



# ZIONCOM HOLDINGS LIMITED

## 百家淘客股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8287)

### FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, 26 JUNE 2020

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of <sup>(Note 1)</sup> \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares <sup>(Note 2)</sup> of HK\$0.01 each in the capital of Zioncom Holdings Limited (the "Company"),  
hereby appoint <sup>(Note 3)</sup> \_\_\_\_\_  
of <sup>(Note 3)</sup> \_\_\_\_\_  
or failing him/her, the chairman of the annual general meeting (the "AGM") as my/our proxy to attend, act and vote for me/us and on my/our behalf at the AGM to be held at 2:00 p.m. on Friday, 26 June 2020 at Portion 2, 12/F., The Centre, 99 Queen's Road Central, Central, Hong Kong, and at any adjournment thereof for the purpose of considering and, if thought fit, passing with or without modification, the resolutions as set out in the notice of the AGM and to vote on my/our behalf as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matters properly put to the AGM in such manner as he/she thinks fit.

	Ordinary Resolutions	For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31 December 2019.		
2.	(A) To re-elect Mr. Zhao Xiuming as an executive director of the Company;		
	(B) To re-elect Mr. Koo Ja Chun as an executive director of the Company;		
	(C) To re-elect Mr. Lee Tsung Wah, Jonathan as an independent non-executive director of the Company;		
3.	To authorise the board of directors of the Company to fix the remuneration of the respective directors.		
4.	To re-appoint HLB Hodgson Impey Cheng Limited as auditor of the Company and authorise the board of directors of the Company to fix their remuneration for the year ending 31 December 2020.		
5.	(A) To grant a general mandate to the directors of the Company to allot, issue and/or otherwise deal with additional shares not exceeding 20% of the total number of issued shares of the Company as at the date of passing this resolution.		
	(B) To grant a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the total number of issued shares of the Company as at the date of passing this resolution.		
	(C) Conditional upon the passing of the ordinary resolutions numbered 5(A) and 5(B), to extend the authority given to the directors of the Company pursuant to ordinary resolution numbered 5(A) to issue shares by adding to the number of shares of the Company which may be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the number of shares repurchased under ordinary resolution numbered 5(B).		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2020 Signature(s) <sup>(Notes 5 & 6)</sup> \_\_\_\_\_

#### Notes:

- Full name(s) and address shall be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted this form of proxy will be deemed to relate to all shares in the capital of the Company registered in your name(s).
- Full name(s) and address(es) shall be inserted in **BLOCK CAPITALS**. If not completed, the chairman of the meeting will act as your proxy. If any proxy other than the chairman of the meeting is preferred, please strike out the words "the chairman of the annual general meeting".
- 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".** 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.
- 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.
- 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 of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy must be completed, signed and deposited at the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof), as soon as possible but in any event not less than 48 hours before the time for holding the meeting (i.e. before 2:00 p.m. on Wednesday, 24 June 2020). Completion and return of the form of proxy shall not preclude a shareholder 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, this form of proxy shall be deemed to be revoked.
- A proxy need not be a shareholder of the Company.
- Any alteration made to this form of proxy must be initialled by the person who signs it.

#### 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 above 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) have/has 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 shall be in writing by mail to the Privacy Compliance Officer of Computershare Hong Kong Investor Services Limited at the above address.