

# MINDTELL TECHNOLOGY LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8611)

## FORM OF PROXY FOR ANNUAL GENERAL MEETING (OR ANY ADJOURNMENT THEREOF)

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of (address) \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares of HK\$0.01 each in the capital of above  
named company (the “Company”), HEREBY APPOINT <sup>(Note 3)</sup> \_\_\_\_\_  
of (address) \_\_\_\_\_  
or failing him, the Chairman of the meeting, as my/our proxy to attend and vote for me/us and on my/our behalf at the said meeting of  
the Company to be held at Units 1302-03, 13/F., Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong on  
Thursday, 27 April 2023 at 12:00 noon (or at any adjournment thereof) in respect of the resolutions set out in the notice convening the  
said meeting (the “Notice”) as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of directors (the “Directors”) and independent joint auditors of the Company and its subsidiaries for the year ended 30 November 2022;		
2.	(a) To re-elect the following retiring Directors:		
	(i) Mr. Chong Yee Ping as an executive Director;		
	(ii) Mr. Lam Pang as a non-executive Director;		
	(iii) Mr. Su Chi Wen as an independent non-executive Director;		
(b) To authorise the board of Directors (the “Board”) to fix the Directors’ remuneration;			
3.	To re-appoint Mazars CPA Limited as the independent auditors of the Company and to authorise the Board to fix their remuneration;		
4.	To grant an unconditional general mandate to the Directors to allot, issue and otherwise deal with the shares of the Company not exceeding 20% of the total number of shares in issue as at the date of this resolutions;		
5.	To grant an unconditional general mandate to the Directors to exercise the power of the Company to repurchase its own shares not exceeding 10% of the total number of shares in issue as at the date of this resolutions;		
6.	To include the number of shares repurchased by the Company to the number of Shares which may be allotted and issued by the Directors under the general mandate granted to the Directors under Resolution No. 4.		
<b>SPECIAL RESOLUTION</b>			
7.	To approve the proposed amendments to the existing amended and restated articles of association of the Company and to adopt the second amended and restated articles of association of the Company in substitution for and to the exclusion of the existing amended and restated articles of association of the Company.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2023

Signature <sup>(Note 5)</sup> \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company 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 of the Company registered in your name(s).
- The full name and address of your proxy must be inserted in **BLOCK CAPITALS**. If not completed, the Chairman of the Meeting will act as your proxy.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“✓”) IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“✓”) IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on a resolution properly put to the meeting (or any adjournment thereof) other than those referred to in the notice convening the meeting.
- 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 of such power of attorney or authority, must be deposited at the Company’s Hong Kong branch share registrar and transfer office at Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible or not less than 48 hours before the time for holding the said meeting or any adjourned meeting.
- This form of proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorised to sign the same.
- 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 the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of the joint holding.
- The proxy needs not be a member of the Company but must attend the meeting in person to represent you. Completion and delivery of this form of proxy will not preclude you from attending and voting in person at the meeting convened and in such event this form of proxy shall be deemed to be revoked.
- The description of these resolutions is by way of summary only. The full text appears in the Notice of Annual General Meeting dated 2 March 2023.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**

### 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 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 and any such request should be in writing by mail to Tricor Investor Services Limited at the above address.