

中国忠旺控股有限公司*

China Zhongwang Holdings Limited

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 01333)

Proxy Form for the Annual General Meeting to be held on Friday, 29 May 2020 (or any adjournment thereof)

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ shares^(Note 2) of HK\$0.10 each in the share capital of China Zhongwang Holdings Limited (the "Company") HEREBY APPOINT THE CHAIRMAN OF THE ANNUAL GENERAL MEETING ^(Note 3)
or _____
of _____
as my/our proxy to attend and act for me/us at the annual general meeting (and any adjournment thereof) (the "Annual General Meeting") of the Company to be held at Conference Room 1, 4th Floor, Office Building, Tianjin Zhongwang Aluminum Company Limited, No. 1156, Wuning Road, Wuqing District, Tianjin, the PRC on Friday, 29 May 2020 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice of the Annual General Meeting dated 24 April 2020 (the "Notice of Annual General Meeting") and at such meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the Resolutions as indicated below ^(Note 4).

	Ordinary Resolutions	For	Against
1	To consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the "Directors") and the independent auditor of the Company for the year ended 31 December 2019.		
2(i)(a)	To re-elect Mr. Chen Yan as a non-executive Director.		
2(i)(b)	To re-elect Mr. Lin Jun as a non-executive Director.		
2(i)(c)	To re-elect Mr. Wei Qiang as a non-executive Director.		
2(i)(d)	To re-elect Mr. Wen Xianjun as an independent non-executive Director.		
2(i)(e)	To re-elect Mr. Lo Wa Kei, Roy as an independent non-executive Director.		
2(ii)	To authorize the board of directors (the "Board") to fix the remuneration of the Directors.		
3	To re-appoint BDO Limited as auditor of the Company and its subsidiaries until conclusion of the next annual general meeting of the Company and to authorize the Board to fix their remuneration.		
4(A)	To grant a general mandate to the Directors to allot, issue and deal with the shares of the Company in accordance with ordinary resolution number 4(A) as set out in the Notice of Annual General Meeting.		
4(B)	To grant a general mandate to the Directors to repurchase the shares of the Company in accordance with ordinary resolution number 4(B) as set out in the Notice of Annual General Meeting.		
4(C)	Conditional upon passing of ordinary resolutions number 4(A) and 4(B), to extend the general mandate granted to the Directors to allot, issue and deal with additional shares by the number of shares repurchased in accordance with ordinary resolution number 4(C) as set out in the Notice of Annual General Meeting.		

Dated _____ day of _____ 2020 Signature ^(Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of shares registered in the register of members of the Company in your name(s) to which this proxy relates. 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).
- If any proxy other than the Chairman of the Annual General Meeting is preferred, strike out the words "THE CHAIRMAN OF THE ANNUAL GENERAL MEETING" and insert the name and address of the proxy desired in the space provided. A member entitled to attend and vote at the Annual General Meeting may appoint more than one proxy (who must be an individual) to attend and vote on his behalf, provided that 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. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK THE BOX MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his/her votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Annual General Meeting other than those referred to in the Notice of Annual General Meeting.
- This form of proxy must be signed by you or your attorney duly authorized 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 or other person duly authorized to sign the same.
- In the case of joint holders of any share, any one of such joint holders may vote at the Annual General Meeting, either in person or by proxy, in respect of such shares as if he/she were solely entitled thereto. However, if more than one of such joint holders is present at the Annual General Meeting, in person or by proxy, the vote of the joint holder whose name stands first in the register of members of the Company and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s).
- To be valid, this form of proxy together with the power of attorney (if any) or other authority under which it is signed (if any) or a notarially certified copy thereof, must be deposited at the offices of the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time of the meeting (i.e. before 10:00 a.m. (Hong Kong time) on 27 May 2020) or any adjournment thereof.
- The proxy need not be a member of the Company but must attend the Annual General Meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

* For identification purpose only