



ZHENGYE INTERNATIONAL HOLDINGS COMPANY LIMITED

正業國際控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 3363)

PROXY FORM

Form of proxy for use by shareholders at the special general meeting to be held at 3:00 p.m. on 11 January 2022, Tuesday at SOHO 2, 6/F, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong (or any adjournment thereof)

I/We ^(Note a) _____
of _____
being the registered holder(s) of _____ ^(Note b) shares of HK\$0.10 each in the capital of Zhengye International Holdings Company Limited (the “Company”), hereby appoint the Chairman of the special general meeting of the Company (the “Meeting”) or _____
of _____
or failing him/her _____
of _____
to act as my/our proxy ^(Note c) to attend for me/us at the Meeting to be held at 3:00 p.m. on 11 January 2022, Tuesday at SOHO 2, 6/F, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong (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 and at the Meeting (or any adjournment thereof) to vote on my/our behalf and in my/our name(s) in respect of the said resolutions as indicated below or, if no indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR ^(Note d)	AGAINST ^(Note d)
1. (a)	To approve, ratify and confirm the Sale and Purchase Agreement (as defined in the circular of the Company dated 23 December 2021) (the “Circular”) and the transactions contemplated thereunder.		
(b)	To approve, confirm and ratify the execution and delivery of the Sale and Purchase Agreement.		
(c)	To authorise any one of more of the directors of the Company to do all such acts and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Sale and Purchase Agreement and the transactions contemplated thereunder.		

Dated this _____ day of _____ Shareholder's signature: _____ ^(Notes e, f, g, h and i)

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITAL LETTERS**. The names of all joint registered holders should be stated.
- Please insert the number of shares in the Company (the “Shares”) registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the special general meeting of the Company (the “Meeting”) or” and insert the name and address of the person appointed in the space provided.
- If you wish to vote for any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any resolutions, please tick (“✓”) the boxes marked “Against”. If the form of proxy returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- Where there are joint registered holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the Meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect such Share shall alone be entitled to vote in respect thereof.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- 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 notarially certified copy of such power or authority must be deposited at the offices of the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited (the “Branch Share Registrar”), at Level 54, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Meeting (or any adjournment thereof).
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting (or any adjournment thereof) if you so wish.
- Any alteration made to this form of proxy should be initialed by the person who signs the form.**
- For the purpose of determining holders of Shares who are entitled to attend and vote at the Meeting, the register of members of the Company will be closed from Monday, 10 January 2022 to Tuesday, 11 January 2022 (both days inclusive), during which period no transfer of the Shares will be effected. All transfers of Shares accompanied by the relevant share certificates must be lodged with the Branch Share Registrar at the above address by no later than 4:30 p.m. on Friday, 7 January 2022.