



GHW International

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 9933)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING (or any adjournment thereof)

I/We^(Note 1) _____
of _____
being the registered holder(s) of _____ ordinary share(s)^(Note 2) of HK\$0.01 each (the “Shares”) in the share capital of
GHW International (the “Company”) hereby appoint^(Note 3) the chairman of the meeting or _____
of _____
as my/our proxy to attend the annual general meeting of the Company (the “AGM”) (or at any adjournment thereof) to be held at the 2nd Floor,
6th Building, Xincheng Science Park, No. 69 Aoti Street, Nanjing, the PRC on Wednesday, 24 May 2023 at 5:00 p.m. for the purposes of
considering and, if thought fit, passing the resolutions as set out in the notice convening the AGM (the “Notice”) and vote for me/us and in my/our
name(s) in respect of the resolutions as indicated below at the AGM (or at any adjournment thereof).

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries together with the directors’ (the “Director(s)”) report and the independent auditor’s (the “Independent Auditor”) report for the year ended 31 December 2022.		
2.	(A) To re-elect Mr. Yin Yanbin as an executive Director of the Company;		
	(B) To re-elect Mr. Zhuang Zhaohui as an executive Director of the Company; and		
	(C) To re-elect Mr. Wang Guangji as an independent non-executive Director of the Company.		
3.	To authorise the board of Directors (the “Board”) to fix the Directors’ remunerations.		
4.	To re-appoint Deloitte Touche Tohmatsu as the Independent Auditor and to authorise the Board to fix its remuneration.		
5.	(A) To grant a general mandate to the Directors to issue, allot and/or deal with additional Shares not exceeding 20% of the total number of the issued Shares as at the date of passing of this resolution and on the terms as set out in resolution number 5(A) in the Notice.		
	(B) To grant a general mandate to the Directors to repurchase Shares not exceeding 10% of the total number of the issued Shares as at the date of passing of this resolution and on the terms as set out in resolution number 5(B) in the Notice.		
	(C) To extend the general mandate granted to the Directors under resolution number 5(A) by the number of Shares repurchased by the Company under the mandate granted under resolution number 5(B).		
SPECIAL RESOLUTION		FOR ^(Note 4)	AGAINST ^(Note 4)
6.	To approve and adopt the amended and restated memorandum and articles of association of the Company in substitution for, and to the exclusion of, the existing memorandum and articles of association of the Company.		

Dated _____ Signature^(Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name(s) of all joint holders should be stated.
- Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- If any proxy other than the chairman of the meeting is preferred, please delete the words “the chairman of the meeting, or” and insert the name and address of the proxy desired in the space provided. The proxy need not be a member of the Company but must attend the meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES 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.
- 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 or other person duly authorized.
- Where there are joint registered holders of any Share(s), any one of such persons may vote at the AGM, 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 is present at the AGM, personally or by proxy, then the holder so present whose name stands first on the register of members of the Company in respect of such Share(s) shall alone be entitled to vote in respect thereof.
- 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 certified copy of such power of attorney or other authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the said meeting (i.e. not later than 5:00 p.m. on Monday, 22 May 2023 (Hong Kong Time)) or any adjournment thereof.
- Completion and return of the form of proxy shall not preclude you from subsequently attending and voting in person at the AGM (or at any adjournment thereof) (as the case may be). Should you so wish, and in such event, the authority given to the proxy shall be deemed to be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

- “Personal Data” in these statements has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (the “PDPO”).
- Your supply of the Personal Data to the Company is on a voluntary basis and is used for processing your instructions and/or requests as stated in this form of proxy.
- Your Personal Data will not be transferred to other third parties (other than the Share Registrar of the Company) unless it is a requirement to do so by law, for example, in response to a court order or a law enforcement agency’s request and will be retained for such period as may be necessary for our verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request should be in writing addressed to the Personal Data Privacy Officer of Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.