

# ZHONGZHENG INTERNATIONAL COMPANY LIMITED

## 中證國際有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 943)

### PROXY FORM FOR USE AT THE SPECIAL GENERAL MEETING TO BE HELD AT 11:00 A.M. ON FRIDAY, 19 JULY 2024 OR ANY ADJOURNMENT THEREOF

I/We <sup>(1)</sup> \_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_ being the registered holder(s) of  
\_\_\_\_\_ ordinary share(s)<sup>(2)</sup> of HK\$0.00004 each in the capital of Zhongzheng International  
Company Limited (the “Company”), **HEREBY APPOINT**<sup>(3)</sup> \_\_\_\_\_  
of \_\_\_\_\_

\_\_\_\_\_ or  
failing him/her, the Chairman of the meeting, as my/our proxy to vote and act for me/us at the special general meeting of the  
Company (the “SGM”) (or any adjournment thereof), to be held at 11:00 a.m. on Friday, 19 July 2024, at Unit 5, 10/F, Bank of East  
Asia Harbour View Centre, No.56 Gloucester Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, passing  
the resolution set out in the notice (the “Notice”) dated 28 June 2024 convening the SGM and at the SGM (or at any adjournment  
thereof) to vote for me/us and in my/our name(s) in respect of the resolution as indicated below<sup>(4)</sup>.

Unless otherwise stated, capitalised terms used herein shall have the same meaning as those defined in the Notice.

| ORDINARY RESOLUTION |   | FOR <sup>(4)</sup> | AGAINST <sup>(4)</sup> |
|---------------------|---|--------------------|------------------------|
| 1.                  | To approve, confirm and ratify the Disposal Agreement and the transactions contemplated thereunder, including the Disposal, and all other matters of and incidental thereto or in connection therewith. |                    |                        |

Please refer to the circular of the Company and the Notice both dated 28 June 2024 for details and full text of the above resolution.

Signature(s) <sup>(5)</sup> \_\_\_\_\_ Date \_\_\_\_\_ 2024

#### Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated.
2. Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
3. If any proxy other than the Chairman is preferred, strike out the words ‘or failing him/her, the Chairman of the meeting’ and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to tick any box will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the SGM other than those referred to in the Notice convening the SGM.
5. This form of proxy shall be in writing under the hand of the appointer or his/her attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.
6. Any shareholder entitled to attend and vote at the SGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf. A proxy need not to be a shareholder of the Company.
7. 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 thereof, must be deposited at the Company’s branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof (as the case may be).
8. Completion and delivery of this form of proxy shall not preclude a shareholder from attending and voting in person at the SGM and in such event, the instrument appoint a proxy shall be deemed to be revoked.
9. Where there are joint holders of any shares, any one of such joint holder may vote, either in person or by proxy in respect of such shares as if he/she were solely entitled hereto; but if more than one of such joint holders be present at the SGM, 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 of the Company.
10. Any voting at the SGM shall be taken by poll.

#### 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 Meeting 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 authorized 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 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 Union Registrars Limited at the above address or to the Company at Room 1005, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong.