



HUAZHANG TECHNOLOGY HOLDING LIMITED

華章科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1673)

PROXY FORM

Form of proxy for use by Shareholders at the annual general meeting to be held at Suite 901, 9/F, Ocean Centre, 5 Canton Road, Tsim Sha Tsui, Hong Kong on 30 December, 2022 at 10:00 a.m. (or any adjournment thereof)

I/We (note a) _____
of _____
being the holder(s) of _____ (note b) share(s) of HK\$0.01 each of
Huazhang Technology Holding Limited (the "Company") hereby appoint the Chairman of the annual general meeting (the "Meeting" or "AGM") of the
Company or _____
of _____
to act as my/our proxy (note c) at the Meeting to be held at Suite 901, 9/F, Ocean Centre, 5 Canton Road, Tsim Sha Tsui, Hong Kong on 30 December 2022 at
10:00 a.m. and at any adjournment thereof and vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast in respect of such resolutions as hereunder indicated (note d).

| ORDINARY RESOLUTIONS | | FOR | AGAINST |
|----------------------|--|---|---------|
| 1. | To receive and consider the audited financial statements and the reports of the directors and the auditors of the Company for the year ended 30 June 2022 (Please see note k) | The AGM will be adjourned to consider this resolution | |
| 2. | (a) To re-elect Mr. Chen Hongwei as an executive director | | |
| | (b) To re-elect Mr. Shi Chenghu as a non-executive director | | |
| | (c) To re-elect Mr. Heng, Keith Kai Neng as an independent non-executive director | | |
| | (d) To re-elect Mr. Yao Yang Yang as an independent non-executive director | | |
| | (e) To re-elect Ms. Zhang Dong Fang as an independent non-executive director | | |
| | (f) To authorise the board of directors of the Company to fix the remuneration of the directors | | |
| 3. | To re-appoint the auditors of the Company and authorise the board of directors of the Company to fix their remuneration (Please see note k) | The AGM will be adjourned to consider this resolution | |
| 4. | To grant a general and unconditional mandate to the directors of the Company to allot, issue or otherwise deal with the unissued Shares of the company and to make or grant offers, agreements and options to the extent of not more than 20% of the existing issued share capital of the Company [#] | | |
| 5. | To grant a general mandate to the directors of the Company to purchase the Company's Shares to the extent of 10% of the issued share capital of the Company [#] | | |
| 6. | Conditional on the passing of resolutions numbered 4 and 5, to extend the issue mandate under resolution numbered 4 [#] | | |
| SPECIAL RESOLUTION | | | |
| 7. | To consider and approve the proposed amendments to the existing articles of association of the Company and the adoption of an amended and restated articles of association of the Company with all the proposed amendments incorporated therein | | |

[#] Full text of the relevant resolution is set out in the notice dated 28 November 2022 convening the Meeting.

Dated _____ Shareholder's signature (notes e, f, g and h) _____

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- 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 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 of the Meeting as your proxy, please delete the words "the Chairman of the annual general meeting (the "Meeting") or AGM of the Company or" and insert the name and address of the person appointed proxy in the space provided.
- If you wish to vote for a resolution set out above, please tick ("✓") the box marked "FOR" against such resolution. If you wish to vote against a resolution, please tick ("✓") the box marked "AGAINST" against such resolution. If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the Meeting.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- 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 deposited at the offices of the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned meeting.
- Any alteration made to this form should be initialled by the person who signs the form.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.
- 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 AGM of the Company (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 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. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing to the Company/Tricor Investor Services Limited at the above address.
- As there are delays in the publication of the audited annual results of the Company and its subsidiaries for the year ended 30 June 2022 and the despatch of the Company's annual report for the year ended 30 June 2022, the first item of the ordinary businesses to be transacted in the annual general meeting to be held on 30 December 2022 cannot be considered until enough notice period is provided to the shareholders, and the third item of the ordinary businesses shall be considered after completion of the audit process for the year ended 30 June 2022. Instead, these two items will be transacted in an adjourned annual general meeting to be held subject to further notice.