



## ZHONGTAI FUTURES Company Limited

### 中泰期貨股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 01461)

#### FORM OF PROXY FOR THE FIRST EXTRAORDINARY GENERAL MEETING OF 2023

Number of shares related to this form of proxy <sup>(Note 1)</sup>	Domestic Shares
	H Shares

I/We <sup>(note 2)</sup> \_\_\_\_\_

of (address) \_\_\_\_\_

being the holder(s) of \_\_\_\_\_ Domestic Shares/H Shares <sup>(note 3)</sup> of RMB1.00 each of ZHONGTAI FUTURES

Company Limited (the "Company") hereby appoint **the Chairman of the meeting** or \_\_\_\_\_ <sup>(note 4)</sup>

of (address) \_\_\_\_\_

as my/our proxy to attend and vote for me/us and on my/our behalf at the first extraordinary general meeting of the Company for the year 2023 (the "EGM") to be held at Conference Room 1616, 16/F Securities Tower, No. 86 Jingqi Road, Shizhong District, Jinan, Shandong Province, the People's Republic of China (the "PRC") on Wednesday, 15 February 2023 at 9:30 a.m. or any adjournment thereof in respect of the resolutions set out in the notice convening the EGM dated 31 January 2023 as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

SPECIAL RESOLUTIONS		For <sup>(note 5)</sup>	Against <sup>(note 5)</sup>	Abstained <sup>(note 5)</sup>
1.	To consider and approve the proposal on amendments to the Articles of Association			
2.	To consider and approve the proposal on amendments to the rules of procedures for the board of directors			
ORDINARY RESOLUTIONS		For <sup>(note 5)</sup>	Against <sup>(note 5)</sup>	Abstained <sup>(note 5)</sup>
3.	To consider and approve the proposal on the election of non-staff representative directors of the fourth session of the board of directors of the Company	/		
3.1	To consider and approve the election of ZHONG Jinlong as a non-staff representative director of the fourth session of the board of directors of the Company			
3.2	To consider and approve the election of HU Kainan as a non-staff representative director of the fourth session of the board of directors of the Company			
3.3	To consider and approve the election of ZHENG Hanyin as a non-staff representative director of the fourth session of the board of directors of the Company			
3.4	To consider and approve the election of MING Gang as a non-staff representative director of the fourth session of the board of directors of the Company			
3.5	To consider and approve the election of LIU Feng as a non-staff representative director of the fourth session of the board of directors of the Company			

ORDINARY RESOLUTIONS		For <sup>(note 5)</sup>	Against <sup>(note 5)</sup>	Abstained <sup>(note 5)</sup>
3.6	To consider and approve the election of ZHENG Jianping as an independent non-executive director of the fourth session of the board of directors of the Company			
3.7	To consider and approve the election of CHEN Hua as an independent non-executive director of the fourth session of the board of directors of the Company			
3.8	To consider and approve the election of LUO Xinhua as an independent non-executive director of the fourth session of the board of directors of the Company			
4.	To consider and approve the proposal on the election of non-staff representative supervisors of the fourth session of the supervisory committee of the Company	/		
4.1	To consider and approve the election of AN Tie as a non-staff representative supervisor of the fourth session of the supervisory committee of the Company			
4.2	To consider and approve the election of DING Jian as a non-staff representative supervisor of the fourth session of the supervisory committee of the Company			

Date: \_\_\_\_\_

Signed: <sup>(Note 6)</sup> \_\_\_\_\_

Notes:

- Please insert the number of shares of the Company registered in your name(s) to which this form of proxy relates. If number is inserted, this form of proxy will be deemed to relate to those shares only. 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) (whether alone or jointly).
- Please insert the full name(s) and registered address(es) as shown in the register of members of the Company in **BLOCK LETTERS**.
- Please insert the number of shares of the Company registered in your name(s) and delete the inappropriate.
- If any proxy other than the Chairman of the meeting of the Company is preferred, delete "**the Chairman of the meeting**" or and insert the name of the desired proxy in the space provided. A Shareholder may appoint one or more proxies to attend and vote on his/her/its behalf; a proxy does not need to be a Shareholder of the Company. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIATED BY THE PERSON WHO SIGNS IT.**
- ATTENTION: If you wish to vote "For" any resolution, please indicate with a "✓" or fill in the number of shares you hold in the appropriate box under "For". If you wish to vote "Against" any resolution, please indicate with a "✓" or fill in the number of shares you hold in the appropriate box under "Against". If you wish to vote "Abstained" any resolution, please indicate with a "✓" or fill in the number of shares you hold in the appropriate box under "Abstained".** Failure to tick a box will entitle your proxy to cast your vote or abstain at his discretion. The votes abstained will be counted in the calculation of the requisite majority of votes cast for passing a resolution.
- 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 executed under its common seal or under the hand of a director, or attorney or other officer duly authorized. In the case of joint holders, any one of such holders may sign the form of proxy.
- In order to be valid, this form of proxy and, if such proxy is signed by a person on behalf of the appointer pursuant to a power of attorney or other authority, a notarial copy of that power of attorney or other authority, must be deposited at the Board's office of the Company at Room 1608, 16/F Securities Tower, No. 86 Jingqi Road, Shizhong District, Jinan, Shandong Province, the PRC (for Shareholders of Domestic Shares), or the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for Shareholders of H Shares) no later than 24 hours before the time appointed for the holding of the EGM or any adjourned meeting (i.e. before 9:30 a.m. on Tuesday, 14 February 2023).
- In the case of joint holders of any share of the Company, any one of such holders may vote at the EGM, either in person or by proxy, as if he is the only one entitled to do so among the joint holders; however, if more than one of such joint holders are present at the EGM whether attending in person or by proxy, the vote of the person, whose name stands first on the register of members in respect of such share shall be accepted to the exclusion of other joint holders and 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, the first named being the senior.
- Please be advised that completion and return of this form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.
- All time and dates as referred in this form of proxy are Hong Kong time and dates.