



ZX Inc.

中旭未来

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 9890)

FORM OF PROXY FOR ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, JUNE 21, 2024

I/We (Name) _____ (Block capitals, please)

of (Address) _____

being the holder(s) of _____ (see Note 1) shares of US\$0.00002 each in the capital of ZX Inc. (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 3/F, Building B, No. 9 Olympic Stadium South Road, Tianhe District, Guangzhou, Guangdong, PRC on June 21, 2024 at 10:00 a.m. and at any adjournment thereof on any resolution or motion which is proposed thereat. My/our proxy is authorized 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 and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor of the Company for the year ended December 31, 2023.		
2.	(a) To re-elect Mr. WU Xubo as an Executive Director of the Company.		
	(b) To re-elect Ms. WU Xuan as an Executive Director of the Company.		
	(c) To re-elect Ms. SONG Siyun as an Independent Non-executive Director of the Company.		
	(d) To re-elect Mr. QIN Yongde as an Independent Non-executive Director of the Company.		
	(e) To re-elect Ms. ZHENG Yi as an Independent Non-executive Director of the Company.		
	(f) To authorize the board of directors of the Company (the "Board") to fix the remuneration of the directors of the Company.		
3.	To re-appoint Ernst & Young as auditor of the Company and to authorize the Board to fix its remuneration.		
4.	To grant a general and unconditional mandate to the Directors to allot, issue and deal with additional shares (including any sale or transfer of treasury shares held under the name of the Company) not exceeding 20% of the total number of issued shares of the Company (excluding treasury shares) as at the dates of passing this ordinary resolution.		
5.	To grant a general and unconditional mandate to the Directors to buy-back shares (and the Company may hold such bought back shares in treasury) not exceeding 10% of the total number of issued shares of the Company (excluding treasury shares) as at the dates of passing this ordinary resolution.		
6.	To extend the authority granted to the Directors pursuant to ordinary resolution No. 4 to issue shares by adding to the number of shares bought back pursuant to ordinary resolution No. 5.		

* The full text of the resolutions is set out in the notice of the Meeting.

Dated _____ this day of _____, 2024

Signature(s) _____ (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, please strike out the words “or failing him/her, 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. This form of proxy must be signed by you or your agent duly authorised in writing, or if the appointor is a corporation, must be under common seal or under the hand of an officer, attorney, or other person duly authorized on that behalf.
5. Where there are joint holders of any share of the Company, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were 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 being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.
6. 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 notarially certified copy of such power of attorney authority, must be 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, Hong Kong, not less than 48 hours before the time for holding the meeting (i.e. no later than 10 : 00 a.m. on June 19, 2024. 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 adjourned meeting thereof) if they so wish.
7. A proxy needs not be a shareholder of the Company.

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 and your proxy’s Personal Data provided in this form will be used in connection with processing your request for the appointment of a proxy to attend, act and vote on your behalf as directed above at the Annual General Meeting. Your supply of your and your proxy’s Personal Data is on voluntary basis. However, the Company may not be able to process your request unless you provide us with such Personal Data.
- (iii) Your and your proxy’s Personal Data may be disclosed or transferred by the Company to its branch share registrar in Hong Kong, and/or other companies or bodies for any of the stated purposes, or when it is required to do so by law, for example, in response to a court order or a law enforcement agency’s request, and retained for such period as may be necessary for our verification and record purposes.
- (iv) By providing your proxy’s Personal Data in this form, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy in using his/her personal data provided in this proxy form and that you have informed your proxy of the purpose for and the manner in which his/her data may be used.
- (v) You/your proxy have/has the right to request access to and/or correction of your/your proxy’s Personal Data respectively in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your/your proxy’s Personal Data should be in writing to the Personal Data Privacy Officer, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.