



Zhongliang Holdings Group Company Limited
中 梁 控 股 集 團 有 限 公 司
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 2772)

**PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING
TO BE HELD ON THURSDAY, 28 DECEMBER 2023**

Number of shares to which this proxy form relates ^(Note 1)	
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I/We ^(Note 2) _____ (name)
of _____ (address)
being the registered holder(s) of _____ shares ^(Note 3)
in the issued share capital of Zhongliang Holdings Group Company Limited (the “**Company**”) hereby appoint the chairman of the meeting
or ^(Note 4) _____ (name)
of _____ (address)
as my/our proxy(ies) to attend and vote for me/us and on my/our behalf at the extraordinary general meeting (the “**EGM**”) to be convened and held at 8/F., Wheelock House, 20 Pedder Street, Central, Hong Kong at 10:00 a.m. on Thursday, 28 December 2023 or any adjournment thereof as hereunder indicated in respect of the resolution set out in the notice of the EGM dated 12 December 2023, or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION ^(Note 6)		FOR ^(Note 5)	AGAINST ^(Note 5)
1.	To approve, confirm and ratify the Issue of Convertible Bonds and the transactions contemplated thereunder and any director of the Company be and is authorised to do all such acts and things to give effect to or in connection with the same, and to grant a specific mandate to the directors of the Company to exercise the powers of the Company to allot, issue and deal with the CB Conversion Shares.		

Date _____ 2023 Signature ^(Note 7) _____

Notes:

- Please insert the number of shares of the Company registered in your name(s) to which this proxy form relates. If a number is inserted, this proxy form will be deemed to relate only to those shares. If no number is inserted, this proxy form will be deemed to relate to all the shares of the Company registered in your name(s).
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered shareholders should be stated.
- Please insert the number of shares registered in your name(s).
- If any proxy other than the chairman of the EGM is preferred, please 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 shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PUT A TICK (“/”) IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PUT A TICK (“/”) IN THE BOX MARKED “AGAINST”.** If no direction is given, your proxy may vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
- The full text of the proposed resolution is set out in the notice of the EGM dated 12 December 2023.
- This proxy form must be signed by you or your attorney duly authorised in writing, or in the case of a corporation, must be either under its common seal or under the hand of a director or attorney duly authorised to sign the same. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
- In order to be valid, the proxy form together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the EGM (i.e. not later than 10:00 a.m. on Tuesday, 26 December 2023 (Hong Kong Time)) or the adjourned meeting (as the case may be).
- Delivery of the proxy form shall not preclude you from attending, speaking and voting at the EGM or at any adjourned meeting thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

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 EGM 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 authorised 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.