



找 鋼 产业互联集团

(A company controlled through weighted voting rights,
incorporated in the Cayman Islands with limited liability and carrying on business in Hong Kong as ZGW)

(Stock Code: 6676)

(Warrant Code: 2572)

Number of shares to which this form of proxy relates ¹	Class A Shares
	Class B Shares

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, JUNE 27, 2025 OR ANY ADJOURNMENT THEREOF

I/We² _____ (name)
of _____ (address)
being the registered holder(s) of³ _____ shares in the issued
share capital of ZG Group (the “Company”) hereby appoint⁴ the chairman (the “Chairman”) of the annual general meeting (the “AGM”) of the Company
or _____ (name)
of _____ (address)
with email address of _____ (email address)
as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the AGM of the Company to be held as a hybrid meeting at Zhaogang Cat Conference
Room, 5/F, No. 123, Xinpei Road, Jiading District, Shanghai, PRC and an online virtual meeting on Friday, June 27, 2025 at 3:00 p.m. (and at any adjournment thereof) for the purpose
of considering and, if thought fit, passing the resolutions as set out in the notice of AGM and at such AGM (or at any adjournment thereof) to vote for me/us on my/our behalf in
respect of the resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

Please tick (“/”) the appropriate boxes to indicate how you wish your vote(s) to be cast⁵. Unless otherwise defined, capitalized terms used herein shall have the same meaning as
set out under the notice of AGM published by the Company on May 15, 2025.

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To receive, consider, and adopt the audited consolidated financial statements of the Company as of and for the year ended December 31, 2024 and the reports of the directors of the Company and auditor thereon.		
2(a).	(i) To re-elect Ms. Zhou Min as an executive director of the Company.		
	(ii) To re-elect Mr. Jiang Rongfeng as a non-executive director of the Company.		
	(iii) To re-elect Mr. Wang Weisong as an independent non-executive director of the Company.		
2(b).	To authorize the board of directors of the Company (the “Board”) to fix the remuneration of directors of the Company.		
3.	To grant a general mandate to the directors to allot, issue, and deal with additional Class A shares or securities convertible into Class A shares, not exceeding 20% of the total number of issued shares (excluding treasury shares) as at the date of passing of this resolution, during the Relevant Period.		
4.	To grant a general mandate to the directors to repurchase Class A shares of the Company, not exceeding 10% of the total number of issued shares (excluding treasury shares) as at the date of passing of this resolution, during the Relevant Period.		
5.	To extend the general mandate granted to the directors to allot, issue, and deal with additional Class A shares by the aggregate number of shares repurchased by the Company, provided such amount does not exceed 10% of the total number of issued shares (excluding treasury shares) as at the date of passing of this resolution.		
6.	To re-appoint Deloitte Touche Tohmatsu as the auditor of the Company until the next annual general meeting and to authorize the Board to fix their remuneration for the year ending December 31, 2025.		

Date: _____ 2025

Signature(s)⁶: _____

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) as shown in the register of the Company to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of shares registered under your name(s).
- If any proxy other than the Chairman is preferred, please strike out the words “the chairman of the annual general meeting of the Company or” and insert the name and address of the proxy desired. Any shareholder may appoint one or more proxies to attend the AGM and vote for him/her. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.** A proxy need not be a shareholder of the Company, but must attend the AGM (or any adjournment thereof) to represent you. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- 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 this form of proxy is returned duly signed but no direction is given, your proxy may vote for or against the resolution or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her 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 authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney duly authorised to sign the same. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGNS IT.**
- In the case of joint registered holders of any shares, 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 via online 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 via online or by proxy, will be accepted to the exclusion of the votes of the other joint holders.
- In order to be valid, this completed form of proxy together with the power of attorney (if any) under which it is signed or a notarially certified copy (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong thereof), must be deposited at the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of both Class A Shares and Class B Shares) as soon as possible, but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (i.e., no later than 3:00 p.m. on June 25, 2025). The completed proxy form should be delivered to 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong to ensure your representation at the AGM. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person or via online at the above meeting (or any adjourned meeting thereof) if they so wish.
- Shareholders are requested to provide a valid email address of his or her proxy (except for the appointment of “The Chairman of the Meeting” as proxy) for the proxy to receive the username and password to cast their votes and submit online questions via the e-Meeting System.
- Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all resolutions set out in the notice of the AGM will be decided by poll at the AGM.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM in person if you so wish. If you attend and vote at the AGM, the authority of your proxy will be revoked.
- References to time and dates in this form of proxy are to Hong Kong time and dates.

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 receive 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 at No. 123, Xinpei Road, Jiading District, Shanghai, PRC or Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or by email to Long.Meng@Zhaogang.com.