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 annual general meeting to be held at 11:00 a.m. on Monday, 14 December 2026 (the "Meeting")

I/We *(Note 1)*, _____

of _____

being the registered holder(s) of *(note 2)* _____ share(s) *(Note 2)* of Zhi Sheng Group Holdings Limited (the "**Company**"),

HEREBY APPOINT *(Note 3)* 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 Monday, 14 December 2026 at 11:00 a.m. (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** *(Note 4)*	**AGAINST** *(Note 4)*
1.	To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors (the "**Directors**" and each a "**Director**") and the auditor of the Company for the year ended 30 June 2026.		
2.	(A) To re-elect Mr. Ma Gary Ming Fai as an executive Director.		
	(B) To re-elect Mr. Lai Ningning as an executive Director.		
	(C) To re-elect Ms. Chan Pui Shan as an independent non-executive Director.		
	(D) To authorise the board of Directors (the "**Board**") to fix the remuneration of the Directors.		
3.	To re-appoint ZHONGHUI ANDA CPA Limited as auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix its remuneration.		
4.	(A) To grant a general mandate to the Directors to allot, issue and deal with additional shares (including any sale or transfer of treasury Shares out of treasury) not exceeding 20% of the shares of the Company in issue (excluding treasury Shares).		
	(B) To grant a general mandate to the Directors to repurchase shares not exceeding 10% of the shares of the Company in issue (excluding treasury Shares).		
	(C) Subject to resolutions 4(A) and 4(B) being passed, to extend the general mandate granted to the Directors to allot, issue or otherwise deal with additional shares of the Company.		
5.	(A) To approve the termination of the Existing Share Option Scheme.		
	(B) To approve and adopt the New Share Option scheme and the Scheme Mandate Limit.		
	(C) To approve and adopt the Service Provider Sublimit.		
	SPECIAL RESOLUTION	**FOR** *(Note 4)*	**AGAINST** *(Note 4)*
6.	To approve and adopt the third amended and restated memorandum and articles of association of the Company in substitution for, and to the exclusion of, the existing second amended and restated memorandum and articles of association of the Company.		

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

Signature(s) *(Note 5)*: _____ Dated _____ 2026

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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).
3. 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 INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **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 AGM other than those referred to in the Notice convening the Meeting.
5. 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, attorney duly authorised.
6. 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.
7. 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 Saturday, 12 December 2026 (Hong Kong time)).
8. 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.
9. 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.
10. Any voting at the Meeting shall be taken by poll.

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.