

ZHONGCHANG INTERNATIONAL HOLDINGS GROUP LIMITED

中昌國際控股集團有限公司

(incorporated in Bermuda with limited liability)

(Stock code: 859)

Proxy Form for the Annual General Meeting of the Company to be held on 21 June 2023 at 3:00 p.m.

I/We ⁽¹⁾ _____
of _____
being the registered holder(s) of ⁽²⁾ _____ ordinary shares of HK\$0.10 each in the share capital of Zhongchang International Holdings Group Limited (the “Company”), HEREBY APPOINT the chairman of the annual general meeting of the Company, or ⁽³⁾ _____
of _____

to act as my/our proxy to attend, act and vote for me/us and on my/our behalf at the annual general meeting of the Company to be held at Suite 3318, 33/F, Jardine House, 1 Connaught Place, Central, Hong Kong (the “Meeting”) on Wednesday, 21 June 2023, at 3:00 p.m. and at any adjournment thereof, as the case may be, for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice convening the Meeting (the “Notice”) and at such meeting (and any adjournment thereof) to vote for me/us in my/our name(s) in respect of the said resolutions as indicated below; and if no such indication is given, as my/our proxy(ies) think(s) fit:

ORDINARY RESOLUTIONS*		FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1.	To receive and consider the audited financial statements and the reports of the directors of the Company (the “Directors”) and auditors of the Company for the year ended 31 December 2022.		
2.	(i) To re-elect Mr. Chen Zhiwei as an executive Director.		
	(ii) To re-elect Ms. Yu Dan as a non-executive Director.		
	(iii) To re-elect Mr. Liu Xin as an independent non-executive Director.		
	(iv) To authorise the board of Directors to fix the Directors’ remuneration.		
3.	To re-appoint Ernst & Young as auditors of the Company and to authorise the board of Directors to fix their remuneration.		
4A.	To grant a general mandate to the Directors to repurchase the Company’s own shares as set out in item 4A of the notice of the Meeting.		
4B.	To grant a general mandate to the Directors to issue, allot and deal with unissued shares of the Company as set out in item 4B of the notice of the Meeting.		
4C.	To add the repurchased shares to the mandate granted to the Directors under resolution 4B as set out in item 4C of the notice of the Meeting.		
SPECIAL RESOLUTION*		FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
5.	To approve and adopt the New Bye-laws of the Company.		

* Please refer to the Notice for the full text of the above resolutions.

Dated this _____

Signature(s)⁽⁵⁾⁽⁶⁾⁽⁷⁾ _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS** as shown in the register of members of the Company. The name of all joint holders should be stated.
- Please insert the number of shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the shares in the Company registered in your name(s).
- If you wish to appoint a proxy other than the Chairman of the Meeting, please strike out “the Chairman of the Meeting, or” and insert the name and address of the person you wish to appoint in **BLOCK CAPITALS** in the space provided. If you are a holder of two or more shares of the Company, you may appoint one or more proxies to represent you and vote on your behalf at the Meeting. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY. ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE INDICATE WITH A “/” IN THE APPROPRIATE BOX(ES) MARKED “FOR” BESIDE THE RESOLUTION. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE INDICATE WITH A “\” IN THE APPROPRIATE BOX(ES) MARKED “AGAINST” BESIDE THE RESOLUTION.** In the absence of any such indication, the proxy(ies) will be entitled to cast his/her vote(s) or to abstain at his/her discretion. Your proxy(ies) will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the Notice.
- The proxy form must be signed by you or your attorney duly authorised in writing. In the case of a corporation, this form must be executed under seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders of shares, the vote of the senior who renders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.
- To be valid, this proxy form together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof must be deposited at the Company’s branch share registrar and transfer office in Hong Kong at Tricor Standard Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- A proxy need not be a member of the Company, but must attend the Meeting in person to represent you.
- Completion and delivery of the proxy form will not preclude you from attending and voting in person at the Meeting (and any adjournment thereof), but if a member of the Company attends in person at the Meeting and votes on a resolution, the relevant proxy’s authority to vote on that particular resolution shall be deemed to be revoked.
- The Company reserves its right to treat any proxy form which has been incorrectly completed in some manner as valid if such incorrectness is considered by the Company, at its absolute discretion, not material.
- The Company reserve its right to request any member or his/her/its proxy to produce proof of identity when attending the Meeting.
- Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all resolutions set out in the Notice will be decided by poll at the meeting.

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this proxy form has the same meaning as “personal data” defined in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”), which include your and your proxy’s name and address. Your supply of all Personal Data, including but not limited to the name(s) and address(es) of you and your proxy(ies), is on a voluntary basis. Personal Data of you and your proxy(ies) provided in this proxy form will be used for the purpose of and in connection with processing your request for the appointment of a proxy (or proxies) to attend, act and vote on your behalf as directed above at the Meeting of the Company (the “Purposes”). However, we may not be able to process your request unless you provide us with Personal Data of you and your proxy(ies). We may disclose to and/or transfer Personal Data of you and your proxy (or proxies) to the Company’s branch share registrar Tricor Standard Limited, 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 for the Personal Data or are otherwise relevant for the Purposes and need to receive the Personal Data. The Personal Data of you and your proxy(ies) will be retained for such period as may be necessary to fulfil the Purposes and for our verification and record purposes. By providing the Personal Data of your proxy(ies) in this proxy form, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy(ies) in using his/her Personal Data provided in this proxy form and that you have informed your proxy(ies) of the Purposes of and the manner in which his/her Personal Data may be used. You and your proxy(ies) have the right to request access to and/or correction of the relevant Personal Data in accordance with the provisions of PDPO and any such request should be in writing by mail to the Company/the Privacy Compliance Officer of Tricor Standard Limited at the above address.