



**Zhong Ao Home Group Limited**  
**中奧到家集團有限公司**  
(Incorporated in the Cayman Islands with limited liability)  
(Stock Code: 1538)

**FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING  
TO BE HELD AT 31 MAY 2023**

I/We <sup>(note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_

being the registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_ ordinary share(s) of HK\$0.01 each in the issued share capital of Zhong Ao Home Group Limited (the “Company”) hereby appoint the chairman of the annual general meeting of the Company (the “Chairman”) or <sup>(note 3)</sup> \_\_\_\_\_

of \_\_\_\_\_ to act as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company (the “Meeting”) to be held at Imperial Room III, Towers Wing, Mezzanine Floor, The Royal Pacific Hotel, China Hong Kong City, 33 Canton Road, Tsimshatsui, Kowloon, Hong Kong on Wednesday, 31 May 2023 at 3:30 p.m. and at any adjournment thereof for the purpose of considering and if thought fit, passing the ordinary resolutions as set out in the notice convening the Meeting as indicated below or if no such indication is given, as my/our proxy thinks fit and in respect of any other business that may properly come before the Meeting and/or at any adjournment thereof:

ORDINARY RESOLUTIONS <sup>(note 4)</sup>		FOR <sup>(note 5)</sup>	AGAINST <sup>(note 5)</sup>
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors and the auditor of the Company for the year ended 31 December 2022.		
2.	To consider and declare a final dividend of HK\$2.50 cents per share for the year ended 31 December 2022 entirely out of the share premium account of the Company.		
3.	To re-elect Mr. Liu Jian as an executive director of the Company (“Director”).		
4.	To re-elect Mr. Chan Wai Cheung, Admiral as an independent non-executive Director.		
5.	To re-elect Mr. Chan Ka Leung, Kevin as an independent non-executive Director.		
6.	To authorise the board of Directors (the “Board”) to fix the remuneration of the Directors.		
7.	To re-appoint Ernst & Young as the independent external auditor to hold office until conclusion of the next annual general meeting and to authorise the Board to fix their remuneration.		
8.	To grant a general mandate to the Directors to allot, issue and deal with unissued shares not exceeding 20% of the issued shares of the Company as at the date of passing this resolution.		
9.	To grant a general mandate to the Directors to buy back shares not exceeding 10% of the issued shares of the Company as at the date of passing this resolution.		
10.	To extend the general mandate granted to the Directors to allot, issue and deal with unissued shares of the Company by an amount not exceeding the amount of the shares bought back by the Company.		
SPECIAL RESOLUTION <sup>(note 4)</sup>		FOR <sup>(note 5)</sup>	AGAINST <sup>(note 5)</sup>
11.	To approve the proposed amendments to the existing amended and restated articles of association of the Company and to adopt the second amended and restated articles of association of the Company in substitution for and to the exclusion of the existing amended and restated articles of association of the Company.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023 Signature \_\_\_\_\_ <sup>(note 6)</sup>

Notes:

- Full name(s) and address(es) must 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 of the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, please strike out “the Chairman of the annual general meeting of the Company 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(S) WHO SIGN(S) IT.**
- The description of these resolutions is by way of summary only. The full text appears in the notice convening the Meeting.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “AGAINST”.** If no direction is given, the proxy will be entitled as vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote or abstain at his/her discretion on any resolution properly put to the Meeting and/or at any adjournment thereof other than those referred to in the notice convening the Meeting.
- This form of proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of this form of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign this form on behalf of the corporation without further evidence of the fact.
- Any member entitled to attend and vote at the Meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member may appoint a proxy in respect of part only of his/her holding of shares in the Company. A proxy need not be a member of the Company.
- 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 certified copy of such power or authority must be deposited at the Company’s branch share register in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjourned meeting.
- Completion and return of this form of proxy will not preclude a member from attending and voting in person at the Meeting and in such event, this form of proxy shall be deemed to be revoked.
- Where there are joint 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 were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- The notice convening the Meeting is set out in the Company’s circular dated 26 April 2023.