



卓航控股集團

Trendzon Holdings Group Limited

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卓航控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1865)

FORM OF PROXY FOR USE AT EXTRAORDINARY GENERAL MEETING

I/We (Name) _____ (Block capitals, please)

of (Address) _____

being the holder(s) of _____ (see Note 1) shares of HK\$0.01 each in the capital of

Trendzon Holdings Group Limited (the "Company") hereby appoint _____ of

_____ or the chairman of the meeting (see Note 2) as my/our proxy to attend and vote

for me/us and on my/our behalf at the extraordinary general meeting of the Company (the "Meeting") to be held at 11:30 a.m. on Thursday, 5 September 2024 at 16/F, Tower 5, The Gateway, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong, and at any adjournment thereof or on any resolution or motion which is proposed thereat. My/Our proxy is authorized and instructed to vote as indicated (see Note 3) in respect of the undermentioned resolutions:

	Ordinary Resolutions (see Note 3)	For (see Note 3)	Against (see Note 3)
1	<p>THAT subject to and conditional upon the compliance with all relevant procedures and requirements under the laws of the Cayman Islands (where applicable) and the Listing Rules, and the Listing Committee of the Stock Exchange (as defined below) granting the listing of, and permission to deal in, the Consolidated Shares (as defined below) arising from the Share Consolidation, with effect from the second business day immediately following the day of passing of this resolution, being a day on which the shares of the Company are traded on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"):</p> <p>(a) every ten (10) issued and unissued shares of par value HK\$0.01 each in the share capital of the Company be consolidated into one (1) share of par value HK\$0.1 (each a "Consolidated Share"), and such Consolidated Share(s) shall rank <i>pari passu</i> in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the articles of association of the Company (the "Share Consolidation");</p> <p>(b) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the board of directors (the "Directors") of the Company may think fit; and</p> <p>(c) any one or more Directors be and are hereby authorised to take such actions, do all such acts and things and execute all such further documents or deeds as they may, in their absolute discretion, consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of or giving effect to or the completion of any matters relating to the Share Consolidation.</p>		
2	<p>THAT conditional upon (i) all other resolutions set out in this notice being passed by the shareholders of the Company (the "Shareholders"); (ii) the Listing Committee of the Stock Exchange granting or agreeing to grant the listing of and permission to deal in the Rights Shares (as defined below) (in their nil-paid and fully-paid forms); and (iii) the filing and registration of all documents relating to the Rights Issue (as defined below) required to be filed or registered with the Registrar of Companies in Hong Kong in accordance with the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong):</p> <p>(a) the allotment and issue of 566,720,000 rights shares (the "Rights Share(s)") by way of Rights Issue (the "Rights Issue") at the Subscription Price of HK\$0.18 per Rights Share on the basis of four (4) Rights Shares for every one (1) Consolidated Share of the Company held by the shareholders (the "Qualifying Shareholders") of the Company whose names appear on the register of members of the Company as at the close of business on Thursday, 19 September 2024 (or such later date as may be determined and announced by the Company) (the "Record Date") other than those shareholders (the "Non-Qualifying Shareholders") of the Company whose names appear on the register of members of the Company as at the close of business on the Record Date and whose addresses as shown on the register of members of the Company are outside Hong Kong, whom the Directors, after making enquiry regarding the legal restrictions under the laws of relevant place and requirements of the relevant regulatory body or stock exchange, consider it necessary or expedient to exclude from Rights Issue, based on legal advice provided by legal advisers in the relevant jurisdictions, and the transactions contemplated thereunder, be and are hereby approved;</p> <p>(b) the placing agreement dated 19 July 2024 and entered into among the Company and the Placing Agent (the "Placing Agreement") and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;</p> <p>(c) the board of Directors (the "Board") or a committee thereof be and is/are hereby authorised to allot and issue the Rights Shares pursuant to or in connection with the Rights Issue notwithstanding that the same may be offered, allotted or issued otherwise than pro-rata to the Qualifying Shareholders and, in particular, the Board may make such exclusions or other arrangements in relation to the Non-Qualifying Shareholders as it may deem necessary or expedient having regard to the legal restrictions under the laws of the place and requirements of the relevant regulatory body or stock exchange; and</p> <p>(d) any Director be and is hereby authorised to do all such acts, deeds and things, to sign and execute all such further documents or deeds and to take such steps as he/they may in his/their absolute discretion consider necessary, appropriate, desirable or expedient to carry out or to give effect to or in connection with the Rights Issue, the Placing Agreement and the transactions contemplated thereunder.</p>		

Date this _____ day of _____, 2024

Signature(s) (see Note 4 & 5) _____

IMPORTANT: PLEASE READ NOTES CAREFULLY BEFORE COMPLETING THIS PROXY FORM

Notes:

1. Please insert the number of shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
2. A shareholder may appoint more than one proxy of his/her own choice. If such an appointment is made, strike out the words "or the chairman of the meeting", and insert the name(s) of the person(s) appointed as proxy in space provided. Any alteration made to this form of proxy must be initialled by the person who signs it. Completion and delivery of this form of proxy will not preclude shareholders of the Company from attending and voting in person at the Meeting or any adjourned thereof should they so wish, and in such event, this form of proxy will be deemed to be revoked.
3. **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.
4. If the appointor is a corporation, this form must be executed under common seal or under the hand of an officer, attorney, or other person duly authorized on that behalf.
5. 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.
6. To be valid, this form of proxy must be completed, signed and deposited at the Hong Kong branch share registrar and transfer office of the Company, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, 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 11:30 a.m. on 3 September 2024).
7. A proxy need not be a member of the Company.

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 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 the following means:

By mail to: Union Registrars Limited
Suites 3301-04, 33/F, Two Chinachem Exchange Square
338 King's Road, North Point, Hong Kong

By email to: info@unionregistrars.com.hk

This document is made in English and Chinese. In case of any inconsistency, the English version shall prevail.