ensure that treasury shares are appropriately identified and segregated. The listing of all shares bought back but not held as treasury shares shall be automatically cancelled and the certificates for these shares must be cancelled and destroyed. In the event that the Company repurchases any Shares pursuant to the Share Buy-back Mandate, the Company may cancel such repurchased Shares and/or hold them as treasury shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchase(s) of the Shares.

For any treasury shares deposited with CCASS pending resale on the Stock Exchange, the Company shall, upon approval by the Board, implement the below interim measures which include (without limitation):

(i) procuring its broker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS;

(ii) in the case of dividends or distributions (if any and where applicable), withdrawing the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the relevant record date for the dividend or distributions; and

(iii) taking any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

12. GENERAL

The Company confirms that neither the Share Buy-back Mandate nor this explanatory statement has any unusual features.

The following are the particulars of the Directors who will retire and eligible, offer themselves for re-election at the Annual General Meeting:

(1) Mrs. CHOW FUNG Wai Lan Rita (周馮慧蘭), formerly known as Ms. Fung Wai Lan Rita (馮慧蘭) ("Mrs. Rita Chow")

Mrs. Rita Chow, aged 67, was appointed as a non-executive Director with effect from 31 December 2024. She is primarily responsible for the overall strategic planning of the Group. She is the mother of Dr. Chow, an executive Director and the executive chairman of the Board; and the spouse of Professor Chow Chun Kay Stephen, an executive Director.

Mrs. Rita Chow is currently a director of Chows Electronics Limited, Chows Group Investment Holdings Limited and Chows Investment Holdings Limited.

Mrs. Rita Chow obtained a bachelor of science degree in accounting from Golden Gate University in the United States in 1982.

Mrs. Rita Chow has entered into a service agreement with the Company for a term of 3 years commencing from 31 December 2024 and shall be subject to renewal as confirmed by the Company until terminated in accordance with the provisions in the service agreement and/or the provisions of the Articles of Association, the GEM Listing Rules and the Companies Act. Mrs. Rita Chow is also subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. Mrs. Rita Chow is entitled to a remuneration of HK$144,000 per annum.

As at the Latest Practicable Date, Professor Chow Chun Kay Stephen was deemed to be interested, through his controlled corporations, in 357,000,000 Shares and beneficially interested in 510,000 Shares within the meaning of Part XV of the SFO. Mrs. Rita Chow is the spouse of Professor Chow Chun Kay Stephen and was therefore deemed to be interested in all those Shares in which Professor Chow Chun Kay Stephen was interested, being 357,510,000 Shares, representing 50.67% of the issued share capital of the Company, for the purpose of the SFO. The details of Mrs. Rita Chow's interests in associated corporation(s) of the Company are disclosed in the Directors' Report contained in the annual report of the Company for the year ended 31 December 2024.

As at the Latest Practicable Date, save as disclosed above, Mrs. Rita Chow (i) is not related to any other Directors, member of the senior management of the Group, substantial Shareholders or Controlling Shareholders; (ii) does not hold any other positions in the Company or other members of the Company; (iii) did not hold any directorship in any other public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas in the last three years; (iv) has not held other major appointments and professional qualifications; (v) does not have any interest in the Shares (within the meaning of Part XV of the SFO); and (vi) does not have any other matter in relation to her re-election that needs to be brought to the attention of the Shareholders or any information that is required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

(2) Dr. CHOW Bok Hin Felix (周博軒) ("Dr. Chow")

Dr. Chow, aged 43, is the founder of the Group, and was appointed as an executive Director and the executive chairman of the Board on 21 February 2017. He is primarily responsible for the overall management, strategic planning, operations and development of the Group. Dr. Chow is the son of Professor Chow Chun Kay Stephen, an executive Director and Mrs. Chow Fung Wai Lan Rita, a non-executive Director.

