



**MTT GROUP HOLDINGS LIMITED**  
**數科集團控股有限公司**  
(Incorporated in the Cayman Islands with limited liability)  
(Stock Code: 2350)

**FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING**

**This Form of Proxy is for use by shareholders of MTT Group Holdings Limited (the “Company”) at the extraordinary general meeting of the Company to be held at Room 901-5, China Insurance Group Building, 141 Des Voeux Road Central, Central, Hong Kong on Monday, 19 December 2022 at 10:00 a.m. or at any adjournment thereof (the “EGM”).**

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ share(s) of HK\$0.01 each  
in the capital of the Company hereby appoint \_\_\_\_\_  
of \_\_\_\_\_  
or failing him/her, the chairman of the EGM <sup>(Note 3)</sup> as my/our proxy to attend and vote for me/us and on my/our behalf at the EGM as directed below or, if no such direction is given, as my/our proxy shall think fit.

Please indicate with a “✓” in the appropriate boxes how you wish your vote(s) to be cast on a poll.

<b>ORDINARY RESOLUTION</b>	<b>FOR</b> <sup>(Note 4)</sup>	<b>AGAINST</b> <sup>(Note 4)</sup>
To approve the adoption of the new share option scheme and the termination of the existing share option scheme of the Company.*		

\* Full text of the resolutions is set out in the notice of EGM which is contained in the circular of the Company dated 2 December 2022 and despatched to the shareholders of the Company together with this Form of Proxy.

Dated this: \_\_\_\_\_ day of: \_\_\_\_\_ 2022 Signature of Shareholder(s) <sup>(Note 5)</sup>: \_\_\_\_\_

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of share(s) 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 the shares in the capital of the Company registered in your name(s).
- If any proxy other than the chairman of the EGM is preferred, please delete the words “or failing him/her, the chairman of the EGM” and insert the name and address of the proxy desired in the space provided. If no name is inserted, the chairman of the EGM will act as your proxy. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “FOR”; IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to tick either box of a resolution will entitle your proxy to vote for or against the resolution or to abstain from voting on the resolution at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the EGM other than the resolutions referred to in the notice of EGM.
- Proxy must be signed by you or your attorney duly authorised in writing, or in the case of a corporation, must be either executed under its Common Seal or under the hand of an officer or attorney or other person duly authorised.
- Where there are joint registered holders of any share in the capital of the Company, any one of such holders may vote at the EGM either in person or by proxy in respect of such share(s) as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the EGM in person or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share(s) shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased shareholder in whose name any share stands shall be deemed joint holders thereof.
- To be valid, this 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 with the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM (or any adjournment thereof), and in default thereof this Form of Proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiry of 12 months from the date of its execution.
- A shareholder entitled to attend and vote at the EGM is entitled to appoint a person or persons (who must be individual) as his or her proxy or proxies to attend and, on a poll, vote instead of him or her. A proxy need not be a shareholder of the Company.
- Completion and delivery of this Form of Proxy will not preclude you from attending and voting in person at the EGM if you so wish.