



Cowell e Holdings Inc.
高偉電子控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock code: 1415)

FORM OF PROXY FOR ANNUAL GENERAL MEETING

I/We⁽¹⁾ _____
of _____
being the registered holder(s) of _____ share(s)⁽²⁾ of US\$0.004 each in the capital of Cowell e Holdings Inc. (“**Company**”), hereby⁽³⁾ appoint the chairman of the meeting or _____ of _____
as my/our proxy to attend and vote for me/us at the annual general meeting of the Company (the “**AGM**”) to be held at Cowell e Holdings Inc., Suite 1620, 16/F, Ocean Centre, 5 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on 26 May 2022 at 10 a.m. and at any adjournment thereof on the following resolutions as indicated.

ORDINARY RESOLUTIONS⁽⁵⁾		FOR⁽⁴⁾	AGAINST⁽⁴⁾
1.	To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (“ Directors ”) and the auditor of the Company for the year ended 31 December 2021.		
2.	(a) (i) To re-elect Mr. Meng Yan as an executive Director.		
	(ii) To re-elect Mr. Wu Ying-Cheng as an executive Director.		
	(iii) To re-elect Ms. Su Yen-Hsueh as an independent non-executive Director.		
	(iv) To re-elect Ms. Liu Xia as an independent non-executive Director.		
	(b) To authorize the board of Directors (the “ Board ”) to fix the Directors’ remuneration.		
3.	To re-appoint Messrs. KPMG, Certified Public Accountants, as the auditor of the Company and to authorize the Board to fix their remuneration.		
4.	To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company (the “ Shares ”).		
5.	To grant a general mandate to the Directors to repurchase Shares.		
6.	To extend the general mandate granted to the Directors under Resolution No. 4 by adding the Shares repurchased by the Company pursuant to the general mandate granted to the Directors under Resolution No. 5.		
SPECIAL RESOLUTION⁽⁵⁾		FOR⁽⁴⁾	AGAINST⁽⁴⁾
7.	To approve the Proposed Amendments to the existing articles of association of the Company and to adopt the new articles of association of the Company in substitution for and to the exclusion of the existing memorandum of association and articles of association of the Company.		

Dated this _____ day of _____ 2022

Email address⁽⁶⁾ _____

Shareholder’s signature⁽⁷⁾ _____

Notes:

- (1) Full name(s) and address (es) to be inserted in **BLOCK CAPITALS**.
- (2) Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- (3) If any proxy other than the chairman of the AGM is preferred, please strike out the words “the chairman of the meeting or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGNS IT.**
- (4) Please indicate with an “✓” in the appropriate space beside each of the resolutions how you wish the proxy to vote on your behalf. If this form is returned duly signed, but without any indication, the proxy will vote for or against the resolution or will abstain, at his discretion. A proxy will also be entitled to vote or abstain at his discretion on any resolution (or amendment thereto) properly put to the meeting other than those set out in the notice of the AGM.
- (5) The full text of the resolutions are set out in the notice of the AGM dated 22 April 2022.
- (6) You must provide a valid email address of your proxy in the space provided (except where the chairman of the meeting is appointed as your proxy) for the purpose of receiving the invitation code to attend and vote on your behalf via online platform. If no email address is provided, your proxy cannot attend and vote online.
- (7) This 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 under its common seal or under the hand of an officer or attorney duly authorized.
- (8) 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 the votes of the other joint holders. For this purpose, seniority is determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (9) To be valid, this form of proxy, together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be completed and lodged with the Company’s Hong Kong branch registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 24 May 2022 at 10:00 a.m. (Hong Kong Time).
- (10) A shareholder who is holder of two or more Shares may appoint one or more proxies to attend the meeting and vote for him 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. A proxy need not be a member of the Company but must attend the relevant meeting in person to represent you.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s), address(es) and email 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 general meeting of the Company (the “**Purposes**”). If you fail to provide sufficient and accurate information, we may not be able to process your instructions. We may transfer your and your proxy’s (or proxies’) name(s), address(es) and email 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), address(es) and email 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 Personal Data Privacy Officer, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.