



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 extraordinary general meeting of Xiezhong International Holdings Limited (the “Company”) to be held at 389 Kening Road, Science Park, Jiangning District, Nanjing, Jiangsu Province, PRC on Tuesday, 15 December 2020 at 4:00 p.m. 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 extraordinary general meeting of the Company to be held at 389 Kening Road, Science Park, Jiangning District, Nanjing, Jiangsu Province, PRC on Tuesday, 15 December 2020 at 4:00 p.m. and at any adjournment thereof and to vote on my/our behalf as indicated below ^(note 4).

	ORDINARY RESOLUTION	FOR ^(note 4)	AGAINST ^(note 4)
1.	<p>“THAT:</p> <p>(a) the entering into of the land resumption agreement dated 8 May 2020 and the supplemental agreement dated 10 August 2020 (the “Land Resumption Agreement” and the “Supplemental Agreement”, a copy of which has been produced to the EGM marked “A”) between Nanjing Xiezhong Auto-Airconditioner (Group) Co., Ltd.* (南京協眾汽車空調集團有限公司) and Nanjing Jiangning High and New Technology Industrial Development Zone Management Committee* (南京江寧高新技術產業開發區管理委員會) and all the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified.</p> <p>(b) any one of the directors of the Company (the “Director(s)”) be and is hereby authorised to do all such acts and things, and to sign, execute and seal (where required) all such further documents, instruments or agreements and to take all steps as such Director may in his/her absolute discretion consider necessary, appropriate, desirable or expedient to implement and/or give full effect to or in connection with the Land Resumption Agreement, the Supplemental Agreement and the Land Resumption contemplated thereunder.”</p>		

Dated this _____ 2020 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 INITIALED 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 54, 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.

* For identification purposes only