



Xiezhong International Holdings Limited

協眾國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3663)

Proxy form for use at the annual general meeting of Xiezhong International Holdings Limited (the "Company") to be held at 10:30 a.m. on Friday, 24 May 2019 and at any adjournment thereof.

I/We ^(note 1) _____
of _____
being the registered holder(s) of _____ shares ^(note 2) of HKD0.01 each in the capital of the Company,
hereby appoint the Chairman of the meeting or ^(note 3) _____
of _____
or failing him _____
of _____
to act as my/our proxy at the annual general meeting of the Company to be held at 389 Kening Road Science Park, Jiangning District, Nanjing, Jiangsu Province, PRC on Friday, 24 May 2019 at 10:30 a.m. and at any adjournment thereof and to vote on my/our behalf as indicated below ^(note 4).

| | ORDINARY RESOLUTIONS | FOR ^(note 4) | AGAINST ^(note 4) |
|----|--|-------------------------|-----------------------------|
| 1. | To receive and consider the audited consolidated financial statements, the directors' report and the independent auditor's report of the Company for the year ended 31 December 2018. | | |
| 2. | To re-elect the following retiring directors of the Company (the "Directors") and to authorise the board of Directors to fix their remuneration: | | |
| | (1) To re-elect Ms. Chen Xiaoting as an executive Director; | | |
| | (2) To re-elect Mr. Shen Jun as an executive Director; | | |
| | (3) To re-elect Mr. Huang Yugang as a non-executive Director; | | |
| | (4) To re-elect Mr. Zhang Shulin as an independent non-executive Director; | | |
| | (5) To authorise the board of Directors to fix their remuneration. | | |
| 3. | To re-appoint KPMG as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and authorise the Directors to fix their remuneration. | | |
| 4. | To grant a general and unconditional mandate to the Directors to repurchase shares of the Company with an aggregate number of not exceeding 10% of the aggregate number of the share capital of the Company. | | |
| 5. | To grant a general and unconditional mandate to the Directors to allot, issue and deal with the additional ordinary shares of the Company with an aggregate number of not exceeding 20% of the aggregate number of the share capital of the Company. | | |
| 6. | To extend the general and unconditional mandate granted to the Directors to issue, allot and deal with additional shares of the Company under resolution No. 5 above to include the number of shares of the Company repurchased pursuant to the general and unconditional mandate to repurchase shares under resolution No. 4 above. | | |

Dated this _____ 2019

Shareholder's signature: _____ ^(note 5)

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HKD0.01 each 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 Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out "the Chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION. Failure to complete any of the boxes for each item will entitle your proxy to cast his votes on the relevant resolution at his discretion.**
5. This proxy form must be signed by you or your attorney duly authorised in writing or in the case of a corporation must be either under its common seal or under the hand of an officer or attorney duly authorised.
6. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
7. To be valid, this proxy form, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time appointed for holding the meeting or adjourned meeting (as the case may be).
8. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
9. Completion and deposit of the proxy form will not preclude you from attending and voting at the meeting if you so wish.