Dr. Chow has over 22 years of experience in the electronics materials industry. He founded the Group in April 2006 and was appointed as a director of Niche-Tech Shantou and other subsidiaries of the Group. Dr. Chow was listed as one of the 200 Most Promising Young Chiu Chow Entrepreneurs in 2012. He was appointed as a member of the Shantou Provincial Committee of the Chinese People's Political Consultative Conference since 2005. He has also been a member of the China Overseas Friendship Association since 2019. He was appointed as a director of Hong Kong Applied Science and Technology Research Institute in October 2022. He was appointed as a member of the Electronics/Electrical Appliances Industries Advisory Committee of The Hong Kong Trade Development Council since 2024. Dr. Chow received the Young Industrialist Award of Hong Kong 2023, which was organized by the Federation of Hong Kong Industries. Dr. Chow received the Guangdong-Hong Kong-Macao Greater Bay Area Outstanding Young Entrepreneur Award in 2024, which was organized by Guangdong-HK-Macao Bay Area Entrepreneurs Alliance.

Dr. Chow obtained a Bachelor of Arts degree from the University of Southern California in the United States. He also furthered his studies by completing an Entrepreneurial Masters Programme hosted by the Massachusetts Institute of Technology Enterprise Forum and Entrepreneurs' Organisation. In February 2023, he obtained the Doctor of Business Administration (DBA) degree from the City University of Hong Kong.

Dr. Chow has entered into a service agreement with the Company for a term of 3 years commencing from the Listing Date and shall be subject to renewal as confirmed by the Company until terminated in accordance with the provisions in the service agreement and/or the provisions of the Articles of Association, the GEM Listing Rules and the Companies Act. Dr. Chow is also subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. Dr. Chow is entitled to a remuneration of HK$3,456,000 per annum.

As at the Latest Practicable Date, Dr. Chow was deemed to be interested, through his controlled corporations, in 357,000,000 Shares within the meaning of Part XV of the SFO. The details of Dr. Chow's interests in associated corporation(s) of the Company are disclosed in the Directors' Report contained in the annual report of the Company for the year ended 31 December 2024.

As at the Latest Practicable Date, save as disclosed above, Dr. Chow (i) is not related to any other Directors, member of the senior management of the Group, substantial Shareholders or Controlling Shareholders; (ii) does not hold any other positions in the Company or other members of the Company; (iii) did not hold any directorship in any other public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas in the last three years; (iv) has not held other major appointments and professional qualifications; (v) does not have any interest in the Shares (within the meaning of Part XV of the SFO); and (vi) does not have any other matter in relation to his re-election that needs to be brought to the attention of the Shareholders or any information that is required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

(3) Professor NG Wang Wai Charles (吳宏偉) ("Professor Ng")

Professor Ng, aged 63, was appointed as an independent non-executive Director on 8 May 2018. He is primarily responsible for providing independent advice to the Board.

Professor Ng has been a chair professor of Civil and Environmental Engineering at the Hong Kong University of Science and Technology ("**HKUST**") since 2011. Currently, he is the Vice-President of HKUST (Guangzhou) and the Dean of HKUST Fok Ying Tung Graduate School. He was the Associate Vice-President for Research and Graduate Studies between 2014-2017 and for Research and Development from 2017 to 2020. After obtaining his Doctorate of Philosophy degree from the University of Bristol in the United Kingdom in January 1993, he joined the University of Cambridge as a post-doctoral research associate between 1993 and 1995. He returned to Hong Kong joining HKUST as an assistant professor in 1995 and became a chair professor in 2011.

Professor Ng was elected an Overseas Fellow by Churchill College of the University of Cambridge in 2005, a Fellow of the Hong Kong Academy of Engineering (formerly known as the Hong Kong Academy of Engineering Sciences) in 2008, Changjiang Scholar (Chair Professorship in Geotechnical Engineering) by the Ministry of Education of the PRC in 2010, and a Fellow of Royal Academy of Engineering in 2020.

Professor Ng received the Ho Leung Ho Lee Foundation Prize for Scientific and Technological Progress (何梁何利基金科學與技術進步獎) in 2022, the Varnes Medal by the UNESCO-International Consortium on Landslides in 2022, the R. M. Quigley Award from the Canadian Geotechnical Society in 2007, 2012, 2016 and 2024, the 2020 National Natural Science Award (2nd Class) by the State Council of China (中國國家2020年度自然科學獎二等獎), the 2015 Scientific Technological Advancement Award (2nd Class) by the State Council of China (中國國家2015年度科技進步獎二等獎) and the 2013 Scientific Advancement Technological Award (1st Class) by the Ministry of Education, China (中國教育部2013年度科技進步獎一等獎).

