



**GCL Technology Holdings Limited**  
**協鑫科技控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3800)

**FORM OF PROXY**  
**FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 31 MAY 2023**

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_,  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares of HK\$0.10 each in the capital of GCL Technology Holdings Limited (the “Company”) **HEREBY APPOINT**<sup>3</sup> the Chairman of the Meeting or \_\_\_\_\_,  
of \_\_\_\_\_

as my/our proxy to attend, act and vote for me/us and on my/our behalf at the Annual General Meeting of the Company (the “Meeting”) (and at any adjournment thereof) to be held at Studio 1, Level 7, W Hong Kong, 1 Austin Road West, Kowloon, Hong Kong on Wednesday, 31 May 2023 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice convening the Meeting and at the Meeting (or at any adjournment thereof) to vote for me/us in my/our name(s) as indicated below in respect of the said resolutions or, if no such indication is given, as my/our proxy thinks fit:

ORDINARY RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To receive and consider the audited consolidated financial statements and the reports of the Directors and Auditor for the financial year ended 31 December 2022.		
2.	To approve and declare a Final Dividend for the year ended 31 December 2022.		
3.	To re-elect Mr. Zhu Yufeng as an executive director of the Company.		
4.	To re-elect Mr. Zhu Zhanjun as an executive director of the Company.		
5.	To re-elect Dr. Shen Wenzhong as an independent non-executive director of the Company.		
6.	To authorise the board of directors to fix the remuneration of the directors.		
7.	To re-appoint Crowe (HK) CPA Limited as Auditor of the Company and to authorise the board of Directors to fix its remuneration.		
8.	(A) To grant a general mandate to the directors to allot, issue and deal with additional shares of the Company.		
	(B) To grant a general mandate to the directors to buy back shares of the Company.		
	(C) To extend the general mandate to the directors to allot, issue and deal with additional shares by the addition of number of shares bought back by the Company.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023 Signature<sup>5</sup> : \_\_\_\_\_

**Notes:**

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
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 Meeting is preferred, please delete 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 WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A PARTICULAR RESOLUTION, TICK IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A PARTICULAR RESOLUTION, TICK IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. 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.
5. The form of proxy must be signed by you or your attorney duly authorised 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 authorised.
6. In order 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 thereof must be lodged at the Company’s branch share registrars 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 the holding of the Meeting or any adjournment thereof.
7. In the case of joint holders of a share, 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 other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish.

**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”), which include your and your proxy’s name and address. Your supply of the Personal Data is on a voluntary basis and for the purpose of processing your instructions as stated in this Proxy 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.