
Honye Financial Services Ltd

(Incorporated in the Cayman Islands with limited liability and registered number: 336262)

General Meeting

Form of Proxy

I/We (Block Letters).....

of

being a member/members of Honye Financial Services Ltd (the "Company") hereby appoint the Chairman of the Meeting or

*

of

as my/our proxy to vote for me/us on my/our behalf at the General Meeting of the Company to be held at 10:00 a.m. on 19 June 2025 at Troutman Pepper Locke UK LLP, 201 Bishopsgate, London EC2M 3AB (London time) and at any adjournment thereof. I/We direct that my/our vote(s) be cast on the Resolutions as indicated by an X in the appropriate box.

	<i>For</i>	<i>Against</i>	<i>Withheld</i>
1. Special Resolution – THAT, the Directors of the Company are unconditionally authorised to allot shares disapplying pre-emption rights in connection with the proposed Reverse Takeover	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Special Resolution – THAT, the Directors of the Company are unconditionally authorised to allot shares and grant rights in the company disapplying pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Special Resolution – THAT, the Company change its name to 'Zoyo Limited' in connection with the proposed Reverse Takeover	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* If it is desired to appoint another person as a proxy these words should be deleted and the name and address of the proxy, who need not be a member of the Company, inserted. Unless otherwise directed, and in respect of any other resolution properly moved at the Meeting, the proxy will vote, or may abstain from voting, as he thinks fit.

DATED THIS day of 2025

SIGNATURE

NOTES:

- 1) Any member entitled to attend and vote at the General Meeting is entitled to appoint one or more proxies (who need not be a member of the Company) of his own choice to attend and, on a poll, to vote in his place. As a member of the Company, you are entitled to appoint another person as proxy to exercise all or any of your rights to vote at the Meeting and you should have received a proxy form with this notice of Meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
- 2) The Company will arrange for Shareholders to have access to the meeting via an audio-conference facility, if you wish to access the meeting electronically, please contact the Company's Director Yu Xing (Terry) Liu via email at lyxterry@126.com as soon as possible, and in any event by close of business on 17 June 2025 at 10.00a.m. (UK time) 5.00p.m. (Beijing time), by email, in order to be given the conference call details. Shareholders accessing the Meeting via the audio-conference facility should register their votes in advance via submitting a proxy in accordance with the notes below.
- 3) Shareholders who are unable to attend the Meeting and would like to ask a question relating to the business of the Meeting can submit them not later than close of business on 17 June 2025 at 10.00a.m. (UK time) 5.00p.m. (Beijing time), by email to Yu Xing (Terry) Liu at lyxterry@126.com.
- 4) A proxy does not need to be a member of the Company but must attend the Meeting to represent you. To appoint the Chairman of the Meeting or another person as your proxy insert their full name into the proxy form. **As the Meeting is to be held as a closed meeting, shareholders must appoint the Chairman of the Meeting as their proxy in order for their vote to count. If someone other than the Chairman is appointed then their vote will not be capable of being exercised. Further details are set out below.**
- 5) You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please contact the Company's Registrar, Computershare Investor Services (Cayman) Limited at c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY. We strongly advise shareholders to appoint the Chairman of the Meeting as their only proxy. Further details are set out below.
- 6) If you do not give your proxy an indication of how to vote on any Resolution, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting as he or she thinks fit) in relation to any other matter which is put before the Meeting.
- 7) The notes to the proxy form explain how to direct your proxy how to vote on each Resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be: a. completed and signed (with any alteration or deletion signed and initialled); and b. received not later than 48 hours before the time of the Meeting (or any adjournment thereof). In the case of a member who is a company, the proxy form must be signed on its behalf by an officer of the company or any attorney for the company. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
- 8) In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
- 9) To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact the Company's Depositary, Computershare Investor Services PLC, at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
- 10) In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the Company's Registrar, Computershare Investor Services (Cayman) Limited, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, or by emailing externalproxyqueries@computershare.co.uk. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by the Company no later than 48 hours before the time of the Meeting (or any adjournment thereof).
- 11) If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.