



SINO ICT HOLDINGS LIMITED

芯成科技控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 00365)

Proxy Form for use at the Annual General Meeting

I/We ^(note 1) _____

of _____

being the registered holder(s) of _____ ^(note 2) shares(s) in Sino ICT Holdings Limited (the "Company").

HEREBY APPOINT ^(note 3) _____

of _____

or failing him, the Chairman of the Annual General Meeting of the Company (the "Meeting") to act as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held at 9:30 a.m. on Friday, 9 June 2023 at Meeting Room 10, Office Building S1, Embankment Square, No. 5179 Bin Jiang Avenue, Pudong New District, Shanghai, China, or any adjournment thereof, for the purpose of considering and, if thought fit, passing the proposed resolution as set out in the notice convening the Meeting as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit and on any other resolution(s) properly put to the Meeting.

AS ORDINARY RESOLUTIONS ^(note 4)		For ^(note 5)	Against ^(note 5)
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the "Directors") and the auditor of the Company for the year ended 31 December 2022.		
2.	(a) To re-elect Mr. Xia Yuan as an executive Director of the Company.		
	(b) To re-elect Mr. Cui Yuzhi as an independent non-executive Director of the Company.		
	(c) To re-elect Mr. Ping Fan as an independent non-executive Director of the Company.		
3.	To authorise the board of Directors of the Company (the "Board") to fix the Directors' remuneration.		
4.	To re-appoint Grant Thornton Hong Kong Limited as the auditor of the Company and to authorise the Directors to fix its remuneration.		
5.	To approve the ordinary resolution numbered 5 as set out in the notice convening the Meeting.		
6.	To approve the ordinary resolution numbered 6 as set out in the notice convening the Meeting.		
7.	To approve the ordinary resolution numbered 7 as set out in the notice convening the Meeting.		
AS SPECIAL RESOLUTION ^(note 4)		For ^(note 5)	Against ^(note 5)
8.	To consider and approve the adoption of the Amended Bye-laws of the Company.		

Dated the _____ 2023 Signature(s) ^(note 6): _____

Notes:

1. Full name(s) and address(es) (as shown in the register of shareholders) to be inserted in **BLOCK CAPITALS**. All joint holders should be stated.
2. Please insert the number of shares of HK\$0.10 each in the share capital of the Company 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 share capital of the Company registered in your name(s).
3. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.** The proxy need not be a shareholder of the Company but must attend the meeting in person to represent you.
4. The description of the resolution is by way of summary only. The full text appears in the notice convening the Meeting.
5. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED "AGAINST".** Failure to tick the 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.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of any officer, attorney or other person authorised in writing.
7. Where there are joint holders of any share(s) of the Company, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share(s) as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the Meeting personally or by proxy, the vote of the senior (meaning the person whose name stands first on the register of members of the Company in respect of such share(s)) shall be accepted to the exclusion of the votes of the other joint holder(s). Only one of the joint holders needs to sign.
8. To be valid, this form of proxy together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority, must be deposited at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than forty-eight (48) hours before the time appointed for the holding of the Meeting or any adjournment thereof.
9. **ANY ALTERNATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
10. Completion and deposit of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In the event that you, having lodged this form of proxy, attend the Meeting, this form of proxy will be deemed to have been revoked.
11. For the purposes of determining the entitlements of the shareholders of the Company to attend and vote at the Meeting, the register of members of the Company will be closed from Tuesday, 6 June 2023 to Friday, 9 June 2023 (both days inclusive), during which period no transfers of shares will be registered. In order to qualify for the aforesaid entitlements, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on Monday, 5 June 2023.

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 authorised 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 fulfill 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 the Company/Tricor Tengis Limited at the above address.