

Zheng Li Holdings Limited

正力控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8283)

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY TO BE HELD ON 27 JULY 2022 (OR ANY ADJOURNMENT THEREOF)

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares of HK\$0.0025 each in the share capital of Zheng Li Holdings Limited (the “Company”) HEREBY APPOINT³ _____
of _____

or failing him, the chairman of the Extraordinary General Meeting (as defined below) as my/our proxy, to attend and vote for me/us and on my/our behalf at the extraordinary general meeting (or any adjournment thereof) of the Company (the “Extraordinary General Meeting”) to be held at Room 1706, T7 Building, Yicheng Times Plaza, Jing Hai Si Road, Daxing District, Beijing City, the PRC on Wednesday, 27 July 2022 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening such Extraordinary General Meeting and at the Extraordinary General Meeting (or any adjournment thereof) to vote for me/us in my/our name(s) in respect of the said resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION		FOR ⁴	AGAINST ⁴
1.	a.	To re-elect Ms. WU Lili as an executive director of the Company and to authorise the board of directors of the Company to fix her remuneration.	
	b.	To re-elect Mr. ZHAO Yanjiao as a non-executive director of the Company and to authorise the board of directors of the Company to fix his remuneration.	
	c.	To re-elect Mr. GAO Yan as an independent non-executive director of the Company and to authorise the board of directors of the Company to fix his remuneration.	
SPECIAL RESOLUTION		FOR ⁴	AGAINST ⁴
2.	subject to and conditional upon the approval of the Registrar of Companies of the Cayman Islands, the English name of the Company be and is hereby changed from “Zheng Li Holdings Limited” to “Zhongshi Minan Holdings Limited” and the dual foreign name in Chinese of the Company be and is hereby changed from “正力控股有限公司” to “中食民安控股有限公司” with effect from the date of registration as set out in the certificate of incorporation on change of name issued by the Registrar of Companies of the Cayman Islands and any one or more director of the Company be authorised on behalf of the Company to do all such acts and things and execute and deliver all such documents which he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the foregoing and to attend to any registration and/or filing in the Cayman Islands and Hong Kong for and on behalf of the Company.		

Dated this _____ day of _____ 2022

Signature(s)⁵: _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holder should be stated.
2. 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 the shares of the Company registered in your name(s).
3. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING WILL ACT AS YOUR PROXY. The proxy need not be a member of the Company but must attend the Extraordinary General Meeting in person to represent you. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PUT A TICK (“✓”) IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PUT A TICK (“✓”) IN THE BOX MARKED “AGAINST”.** Failure to do so will entitle your proxy to cast your vote or abstain at his/her discretion. Your proxy will also be entitled to vote or abstain at his discretion on any amendment to the resolutions referred to in the notice convening the Extraordinary General Meeting which has been properly put to the Extraordinary General Meeting.
5. 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 signed either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
6. Where there are joint registered holders of any share, any one of such persons may vote at the Extraordinary General Meeting, either personally 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 Extraordinary General Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
7. To be valid, this form of proxy, and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority shall be deposited at the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time for holding the Extraordinary General Meeting or any adjournment thereof.
8. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Extraordinary General Meeting or any adjournment thereof if you so wish and in that event, the instrument appointing a proxy shall be deemed to be revoked.
9. Members of the Company or their proxies attending the Extraordinary General Meeting shall provide their identity documents.
10. Subject to the development of COVID-19, the Company may implement further changes to the arrangement of the Extraordinary General Meeting and precautionary measures and may issue further announcement on such measures as appropriate.

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this statement has the same meaning as “personal data” defined in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”), which include your and your proxy’s name and address. Your supply of the Personal Data is on a voluntary basis and for the purpose of processing your instructions as stated in this form of proxy (the “Purposes”). If you fail to supply sufficient information, the Company may not be able to process your instructions. The Company may disclose or transfer the Personal Data to its subsidiaries, its Hong Kong branch share registrar, Tricor Investor Services Limited and/or third party service provider who provides administrative, computer and other services to the Company 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. The Personal Data will be retained for such period as may be necessary to fulfil the Purposes (including for verification and record purposes). Request for access to and/or correction of the Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing and sent to the Company/Tricor Investor Services Limited at the above address.