



中升集團控股有限公司  
Zhongsheng Group Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 881)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING  
TO BE HELD ON FRIDAY, 21 JUNE 2024

I/We <sup>(note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares <sup>(note 2)</sup> of HK\$0.0001 each in the share capital of the above-named Company  
(the "Company"), HEREBY APPOINT <sup>(note 3)</sup> THE CHAIRMAN OF THE MEETING or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend the annual general meeting (and at any adjournment thereof) of the Company to be held at Room 1803-09, 18/F, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong on Friday, 21 June 2024 at 11:00 a.m. for the purposes of considering and, if thought fit, passing the resolutions set out in the notice convening the said meeting and at such meeting (and at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the resolutions as indicated below.

ORDINARY RESOLUTIONS		FOR <sup>(Notes 4 &amp; 5)</sup>	AGAINST <sup>(Notes 4 &amp; 5)</sup>
1.	To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and of the auditors for the year ended 31 December 2023.		
2.	To declare a final dividend of HK\$0.797 per share for the year ended 31 December 2023.		
3.	To re-elect Mr. Huang Yi as an executive director of the Company.		
4.	To re-elect Mr. Zhang Zhicheng as an executive director of the Company.		
5.	To re-elect Ms. Yu Ning as an executive director of the Company.		
6.	To re-elect Ms. Zhou Xin as an executive director of the Company.		
7.	To re-elect Mr. Chan Ho Yin as a non-executive director of the Company.		
8.	To re-elect Mr. Chin Siu Wa Alfred as an independent non-executive director of the Company.		
9.	To authorise the board of directors of the Company to fix the respective directors' remuneration.		
10.	To re-appoint Messrs. Ernst & Young as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.		
11.	To give a general mandate to the directors of the Company to buy back shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.		
12.	To give a general mandate to the directors of the Company to issue, allot and deal with additional shares and to sell and transfer any treasury shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.		
13.	To extend the general mandate granted to the directors of the Company to issue, allot and deal with additional shares and to sell and transfer any treasury shares of the Company by the aggregate number of the shares bought back by the Company.		
SPECIAL RESOLUTION			
14.	To approve proposed amendments to the existing third amended and restated memorandum and articles of association of the Company and proposed adoption of the fourth amended and restated memorandum and articles of association of the Company.		

Date: \_\_\_\_\_ 2024 Signature(s) <sup>(Note 6)</sup> \_\_\_\_\_

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company 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 any proxy other than the Chairman is preferred, strike out the words "THE CHAIRMAN OF THE MEETING" here inserted and insert the name and address of the proxy desired in the space provided. A shareholder of the Company who is the holder of two or more shares may appoint more than one proxy to attend and vote on his/her/its behalf at the annual general meeting provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. A proxy need not be a shareholder of the Company. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his/her votes 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.
- All resolutions will be put to vote by way of poll at the meeting. Every shareholder of the Company present in person (in case of a shareholder being a corporation, by its duly authorised representative), or by proxy shall have one vote for every fully paid-up share of which he/she/it is the holder. A person entitled to more than one vote on a poll need not use all his/her votes or cast all the votes he/she uses in the same way and in such cases, please state the relevant number of shares in the appropriate box(es) above.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
- Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. The proxy need not be a shareholder of the Company.
- In the 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 the 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 in respect of the joint holding.
- To be valid, this form of proxy together with the power of attorney (if any) 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, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the annual general meeting (i.e. not later than 11:00 a.m. on Wednesday, 19 June 2024) or any adjourned meeting (as the case may be).
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting and, in such event, this form of proxy shall be deemed to be revoked.
- References to dates and time in this form of proxy are to Hong Kong dates and time.

**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 annual general 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 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 the Company's office in Hong Kong located at Room 1803-09, 18/F, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong.