

ZHI SHENG GROUP HOLDINGS LIMITED

智昇集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8370)

Form of proxy for use at the extraordinary general meeting to be held at 11:00 a.m. on Monday, 2 August 2021 (the "Meeting")

I/We^(Note 1) _____
of _____
being the registered holder(s) of _____ share(s)^(Note 2)
of **Zhi Sheng Group Holdings Limited** (the "Company"), HEREBY APPOINT^(Note 3) the chairman of the Meeting or _____
of _____,
as my/our proxy to attend for me/us at the Meeting to be held at 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Monday, 2 August 2021 at 11:00 a.m. (Hong Kong time) (or any adjournment thereof) for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice convening the Meeting ("Notice") and at the Meeting to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

Capitalised terms used herein shall have the same meaning as those defined in the Notice.

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To approve, confirm and ratify the conditional SPV Loan Agreement dated 2 June 2021 and entered into between the Company as lender and Mega Data Investment Limited (the "SPV") as borrower in relation to, among others, the advancement of the loan in the aggregate sums of up to RMB100,000,000 (in HK\$ equivalent) in two tranches and the transactions contemplated thereunder.		
2.	To approve and confirm the appointment of Mr. Lai Ningning as executive director of the Company and to authorise the Board to fix his remuneration.		
3.	To approve, confirm and ratify the conditional Share Option Deed dated 2 June 2021 and entered into between the Company and Mr. Lai in relation to, among others, the grant of options (the "Options") by the Company to Mr. Lai entitling the holder(s) thereof to subscribe for up to 100,000,000 shares of HK\$0.01 each (the "Subscription Shares") at the subscription price of HK\$0.35 per Subscription Share (subject to adjustments) and the transactions contemplated thereunder, including but not limited to the allotment and issue of the Subscription Shares upon exercise of the Options.		
4.	To approve, confirm and ratify the conditional Placing Agreement dated 2 June 2021 and entered into between the Company as issuer and Forwin Securities Group Limited as placing agent in relation to, among others, the placing of the convertible bonds (the "Convertible Bonds") in the aggregate principal amount of up to US\$8,000,000 convertible into shares of HK\$0.01 each (the "Conversion Shares") in the share capital of the Company at the conversion price of HK\$0.50 per Conversion Share (subject to adjustments) and the transactions contemplated thereunder including but not limited to the issue of the Convertible Bonds and the allotment and issue of the Conversion Shares.		

* Please refer to the Notice for the full text of the resolutions.

Signature(s)^(Note 5): _____

Dated: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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 any proxy other than the chairman of the Meeting is preferred, strike out the words 'the chairman of the Meeting or' and insert the name and address of the proxy desired in the space provided. **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 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 properly put to the EGM other than those referred to in the Notice convening the Meeting.
- This form of proxy shall be signed by you or your attorney duly authorised in writing or, if the appointer is a corporation, either under its common seal or under the hand of an officer, attorney duly authorised.
- Any shareholder of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead 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.
- 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, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the Meeting (i.e., at or before 11:00 a.m. on 31 July 2021 (Hong Kong time)) (or any adjournment thereof).
- Completion and delivery of this form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the Meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- Where there are joint holders of any shares, any one of such joint holder may vote at the Meeting, either in person or by proxy in respect of such shares as if he/she was solely entitled thereto; but if more than one of such joint holders is present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such shares shall alone be entitled to vote in respect thereof.
- Any voting at the Meeting shall be taken by poll.

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 for use in connection with the Purposes and to such parties who are authorized 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 fulfill 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/Tricor Investor Services Limited at the above address.