



望尘体育科技

Gala Technology Holding Limited

望塵科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2458)

PROXY FORM FOR USE AT THE 2023 FIRST EXTRAORDINARY GENERAL MEETING

I/We (Name) _____ (Block capitals)

of (Address) _____

being the registered holder(s) of _____ (Note 1) shares of HK\$0.01 each in the capital of Gala Technology Holding Limited (the "Company") hereby appoint (Name) _____

of (Address) _____

or failing him/her (Name) _____

of (Address) _____

or failing him/her, the chairman of the meeting (Note 2) as my/our proxy to attend and vote for me/us and on my/our behalf as directed below at the 2023 First Extraordinary General Meeting of the Company (the "Meeting") to be held at 43F, Qianhai Shimao Finance Centre II, No. 3040, Xinghai Avenue, Nanshan Street Qianhai Shenzhen-Hong Kong Cooperation Zone, Shenzhen, PRC on Thursday, 14 December 2023 at 2:30 pm or any adjournment thereof, or on any resolution or motion which is proposed thereat.

Please make a mark ("✓") in the appropriate boxes to indicate how you wish your vote(s) to be cast: (Note 3)

Ordinary Resolutions (Note 8)		For	Against
1.	To approve and adopt the 2023 Share Award Scheme with effect from the Adoption Date, and to authorize the Directors to do all acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2023 Share Award Scheme, including without limitation:		
	(a) to administer or authorize a committee of the Board to administer the 2023 Share Award Scheme under which Awards will be awarded to the Eligible Participants (as defined in the 2023 Share Award Scheme) under the 2023 Share Award Scheme, including but not limited to determining and granting the Awards in accordance with the terms of the 2023 Share Award Scheme;		
	(b) to modify and/or amend the 2023 Share Award Scheme from time to time provided that such modification and/or amendment is effected in accordance with the terms of the 2023 Share Award Scheme and subject to the Listing Rules;		
	(c) to allot and issue from time to time such Shares which shall not in aggregate exceed 5% of the total number of Shares outstanding as at the date of approval of the 2023 Share Award Scheme by the Shareholders, as may be required to be allotted and issued pursuant to the grant of the Awards under the 2023 Share Award Scheme and subject to the Listing Rules; and		
	(d) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2023 Share Award Scheme.		

Dated this _____ day of _____, 2023

Signature(s) _____ (Note 5)

Notes:

- 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 registered in your name(s).
- A shareholder may appoint more than one proxy of his/her/its own choice. If such an appointment is made, strike out the words "the chairman of the meeting", and insert the name(s) of the person(s) appointed as proxy in space provided. **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 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 from voting. 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.
- This proxy form must be in writing under the hand of you or your attorney duly authorised or, in the case of a corporation, under its common seal or under the hand of an officer, attorney or other person authorised to sign the same.
- In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. Where there are joint holders of any share, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Company's register of members in respect of the relevant joint holding.
- 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 certified copy thereof, must be deposited at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for the Meeting or the adjourned Meeting (as the case may be) (i.e. not later than 2:30 pm on Tuesday, 12 December 2023). The completion and submission of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the Meeting (or any adjourned meeting thereof) if they so wish and in such event, the proxy form shall be deemed to be revoked.
- A proxy does not need to be a shareholder of the Company.
- The full text of the proposed resolutions is set out in the notice of 2023 First Extraordinary General Meeting of the Company dated 24 November 2023.

PERSONAL INFORMATION COLLECTION STATEMENT

"Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the "PDPO"). The supply of your and your proxy's Personal Data is on a voluntary basis. Failure to provide sufficient information may result in the Company being unable to process your appointment of proxy and instructions. Your and your proxy's Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes and retained for such period as may be necessary for our verification and record purposes. By providing your proxy's Personal Data in this form of proxy, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy in using his/her Personal Data provided in this form of proxy and that you have informed your proxy of the purpose for and the manner in which his/her Personal Data may be used. You/your proxy have/has the right to request access to and/or correction of your/your proxy's Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your/your proxy's Personal Data should be in writing to the Personal Data Privacy Officer of the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.