



# 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)

### PROXY FORM

Form of proxy for use at the annual general meeting to be held at Units 502A, 503 and 503A, 5/F, Tower 2, Admiralty Centre, No. 18 Harcourt Road, Hong Kong on Tuesday, 30 May 2023 at 11:00 a.m. (the "Meeting")

I/We<sup>1</sup>, \_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_ being the registered holder(s) of<sup>2</sup> \_\_\_\_\_

shares of HK\$0.1 each in the share capital of Zijing International Financial Holdings Limited (the "Company"), hereby appoint<sup>3</sup> the Chairman of the Meeting or \_\_\_\_\_ of \_\_\_\_\_

\_\_\_\_\_ as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting of the Company to be held at Units 502A, 503 and 503A, 5/F, Tower 2, Admiralty Centre, No. 18 Harcourt Road, Hong Kong on Tuesday, 30 May 2023 at 11:00 a.m. and at any adjournment thereof on the under mentioned resolutions as indicated:

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To receive and to consider the audited financial statements and the reports of the directors ("Directors") and auditors of the Company and its subsidiaries for the year ended 31 December 2022.		
2.	(i) To re-elect Mr. Lee Chun Wai as executive Director.		
	(ii) To re-elect Mr. Choi Tak Fai as independent non-executive Director.		
3.	To authorise the Board to fix the Directors' remuneration.		
4.	To re-appoint the Company's auditors and to authorise the board of directors to fix their remuneration.		
5.	To grant a general mandate to the Directors to issue new shares.		
6.	To grant a general mandate to the Directors to repurchase shares of the Company.		
7.	To extend the general mandate granted to the Directors to allot, issue and deal with the Company's shares by the amount of shares repurchased.		
8.	(a) To consider and approve the adoption of the New Share Option Scheme (as defined in the circular of the Company dated 31 March 2023 and the termination of the Existing Share Option Scheme (as defined in the circular of the Company dated 31 March 2023).		
	(b) To consider and approve the adoption of the sublimit on the total number of shares (the "Shares") of the Company that may be issued in respect of all options and awards to be granted to service providers under all the share schemes of the Company of 1% of the total number of Shares in issue on the date of approval of the New Share Option Scheme.		
SPECIAL RESOLUTIONS		FOR	AGAINST
9.	(a) To consider and approve the Proposed Amendments (as defined in the circular of the Company dated 31 March 2023).		
	(b) To approve and adopt the Amended M&A (as defined in the circular of the Company dated 31 March 2023) in substitution for and to the exclusion of the M&A (as defined in the circular of the Company dated 31 March 2023) with immediate effect after the close of the Meeting.		
	(c) To authorise and instruct the Company's registered office provider to make each filing with the Registrar of Companies in the Cayman Islands that is necessary in connection with this resolution.		
	(d) To authorise any director or secretary of the Company to do all things necessary to give effect to the adoption of the Amended M&A.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023. Signature<sup>5</sup> \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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 of the Company 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 or" and insert the name and address of the proxy desired in the space provided. Any shareholder may appoint one or more proxies to attend and, on a poll, vote instead of him. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.** A proxy need not be a shareholder of the Company.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, TICK IN THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, TICK IN THE APPROPRIATE BOX MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to 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 under its common seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders, 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. 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 together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited at the Company's branch share registrar and transfer office 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 appointed (i.e. 11:00 a.m. on Sunday, 28 May 2023) for holding the Meeting or any adjourned Meeting.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**

#### 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 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/Tricor Investor Services Limited at the above address.