



China Jicheng Holdings Limited
中國集成控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1027)

**FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING
TO BE HELD ON 29 DECEMBER 2020 (OR ANY ADJOURNMENT THEREOF)**

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares
(the “Share(s)”) of HK\$0.032 each in the share capital of China Jicheng Holdings Limited (the “Company”), HEREBY APPOINT the Chairman
of the Meeting³, or _____
of _____
as my/our proxy to attend and act for me/us and on my/our behalf at the extraordinary general meeting of the Company to be held at Portion 2,
12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on 29 December 2020 at 11:00 a.m. (or at any adjournment thereof) (the
“Meeting”) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at the
Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, and, if no
such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such
manner as he/she thinks fit.

ORDINARY RESOLUTIONS		For ⁴	Against ⁴
1.	To approve the SM Placing Agreement (as defined in the circular of the Company dated 11 December 2020 (the “Circular”)) and the transactions contemplated thereunder, including the allotment and issue of a maximum of 75,720,000 SM Placing Shares and the Specific Mandate (as defined in the Circular)		
2.	To approve the Increase in Authorised Share Capital (as defined in the Circular)		

Dated this _____ day of _____ 2020 Signature⁵ _____

Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of Shares registered 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 Shares registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out “the Chairman of the Meeting³, or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY.**
4. **IMPORTANT:** If you wish to vote for a resolution, tick in the box marked “For”. If you wish to vote against a resolution, tick in the box marked “Against”. If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer, attorney duly authorised.
6. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to attend and vote on his/her behalf at the Meeting provided that if more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company.
7. To be valid, this form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company’s Hong Kong branch share registrar and transfer office, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or any adjourned meeting thereof (as the case may be) at which the person named in the instrument proposes to vote.
8. Where there are joint 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/she 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 stand first on the register of members in respect of such Shares shall alone be entitled to vote in respect thereof.
9. Completion and return of this form of proxy shall not preclude a member from attending and voting in person at the Meeting and, in such event, this form of proxy shall be deemed to be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Union Registrars Limited at the above address.