Zhengwei Group Holdings Company Limited
正味集团控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2147)

FORM OF PROXY
For use by members at the Annual General Meeting
to be held at 2:30 p.m. on Thursday, 3 December 2026 (or any adjournment thereof)

Number of Shares to which this form of proxy relates *(Note 1)*	

I/We *(Note 2)* _____
of _____
being the registered holder(s) of Share(s) *(Note 1)* in the issued share capital of Zhengwei Group Holdings Company 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 (the "**AGM**") of the Company to be held at Room 1303, Rongchao Economic & Trade Center, Southeast Junction of Jintian Road and Fuzhong Road, Futian District, Shenzhen City, Guangdong Province, PRC at 2:30 p.m. on Thursday, 3 December 2026 (or at any adjournment thereof).

Please tick ("✔") the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll *(Note 4)*.

	ORDINARY RESOLUTIONS	**FOR** *(Note 4)*	**AGAINST** *(Note 4)*
1.	To consider and approve the audited financial statements of the Company, the report of the directors (the "**Directors**") and the report of the independent auditor for the year ended 30 June 2026		
2.	To re-elect Mr. Yang Shengyao as an executive Director;		
3.	To re-elect Mr. Yu Chi Kit as an independent non-executive Director		
4.	To re-elect Mr. Wan Ming as an executive Director		
5.	To re-elect Ms. Zhu Junbin as an independent non-executive Director		
6.	To re-elect Mr. Tu Qiang as an executive Director		
7.	To appoint Mr. Lin Zeng as an executive Director		
8.	To authorise the Board to fix the Directors' remuneration		
9.	To re-appoint ZSZH (HK) Fuson CPA Limited as the Company's auditor and to authorise the Board to fix their remuneration		
10.	To give a general mandate to the Directors to allot, issue and deal with additional shares in the capital of the Company not exceeding 20% of the total number of issued shares of the Company (excluding any treasury shares) as at the date of the passing of this resolution		
11.	To give a general mandate to the Directors to repurchase the shares of the Company not exceeding 10% of the total number of issued shares of the Company (excluding treasury shares) as at the date of the passing of this resolution		
12.	To extend the general mandate granted to the Directors to allot, issue and deal with additional shares in capital of the Company by the aggregate number of the shares repurchased by the Company		

Date: _____ 2026 Signature(s) *(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 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" 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 more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. On a show of hands, every shareholder who is present in person or by proxy shall have one vote provided that where more than one proxy is appointed by a shareholder which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. In the case of a poll, 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.
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 common seal or under the hand of an officer or attorney 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 completed 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 in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment 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, but the appointment of the proxy will be revoked if you attend in person at the meeting.
9. The full text of the ordinary resolutions are set out in the notice of AGM of the Company dated 11 November 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 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 mail to Computershare Hong Kong Investor Services Limited at the above address.