Professor Ng has entered into a letter of appointment with the Company for a term of 3 years commencing from 30 May 2018 and shall be subject to renewal as confirmed by the Company until terminated in accordance with the provisions in the letter of appointment and/or the provisions of the Articles of Association, the GEM Listing Rules and the Companies Act. Professor Ng is also subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. Professor Ng is entitled to a director's fee of HK$144,000 per annum.

As at the Latest Practicable Date, save as disclosed above, Professor Ng (i) is not related to any other Directors, member of the senior management of the Group, substantial Shareholders or Controlling Shareholders; (ii) does not hold any other positions in the Company or other members of the Company; (iii) did not hold any directorship in any other public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas in the last three years; (iv) has not held other major appointments and professional qualifications; (v) does not have any interest in the Shares (within the meaning of Part XV of the SFO); and (vi) does not have any other matter in relation to his re-election that needs to be brought to the attention of the Shareholders or any information that is required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

(4) Mr. POON Lai Yin, Michael (潘禮賢) ("Mr. Poon")

Mr. Poon, aged 53, was appointed as an independent non-executive Director of the Company on 28 June 2019, and is the chairman of the Audit Committee and a member of the Remuneration Committee and a member of Nomination Committee of the Company.

Mr. Poon has over 20 years of experience in corporate management, business development, financial reporting, business advisory, auditing and accounting. From March 1995 to February 1997, he worked in Chan Chak Chung & Co. and his last position was audit senior. From March 1997 to June 1999, he worked in Ho & Au Yeung and his last position was audit semi senior. From November 2000 to March 2002, he served as senior accountant in Arthur Anderson & Co., which was merged into PricewaterhouseCoopers in 2002. Mr. Poon obtained a bachelor's degree in administrative studies from York University, Canada in June 1995, a master's degree in practicing accounting from Monash University, Australia in July 1998, an executive master's degree in business administration in October 2022 from City University of Hong Kong and the master's degree in public administration from Tsinghua University, PRC in January 2024.

Mr. Poon passed Certified Environmental, Social and Governance Analyst® (CESGA) from The European Federation of Financial Analysis Societies (EFFAS®) in December 2022. Mr. Poon has been a fellow member of HKICPA since July 2009, and a member with CPA Australia since March 2000 respectively. Mr. Poon passed the qualification examination of Asset Management Association of China (中國證券投資基金業協會從業資格考試) in 2016. From April 2019 to February 2020, Mr. Poon has been a Licensed Representative for Type 6 (advising on corporate finance) regulated activity of Canfield Corporate Finance Company Limited, a licensed corporation.

Mr. Poon is an executive director of Huakang Biomedical Holdings Company Limited (the shares of which are listed on the GEM of the Stock Exchange with stock code: 8622) since August 2017. Mr. Poon has also been an independent non-executive director LFG Investment Holdings Limited (the shares of which are listed on the Main Board of the Stock Exchange with stock code: 3938) since September 2019. He is an independent non-executive director of Smartac International Holdings Limited (formerly known as Smartac Group China Holdings Limited, the shares of which were listed on the Main Board of the Stock Exchange with stock code: 395 and were delisted on February 2023) from January 2010. From November 2006 to June 2022, Mr. Poon was an independent non-executive director of China Uptown Group Company Limited (the shares of which are listed on the main board of the Stock Exchange with stock code: 2330). From March 2019 to November 2023, Mr. Poon was an independent non-executive director of Teamway International Group Holdings Limited (the shares of which are listed on the Main Board of the Stock Exchange with stock code: 1239).

Mr. Poon has entered into a letter of appointment with the Company for a term of 3 years commencing from 28 June 2019 and shall be subject to renewal as confirmed by the Company until terminated in accordance with the provisions in the letter of appointment and/or the provisions of the Articles of Association, the GEM Listing Rules and the Companies Act. Mr. Poon is also subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles of Association. Mr. Poon is entitled to a remuneration of HK$144,000 per annum.

