



Zhejiang Cangnan Instrument Group Company Limited

浙江蒼南儀錶集團股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 1743)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING

The number and class of Shares relating to this form of proxy ^(Note 1)	
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I/We^(Note 2) _____
of _____
being the registered shareholders(s) of _____ Domestic Shares/H Shares^(Note 3) of
Zhejiang Cangnan Instrument Group Company Limited (the "Company"), hereby appoint the chairman of the meeting,
or^(Note 4) _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the 2019 annual general meeting of the Company (the "AGM")
to be held at 9:00 a.m. on Wednesday, 10 June 2020 at Conference Room, 7/F, Building 1, Zhejiang Cangnan Instrument Group Company
Limited, Industrial Demonstrative Park, Lingxi Town, Cangnan County, Zhejiang Province, PRC in respect of the resolutions set out in
the notice of the AGM. In the absence of any indication, the proxy may vote at his/her own discretion.

Ordinary Resolutions		For ^(Note 5)	Against ^(Note 5)
1.	To consider and approve the report of the Board of Directors for the year 2019.		
2.	To consider and approve the report of the Supervisory Committee for the year 2019.		
3.	To consider and approve the final financial accounts for the year 2019.		
4.	To consider and approve the independent auditor's report and the Company's audited financial statements for the year 2019.		
5.	To consider and approve the Company's profit distribution plan for the year 2019.		
6.	To consider and approve the Company's financial budget report for the year 2020.		
7.	To consider and approve the re-election and appointment of members of the second session of the Board.		
	7.1 Re-election of Mr. Hong Zuobin as an executive Director of the Company.		
	7.2 Re-election of Mr. Huang Youliang as an executive Director of the Company.		
	7.3 Appointment of Mr. Jin Wensheng as an executive Director of the Company.		
	7.4 Re-election of Mr. Yin Xingjing as an executive Director of the Company.		
	7.5 Re-election of Mr. Zhang Shengyi as an executive Director of the Company.		
	7.6 Re-election of Ms. Lin Zichan as an executive Director of the Company.		
	7.7 Re-election of Mr. Lin Zhongzhu as an executive Director of the Company.		
	7.8 Re-election of Mr. Ye Xiaosen as a non-executive Director of the Company.		
	7.9 Re-election of Mr. Hou Zukuan as a non-executive Director of the Company.		
	7.10 Re-election of Mr. Ng Jack Ho Wan as a non-executive Director of the Company.		
	7.11 Re-election of Mr. Wong Hak Kun as an independent non-executive Director of the Company.		
	7.12 Re-election of Mr. Wang Jingfu as an independent non-executive Director of the Company.		
	7.13 Re-election of Mr. Li Jing as an independent non-executive Director of the Company.		
	7.14 Re-election of Mr. Su Zhongdi as an independent non-executive Director of the Company.		
8.	To consider and approve the re-election and appointment of members of the second session of the Supervisory Committee.		
	8.1 Re-election of Mr. Ye Sigong as a non-employee Supervisor of the Company.		
	8.2 Re-election of Mr. Zhou Xiaoding as a non-employee Supervisor of the Company.		
	8.3 Appointment of Mr. Liu Jie as a non-employee Supervisor of the Company.		
9.	To consider and approve the remuneration plan of Directors of the second session of the Board and Supervisors of the second session of the Supervisory Committee.		
10.	To consider and approve the re-appointment of PricewaterhouseCoopers as the Company's auditor and to authorize the Board and authorized person to determine its remuneration.		

Special Resolutions		
11.	To consider and approve the grant of a general mandate to the Board to exercise the power of the Company to repurchase H shares not exceeding 10% of the aggregate nominal values of the Company's H shares as at the date of passing of the resolution in relation to the general mandate.	
12.	To consider and approve the grant of a general mandate to the Board to exercise the power of the Company to issue, allot and deal with the additional domestic shares and H shares not exceeding 20% of the respective number of the Company's domestic shares and H shares in issue as at the date of passing of the resolution in relation to the general mandate.	
13.	To consider and approve the proposed amendments to the Rules of Procedures of General Meeting.	
14.	To consider and approve the proposed amendments to the Articles of Association and the Rules of Procedures of Supervisory Committee.	

Date: _____ 2020

Signature ^(Note 6): _____

Notes:

Important: You should first review the Company's circular to be issued on 23 April 2020 (the "Circular") before appointing a proxy. Unless otherwise defined herein, the capitalized terms used shall have the same meanings as defined in the Circular.

1. Please insert the number and class of Shares registered in your name(s) relating to this form of proxy. If the number and class are inserted, this form of proxy will be deemed to relate only to those Shares. If no number and class are inserted, the form of proxy will be deemed to relate to all Shares of the Company registered in your name(s).
2. Please insert the full name(s) (in Chinese or English) and registered address(es) as shown on the register of members of the Company in **BLOCK** letters.
3. Please insert the number of Shares registered in your name(s) and select the class of Shares (delete as appropriate). If no number and class of Shares are inserted, this form of proxy will be deemed to relate to all Shares in the capital of the Company registered in your name(s).
4. If any proxy other than the chairman of the meeting of the Company is preferred, please cross out the words "**THE CHAIRMAN OF THE MEETING, OR**" and insert the name(s) and address(es) of the proxy(ies) desired in the spaces provided. A shareholder of the Company (the "Shareholder") may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a Shareholder. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
5. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "FOR" OR INSERT THE RELEVANT NUMBER OF SHARES. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "AGAINST" OR INSERT THE RELEVANT NUMBER OF SHARES.** If no direction is given, your proxy may vote at his/her own discretion.
6. This form of proxy must be signed by you, or your attorney duly authorised in writing or, in the case of a legal person, must be either executed under its common seal or under the hand of its directors or attorney duly authorised.
7. In case of any joint holders of shares, only the joint holder whose name appears first in the register of members is entitled to receive the share certificates of relevant shares and the Company's notices, and to attend and exercise all voting rights of such shares at a general meeting of the Company. Any notice delivered to that person shall be deemed as having been delivered to all joint holders of the relevant shares.
8. If the form of proxy is signed by another person under a power of attorney or other authorisation documents given by the appointer, such power of attorney or other authorisation documents shall be notarised. The form of proxy and the notarised power of attorney or other authorisation documents must be lodged with the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) or the Board office of the Company in the PRC at Industrial Demonstrative Park, Lingxi Town, Cangnan County, Zhejiang province, China (for holders of Domestic Shares) not less than 24 hours before the time fixed for holding the AGM (i.e. before 9:00 a.m. on 9 June 2020).
9. The AGM is expected to take less than half a day. Shareholders who attend the AGM shall be responsible for their own travel and accommodation expenses. Shareholders or their proxy(ies) shall show proof of their identities when attending the AGM.