



ZHENGYE INTERNATIONAL HOLDINGS COMPANY LIMITED

正業國際控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 3363)

PROXY FORM

Form of proxy for use by shareholders at the annual general meeting to be held at 3:00 p.m. on Friday, 21 June 2024 at 22/F, Euro Trade Centre, 13-14 Connaught Road Central, Central, Hong Kong (or any adjournment thereof)

I/We (Note a) _____
of _____
being the registered holder(s) of _____
(Note b) shares of HK\$0.10 each in the capital of Zhengye International Holdings Company Limited (the “Company”) hereby appoint the Chairman of the annual general meeting of the Company (the “Meeting”) or _____
of _____
to act as my/our proxy (Note c) to attend for me/us at the Meeting to be held at 3:00 p.m. on Friday, 21 June 2024 at 22/F, Euro Trade Centre, 13-14 Connaught Road Central, Central, Hong Kong (or any adjournment thereof) for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice convening the Meeting and at the Meeting (or any adjournment thereof) to vote on my/our behalf and in my/our name(s) in respect of the said resolutions as indicated below or, if no indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR (Note d)	AGAINST (Note d)
1.	To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “Directors”) and the auditors of the Company for the year ended 31 December 2023		
2.	To declare a final dividend for the year ended 31 December 2023		
3.	(a) To re-elect Mr. Hu Jianpeng as an executive Director		
	(b) To re-elect Ms. Chen Wei as an executive Director		
	(c) To re-elect Mr. Liew Fui Kiang as an independent non-executive Director		
	(d) To re-elect Mr. Shin Yick Fabian as an independent non-executive Director		
	(e) To authorise the board of Directors to fix the remunerations of the Directors		
4.	To re-appoint Deloitte Touche Tohmatsu as the auditors of the Company for the year ended 31 December 2024 and to authorise the board of Directors to fix their remuneration of the auditors of the Company		
5.	To grant a general mandate to the Directors to allot, issue and deal with the unissued shares of HK\$0.10 each in the share capital of the Company, the aggregate nominal amount of which shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution		
6.	To grant a general mandate to the Directors to repurchase the Company’s shares up to 10% of the issued share capital of the Company as at the date of passing of this resolution		
7.	To add the nominal amount of the shares in the Company purchased by the Company to the general mandate granted to the Directors under resolution no. 6 above		

* For the full text of the proposed resolutions, please refer to the notice convening the AGM (the “Notice”) as contained in the Company’s circular dated 23 April 2024.

Date this _____ day of _____ 2024

Shareholder’s signature: x _____ x
(Notes e, f, g, h and i)

Notes:

- a Full name(s) and address(es) to be inserted in BLOCK CAPITAL LETTERS. The names of all joint registered holders should be stated.
- b Please insert the number of shares in the Company (the “Shares”) registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- c A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the annual general meeting of the Company (the “Meeting”) or” and insert the name and address of the person appointed in the space provided.
- d If you wish to vote for any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any resolutions, please tick (“✗”) the boxes marked “Against”. If the form of proxy returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- e Where there are joint registered 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 are present at the Meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect such Share shall alone be entitled to vote in respect thereof.
- f 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 seal or under the hand of an officer or attorney duly authorised.
- g To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company’s Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited (the “Branch Share Registrar”), at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 48 hours before the time fixed for holding the Meeting (i.e. not later than 3:00 p.m. (Hong Kong time) on Wednesday, 19 June 2024) (or any adjournment thereof).
- h Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting (or any adjournment thereof) if you so wish.
- i **Any alteration made to this form of proxy should be initialled by the person who signs the form.**
- j For the purpose of determining holders of Shares who are entitled to attend and vote at the Meeting, the register of members of the Company will be closed from Tuesday, 18 June 2024 to Friday, 21 June 2024 (both days inclusive), during which period no transfer of the Shares will be effected. All transfers of Shares accompanied by the relevant share certificates must be lodged with the Branch Share Registrar at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by 4:30 p.m. on Monday, 17 June 2024.
- k For the purpose determining holders of Shares who are qualify for the recommended final dividend for the year ended 31 December 2022, the register of members of the Company will be closed from Thursday, 27 June 2024 to Tuesday, 2 July 2024 (both days inclusive) during which period no transfer of Shares will be effected. All transfer of Shares accompanied by the relevant share certificates must be lodged with the Branch Share Registrar at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by 4:30 p.m. on Wednesday, 26 June 2024.

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) “Personal Data” in these statements has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- (ii) Your supply of Personal Data to the Company is on a voluntary basis. Failure to provide sufficient information, the Company may not be able to process your instructions and/or requests as stated in this form.
- (iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- (iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong.