

# 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 Extraordinary General Meeting to be held on Wednesday, 11 November 2020 (or any adjournment thereof)

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares <sup>(Note 2)</sup> of HK\$0.10 each in the share capital of China Zhongwang Holdings Limited (the “Company”) HEREBY APPOINT THE CHAIRMAN OF THE EGM <sup>(Note 3)</sup> or \_\_\_\_\_  
\_\_\_\_\_ of \_\_\_\_\_

\_\_\_\_\_ as my/our proxy to attend and act for me/us at the extraordinary general meeting (and any adjournment thereof) (the “EGM”) of the Company to be held at Conference Room 2, 39th Floor, Zhongwang Tower, Yuan’an Road, Chaoyang District, Beijing, China on Wednesday, 11 November 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 Extraordinary General Meeting dated 24 October 2020 (the “Notice of EGM”) 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 <sup>(Note 4)</sup>.

	Ordinary Resolutions	For	Against
1	Subject to the relevant regulatory approvals being obtained in the PRC,		
1(a)	to consider and approve (a) the disposal of 96.55% equity interests in Liaoning Zhongwang Group Co., Ltd. (遼寧忠旺集團有限公司, “Liaoning Zhongwang”) to CRED Holding Co., Ltd. (中房置業股份有限公司) (the “Disposal”) and relevant arrangements (including the compensation arrangements contemplated under the compensation agreement dated 20 March 2020 (the “Compensation Agreement”)) and all relevant documents or agreements in connection therewith or contemplated thereunder be and are hereby approved; and		
1(b)	to consider and approve the directors of the Company (“Directors”) be and are hereby authorised to exercise all powers which they consider necessary and do such other acts and things and execute such other documents as they shall think fit to implement the Disposal and relevant arrangements (including the compensation arrangements contemplated under the Compensation Agreement)		
2	Subject to the relevant regulatory approvals being obtained in the PRC,		
2(a)	to consider and approve the proposed spin-off of Liaoning Zhongwang by way of a separate listing on the Shanghai Stock Exchange (the “Proposed Spin-off”) and all relevant documents or agreements in connection therewith or contemplated thereunder be and are hereby approved; and		
2(b)	to consider and approve the Directors be and are hereby authorised to implement the Proposed Spin-off and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed Spin-off.		

Dated \_\_\_\_\_ day of \_\_\_\_\_ 2020 Signature <sup>(Note 5)</sup> \_\_\_\_\_

**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 EGM is preferred, strike out the words “THE CHAIRMAN OF THE EGM” and insert the name and address of the proxy desired in the space provided. A member entitled to attend and vote at the EGM 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 EGM other than those referred to in the Notice of EGM.
- 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 EGM, 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 EGM, 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 9 November 2020) or any adjournment thereof.
- The proxy need not be a member of the Company but must attend the EGM in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

\* For identification purpose only