



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)

**Proxy Form for use by the shareholders of Niche-Tech Semiconductor Materials Limited
(the “Company”) at the Extraordinary General Meeting (the “Meeting”) to be held on Wednesday,
2 August 2023 at 2:30 p.m. (or any adjournment thereof)**

I/We,^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ share(s) of HK\$0.01 each in the share capital of
the Company hereby appoint the chairman of the Meeting (the “Chairman”) or ^(Note 3) _____
of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the 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 Wednesday, 2 August 2023 at 2:30 p.m. (or any adjournment thereof) on the undermentioned resolution as indicated, and, if no such indication is given, as my/our proxy thinks fit:

	ORDINARY RESOLUTION	FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To approve the sale and purchase agreement dated 14 June 2023 entered into between Niche-Tech (Hong Kong) Limited and Niche-Tech Investment Holdings Limited (the “Agreement”), the terms and conditions thereof and the acquisition of the Intellectual Properties (as defined in the circular of the Company dated 18 July 2023) under the Agreement (the “Acquisition”) contemplated thereunder be and are hereby approved, confirmed and ratified; and any one of the directors of the Company be and is hereby authorised to do all such acts and things and to sign and execute all such other documents or instrument for and on behalf of the Company (including the affixation of the common seal of the Company where required) as he/she may consider necessary, appropriate, expedient or desirable in connection with, or to give effect to, the Agreement and to implement the transaction contemplated thereunder, and to agree to such variations, amendments or waivers of matters relating thereto that are of administrative nature and ancillary to the implementation of the Agreement and/or the transactions contemplated under or incidental to the Agreement.		

Signature(s) _____ ^(Note 5 to 10) Dated this _____ day of _____ 2023

Notes:

- Full name(s) and address(es) are to be inserted in BLOCK CAPITAL LETTERS. The names of all joint registered holders should be stated.
- Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the share capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman as your proxy, please delete the words “the chairman of the Meeting (the “Chairman”) or” and insert the name and address of the person appointed in the space provided. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint in written form one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him.
- If you wish to vote for the resolution set out above, please tick (“✓”) the box marked “For”. If you wish to vote against the resolution set out above, please tick (“✓”) the box marked “Against”. If you wish to vote only part of the number of shares in respect of which the proxy is so appointed, please state the exact number of shares in lieu of tick (“✓”) in the relevant box. If the form returned is duly signed but without specific direction on the resolution, the proxy will vote or abstain at his/her discretion in respect of the resolution. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than that referred to in the notice convening the Meeting.
- In the case of joint holders of shares, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, then one of the said persons so present whose name stands first on the register in respect of such shares shall alone be entitled to vote in respect thereof.
- The instrument appointing a proxy shall be 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 seal or under the hand of an officer or attorney duly authorised.
- In order to be valid, the form of proxy must be 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 seal, or under the hand of an officer or attorney duly authorised, and must be deposited with 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 (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 fixed for holding of the Meeting or any adjournment thereof.
- In order to qualify for attending the Meeting or any adjournment thereof, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, for registration not later than 4:30 p.m. on 1 August 2023.
- Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- Any alteration made to this form should be initialled by the person(s) who sign(s) the form.

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 or Company’s branch share registrar and transfer office in Hong Kong at the above address.