



Zijing International Financial Holdings Limited

紫荊國際金融控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8340)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON WEDNESDAY, 15 JANUARY 2025 (OR ANY ADJOURNMENT THEREOF)

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ ^(Note 2) shares of HK\$0.1 each (“Share(s)”) in the share capital of Zijing International Financial Holdings Limited (the “Company”), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** ^(Note 3) or _____
of _____
as my/our proxy to attend and act for my/our behalf at the extraordinary general meeting (or any adjournment thereof) of the Company to be held at Suite 2112, 21/F., Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Wednesday, 15 January 2025 at 11:00 a.m. (the “EGM”) and at any adjournment thereof (if any), to vote for me/us in respect of the resolution as set out in the notice of EGM date 23 December 2024 (the “EGM Notice”) as hereunder indicated, or if no indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION*		FOR ^(Notes 4 & 5)	AGAINST ^(Notes 4 & 5)
1.	To consider and, if thought fit, to approve THAT: (i) every ten (10) issued and unissued Existing Shares of par value of HK\$0.10 each in the share capital of the Company be consolidated into one (1) Consolidated Share of par value of HK\$1.00 each in the share capital of the Company. Such Consolidated Shares shall rank <i>pari passu</i> in all respects with each other and have the rights and privileges and be subject to restrictions in respect of ordinary shares contained in the memorandum and the articles of association of the Company; (ii) any fractional Consolidated Shares arising from the Share Consolidation, if any, will be disregarded and will not be issued to the Shareholders otherwise entitled thereto but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner on such terms as the directors of the Company may think fit; (iii) immediately following the Share Consolidation, the authorised share capital of the Company will HK\$2,000,000,000 divided into 2,000,000,000 Consolidated Shares of par value of HK\$1.00 each, of which 53,760,000 Consolidated Shares will be in issue and fully paid or credited as fully paid; and (iv) any Director be and is hereby authorised to do all such acts and things and execute and deliver all such documents whether under the common seal of the Company or otherwise as may be necessary, desirable or expedient to carry out or give effect to any or all of the foregoing arrangements in respect of the Share Consolidation.		
SPECIAL RESOLUTION*		FOR ^(Notes 4 & 5)	AGAINST ^(Notes 4 & 5)
2.	To consider and, if thought fit, to approve THAT: (i) (a) any fractional Consolidated Shares in the issued share capital of the Company arising from the Share Consolidation shall be cancelled; and (b) the issued share capital of the Company be reduced by cancelling the paid-up capital to the extent of HK\$0.99 on each of the then issued Consolidated Shares such that the par value of each issued Consolidated Share will be reduced from HK\$1.00 to HK\$0.01; (ii) immediately following the Capital Reduction becoming effective, each of the authorised but unissued Consolidated Shares of par value of HK\$1.00 each will be sub-divided into 100 New Shares of par value of HK\$0.01 each;		

SPECIAL RESOLUTION*	FOR <i>(Notes 4 & 5)</i>	AGAINST <i>(Notes 4 & 5)</i>
<p>(iii) following the Capital Reduction, the credit arising from the Capital Reduction be applied towards offsetting against the balance of the accumulated losses of the Company up to the effective date of the Capital Reduction. The balance of the credit (if any) of the contributed surplus account after offsetting against the accumulated losses will be applied by the Company in any manner as permitted by all applicable laws and the memorandum and the articles of association of the Company;</p> <p>(iv) each of the New Shares arising from the Capital Reduction and the Share Subdivision shall rank <i>pari passu</i> in all respects with each other in accordance with the memorandum and the articles of association of the Company and have the rights and privileges and be subject to the restrictions as contained in the memorandum and the articles of association of the Company;</p> <p>(v) immediately upon the Share Consolidation, the Capital Reduction and the Share Sub-division becoming effective and assuming no further change in the issued share capital of the Company from the date of Latest Practicable Date up to and including the effective date of the Capital Reduction and the Share Sub-division, the authorised share capital of the Company shall be HK\$2,000,000,000 divided into 200,000,000,000 New Shares of par value of HK\$0.01 each, of which 53,760,000 New Shares of par value of HK\$0.01 each will be issued as fully paid or credited as fully paid; and</p> <p>(vi) the Directors be and are hereby authorised to do all such acts and things and execute all such documents, which are ancillary to the Capital Reduction and the Share Sub-division, on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to, implement and complete the Capital Reduction and the Share Sub-division.</p>		

* Full texts of the resolutions are set out in the EGM Notice

Dated this: _____ day of _____ 20____ Signature *(Note 6)*: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK LETTERS** as shown in the register of members of the Company.
- 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 registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, strike out the words **"THE CHAIRMAN OF THE MEETING"** here inserted and insert the name and address of the proxy desired in the space provided. A member of the Company who is the holder of two or more Shares may appoint more than one proxy to attend and vote on his/her/its behalf at the meeting provided that if more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company but must attend the EGM in person to represent the member. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE APPROPRIATE BOX BELOW THE BOX MARKED "AGAINST".** Failure to tick either box in respect of a resolution will entitle your proxy to cast your vote in respect of that resolution at his/her discretion or to abstain. 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 EGM Notice.
- The resolution will be put to vote by way of poll at the EGM. Every member of the Company present in person (in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for every fully paid share of which he/she/it is the holder. A person entitled to more than one vote on a poll need not use all his/her/its votes or cast all the votes he/she/it uses in the same way and in such cases, please state the relevant number of shares in the appropriate box above.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
- 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 certified copy thereof, 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 fixed for holding the EGM or any adjournment thereof.
- In the case of joint holders of any share, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one such joint holders be present at the EGM personally or by proxy, the holder whose name stands first in the register of members of the Company shall alone be entitled to vote in respect of that share.
- Completion of delivery of a form of proxy will not preclude you from attending and voting at the EGM and, in such event, your form of 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 EGM (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/Privacy Compliance Officer of Tricor Investor Services Limited at the above address.