Zhongke Group Holdings Limited
中科集團控股有限公司

(formerly known as Wai Hung Group Holdings Limited 偉鴻集團控股有限公司)

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 3321)

FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING (OR AT ANY ADJOURNMENT THEREOF)

I/We *(note 1)*, _____

of _____

being the registered shareholder(s) of *(note 2)*, _____ shares of HK$0.1 each in the share capital of Zhongke Group Holdings Limited (the "**Company**"), hereby appoint *(note 3)*, _____

of _____

or, failing him/her, the chairman (the "**Chairman**") of the meeting as my/our proxy to attend and vote for me/us on my/our behalf at the extraordinary general meeting ("**Meeting**") of the Company to be held at Portion 2, 12/F, The Center, 99 Queen's Road Central, Central, Hong Kong on Wednesday, 30 September 2026 at 11:00 a.m. and at any adjournment thereof on the under-mentioned resolutions as indicated below or, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR *(note 4)*	AGAINST *(note 4)*
1.	To approve the Increase in Authorised Share Capital.		
2.	To approve the Subscription Agreement, the issue of the Convertible Bonds and the grant of the specific mandate to the Board to allot and issue the Conversion Shares.		

Dated the _____ day of _____ 2026

Signature: _____ *(notes 5, 6, 7 and 8)*

Notes:

1. Full name(s) and address(es) are to be inserted in **BLOCK LETTERS**.
2. 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 in the capital of the Company registered in your name(s).
3. Any member entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman as your proxy, please delete the words or, failing him/her/it "the Chairman of the meeting" and insert the name and address of the person appointed proxy in the space provided.
4. 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 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 discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
5. 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 holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
6. The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
7. In order to be valid, this form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited (the "**Branch Register**"), at 17/F Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the Meeting or adjourned meeting. Completion and return of this form of proxy shall 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.
8. For the purpose of determining members who are qualified for attending the Meeting the register of members of the Company will be closed from Friday, 25 September 2026 to Wednesday, 30 September 2026 (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to qualify for attending the Meeting, all transfers, accompanied by the relevant share certificates, have to be lodged with the Branch Register at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than Thursday, 24 September 2026 4:30 p.m.
9. Any alteration made to this form should be duly initialled by the person who signs the form.
10. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting must be taken by poll. Accordingly, at the Meeting, the Chairman will exercise his power under article 66 of the articles of association of the Company to put each of the resolutions set out in this notice to be voted by way of poll.
11. The description of these resolutions is by way of summary only. The full text appears in the notice convening the Meeting.

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.