



Microware Group Limited

美高域集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1985)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, 15 AUGUST 2024

I/We (Name) _____
(Block capitals, please) of (Address) _____
being the holder(s) of _____ (see Note 1) shares of HK\$0.01 each in the capital of
Microware Group Limited (the “Company”) hereby appoint (Name) _____
of (Address) _____
or failing him/her (Name) _____
of (Address) _____
or failing him/her, the chairman of the meeting (see Note 2) as my/our proxy to attend and vote for me/us and on my/our behalf
at the Annual General Meeting of the Company to be held at 1/F, Century Centre, 44-46 Hung To Road, Kwun Tong, Kowloon,
Hong Kong on Thursday, 15 August 2024 at 11:00 a.m., and at any adjournment thereof or on any resolution or motion which
is proposed thereat. My/our proxy is authorised and instructed to vote as indicated (see Note 3) in respect of the
undermentioned resolutions:

Ordinary Resolutions (see Note 3)		For	Against
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors (the “Director(s)”) and auditors of the Company (the “Auditors”) for the year ended 31 March 2024.		
2.	To re-elect the following persons as the Directors:		
	(a) Mr. Wang Guangbo as an executive Director;	(a)	(a)
	(b) Mr. Huang Tianlei as an executive Director;	(b)	(b)
	(c) Mr. Zhang Ting as an executive Director;	(c)	(c)
	(d) Mr. Wang Zhi as a non-executive Director;	(d)	(d)
	(e) Mr. Dai Bin as an independent non-executive Director;	(e)	(e)
	(f) Mr. Xu Jianwen as an independent non-executive Director;	(f)	(f)
	(g) Mr. Lu Junbo as an independent non-executive Director; and	(g)	(g)
	(h) Ms. Lan Jia as an independent non-executive Director.	(h)	(h)
3.	To authorise the board of the Directors to fix the remuneration of the Directors.		
4.	To re-appoint Deloitte Touche Tohmatsu as the Auditors and authorise the board of the Directors to fix their remuneration.		
5.	To grant a general mandate to the Directors to allot, issue and deal with shares of the Company not exceeding 20% of the total number of shares of the Company in issue (excluding any shares that are held as treasury shares, if any) as at the date of passing this resolution.		
6.	To grant a general mandate to the Directors to buy back shares of the Company not exceeding 10% of the total number of shares of the Company in issue (excluding any shares that are held as treasury shares, if any) as at the date of passing this resolution.		
7.	To extend the general mandate granted under resolution no. 5 by adding the shares bought back pursuant to the general mandate granted by resolution no. 6 (excluding any shares that are held as treasury shares, if any).		
Special Resolution (see Note 3)			
8.	To approve the proposed amendments to the existing amended and restated articles of association of the Company and adopt the second amended and restated articles of association of the Company, which contains the proposed amendments, in substitution for, and to the exclusion of, the existing amended and restated articles of association of the Company with immediate effect.		

Dated this _____ day of _____ 2024

Signature: _____ (see Note 5)

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 in the capital of the Company registered in your name(s).
2. A member may appoint more than one proxy of his/her own choice. If such an appointment is made, strike out the words “the chairman of the meeting”, and insert the name(s) of the person(s) appointed as proxy in space provided. Any alteration made to this form of proxy must be initialled by the person who signs it.
3. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED “For”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED “Against”.** Failure to tick a 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.
4. If the appointor is a corporation, this form must be under common seal or under the hand of an officer, attorney, or other person duly authorised on that behalf.
5. In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated.

Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
6. To be valid, this form of proxy must be completed, signed and deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof), not less than 48 hours before the time for holding the meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjournment thereof) if they so wish and in such event, the form of proxy shall be deemed to be revoked.
7. A proxy need not be a shareholder of the Company.

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 fulfil 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 (Chapter 486 of the Laws of Hong Kong) and any such request should be in writing by mail to Tricor Investor Services Limited at the above address.