

芯智控股有限公司
Smart-Core Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2166)

**FORM OF PROXY FOR USE AT ANNUAL GENERAL MEETING
TO BE HELD ON 25 MAY 2023**

I/We ^(Note 1) _____
of ^(Note 1) _____
being the registered holder(s) of ^(Note 2) _____ shares of US\$0.00001 each in the share capital
of Smart-Core Holdings Limited (the “Company”) hereby appoint ^(Note 3) _____
of ^(Note 3) _____
or failing him/her, the chairman of the annual general meeting as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting to be held at 15/F, Tower B, Regent Centre, 70 Ta Chuen Ping Street, Kwai Chung, New Territories, Hong Kong on Thursday, 25 May 2023 at 10:00 a.m. (the “Annual General Meeting”), and at any adjournment thereof for the purpose of considering and, if thought fit, passing with or without modification, the resolutions as set out in the notice of the Annual General Meeting and to vote on my/our behalf as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matters properly put to the Annual General Meeting in such manner as he/she thinks fit.

Ordinary Resolutions ^(Note 4)		For ^(Note 5)	Against ^(Note 5)
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of directors (the “Directors”) and the auditors of the Company and its subsidiaries for the year ended 31 December 2022.		
2.	To declare a final dividend of HK6 cents per share for the year ended 31 December 2022.		
3.	(a) To re-elect Mr. Tian Weidong as an executive Director;		
	(b) To re-elect Mr. Zheng Gang as an independent non-executive Director; and		
	(c) To re-elect Mr. Tang Ming Je as an independent non-executive Director.		
4.	To authorise the board of Directors to fix the Directors’ remuneration.		
5.	To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and authorise the board of Directors to fix their remuneration.		
6.	To give a general mandate to the Directors to allot, issue and deal with additional shares of the Company not exceeding 20% of the number of issued shares of the Company (the “Issue Mandate”).		
7.	To give a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the number of issued shares of the Company.		
8.	To extend the Issue Mandate by the number of shares of the Company repurchased by the Company.		
Special Resolution		For ^(Note 5)	Against ^(Note 5)
9.	To approve the proposed amendments to the existing memorandum of association and articles of association of the Company and the proposed adoption of the new memorandum of association and articles of association of the Company incorporating the proposed amendments.		

Dated this _____ day of _____ 2023 Signature(s) ^(Note 6): _____

Notes:

- Full name(s) and address(es) shall be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of shares 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 shares in the capital of the Company registered in your name(s).
- Full name(s) and address(es) shall be inserted in **BLOCK CAPITALS**. If not completed, the chairman of Annual General Meeting will act as your proxy.
- The above description of the proposed ordinary resolutions is by way of summary only. The full text appears in the notice of the Annual General Meeting.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED “For”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED “Against”.** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion or to abstain. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- The instrument appointing a proxy shall be in writing and shall be executed under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- In the case of joint holders of any share, any one of such persons may vote at the above Annual General Meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto. However, if more than one of such joint holders be present at the above Annual General Meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share.
- To be valid, this form of proxy must be completed, signed and deposited at the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, 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 for holding the meeting. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- A proxy need not be a shareholder of the Company.
- Completion and return of this form of proxy will not preclude you from attending and voting in person or at any adjournment thereof (as the case maybe) should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

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 Annual General Meeting 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 for use in connection with the Purposes and to such parties who are authorized 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 Personal Data (Privacy) Ordinance (Chapter 486 of the laws of Hong Kong) and any such request should be in writing by mail to the Company.