



**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)

**WHITE FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING  
TO BE HELD ON Wednesday, June 16, 2021 (OR ANY ADJOURNMENT THEREOF)**

I/We <sup>(Note 1)</sup>, \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ ordinary share(s) <sup>(Note 2)</sup> of HK\$0.01 each in the share capital of Xiezhong International Holdings Limited (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING <sup>(Note 3)</sup>  
or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend the extraordinary general meeting (and any adjournment thereof) of the Company (the "Meeting") 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 10:30 a.m. (Hong Kong time) (or immediately on the same day and place after the conclusion or adjournment of the court meeting convened at the direction of the Grand Court of the Cayman Islands) for the purposes of considering, and if thought fit, passing the resolution(s) as set out in the notice convening the Meeting dated May 24, 2021 (the "EGM Notice"), and at the Meeting (or any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolution(s) as indicated below <sup>(Note 4)</sup> and if no such indication is given, as my/our proxy thinks fit and in respect of any other business that may properly come before the Meeting and/or at any adjournment thereof.

		For	Against
<b>Special Resolution</b> <sup>(Note 5)</sup> :			
1.	To consider and approve, amongst others, the reduction of the issued share capital of the Company by cancelling and extinguishing the Scheme Shares as defined and more particularly set out in the EGM Notice.		
2.	To consider and approve, amongst others, the withdrawal of the listing as more particularly set out in the EGM Notice.		
<b>Ordinary Resolution</b> <sup>(Note 5)</sup> :			
3.	To consider and approve, amongst others, the increase of the issued share capital of the Company as more particularly set out in the EGM Notice.		
4.	To consider and approve the Rollover Agreement and the Share Swap Agreement as defined and more particularly set out in the EGM Notice.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2021

Signature(s) <sup>(Note 6)</sup> \_\_\_\_\_

Contact telephone number \_\_\_\_\_

**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 of HK\$0.01 each in the share capital of the Company registered in your name(s) to which the proxy relates. A member may appoint a proxy in respect of part only of his holding of shares in the Company. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. If any proxy other than the Chairman is preferred, strike out the words "THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING or" and insert the name and address of the proxy desired in the space provided. A member of the Company who is the holder of two or more shares may appoint more than one proxy to attend and vote on his behalf at the Meeting provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE PUT A "✓" IN THE BOX MARKED "For". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE PUT A "✓" IN THE BOX MARKED "Against".** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the Meeting (or any adjournment thereof) other than those referred to in the notice of the Meeting.
- The full text of the resolutions are set out in the EGM Notice. The description of the resolutions in this form of proxy is by way of summary only.
- 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 executed either under seal or under the hand of an officer or attorney duly authorised.
- The resolutions set out above will be determined by way of poll at the Meeting. Every member of the Company present in person (or being a corporate, is present by its duly authorised representative), or by proxy shall have one vote for every fully paid share of which he is the holder.
- A person entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way and in such case, please state the relevant number of shares in the appropriate boxes above.
- In the case of joint holders, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share of the Company as if he/she was solely entitled thereto; if more than one of such joint registered holders be present, personally or by proxy, the vote of the most or, as the case may be, the more senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) 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 of the Company in respect of such joint holding.
- 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 must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited of Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time fixed for holding of the Meeting (i.e. not later than 10:30 a.m. on Monday, June 14, 2021 (Hong Kong time)) or any adjournment thereof.
- A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting (or any adjournment thereof) if you so wish 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 (or any adjournment thereof) (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 (Chapter 486 of the Laws of Hong Kong) and any such request should be in writing by mail to the Company/Tricor Investor Services Limited at the above address.