

Zengame Technology Holding Limited

禪遊科技控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2660)

Number of shares to which this form of proxy relates ^(Note 1)	
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FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, 31 MAY 2024

I/We^(Note 2) _____
of _____

being the registered holder(s) of the above-specified number of shares in the issued share capital of Zengame Technology Holding Limited (the “Company”) hereby appoint the Chairman of the meeting^(Note 3) or _____
of _____

as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the annual general meeting of the Company (the “AGM”) to be held at Room 1304, Changhong Science and Technology Mansion, Keji South 12 Road, Science and Technology Park, Nanshan District, Shenzhen, China on Friday, 31 May 2024 at 10:30 a.m. (or at any adjournment or postponement thereof), and, if no such indication is given, as my/our proxy thinks fit.

Please tick (“✓”) the appropriate boxes to indicate how you wish your vote(s) to be cast^(Note 4).

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To receive and approve the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2023.		
2.	To declare a final dividend of HK\$0.23 per share for the year ended 31 December 2023.		
3.	(a) To re-elect Mr. Ye Sheng as an executive director of the Company.		
3.	(b) To re-elect Mr. Yang Min as an executive director of the Company.		
3.	(c) To authorize the board of directors to fix the respective directors’ remuneration.		
4.	To re-appoint Ernst & Young as the auditors of the Company and to authorize the board of directors to fix their remuneration.		
5.	To grant a general mandate to the directors to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company (excluding treasury shares (if any)) as at the date of passing of this resolution.		
6.	To grant a general mandate to the directors to issue, allot, deal with additional shares, or resell or transfer any treasury shares held under the name of the Company of the Company not exceeding 20% of the total number of issued shares of the Company (excluding treasury shares (if any)) as at the date of passing of this resolution.		
7.	To extend the general mandate granted to the directors to issue, allot and deal with additional shares in the share capital of the Company by the aggregate number of the shares repurchased by the Company.		
8.	To approve and adopt the 2024 Share Scheme (as defined in the circular of the Company dated 29 April 2024), with the Scheme Mandate Limit (as defined in the 2024 Share Scheme) in respect of all options and awards to be granted under the 2024 Share Scheme and any other Share Schemes of the Company of 10 per cent. (10%) of the total number of issued Shares (excluding Treasury Shares (if any)) as at the date of the shareholders’ approval of the 2024 Share Scheme, the 2019 Share Option Scheme of the Company which was adopted by the Company on 28 March 2019 be terminated, and that the Directors be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2024 Share Scheme.		
SPECIAL RESOLUTION		FOR	AGAINST
9.	To approve the proposed amendments and adopt the proposed third amended and restated articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company, as set out in the notice convening the AGM dated 29 April 2024.		

Date: _____ 2024

Signature(s)^(Note 5) _____

Notes:

1. Please insert the number of shares to which this form of 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 more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
2. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
3. If any proxy other than the Chairman of the meeting 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 AGM is entitled to appoint one proxy or (if the shareholder holds two or more shares) more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “AGAINST”.** If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
5. This form of proxy must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its seal or under the hand of an officer or attorney or other person so authorized. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
6. 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.
7. In order 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 thereof, must be deposited at the Company’s branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the AGM (i.e. not later than 10:30 a.m. on Wednesday, 29 May 2024 (Hong Kong time)) or adjournment or postponement thereof.
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish and in such event, the form of proxy shall be deemed to be revoked.
9. References to time and dates in this form of proxy are to Hong Kong time and dates.
10. The description of each resolution herein is by way of summary only. The full text appears in the notice of the AGM.

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 AGM 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 email to the Company to ir@zen-game.com.