

# Ocean Star Technology Group Limited

## 海納星空科技集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8297)

### PROXY FORM FOR USE AT THE ANNUAL GENERAL MEETING (THE "AGM") TO BE HELD AT 10:30 A.M. ON TUESDAY, 29 AUGUST 2023 AT UNIT 3702-03, 37/F., 118 CONNAUGHT ROAD WEST, HONG KONG (OR ANY ADJOURNMENT THEREOF)

I/We<sup>(1)</sup> \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of \_\_\_\_\_ ordinary share(s)<sup>(2)</sup> of HK\$0.01 each in the capital of Ocean Star Technology Group Limited (the "Company"), HEREBY APPOINT<sup>(3)</sup> \_\_\_\_\_ of \_\_\_\_\_ or failing him/her, the chairman of the AGM, as my/our proxy to attend for me/us at the AGM to be held at Unit 3702-03, 37/F., 118 Connaught Road West, Hong Kong on Tuesday, 29 August 2023 at 10:30 a.m. (or any adjournment thereof) for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice dated 8 August 2023 convening the AGM (the "Notice") and at the AGM to vote on behalf of me/us and in my/our name(s) in respect of the said resolutions as indicated below, or, if no such indication is given, as my/our proxy thinks fit and to vote on behalf of me/us and in my/our name(s) on any other resolutions duly proposed at the AGM as my/our proxy thinks fit<sup>(4)</sup>.

ORDINARY RESOLUTIONS*		FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries, the report of the directors and independent auditor of the Company for the year ended 31 March 2023.		
2.	(A) To re-elect Mr. Tang Yiu Kay as a director of the Company.		
	(B) To re-elect Mr. Tam Chak Chi as a director of the Company.		
	(C) To re-elect Mr. Zheng Sihua as a director of the Company.		
	(D) To re-elect Ms. Chen Lizhu as a director of the Company.		
	(E) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.		
3.	To re-appoint McMillan Woods (Hong Kong) CPA Limited as auditor of the Company and to authorise the board of directors of the Company to fix its remuneration.		
4.	To grant a general mandate to the directors of the Company to allot, issue and deal with additional shares not exceeding 20% of the total number of shares of the Company in issue.		
5.	To grant a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the total number of shares of the Company in issue.		
6.	To extend the general mandate granted to the directors of the Company pursuant to ordinary resolution no. 4 to issue shares of the Company by the number of shares repurchased under ordinary resolution no. 5.		
SPECIAL RESOLUTION		FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
7.	(a) The proposed amendments to the memorandum and articles of association of the Company currently in force (the "M&A") as set out in Appendix III to the circular of the Company dated 8 August 2023 be and are hereby approved; and		
	(b) Subject to the passing of the resolution set out in paragraph 7(a) above, the adoption of amended and restated memorandum and articles of association of the Company in substitution for, and to the exclusion of, the M&A with immediate effect after the close of the AGM be and is hereby approved, that the Company's registered office provider be and is hereby authorised and instructed to make each necessary filing with the Registrar of Companies in the Cayman Islands in connection with this resolution and that each Director be and is hereby authorised to do all things necessary or desirable to implement, or in connection with, the adoption of the amended and restated memorandum and articles of association of the Company, including, but not limited to, the execution of any and all documents, the provision of any instruction and attending to each filing in Hong Kong which may be necessary or desirable in connection with this resolution.		

\* Please refer to the Notice for the full text of the proposed resolutions.

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

Date \_\_\_\_\_ 2023

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which the proxy relates. 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).
- If any proxy other than the chairman of the AGM is preferred, strike out the words 'the chairman of the AGM' 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.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED "AGAINST".** Failure to tick any box will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the Notice convening the AGM.
- This form of proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
- Any shareholder entitled to attend and vote at the AGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf. A proxy need not to be a shareholder of the Company.
- 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 deposited at the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong no later than 48 hours before the time appointed for the AGM (or any adjournment thereof).
- Completion and delivery of this form of proxy shall not preclude a shareholder from attending and voting in person at the AGM and in such event, the instrument appoint a proxy shall be deemed to be revoked.
- Where there are joint holders of any shares of the Company, any one of such joint holder may vote, either in person or by proxy in respect of such shares as if he/she was solely entitled hereto; but if more than one of such joint holders be present at the AGM whether in person or by proxy, that one of the joint holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- Any voting at the AGM shall be taken by poll.