



ZIONCOM HOLDINGS LIMITED

百家淘客股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8287)

PROXY FORM

I/We (Note 1) _____ of (Note 1) _____

being the registered holder(s) of _____ shares (Note 2) of HK\$0.01 each in the capital of Zioncom Holdings Limited (the "Company"), hereby appoint (Note 3) _____ of (Note 3) _____

or failing him/her, the chairman of the annual general meeting (the "AGM") as my/our proxy to attend, act and vote for me/us and on my/our behalf at the AGM to be held at 9:00 a.m. on Thursday, 30 June 2022 at Portion 2, 12/F., The Centre, 99 Queen's Road Central, Central, Hong Kong, and at any adjournment thereof for the purpose of considering and, if thought fit, passing with or without modification, the resolutions as set out in the notice of the AGM and to vote on my/our behalf as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matters properly put to the AGM in such manner as he/she thinks fit.

	ORDINARY RESOLUTIONS	FOR	AGAINST
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of directors and of the auditors of the Company for the year ended 31 December 2021.		
2.	(A) To re-elect Mr. Kim Jun Yeob as an executive director of the Company.		
	(B) To re-elect Mr. Cheng Kwan Yu as an executive director of the Company.		
	(C) To re-elect Ms. Sin Pui Ying as an independent non-executive director of the Company.		
	(D) To re-elect Mr. Tsang Chung Yu as an independent non-executive director of the Company.		
	(E) To re-elect Mr. Ng Thiam Chye (alias Huang Tiancai) as independent non-executive director of the Company.		
	(F) To re-elect Mr. Wang Yow Hsiung as independent non-executive director of the Company.		
3.	To authorise the board of directors of the Company to fix the remuneration of the directors.		
4.	To re-appoint HLB Hodgson Impey Cheng Limited as auditors of the Company and authorise the board of directors of the Company to fix their remuneration for the year ending 31 December 2022.		
5.	(A) To grant a general mandate to the directors of the Company to allot, issue and/or otherwise deal with additional shares not exceeding 20% of the total number of issued shares of the Company as at the date of passing this resolution.		
	(B) To grant a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the total number of issued shares of the Company as at the date of passing this resolution.		
	(C) Conditional upon the passing of the ordinary resolutions numbered 5(A) and 5(B), to extend the authority given to the directors of the Company pursuant to ordinary resolution numbered 5(A) to issue shares by adding to the number of shares of the Company which may be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the number of shares repurchased under ordinary resolution numbered 5(B).		

* The full text of the Resolutions is set out in the Notice of the Annual General Meeting which is included in the Circular of the Company dated 2 June 2022.

Dated this _____ day of _____ 2022 Signature(s) (Note 5&6) _____

Notes:

- Full name(s) and address shall be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted this form of proxy will be deemed to relate to all shares in the capital of the Company registered in your name(s).
- Full name(s) and address(es) shall be inserted in **BLOCK CAPITALS**. If not completed, the chairman of the meeting will act as your proxy. If any proxy other than the chairman of the meeting is preferred, please strike out the words "the chairman of the annual general meeting".
- 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.
- If the appointor is a corporation, this form must be under common seal or under the hand of an officer, attorney, or other person duly authorised on that behalf.
- In the case of joint holders, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint holders be present at the AGM, 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 holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- To be valid, this form of proxy must be completed, signed and deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof), as soon as possible but in any event not less than 48 hours before the time for holding the meeting (i.e. before 9:00 a.m. on Tuesday, 28 June 2022). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish and in such event, this form of proxy shall be deemed to be revoked.
- A proxy need not be a shareholder of the Company.
- Any alteration made to this form of proxy must be initialled by the person who signs it.

PERSONAL INFORMATION COLLECTION STATEMENT

"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"), which may include but not limited to you and your appointed proxy's name and mailing address. Your Personal Data is supplied to the Company on a voluntary basis and such data will be used for processing your instructions and/or requests as stated in this form of proxy. Failure to provide sufficient information may render the Company not be able to process your instructions and/or requests as stated in this form of proxy. Your Personal Data will not be transferred to any third parties (other than the Registrar) unless it is a requirement to do so by law and will be retained for such period as may be necessary for our verification and record purposes. 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 should be in writing to the Privacy Compliance Officer of Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong or by email to is-enquiries@hk.tricorglobal.com.