ZHONGZHENG INTERNATIONAL COMPANY LIMITED
中證國際有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 943)

PROXY FORM FOR USE AT THE ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, 26 NOVEMBER 2026 AT 11:30 A.M. OR ANY ADJOURNMENT THEREOF

I/We [(1)] _____

of _____

being the registered holder(s) of _____ share(s) [(2)] of HK$0.0008 each in the share capital of Zhongzheng International Company Limited (the "**Company**"), **HEREBY APPOINT** [(3)] _____

of _____

or failing him/her, the Chairman of the meeting, as my/our proxy to vote and act for me/us at the annual general meeting of the Company (the "**AGM**") (or any adjournment thereof), to be held on Thursday, 26 November 2026 at 11:30 a.m., at Suite 1909B, 19/F., Tower 3, China Hong Kong City, 33 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong for the purpose of considering and, if thought fit, passing the ordinary resolutions set out in the notice dated 28 October 2026 convening the AGM (the "**Notice**") and at the AGM (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the ordinary resolutions as indicated below [(4)].

	ORDINARY RESOLUTIONS	FOR[(4)]	AGAINST[(4)]
1.	To receive and adopt the Audited Financial Statements, the Report of the Directors and the Independent Auditor's Report for the year ended 30 June 2026.		
2.	(a) To re-elect Mr. Yiu Man Fung as a Director of the Company.		
	(b) To re-elect Mr. Zhang Yuanzhou as a Director of the Company.		
	(c) To re-elect Mr. Ou Zhipeng as a Director of the Company.		
	(d) To re-elect Mr. Tam Lup Wai Franky as a Director of the Company.		
	(e) To re-elect Mr. Li Hon Kuen as a Director of the Company.		
3.	To authorise the Board to fix the Directors' remuneration.		
4.	To re-appoint ZHONGHUI ANDA CPA Limited as the Auditor and to authorise the Directors to fix its remuneration.		
5.	(A) To approve the granting to the Directors the general and unconditional mandate to repurchase shares in the capital of the Company up to 10% of the aggregate number of issued shares of the Company.		
	(B) To approve the granting to the Directors the general and unconditional mandate to allot, issue and deal with new shares not exceeding 20% of the aggregate number of issued shares of the Company.		
	(C) To approve the extension of the authority granted to the Directors by Resolution no. 5(B) above by adding the aggregate number of shares of the Company repurchased pursuant to the authority granted to the Directors by Resolution no. 5(A) above.		

Signature(s) [(5)] _____ Date _____2026

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in 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.
3. If any proxy other than the Chairman is preferred, strike out the words "or failing him or her, the Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT**.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED "AGAINST"**. Failure to tick any box will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution(s) properly put to the AGM other than those referred to in the Notice convening the AGM.
5. This form of proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.
6. Any shareholder entitled to attend and vote at the AGM shall be entitled to appoint another person as his/her proxy to attend and vote on behalf of him/her. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf. A proxy need not be a shareholder 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 notarially certified copy thereof, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for the AGM (or any adjournment thereof).
8. Completion and delivery of this form of proxy shall not preclude a shareholder from attending and voting in person at the AGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.
9. Where there are joint holders of any shares, any one of such joint holder may vote, either in person or by proxy in respect of such shares as if he/she were solely entitled hereto; but if more than one of such joint holders be present at the AGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.
10. Any voting at the AGM shall be taken by poll.
11. The full text of the resolutions appears in the Notice incorporated in the circular of the Company dated 28 October 2026.

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 Meeting 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 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. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing to Union Registrars Limited at the above address for the attention of Privacy Compliance Officer.