



# WALNUT CAPITAL LIMITED

## 胡桃資本有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 905)

### FORM OF PROXY

Form of proxy for use by the shareholders of Walnut Capital Limited (the “Company”) at the special general meeting (the “Meeting”) to be convened at Creative lab, 24F, Office Plus, 303 Hennessy Road, Wan Chai, Hong Kong on Thursday, 5 March 2026 at 11:00 a.m. or any adjournment thereof.

I/We (note a) \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of (note b) \_\_\_\_\_ ordinary shares of par value of HK\$0.01 each in the share capital of the Company hereby appoint THE CHAIRMAN OF THE MEETING (note b) or \_\_\_\_\_ of \_\_\_\_\_ to act as my/our proxy (note c) at the Meeting to be held at Creative lab, 24F, Office Plus, 303 Hennessy Road, Wan Chai, Hong Kong on Thursday, 5 March 2026 at 11:00 a.m. or any adjournment thereof on the resolutions referred to in the notice convening the Meeting (the “Notice”), or if no such indication is given, as my/our proxy thinks fit.

Please tick “✓” in the appropriate boxes to indicate how you wish your vote(s) to be cast (note d).

Ordinary Resolutions		FOR	AGAINST
1.	To approve, confirm and ratify the acquisition of an aggregate of 5,246,465.432 USDT at the consideration of USD5,255,099.97 in the period between 11 December 2024 to 18 December 2024 in the open market from independent third parties.		
2.	To approve, confirm and ratify the disposal of an aggregate of 4,374,946.54 USDT at the consideration of 4,374,946.54 USDT in the period between 17 January 2025 to 11 March 2025 in the open market to independent third parties.		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2026

Shareholder’s signature \_\_\_\_\_ (notes e, f, g and h)

#### Notes:

- a Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS LETTERS**.
- b Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- c A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “THE CHAIRMAN OF THE MEETING or” and insert the name and address of the person appointed proxy in the space provided.
- d If you wish to vote for any of the resolutions set out above, please tick (“✓”) the boxes marked “for”. If you wish to vote against any resolutions, please tick (“✓”) the boxes marked “against”. If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her/its discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/her/its discretion. A proxy will also be entitled to vote at his/her/its discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- e In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- f The form of proxy must be signed by a shareholder of the Company, or his/her/its attorney duly authorised in writing, or if the shareholder of the Company is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- g To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time of the Meeting (i.e. Tuesday, 3 March 2026 at 11:00 a.m.) or any adjournment thereof.
- h Any alteration made to this form should be initialled by the person who signs the form.

#### PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this statement 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 the Personal Data is on a voluntary basis and for the purpose of processing your instructions as stated in this Proxy Form (the “Purposes”). If you fail to supply sufficient information, the Company may not be able to process your instructions. The Company may disclose or transfer the Personal Data to its subsidiaries, its Share Registrar and/or third party service provider who provides administrative, computer and other services to the Company 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. The Personal Data will be retained for such period as may be necessary to fulfil the Purposes (including for verification and record purposes). Request for access to and/or correction of the Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing and sent to the Privacy Compliance Officer of Tricor Investor Services Limited at the above address.