



BOE VARITRONIX LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 710)

FORM OF PROXY

**Proxy form for use at the special general meeting to be held on
Thursday, 21 November 2024 at 10 a.m. and at any adjournment thereof**

I/We ^(note 1) _____
of _____
being the registered holder(s) of _____ share ^(note 2) of
HK\$0.25 each in the capital of **BOE VARITRONIX LIMITED** (the “Company”), **HEREBY APPOINT THE CHAIRMAN OF THE
MEETING** or ^(note 3) _____
of _____

as my/our proxy to attend at the special general meeting of the Company to be held at Units A–F, 35/F., Legend Tower, No. 7 Shing Yip Street, Kwun Tong, Kowloon, Hong Kong on Thursday, 21 November 2024 at 10 a.m. and at any adjournment thereof, and to vote for me/us as indicated below ^(note 4).

Terms used in this form of proxy shall have the same meanings as those defined in the circular of the Company dated 1 November 2024, unless the context requires otherwise.

	Ordinary resolution	For ^(note 4)	Against ^(note 4)
1.	(a) To approve the terms of the Renewed Master Purchase Agreement dated 10 October 2024 entered into between the Company and BOE Technology Group Co., Ltd and the Company’s execution and delivery thereof; (b) To approve the transactions contemplated under the Renewed Master Purchase Agreement for the three years ending 31 December 2027 and the Company’s entering into and implementation thereof from time to time thereunder and the latest terms governing the same; (c) To approve the Annual Caps in respect of the Purchase Transactions for the three years ending 31 December 2027; and (d) To authorise, any one Director, for and on behalf of the Company, to execute and deliver all such documents, instruments or agreements and to do all such other acts or things which he/she/they may in his/her/their absolute discretion consider necessary or desirable in connection with or incidental to any of the matters contemplated under the Purchase Transactions for the three years ending 31 December 2027 and/or the said Annual Caps.		

Dated this _____ day of _____ 2024 Shareholder’s signature(s) ^(note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the shares of the Company 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**” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK THE BOX MARKED “FOR” BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK THE BOX MARKED “AGAINST” BESIDE THE APPROPRIATE RESOLUTION.** Failure to complete the box will entitle your proxy to cast his vote on the resolution at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. This proxy form must be signed by you or your attorney duly authorized in writing or in the case of a corporation must be either under its common seal or under the hand of an officer or attorney duly authorized.
6. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
7. To be valid, a proxy form, 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 to the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof.
8. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
9. Completion and deposit of the proxy form will not preclude you from attending and voting at the meeting if you so wish.