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)

IN THE GRAND COURT OF THE CAYMAN ISLANDS CAUSE NO. FSD 89 OF 2021 (MRHJ)
IN THE MATTER OF XIEZHONG INTERNATIONAL HOLDINGS LIMITED (協眾國際控股有限公司)
AND IN THE MATTER OF SECTION 86 OF THE COMPANIES ACT
(2021 REVISION) OF THE CAYMAN ISLANDS

PINK FORM OF PROXY
FOR USE AT THE COURT MEETING
CONVENED AT THE DIRECTION OF THE GRAND COURT
TO BE HELD AT 10:00 A.M. ON WEDNESDAY, JUNE 16, 2021
(OR AT ANY ADJOURNMENT THEREOF)

For use at the court meeting (or at any adjournment thereof) (the "**Court Meeting**") of the Disinterested Shareholders (as defined in the Scheme Document hereinafter mentioned) of XIEZHONG INTERNATIONAL HOLDINGS LIMITED (協眾國際控股有限公司) (the "**Company**")

I/We[1] _____

of _____

Being the registered holder(s) of[2] _____ Shares of HK$0.01 each in the capital of the Company

HEREBY APPOINT[3] _____

of _____

or failing him/her, the Chairman of the Court Meeting as my/our proxy to attend and act for me/us and on my/our behalf at the Court Meeting of the holders of ordinary shares of HK$0.01 each in the capital of the Company other than the Joint Offerors, the Joint Offeror Concert Parties, China Fund and the Rollover Shareholders (all defined in the Scheme Document hereinafter mentioned) convened at the direction of the Grand Court of the Cayman Islands (or at any adjournment thereof) to be held at Unit 1603-1604, 16/F Causeway Bay Plaza I, 489 Hennessy Road, Causeway Bay, Hong Kong on Wednesday, June 16, 2021 at 10:00 a.m. (Hong Kong time) for the purpose of considering and, if thought fit, approving (with or without modification) the scheme of arrangement (the "**Scheme**") as set out in the scheme document dated May 24, 2021 (the "**Scheme Document**") between the Company and the Scheme Shareholders (as defined in the Scheme Document) as referred to in the notice dated May 24, 2021 convening the Court Meeting (the "**Notice**"), and at such Court Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) for the Scheme (either with or without modification, as my/our proxy may approve) or against the Scheme as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

FOR the Scheme[4]	**AGAINST the Scheme**[4]

Dated this _____ day of _____ 2021 Signature(s)[5] _____

Contact Phone Number _____

Notes:

1. Full name(s) and address (es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the total number of the shares of HK$0.01 each in the capital of the Company registered in your name(s) and to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all of such shares in the capital of the Company registered in your name(s).
3. If any proxy other than the Chairman of the Court Meeting is preferred, please insert the name and address of the proxy desired in the space provided. If no name is inserted, the Chairman of the Court Meeting will act as your proxy. You are only entitled to submit one proxy form for the Court Meeting. Your proxy needs not be a member of the Company, but must attend the Court Meeting in person to represent you. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE SCHEME, TICK THE BOX MARKED "FOR the Scheme". IF YOU WISH TO VOTE AGAINST THE SCHEME, TICK THE BOX MARKED "AGAINST the Scheme".** You must vote all of the shares in the capital of the Company registered in your name(s) either FOR the Scheme or AGAINST the Scheme and you cannot vote some shares in the capital of the Company registered in your name(s) FOR the Scheme and some shares in the capital of the Company registered in your name(s) AGAINST the Scheme. If more than one proxy form is submitted and the voting instructions require the proxies to vote both FOR and AGAINST the Scheme, the proxy forms will not be accepted. If more than one proxy form is submitted and the voting instructions require the proxies to vote either FOR or AGAINST the Scheme but not both FOR and AGAINST the Scheme, the Chairman shall have absolute discretion as to whether or not to accept the proxy forms. Failure to complete either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Court Meeting other than that referred to in the Notice convening the Court Meeting or abstain.
5. This form of proxy must be signed by you or your attorney authorised in writing or, in the case of a corporation, under its common seal or under the hand of an officer, attorney or other person duly authorised.
6. In order to be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, should be lodged with the branch share registrar of the Company in Hong Kong at Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 10:00 a.m. (Hong Kong time) on Monday, 14 June, 2021. However, if this form of proxy is not so lodged, it may be handed to the Chairman of the Court Meeting at the Court Meeting, who shall have absolute discretion as to whether or not to accept it. Completion and delivery of this form of proxy will not preclude you from attending the Court Meeting and voting in person at the Court Meeting if you so wish, but in the event of your attending the Court Meeting after having lodged this form of proxy, this form of proxy will be deemed to have been revoked.
7. Where there are joint registered holders of any share(s) in the Company, any one of such joint holders may vote at the Court Meeting, either personally or by proxy, in respect of such share (s) as if he were solely entitled thereto. But if more than one of such joint holders are present at the Court Meeting personally or by proxy, the most senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority will be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of the relevant joint holding.