



VIXTEL TECHNOLOGIES HOLDINGS LIMITED

飛思達科技控股有限公司

(the “Company”)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1782)

Form of Proxy for Annual General Meeting

I/We,¹ _____
of _____
being holder(s) of² _____ shares of HK\$0.01 each in the capital of
VIXTEL TECHNOLOGIES HOLDINGS LIMITED (the “Company”) hereby appoint³ the Chairman of the meeting
or _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company (the “Annual General Meeting”) to be held on Friday, 12 May 2023 at 11:00 a.m. at 16/F, 18 King Wah Road, North Point, Hong Kong or at any adjournment thereof in respect of the resolutions set out in the notice convening the said meeting as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit:

ORDINARY RESOLUTIONS*		FOR ⁴	AGAINST ⁴
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “Director(s)”) and auditors of the Company for the year ended 31 December 2022.		
2.	(a) To re-elect Mr. Shi Zhimin as an executive Director.		
	(b) To re-elect Mr. Yeung Man Simon as an independent non-executive Director.		
	(c) To authorize the board of Directors of the Company (the “Board”) to fix the respective remuneration of the Directors.		
3.	To re-appoint Ernst & Young as the Company’s independent auditor and to authorize the Board to fix their remuneration.		
4.	(A) To grant to the Directors a general mandate to allot, issue and otherwise deal with the shares of the Company not exceeding 20 per cent of the total number of shares of the Company in issue as at the date of this resolution.		
	(B) To grant to the Directors a general mandate to exercise the power of the Company to repurchase its own shares not exceeding 10 per cent of the total number of shares of the Company in issue as at the date of this resolution.		
	(C) To extend the general mandate granted to the Directors to allot, issue and deal with additional shares in the capital of the Company by the aggregate number of the shares repurchased by the Company.		
SPECIAL RESOLUTION*			
5.	(a) To approve the proposed amendments (the “Proposed Amendments”) to the amended and restated memorandum and articles of association of the Company (“Existing M&A”);		
	(b) To approve and adopt the second amended and restated memorandum and articles of association of the Company (the “Second Amended and Restated M&A”) in substitution for and to the Existing M&A; and		
	(c) To authorize any director or company secretary of the Company to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the Second Amended and Restated M&A, including without limitation, attending to the necessary registration and filings with the Registrar of Companies in Hong Kong and the Cayman Islands.		

* The full text of the resolutions appears in the notice of the annual general meeting, which is included in the circular dispatched to the shareholders.

Email address of the proxy: _____ Telephone number of the proxy: _____

Dated this _____ day of _____ 2023 Signature(s)⁶ _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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).
- If any proxy other than the Chairman of the meeting is preferred, delete the words “the Chairman of the meeting or” and insert the name, email address (to enable the proxy to receive the designated log-in username and password of the e-Meeting System) and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- 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 such power or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the meeting.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorized.
- Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is 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 share shall alone be entitled to vote in respect thereof.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this statement has the same meaning as “personal data” defined in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”). Your supply of the Personal Data is on a voluntary basis and for the purpose of processing your instructions as stated in this Form (the “Purposes”). If you fail to supply sufficient information, the Company may not be able to process your instructions. The Company may disclose or transfer the Personal Data to its subsidiaries, its Share Registrar and/or third party service provider who provides administrative, computer and other services to the Company 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. The Personal Data will be retained for such period as may be necessary to fulfil the Purposes (including for verification and record purposes). Request for access to and/or correction of the Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing and sent to the Privacy Compliance Officer of Tricor Investor Services Limited at the above address.