



Zhongliang Holdings Group Company Limited

中梁控股集团有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2772)

PROXY FORM FOR THE ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, 20 JUNE 2024

Number of shares to which this proxy form relates ^(Note 1)	
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I/We ^(Note 2) _____ (name)
of _____ (address)
being the registered holder(s) of _____ Shares ^(Note 3)
in the issued share capital of Zhongliang Holdings Group Company Limited (the “Company”) hereby appoint the chairman of the meeting ^(Note 4)
or _____ (name)
of _____ (address)
as my/our proxy(ies) to attend and vote for me/us and on my/our behalf at the annual general meeting (the “AGM”) to be held at 8/F., Wheelock House, 20 Pedder Street, Central, Hong Kong on Thursday, 20 June 2024 at 10:00 a.m. or any adjournment thereof as hereunder indicated in respect of the resolutions set out in the notice of the AGM dated 28 May 2024, or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ^(Note 5)	AGAINST ^(Note 5)
1.	To receive the audited consolidated financial statements of the Company and the reports of the board (the “Board”) of directors (the “Directors”) and auditor for the year ended 31 December 2023.		
2.	(A) To re-elect Mr. Yang Jian as an executive Director.		
	(B) To re-elect Mr. Chen Hongliang as an executive Director.		
	(C) To authorise the Board to fix the Directors’ remuneration.		
3.	To re-appoint Ernst & Young as auditor of the Company and to authorise the Board to fix its remuneration.		
4.	To grant a general mandate to the Directors to issue, allot and deal with additional shares of the Company and/or to resell treasury shares of the Company (if permitted under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) not exceeding 20% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing this resolution.		
5.	To grant a general mandate to the Directors to buy back shares of the Company not exceeding 10% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing this resolution.		
6.	To extend, conditional upon the above ordinary resolution nos. 4 and 5 being duly passed, the general mandate to be granted to the Directors to issue and allot shares of the Company and/or to resell treasury shares of the Company (if permitted under the Listing Rules).		
SPECIAL RESOLUTION		FOR ^(Note 5)	AGAINST ^(Note 5)
7.	To approve and adopt the third amended and restated memorandum and articles of association of the Company in substitution for and to the exclusion of the existing memorandum and articles of association of the Company (in the terms as set out in the resolution in the notice convening the AGM).		

Date _____ 2024 Signature ^(Note 6) _____

Notes:

- Please insert the number of shares of the Company registered in your name(s) to which this proxy form relates. If a number is inserted, this proxy form will be deemed to relate only to those shares. 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).
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered shareholders should be stated.
- Please insert the number of shares registered in your name(s).
- If any proxy other than the chairman of the AGM is preferred, please strike out the words “the chairman of the meeting” and insert the name and address of the proxy desired in the space provided. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PUT A TICK (“/”) IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PUT A TICK (“/”) IN THE BOX MARKED “AGAINST”.** If no direction is given, your proxy may vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
- This proxy form must be signed by you or your attorney duly authorised in writing, or in the case of a corporation, must be either under its common seal or under the hand of a director or attorney duly authorised to sign the same. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
- In order to be valid, the proxy form together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the AGM (i.e. not later than 10:00 a.m. on Tuesday, 18 June 2024 (Hong Kong Time)) or the adjourned meeting (as the case may be).
- Delivery of the proxy form shall not preclude you from attending, speaking and voting at the AGM or at any adjourned meeting thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

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 AGM 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 and any such request should be in writing by mail to the Company.