

# ZHI SHENG GROUP HOLDINGS LIMITED

## 智昇集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8370)

### Form of proxy for use at the extraordinary general meeting to be held at 11:00 a.m. (Hong Kong time) on Wednesday, 7 February 2024 (the “Meeting”)

I/We<sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_ being the  
registered holder(s) of \_\_\_\_\_ share(s)<sup>(Note 2)</sup> of Zhi Sheng Group Holdings Limited 智昇集團控股有限公司 (the “Company”),

HEREBY APPOINT<sup>(Note 3)</sup> the chairman of the Meeting or \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to attend for me/us at the Meeting to be held at Unit 1603B, 16/F, Tower 2, Nina Tower, 8 Yeung Uk Road, Tsuen Wan, New Territories, Hong Kong on Wednesday, 7 February 2024 at 11:00 a.m. (Hong Kong time) (or any adjournment thereof) for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice convening the Meeting (“Notice”) and at the Meeting to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS*		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To approve the consolidation of every ten (10) issued and unissued shares of par value HK\$0.01 each in the share capital of the Company into one (1) share of par value HK\$0.1 (the “Consolidated Share(s)”), and such Consolidated Shares shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions as contained in the articles of association of the Company.		
2.	To approve the increase of the authorised share capital of the Company from HK\$15,000,000 divided into 150,000,000 Consolidated Shares of par value HK\$0.1 each to HK\$30,000,000 divided into 300,000,000 Consolidated Shares of par value HK\$0.1 each, by the creation of an additional 150,000,000 new Consolidated Shares.		
3.	To approve, confirm and ratify the entry of the two conditional subscription agreements dated 3 January 2024 between the Company as issuer and each of the two subscribers respectively as a subscriber in relation to the issue of convertible bonds in an aggregate principal amount of HK\$12,400,000 at the initial conversion price of HK\$0.683 per conversion share (subject to adjustments) and the transactions contemplated thereunder (including but not limited to the issue of the convertible bonds and the allotment and issue of the conversion shares upon exercise of conversion rights attaching to the convertible bonds and the grant of the Specific Mandate).		

\* Please refer to the Notice for the full text of the resolution.

Signature(s)<sup>(Note 5)</sup>: \_\_\_\_\_

Dated \_\_\_\_\_ 2024

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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 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 ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- 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 Meeting other than those referred to in the Notice convening the Meeting.
- This form of proxy shall be signed by you or your attorney duly authorised in writing or, if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
- Any shareholder of the Company entitled to attend and vote at the Meeting 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 be a shareholder of the Company.
- 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 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 for the Meeting (or any adjournment thereof), (i.e., at or before 11:00 a.m. on Monday, 5 February 2024 (Hong Kong time)).
- Completion and delivery of this form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the Meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- Where there are joint holders of any shares, any one of such joint holder may vote at the Meeting, either in person or by proxy in respect of such shares as if he/she was solely entitled thereto; but if more than one of such joint holders is present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such shares shall alone be entitled to vote in respect thereof.
- Any voting at the Meeting shall be taken by poll.
- Unless otherwise specified, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated 22 January 2024.

#### 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.