



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 EXTRAORDINARY GENERAL MEETING

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 Extraordinary 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 extraordinary 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, 5 September 2022 at 4:00 p.m. (the “**Extraordinary 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 Extraordinary 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 Extraordinary General Meeting in such manner as he/she thinks fit.

	SPECIAL RESOLUTIONS ^(Note 4)	FOR ^(Note 5)	AGAINST ^(Note 5)
1.	subject to and conditional upon the approval of the Registrar of Companies of the Cayman Islands being obtained, the English name of the Company be changed from “Niche-Tech Group Limited” to “Niche-Tech Semiconductor Materials Limited” and the dual foreign name in Chinese of the Company be changed from “駿碼科技集團有限公司” to “駿碼半導體材料有限公司” (the “ Proposed Change of Company Name ”) with effect from the date on which the new English name and dual foreign name in Chinese of the Company are registered and a certificate of incorporation on change of name is issued by the Registrar of Companies of the Cayman Islands; and any one director of the Company be and is hereby authorised to do all such acts and things and execute all documents or make such arrangement as he/she may in his/her absolute discretion consider necessary or expedient to effect the Proposed Change of Company Name for and on behalf of the Company.		
2.	subject to the passing of the special resolution no. 1 and the new English name and dual foreign name in Chinese of the Company being entered in the register of companies of the Cayman Islands and a certificate of incorporation on change of name being issued by the Registrar of Companies of the Cayman Islands, the third amended and restated memorandum and articles of association of the Company (the “ New Memorandum and Articles of Association ”), a copy of which has been produced to this meeting and marked “A” and signed by the chairman of the Extraordinary General Meeting for the purposes of identification, be approved and adopted in substitution their entirety and to the exclusion of, the second amended and restated memorandum and articles of association of the Company with effect from the date on which the Registrar of Companies of the Cayman Islands enters the new English name and dual foreign name in Chinese of the Company in place of the current English name and dual foreign name in Chinese of the Company on the register of companies of the Cayman Islands and issues a certificate of incorporation on change of name; and that any one director of the Company be and is hereby authorised to do all such acts and things and execute all documents or make such arrangement as he/she may in his/her absolute discretion consider necessary or expedient to implement the adoption of the New Memorandum and Articles of Association for and on behalf of the Company.		

Signature _____ ^(Notes 5 and 6) Dated this _____ day of _____ 2022

Notes:

- Full name(s) and address(es) shall 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) 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).
- Full name(s) and address(es) of the proxy desired shall be inserted in BLOCK CAPITALS. If not completed, the chairman of the Extraordinary 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.
- The above description of the proposed resolutions is by way of summary only. For the full text of the proposed resolutions, please refer to the Notice as contained in the Company's circular dated 13 August 2022.
- 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).**
- 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.
- In the case of joint holders of any share, any one of such persons may vote at the above Extraordinary 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 Extraordinary 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.
- 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 Extraordinary 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.
- All the resolutions set out in this form of proxy shall be decided by poll.
- 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.