

## ZIONCOM HOLDINGS LIMITED

## 百家淘客股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島成立的有限公司)

(Stock Code: 8287) (股份代號:8287)

> PROXY FORM 代表委任表格

I/We, being the registered holder(s) in the capital of the Company, hereby appoint the Chairman of the meeting (Note 2 and 3) or the proxy as specified below to act as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting (the "AGM") of the Company to be held at Portion 2, 12/F., The Centre, 99 Queen's Road Central, Central, Hong Kong on Friday, 28 May 2021 at 2 p.m. at any adjournment thereof and to exercise all rights conferred on proxies under law, regulation and the Articles of Association of the Company.

I/We wish my/our proxy to vote as indicated below in respect of the resolution/resolutions to be proposed at the AGM (and at any adjournment thereof).

Please indicate how you wish your vote(s) to be cast by putting a "V" in the appropriate box next to the following resolution. (Note 4)

本人/吾等為本公司股本中的登記持有人,茲委任大會主席<sup>(開註2和3)</sup>或下列代表為本人/吾等的代表,代表本人/吾等出席本公司訂於2021年5月28日(星期五)下午二時正假座香港中環皇后大道中99號中環中心12樓2室擊行的股東週年大會(「**股東週年大會**」)及其任何續會,並在股東週年大會及其任何續會上代表本人/吾等投票及行使法律、法規及本公司組織章程細則賦予代表的一切權利。

本人/吾等希望本人/吾等的代表按以下指示就將於股東週年大會(及其任何續會)上提呈的決議案投票。

電郵地址

請於下列決議案旁邊的適當空格內劃上「/」號,以顯示閣下的投票意向。(附註4) Registered Holder(s) (Complete in ENGLISH BLOCK CAPITALS. The names of all joint holders should be stated.) 登記持有人(請用英文正楷填寫。所有聯名持有人的姓名均應填寫。) Registered Name (Note 1) 登記姓名(附註) Registered Address (Note 5) 登記地址(附註) Registered Shareholding Certificate No. Date Signature (Note 6) 登記股份數目 股票號碼 日期 簽署(附註6) Proxy (Complete in ENGLISH BLOCK CAPITALS.) 代表(請以英文正楷填寫。) Full Name 姓名 Full Address 地址 No. of Shares (Note 7) Email Address 股份數目(附註7)

ORDINARY RESOLUTIONS 普通決議案		FOR 贊成	AGAINST 反對
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of directors and of the auditor of the Company for the year ended 31 December 2020. 省覽、考慮及採納本公司截至2020年12月31日止年度之經審核綜合財務報表,以及董事會報告及核數師報告。		
2.	(a) To re-elect Mr. Kim Byung Kwon as an executive director of the Company. 重選金炳權先生為本公司執行董事。		
	(b) To re-elect Mr. Xiao Jingen as an executive director of the Company. 重選肖金根先生為本公司執行董事。		
	(c) To re-elect Mr. Kwong Chun Man as an independent non-executive director of the Company.  重選鄺振文先生為本公司獨立非執行董事。		
3.	To authorise the board of directors of the Company to fix the remuneration of the respective directors. 授權本公司董事會釐定相關董事薪酬。		
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 2021. 重新委聘國衛會計師事務所有限公司為本公司核數師並授權本公司董事會釐定其截至2021年12月31日止年度之酬金。		
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.  向本公司董事授出一般授權,以配發、發行及/或以其他方式處理不超過本公司於通過本決議案日期已發行股份總數20%之額外股份。		
	(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.  向本公司董事授出一般授權,以購回不超過本公司於通過本決議案日期已發行股份總數10%的股份。		
	(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). 符第5(A) 及5(B) 項普通決議案獲通過後,擴大根據第5(A) 項普通決議案授予本公司董事發行股份的權力,方式為在本公司董事根據該一般授權而可能配發及發行之本公司股份數目中,加上相等於本公司根據第5(B) 項普通決議案購回本公司股份數目的金額。		

- The full text of the Resolutions is set out in the Notice of the Annual General Meeting which is included in the Circular dated 21 April 2021.
- 決議案全文已列載於本公司日期為2021年4月21日的通函的股東週年大會通告內。

## Notes: 附註:

Please insert full name(s) in **BLOCK CAPITALS** as shown in the register of members of the Company. 請用正楷填上登記在本公司股東名冊上的全名。

