

Zheng Li Holdings Limited

正力控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock code: 8283)

FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 26 JUNE 2020 (OR ANY ADJOURNMENT THEREOF)

I/We ¹ _____
of _____
being the registered holder(s) of ² _____ shares of HK\$0.0025 each in the share capital of Zheng Li Holdings Limited (the "Company") HEREBY APPOINT³ _____
of _____
or failing him, the chairman of the Annual General Meeting (as defined below) as my/our proxy, to attend and vote for me/us and on my/our behalf at the annual general meeting (or any adjournment thereof) of the Company (the "Annual General Meeting") to be held at Conference Hall, 3rd Floor, Block A, Tianming International Plaza, No. 9 Zhongwang Road, Zhongguang Road, Zhengdong New District, Zhengzhou City, Henan Province, the PRC on Friday, 26 June 2020 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening such Annual General Meeting and at the Annual General Meeting (or any adjournment thereof) to vote for me/us in my/our name(s) in respect of the said resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

| | ORDINARY RESOLUTIONS | FOR ⁴ | AGAINST ⁴ |
|----|---|------------------|----------------------|
| 1. | To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the "Directors") and the independent auditors of the Company for the year ended 31 December 2019; | | |
| 2. | To re-elect Mr. WU Tangqing as an executive Director; | | |
| 3. | To re-elect Mr. CHEN Huichun as an independent non-executive Director; | | |
| 4. | To re-elect Mr. LEUNG Yiu Cho as an independent non-executive Director; | | |
| 5. | To authorise the board of Directors (the "Board") to fix the Directors' remuneration; | | |
| 6. | To re-appoint Ernst and Young as the auditors of the Company and to authorise the Board to fix the auditors' remuneration; | | |
| 7. | To grant a general and unconditional mandate to the Directors to allot, issue and deal with new shares of the Company with the aggregate number not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the relevant resolution at the Annual General Meeting. (Resolution no. 7 of the notice of Annual General Meeting); | | |
| 8. | To grant a general and unconditional mandate to the Directors to purchase or repurchase the Company's shares of an aggregate number not exceeding 10% of the total number of issued shares of the Company as at the date of passing the relevant resolution at the Annual General Meeting. (Resolution no. 8 of the notice of Annual General Meeting); and | | |
| 9. | To extend the general and unconditional mandate granted to the Directors under resolution no. 7 by an amount representing the aggregate number of shares purchased or repurchased by the Company under resolution no. 8, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of the relevant resolution at the Annual General Meeting. (Resolution no. 9 of the notice of Annual General Meeting). | | |

Dated this _____ day of _____ 2020

Signature(s) ⁵: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holder should be stated.
- Please insert the number of shares registered in your name(s) 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).
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE ANNUAL GENERAL MEETING WILL ACT AS YOUR PROXY. The proxy need not be a member of the Company but must attend the Annual General Meeting in person to represent you. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PUT A TICK ("✓") IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PUT A TICK ("✓") IN THE BOX MARKED "AGAINST".** Failure to do so will entitle your proxy to cast your vote or abstain at his/her discretion. Your proxy will also be entitled to vote or abstain at his discretion on any amendment to the resolutions referred to in the notice convening the Annual General Meeting which has been properly put to the Annual General Meeting.
- 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 signed either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- Where there are joint registered holders of any share, any one of such persons may vote at the Annual General Meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the Annual General Meeting personally or by proxy, 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.
- To be valid, this form of proxy, and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority shall be deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time for holding the Annual General Meeting or any adjournment thereof.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof if you so wish and in that event, the instrument appointing a proxy shall be deemed to be revoked.
- Members of the Company or their proxies attending the Annual General Meeting shall provide their identity documents.
- Subject to the development of COVID-19, the Company may implement further changes to the arrangement of the Annual General Meeting and precautionary measures and may issue further announcement on such measures as appropriate.

The description of the resolutions in this form is by way of summary only. Please refer to the notice of Annual General Meeting dated 26 May 2020.