



Hong Kong Technology Venture Company Limited 香港科技探索有限公司

(Incorporated in Hong Kong with limited liability under the Companies Ordinance)
(Stock Code: 1137)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 9 JULY 2024

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares (“Shares”)
of Hong Kong Technology Venture Company Limited (“Company”), **HEREBY APPOINT** ^(Note 3) **THE CHAIRMAN OF THE MEETING**
or _____
of _____
as my/our proxy to attend and act for me/us and on my/our behalf at the extraordinary general meeting (“EGM”) of the Company to be held at Ground Floor, HKT Multimedia and Ecommerce Centre, No. 1 Chun Cheong Street, Tseung Kwan O Industrial Estate, New Territories, Hong Kong on Tuesday, 9 July 2024 at 10:00 a.m. (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the EGM and at the EGM (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated ^(Note 4):

	ORDINARY RESOLUTION	FOR ^(Note 4)	AGAINST ^(Note 4)
(a)	“ THAT , the conditional cash offer (the “ Offer ”) by Somerley Capital Limited on behalf of the Company to buy back up to 100,000,000 ordinary shares of the Company (the “ Shares ”) at a price of HK\$2.15 per Share in cash and subject to the terms and conditions set out in the Offer Document (a copy of which marked “ A ” has been produced to the EGM and initialled by the chairman of the EGM for the purpose of identification) together with the accompanying Form of Acceptance despatched to the shareholders of the Company (the “ Shareholders ”) and dated 14 June 2024 be approved, without prejudice and in addition to any existing authority of the Company under the general mandate to buy-back Shares granted by the Shareholders at the annual general meeting of the Company on 18 June 2024, and that any one of the directors of the Company be and is hereby authorised to execute all such documents (and, where necessary, to affix the seal of the Company thereon in accordance with the articles of association of the Company) with or without amendments and do all such things as he/she considers desirable, necessary or expedient in connection with or to give effect to any matters relating to or in connection with the Offer including without limitation, completion of the buy-back of Shares pursuant to the Offer.”		
	SPECIAL RESOLUTION	FOR ^(Note 4)	AGAINST ^(Note 4)
(b)	“ THAT , the waiver (the “ Whitewash Waiver ”) in respect of any obligation under the Codes on Takeovers and Mergers and Share Buy-Backs of Hong Kong (the “ Codes ”) of Top Group International Ltd. to make a mandatory general offer for the issued Shares not already held by it and parties acting in concert (as defined in the Codes) with it which may, but for such Whitewash Waiver, arise upon completion of the Offer be and is hereby approved, and that any one of the directors of the Company be and is hereby authorised to execute all such documents (and, where necessary, to affix the seal of the Company thereon in accordance with the articles of association of the Company) with or without amendments and do all such things as he/she considers desirable, necessary or expedient in connection with or to give effect to any matters relating to or in connection with the Whitewash Waiver.”		

Date: _____

Signature ^(Note 5): _____

Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
3. If any proxy other than the chairman of the meeting is preferred, strike out “**THE CHAIRMAN OF THE MEETING** or” and insert the name and address of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote in his stead. A proxy does not need to be a member of the Company but must attend the EGM in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“✓”) IN THE RELEVANT BOX BELOW THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“✓”) IN THE RELEVANT BOX BELOW THE BOX MARKED “AGAINST”.** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his/her discretion or to abstain. Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
5. This 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, attorney or other person duly authorised to sign the same.
6. To be valid, this completed and signed 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 deposited at the Company’s share registrar, 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 (not taking public holidays into account) before the time appointed for the holding of the EGM or any adjournment meeting, as the case may be.
7. Where there are joint registered holders of any Shares, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such Shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, then one of the said holders so present whose name stands first on the Register of Members in respect of such Shares shall alone be entitled to vote in respect thereof.
8. Completion and return of this form of proxy will not preclude you from attending and voting in person at the EGM or adjourned meeting if you so wish. If you attend and vote at the EGM, the authority of your proxy will be revoked.