As at the Latest Practicable Date, save as disclosed above, Mr. Poon (i) is not related to any other Directors, member of the senior management of the Group, substantial Shareholders or Controlling Shareholders; (ii) does not hold any other positions in the Company or other members of the Company;(iii) did not hold any directorship in any other public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas in the last three years; (iv) has not held other major appointments and professional qualifications; (v) does not have any interest in the Shares (within the meaning of Part XV of the SFO); and (vi) does not have any other matter in relation to his re-election that needs to be brought to the attention of the Shareholders or any information that is required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

Niche-Tech Semiconductor Materials Limited
駿碼半導體材料有限公司
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 8490)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the "**Annual General Meeting**") of Niche-Tech Semiconductor Materials Limited (the "**Company**") will be held at Unit 208, 2/F, Lakeside 1, Phase Two, Hong Kong Science Park, Pak Shek Kok, New Territories, Hong Kong on Monday, 2 June 2025 at 2:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

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 2024.

2. (a) To re-elect Mrs. Chow Fung Wai Lan Rita as a non-executive Director.

   (b) To re-elect Dr. Chow Bok Hin Felix as an executive Director.

   (c) To re-elect Professor Ng Wang Wai Charles as an independent non-executive Director.

   (d) To re-elect Mr. Poon Lai Yin Michael as an independent non-executive Director.

3. To authorise the board of Directors (the "**Board**") to fix the Directors' remuneration.

4. To re-appoint Gary Cheng CPA Limited as the Company's independent auditors until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration.

5. To consider and, if thought fit, to pass with or without amendments, the following resolutions as ordinary resolutions:

(A) "**THAT**:

(a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the Directors during the Relevant Period (as defined below) to allot, issue and deal in additional shares of HK$0.01 each in the capital of the Company (the "**Share(s)**") (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Rules Governing the Listing of Securities on GEM operated by The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (the "**GEM Listing Rules**")), if any, out of treasury) and to make or grant offers, agreements and options which might require the exercise of such powers;

(b) the mandate in paragraph (a) above shall authorise the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of Shares allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

(i) a Rights Issue (as defined below);

(ii) any scrip dividend schemes or similar arrangements providing for the allotment of Shares in lieu of the whole or in part of any dividend in accordance with the articles of association of the Company (the "**Articles of Association**");

(iii) the grant or exercise of any options under any share option schemes of the Company from time to time adopted by the Company in accordance with the applicable rules of GEM for the grant or issue of Shares or rights to acquire Shares; and

(iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares;

shall not exceed the aggregate of:

(i) 20% of the total number of Shares in issue (excluding treasury shares) on the date of passing of this resolution; and

(ii) (if the Board is so authorised by resolution 5(A) in this notice) the aggregate number of Share bought-back by the Company subsequent to the passing of resolution 5(B) in this notice (up to a maximum equivalent to 10% of the number of Shares in issue (excluding treasury shares) as at the date of passing resolution 5(B) in this notice),

and the approval under paragraph (a) above shall be limited accordingly; and

(d) for the purpose of this resolution:

"**Relevant Period**" means the period from the passing of this resolution until:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general of the Company is required by any applicable laws of the Cayman Islands or the Articles of Association to be held; or

(iii) the time when such mandate is varied, revoked or renewed by an ordinary resolution of the shareholders in general meeting,

whichever is the earliest.

"**Rights Issue**" means an offer of Shares open for a period fixed by the Directors to holders of Shares or any class thereof (other than any holders of treasury shares) on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange outside Hong Kong)."

(B) "**THAT**:

(a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to buy back the Shares on GEM or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and requirements of GEM or any other stock exchange on which the securities of the Company may be listed, including the GEM Listing Rules and the Hong Kong Code on Share Buy-Backs, as amended from time to time; and if permitted under the GEM Listing Rules, to determine whether such Shares bought back shall be held as treasury shares by the Company or be cancelled in accordance with all applicable laws, rules and regulations as amended from time to time;

(b) the total number of Shares to be bought back pursuant to the mandate in paragraph (a) above shall not exceed 10% of the aggregate total number of Shares in issue (excluding treasury shares) as at the date of passing of this resolution;

(c) subject to the passing of each of the paragraphs (a) and (b) of this resolution, any prior approvals of the kind referred to in paragraphs (a) and (b) of this resolution which has been granted to the Directors and which are still in effect be and are hereby revoked; and

(d) for the purposes of this resolution:

"**Relevant Period**" means the period from the passing of this resolution until:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general of the Company is required by any applicable laws of the Cayman Islands or the Articles of Association to be held; or

(iii) the time when such mandate is varied, revoked or renewed by an ordinary resolution of the shareholders in general meeting,

whichever is the earliest.

