



**COGOBUY GROUP**

**科通芯城集團**

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

(Stock Code: 00400)

Number of shares to which this form of proxy relates <sup>(Note 1)</sup>	
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**FORM OF PROXY FOR THE ANNUAL GENERAL MEETING  
TO BE HELD ON FRIDAY, JUNE 2, 2017**

I/We<sup>(Note 2)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of shares in the issued share capital of Cogobuy Group (the “Company”) hereby appoint the Chairman of the meeting<sup>(Note 3)</sup> or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the annual general meeting (the “AGM”) of the Company for the year 2017 to be held at IngDan Experience Center, Unit 811–813, Level 8, Core F, Cyberport 3, 100 Cyberport Road, Hong Kong on Friday, June 2, 2017 at 4:30 p.m. (and at any adjournment thereof).

Name of proxy who is entitled to vote on the resolution on a show of hands at the AGM if more than one proxy are appointed <sup>(Note 3)</sup>	
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Please tick (“✓”) the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll<sup>(Note 4)</sup>.

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To receive the audited consolidated financial statements and the reports of the directors and auditors for the year ended December 31, 2016.		
2(a).	To re-elect Mr. Kang Jingwei, Jeffrey as an executive director of the Company.		
2(b).	To re-elect Mr. Wu Lun Cheung Allen as an executive director of the Company.		
2(c).	To re-elect Ms. Ni Hong, Hope as an executive director of the Company.		
3.	To authorize the board of directors to fix the respective directors’ remuneration.		
4(a).	To appoint Mr. Kim Jin Ha as a non-executive director of the Company.		
4(b).	To authorize the board of directors to fix the remuneration of Mr. Kim Jin Ha.		
4(c).	To authorize the chairman of the board of directors or any executive director of the Company to execute a service agreement or such other documents or supplemental agreements or deeds with Mr. Kim Jin Ha on behalf of the Company.		
5.	To re-appoint Messrs. KPMG as the Company’s auditors and to authorize the board of directors to fix their remuneration.		
6.	To give a general mandate to the directors 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.		
7.	To give a general mandate to the directors 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.		
8.	To extend the general mandate granted to the directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate number of the shares repurchased by the Company.		
9.	To give a specific mandate to the directors 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: \_\_\_\_\_ 2017

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

*Notes:*

1. Please insert the number of shares registered in your name(s). 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 meeting is preferred, please strike out the words “the Chairman of the meeting” 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. 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.
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 branch 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 4:30 p.m. on Wednesday, May 31, 2017 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.

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**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](mailto:hkinfo@computershare.com.hk)