Z.AI Co., Ltd.

北京智譜華章科技股份有限公司

(A joint stock company established in the People's Republic of China with limited liability)

(Stock Code: 2513)

FORM OF PROXY FOR USE AT EXTRAORDINARY GENERAL MEETING

I/We *(Name)* _____*(Block capitals, please)*
of *(Address)* _____
being the holder(s) of _____ *(see Note 1)* shares of RMB0.10 each in the capital of Z.AI Co., Ltd. (the "**Company**")
hereby appoint *(Name)* _____
of *(Address)* _____ or failing
him/her *(Name)* _____
of *(Address)* _____or failing
him/her, the chairman of the meeting *(see Note 2)* as my/our proxy to attend and vote for me/us and on my/our behalf at the first extraordinary general meeting of 2026 of the Company (the "**Extraordinary General Meeting**") to be held physically at Conference Room-Turing, 10th Floor, Building 9, Yard 1, Zhongguancun East Road, Haidian District, Beijing, PRC on Friday, November 13, 2026 at 2:00 p.m., and at any adjournment thereof or on any resolution or motion which is proposed thereat. Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated October 29, 2026 (the "**Circular**"). My/Our proxy is authorised and instructed to vote as indicated *(see Note 3)* in respect of the undermentioned resolution:

	Ordinary Resolution	**For** *(see Note 3)*	**Against** *(see Note 3)*	**Abstain** *(see Note 3)*
1.	To consider and approve the confirmation of the Group's related party transactions for the nine months ended September 30, 2026.			

- The full text of the resolution is set out in the Circular.

Dated this _____ day of _____ 2026 Signature(s) _____ *(see Note 5)*

Notes:

1. 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).

2. A member may appoint more than one proxy of his/her own choice. If such an appointment is made, strike out the words "the chairman of the meeting", and insert the name(s) of the person(s) appointed as proxy in space provided. Any alteration made to this form of proxy must be initialled by the person who signs it.

3. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED "For". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED "Against". IF YOU WISH TO ABSTAIN FROM VOTING ON THE RESOLUTION, PLEASE TICK THE BOX MARKED "Abstain". IN COUNTING THE VOTING RESULTS FOR A RESOLUTION, ABSTAINED VOTES WILL BE REGARDED AS VOTES WITH VOTING RIGHTS.** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.

4. If the appointor is a corporation, this form must be under common seal or under the hand of an officer, attorney, or other person duly authorised on that behalf.

5. In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.

6. To be valid, this form of proxy must be completed, signed and deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, together with the power of attorney or other document(s) of authorization (if any) under which it is signed (or a notarially certified copy thereof), not less than 24 hours before the time appointed for holding the meeting (i.e. before 2:00 p.m. on Thursday, November 12, 2026) or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish and in such event, the proxy shall be deemed to be revoked.

7. A proxy need not be a shareholder of the Company.

PERSONAL INFORMATION COLLECTION STATEMENT

(i) "Personal Data" in these statements has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("**PDPO**").

(ii) Your and your proxy's Personal Data provided in this form will be used in connection with processing your request for the appointment of a proxy to attend, act and vote on your behalf as directed above at the Extraordinary General Meeting. Your supply of your and your proxy's Personal Data is on voluntary basis. However, the Company may not be able to process your request unless you provide us with such Personal Data.

(iii) Your and your proxy's Personal Data may be disclosed or transferred by the Company to its branch share registrar in Hong Kong, and/or other companies or bodies for any of the stated purposes, or when it is required to do so by law, for example, in response to a court order or a law enforcement agency's request, and retained for such period as may be necessary for our verification and record purposes.

(iv) By providing your proxy's Personal Data in this form, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy in using his/her personal data provided in this proxy form and that you have informed your proxy of the purpose for and the manner in which his/her data may be used.

(v) You/your proxy have/has the right to request access to and/or correction of your/your proxy's Personal Data respectively in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your/your proxy's Personal Data should be in writing to the Personal Data Privacy Officer, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.