



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 use at the extraordinary general meeting to be held on 17 May 2021
at 12 noon at Conference Room, 7/F, Building 1, Zhejiang Cangnan Instrument Group
Company Limited, Industrial Demonstrative Park, Lingxi Town, Cangnan County,
Zhejiang province, the PRC**

I/We^(Note 1) _____
of _____
being the registered holder(s) of _____ Domestic Shares/H Shares^(Note 2) of
RMB1.00 each in the share capital of the above-named Company, HEREBY APPOINT THE CHAIRMAN OF THE MEETING^(Note 3)
or, _____
of _____
as my/our proxy to attend at the extraordinary general meeting (and at any adjournment thereof) of the said Company to be held on 17
May 2021 at 12 noon at Conference Room, 7/F, Building 1, Zhejiang Cangnan Instrument Group Company Limited, Industrial
Demonstrative Park, Lingxi Town, Cangnan County, Zhejiang province, the PRC for the purposes of considering and, if thought fit,
passing the resolution as set out in the notice convening the said 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 resolution as indicated below^(Note 4).

	RESOLUTION	FOR	AGAINST
(1)	“ THAT subject to the passing of this same resolution by the Shareholders at the EGM, as approved by way of poll by at least two-thirds (2/3) of the votes attaching to the Shares held by all the Shareholders that are cast either in person or by proxy at the EGM, the approval of the Share Buy-back Offer and the Voluntary Withdrawal pursuant to the Takeovers Code, the Share Buy-back Code and the Listing Rules, and any directors of the Company is authorized to take whatever action necessary and deemed appropriate to give effect to the Share Buy-back Offer and the Voluntary Withdrawal.”		

Dated this _____ day of _____ 2021

Signature^(Note 5): _____

Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
2. 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 the H Shares/Domestic Shares of the Company registered in your name(s).
3. If any proxy other than the Chairman is appointed, strike out “**THE CHAIRMAN OF THE MEETING**” here inserted and insert the name and address of the proxy desired in the space provided. You may appoint one or more proxies to attend the meeting. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his 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 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 duly authorized.
6. In the case of joint holders the vote of the senior 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) and for this purpose seniority will be determined by the order in which the names stand in the register of members.
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 such power of attorney or other authority, must be lodged with the Company's H Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for H Shareholders) or the Board office of the Company in the PRC at Industrial Demonstrative Park, Lingxi Town, Cangnan County, Zhejiang province, the PRC (for Domestic Shareholders) no later than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
8. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
9. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting or any adjournment thereof if you so wish.