



ZENSUN ENTERPRISES LIMITED

正商實業有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 185)

Number of shares to which this
form of proxy relates^(Note 1)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON WEDNESDAY, 7 JUNE 2023 AT 10:00 A.M.

I/We^(Note 2) _____
of _____
being the registered holder(s) of _____ shares
in the issued share capital of Zensun Enterprises Limited 正商實業有限公司 (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 United Conference Centre, 10/F., United Centre, 95 Queensway, Hong Kong on Wednesday, 7 June 2023 at 10:00 a.m. (and at any adjournment
thereof).

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive, consider and adopt the audited consolidated financial statements, the directors' report and the auditors' report of the Company and its subsidiaries for the year ended 31 December 2022.		
2.	(a) To re-elect the following retiring directors of the Company who are standing for re-election at the AGM (the "Directors"):		
	(i) Ms. Huang Yanping as a non-executive Director; and		
	(ii) Mr. Ma Yuntao as an independent non-executive Director;		
	(b) To authorise the board of directors of the Company (the "Board") to fix the Directors' remuneration.		
3.	To re-appoint Messrs. Ernst & Young as the auditors of the Company and to authorise the Board to fix the auditors' remuneration.		
4.	To grant a general mandate to the Directors to issue, allot and otherwise deal with the Company's shares*.		
5.	To grant a general mandate to the Directors to repurchase the Company's shares*.		
6.	To extend the general mandate granted to the Directors to allot, issue and deal with additional shares by addition of the number of the shares repurchased*.		
7.	To adopt the New Share Option Scheme (as defined in the Circular) and termination of the Existing Share Option Scheme (as defined in the Circular)*.		
7A.	To approve the adoption of Service Provider Sublimit (as defined in the New Share Option Scheme)*.		
SPECIAL RESOLUTION			
8.	To approve the amendments to the existing memorandum and articles of association of the Company (the "Existing M&A") and adopt the new articles of association of the Company (the "New Articles of Association") in substitution for and to the exclusion of the Existing M&A and authorise any director of the Company to do all things necessary to implement and adopt the New Articles of Association*.		

Date: _____ 2023

Signature(s)^(Note 5) _____

Notes:

- Please insert the number of shares to which this form of proxy relates. 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.
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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 a proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
- 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. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
- 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 INITIALLED BY THE PERSON WHO SIGNS IT.**
- 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.
- 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 certified copy thereof, must be deposited at the Company's share registrar, Tricor Friendly Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (i.e. not later than 10:00 a.m. (Hong Kong time) on Monday, 5 June 2023).
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- * The full text of the resolution is set out in the notice of AGM.

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 the Company.