(C) "**THAT** subject to the passing of resolutions set out in 5(A) and 5(B) in this notice, the general mandate granted to the Directors to allot, issue and otherwise deal in additional Shares pursuant to resolution 5(A) in this notice be and is hereby extended by the addition thereto an amount representing the aggregate number of Shares bought back by the Company under the authority granted pursuant to resolution 5(B) in this notice, provided that such amount shall not exceed 10% of the number of Shares in issue (excluding treasury shares) as at the date of the passing of this resolution."

By Order of the Board
Niche-Tech Semiconductor Materials Limited
Chow Bok Hin Felix
Executive Chairman and Executive Director

Hong Kong, 16 April 2025

Registered Office:
Windward 3, Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

Headquarters and Principal Place of Business in Hong Kong:
Unit 208, 2/F, Lakeside 1, Phase Two
Hong Kong Science Park, Pak Shek Kok
New Territories,
Hong Kong

Notes:

1 All resolutions at the Annual General Meeting will be taken by poll (except where the chairman decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the GEM Listing Rules. The results of the poll will be published on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.nichetech.com.hk in accordance with the GEM Listing Rules.

2 Any shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the shareholder to speak at the meeting. A proxy need not be a shareholder of the Company. A shareholder of the Company who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. If more than one proxy is appointed, the number of Shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.

3 A form of proxy for use at the Annual General Meeting is enclosed with the circular of the Company dated 16 April 2025. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at 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 appointed for the holding of the Annual General Meeting or any adjournment thereof.

4 Completion and delivery of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Annual General Meeting or any adjournment thereof should they so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

5 Where there are joint holders of any Shares, any one of such joint holder may vote, either in person or by proxy, in respect of such Shares as if he were solely entitled to vote, but if more than one of such joint holders are present at the Annual General Meeting, the most senior holder shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names of the joint holders stand on the register of members of the Company in respect of the joint holding.

6 For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Wednesday, 28 May 2025 to Monday, 2 June 2025, both dates inclusive, during which period no transfer of Shares will be effected. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of Shares shall ensure that all transfer documents accompanied by the relevant share certificates are lodged with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 27 May 2025.

7 In light of the continuing risks posed by COVID-19, the Company reminds its shareholders to appoint the chairman of the Annual General Meeting as their proxy to vote according to their indicated voting instructions as an alternative to attending the Annual General Meeting in person.

8 Subject to the development of COVID-19, the Company may implement further changes to the arrangement of the Annual General Meeting and precautionary measures and may issue further announcement on such measures as appropriate.

9 If typhoon signal no. 8 or above, or a "black" rainstorm warning, or extreme conditions caused by a super typhoon as announced by The Government of the Hong Kong Special Administrative Region is in force at 1:00 p.m. on the date of the Annual General Meeting, the Annual General Meeting will be postponed. The Company will post an announcement on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.nichetech.com.hk to notify shareholders of the Company of the date, time and place of the rescheduled Annual General Meeting.

As at the date of this notice, the executive Directors are Dr. Chow Bok Hin Felix, Professor Chow Chun Kay Stephen and Mr. Shi Yiwu; the non-executive Directors are Mr. Li Chiu Fan and Mrs. Chow Fung Wai Lan Rita; and the independent non-executive Directors are Professor Ng Wang Wai Charles, Mr. Tai Chun Kit and Mr. Poon Lai Yin Michael.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this notice is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this notice misleading.

This notice will remain on the "Latest Listed Company Information" page of the website of the Stock Exchange at www.hkexnews.hk for a minimum period of seven days from the date of its publication. This notice will also be published on the Company's website at www.nichetech.com.hk.