



# InvesTech Holdings Limited

## 威訊控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1087)

### FORM OF PROXY

#### Proxy Form for use at the Extraordinary General Meeting (the “Meeting”) to be held on 10 July 2017 (or any adjournment thereof)

I/We<sup>(Note 1)</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of<sup>(Note 2)</sup> \_\_\_\_\_

ordinary share(s) (the “Shares”) of USD 0.02 each in the share capital of InvesTech Holdings Limited (the “Company”) hereby appoint the Chairman of the Meeting<sup>(Note 3)</sup> or failing him \_\_\_\_\_

of \_\_\_\_\_

as my / our proxy to attend and vote for me/us and on my/our behalf at the Meeting of the Company to be held at the Conference Room 7, 3rd Floor, Jianguo Garden Hotel, No. 17 Jianguomennei Avenue, Dongcheng District, Beijing, the People’s Republic of China on 10 July 2017 (Monday) at 11:00 a.m. (or any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, or, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit:

|    | ORDINARY RESOLUTIONS <sup>(Note 10)</sup>   | For <sup>(Note 4)</sup> | Against <sup>(Note 4)</sup> |
|----|---|-------------------------|-----------------------------|
| 1. | <p><b>“THAT</b></p> <p>(a) the capital injection agreement dated 17 February 2017 (as supplemented by the supplemental agreement dated 19 June 2017) (the “<b>Capital Injection Agreement</b>”) entered into between (i) the Company (“<b>Investor</b>”), (ii) Mr. Wu Guangshen, Mr. Huang Yongjiang, Mr. Xiang Junhui, Mr. Feng Junzheng and Shenzhen Yingdingdong Technology Company Limited (collectively being the existing shareholders (“<b>Existing Shareholders</b>”) of China Communication Technology Company Limited (“<b>Target Company</b>”) and currently hold in aggregate approximately 79.03% of the equity interests of the Target Company), and (iii) the Target Company, pursuant to which the Investor shall, subject to the fulfillment of the conditions precedent set out in the Capital Injection Agreement, to subscribe for an additional registered capital of RMB18,453,813 at the total consideration of RMB600,000,000 (RMB18,453,813 representing payment for the additional registered capital of the Target Company and RMB581,546,187 representing the increase in capital reserve of the Target Company), a copy of which is marked “A” and produced to the meeting and initialed by the chairman of the meeting for the purpose of identification, and the terms and conditions of the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and</p> <p>(b) any one of the directors (the “<b>Directors</b>”) of the Company be and is hereby authorised to execute all documents and to do all such things and take all such other steps which, in his/her opinion, may be necessary, appropriate, desirable or expedient to implement and/or give effect to the terms of, or the transactions contemplated in and for completion of the Capital Injection Agreement and to agree to and make such variation, amendment or waiver in relation thereto which are, in the opinion of the Directors, in the interest of the Company.”</p> |                         |                             |
| 2. | To re-elect Mr. Wong Chun Sek, Edmund as an independent non-executive director of the Company   |                         |                             |

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2017 Signature(s) \_\_\_\_\_ <sup>(Note 5 to 9)</sup>

#### Notes:

1. Full name(s) and address(es) must be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
2. Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out “THE CHAIRMAN OF THE MEETING, or failing him” and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.
4. IMPORTANT: If you wish to vote for a resolution, tick in the box marked “For”. If you wish to vote against a resolution, tick in the box marked “Against”. If no direction is given, your proxy may vote or abstain as he/she thinks fit. 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.
5. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company. A proxy need not be a member. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
6. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
7. The instrument appointing a proxy and (if required by the board of Directors of the Company) the power of attorney or other authority (if any), under which it is signed or a certified copy of such power or authority shall be delivered to the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, located at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the Meeting or adjourned Meeting at which the person named in the instrument proposes to vote.
8. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting convened.
9. Where there are joint holders of any Share, any one of such joint holders may vote 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 any Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
10. The description of these resolutions is by way of summary only. The full text appears in the notice of the extraordinary general meeting of the Company dated 23 June 2017.