If you are a shareholder who is entitled to attend and vote at the AGM, you are entitled to appoint one or more proxies to attend instead of you and to vote on your behalf provided that each proxy is appointed to represent the respective number of shares held by you as specified in the relevant proxy form. A proxy need not be a shareholder of the Company, but must attend the AGM in person in order to represent you.
如 関下有資格出席股東週年大會並在會上投票,則有權委派一位或以上代表代為出席會議並代表 関下投票,而每位受委派者分別代表於相關代表委任表格內指明的 関下持有股份數目。受委代表毋須為本公司股東,惟須親自代表 関下出席股東週年大會。

- If a proxy other than the Chairman of the meeting is preferred, cross out the words "the Chairman of the meeting" and insert the full name(s) and address(es) of the proxy (or proxies) na proxy other final net Charlinal of the meeting is prefered, cross of the works the Charlinan of the meeting and inster the full name(s) and addresses) of the proxy (or proxes) desired in the space provided. If no name is inserted, the Chairman of the meeting will act as your proxy. Any changes should be initialed.
  如欲委任大會主席以外的人士出任代表,請刪除「大會主席」等字,並在適當空位上填上欲委任的代表的姓名及地址。倘無填上任何姓名,大會主席將擔任 閣下的受委代表。本代表委任表格如有任何修改,必須由簽署人簡簽示可。
- If you return this proxy form without indicating as to how your proxy is to vote on any particular matter, the person appointed as your proxy will exercise his/her discretion as to whether he/she votes and, if so, how and, unless instructed otherwise, he/she may also vote or abstain from voting as he/she thinks fit on any other business (including amendments to resolutions) which may properly come before the AGM. 如 閣下並無在本代表委任表格上作出具體投票指示,獲委任為 閣下代表的人士可自行酌情決定是否投票及(倘投票)如何投票,而除另有指示外,該代表亦可自行 酌情就於股東週年大會上正式提呈的任何其他事項(包括對決議案的修改)投票或放棄投票。
- Please insert full address(es) in **BLOCK CAPITALS** as shown in the register of members of the Company. 請用正楷填上登記在本公司股東名冊上的地址
- This proxy form must be signed and dated by the shareholder or his/her attorney duly authorised in writing. If the shareholder is a company, it should execute this proxy form under its common seal or by the signature(s) of (a) person(s) authorised to sign on its behalf. In case of joint shareholding, any one shareholder may sign this proxy form. The vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint shareholder(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 shareholding.

  本代表委任表格必須由 閣下或 閣下以書面正式授權人士簽署並註明日期。如股東為一間公司,則本代表委任表格須加蓋法團印章或由公司正式授權人親筆簽署。如屬
  聯名股東,任何一位聯名股東均可簽署本代表委任表格。由較優先的聯名股東所作出的表決,不論是親自或由代表作出的,須被接受為代表其餘聯名股東的唯一表決。 就此而言,股東的優先次序須按本公司股東名冊內與有關股份相關的聯名股東排名先後而定。
- 7. Please insert the number of shares registered in your name(s): if no number is inserted, this proxy form will be deemed to relate to all shares in the capital of the Company registered in your name(s). 請填上以 閣下名義登記的股份數目。如未有填上股數,則本代表委任表格將被視為與全部以 閣下名義登記的本公司股份有關。
- In order to be valid, this proxy form must be completed and deposited at the Company's Share Registrar at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, at least 48 hours before the AGM (or the adjournment thereof). If this proxy form is signed under a power of attorney, the power of attorney or other authority relied on to sign it (or a copy which has been certified by a notary public) must be deposited at the Company's share registrar with this proxy form. 本代表委任表格須於股東週年大會(或其任何續會)舉行時間48小時前填妥並交回本公司股份過戶登記處,地址為香港灣仔皇后大道東183號合和中心17M樓,方為有效。 倘若本代表委任表格乃經授權簽署,據以簽署表格的授權書或其他授權文件。或經由公證人簽署證明的副本),必須連同本代表委任表格送交本公司過戶登記處。
- Completion and delivery of this proxy form will not preclude you from attending and voting in person at the AGM (and at any adjournment thereof) if you so wish. 填妥及交回本代表委任表格並不影響閣下親自出席股東週年大會(及其任何續會)並於會上投票的權利。