



COGOBUY GROUP

科通芯城集團

(a company incorporated under the laws of the Cayman Islands with limited liability)

(Stock Code: 0400)

Number of shares to which this
form of proxy relates^(Note 1)

**FORM OF PROXY FOR THE ANNUAL GENERAL MEETING
TO BE HELD ON WEDNESDAY, 10 JUNE 2020**

I/We^(Note 2) _____

of _____

being the registered holder(s) of ordinary shares with a par value of US\$0.0000001 each of Cogobuy Group (the “Company”)

hereby appoint the Chairman of the AGM^(Note 3) or _____

of _____

as my/our proxy to attend, act and vote for me/us and on my/our behalf as indicated below at the annual general meeting (the “AGM”) of the Company for the year 2020 to be held at IngDan Innovation Center, 1st Floor Microsoft Comtech Tower, No. 55 Gaoxin South 9th Road, Nanshan District, Shenzhen, China on Wednesday, 10 June 2020 at 2:30 p.m. (and at any adjournment thereof), and, if no such indication is given, as my/our proxy thinks fit.

Name of proxy who is entitled to vote on the resolution on a show
of hands at the AGM if more than one proxy is appointed^(Note 3)

Please tick (“✓”) the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll^(Note 4).

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditor of the Company for the year ended 31 December 2019.		
2(a).	To re-elect Mr. Ye Xin as an independent non-executive director of the Company.		
2(b).	To re-elect Dr. Ma Qiyuan as an independent non-executive director of the Company.		
2(c).	To re-designate Ms. Ni Hong, Hope as a non-executive director of the Company.		
3.	To authorize the board of directors of the Company to fix the respective remuneration of the directors of the Company.		
4.	To re-appoint SHINEWING (HK) CPA Limited as the Company’s auditor to hold office until the conclusion of the next annual general meeting of the Company and to authorize the board of directors of the Company to fix their remuneration.		
5.	To give a general mandate to the directors of the Company to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.		
6.	To give a general mandate to the directors of the Company to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.		
7.	To extend the general mandate granted to the directors of the Company to issue, allot and deal with additional shares of the Company under resolution number 6 to include the aggregate number of the shares repurchased by the Company pursuant to the general mandate to repurchase shares under resolution number 5.		
8.	To give a specific mandate to the directors of the Company to issue, allot, procure the transfer of and otherwise deal with not more than 3% of the total number of issued shares of the Company as at the date of passing of this resolution in connection with the restricted share unit scheme of the Company.		

Date: _____ 2020

Signature(s)^(Note 5) _____

Notes:

1. Please insert the number of shares 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). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
2. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
3. If any proxy other than the Chairman of the AGM is preferred, please strike out the words “the Chairman of the AGM” and insert the name and address of the proxy desired in the space provided. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and on a poll, vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy. A proxy need not be a shareholder of the Company.

On a show of hands, every shareholder who is present in person or by proxy shall have one vote. If a shareholder appoints more than one proxy, only one of the proxies so appointed and specified in the form of proxy is entitled to vote on the resolution on a show of hands. In the case of a poll, every shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“/”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“/”) THE BOX MARKED “AGAINST”.** If no direction is given, your proxy will vote or abstain 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.
5. This form of proxy must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorized. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
6. In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
7. 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 Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 2:30 p.m. on Monday, 8 June 2020 or not less than 48 hours before the time appointed for holding any adjourned meeting (as the case may be).
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.
9. **In light of the pandemic situation of COVID-19, shareholders may consider appointing the Chairman of the AGM as his/her proxy to vote on the resolutions, instead of attending the AGM in person. Due to concerns over large gatherings during the COVID-19 pandemic, the upcoming AGM will not serve beverages or distribute corporate gift. Any person who does not comply with the precautionary measures to be taken at the AGM, or is subject to any quarantine prescribed by the Government of the People’s Republic of China will be denied entry into the meeting venue or be required to leave the meeting venue.**
10. References to time and dates in this proxy form are to Hong Kong time and dates.

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 AGM 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 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 fulfil the Purposes. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by either of the following means:

By mail to: Computershare Hong Kong Investor Services Limited, Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong

By email to: hkinfo@computershare.com.hk