



Chaowei Power Holdings Limited

超威動力控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 951)

FORM OF PROXY FOR 2023 ANNUAL GENERAL MEETING

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares
of US\$0.01 each in the capital of Chaowei Power Holdings Limited (the "Company") hereby appoint the Chairman³ of the Meeting,
or _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company to be held at Conference Room 4/F,
No. 18, Chengnan Road, Huaxi Industrial Function Area, Changxing County, Zhejiang Province, PRC at 10 a.m. on Tuesday, 6 June 2023 ("AGM"),
and at any adjournment thereof on the undermentioned resolution as indicated and if no such indication is given as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	To receive and approve the audited consolidated financial statements, directors' report and auditor's report for the year ended 31 December 2022.		
2.	To declare a final dividend of HK\$0.066 per share of the Company for the year ended 31 December 2022.		
3.	To re-elect a director, Mr. Yang Xinxin as an executive director of the Company ("Director").		
4.	To re-elect a director, Ms. Fang Jianjun as a non-executive Director.		
5.	To re-elect a director, Mr. Ng Chi Kit as an independent non-executive Director.		
6.	To authorise the board of Directors (the "Board") to fix the remuneration of the Directors.		
7.	To re-appoint Messrs. Ernst & Young as the auditor of the Company and to authorise the Board to fix their remuneration.		
8.	To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company.		
9.	To grant a general mandate to the Directors to repurchase shares of the Company.		
10.	To extend the general mandate granted to the Directors to issue shares by the number of shares repurchased.		
11.	To approve the termination of the 2020 share option scheme and the adoption of the 2023 share options scheme (the "2023 Share Options Scheme") with the scheme mandate limit (as defined in the 2023 Share Options Scheme).		
12.	To approve the adoption of service provider sublimit under the 2023 Share Options Scheme.		
SPECIAL RESOLUTION		FOR ⁴	AGAINST ⁴
13.	To approve the proposed amendments to the existing amended and restated articles of association of the Company and to adopt an amended and restated articles of association of the Company in substitution for and the exclusion of, the existing articles of association of the Company.		

Signature(s): _____

Date: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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 in the capital of the Company registered in your name(s).
- If any proxy other than the chairman of the meeting is preferred, please strike out "the Chairman of the Meeting, or" and insert the name and address of the proxy desired in the space provided.
- Please indicate with an "X" in the relevant box how you wish the proxy to vote on your behalf. If this form of proxy is returned without any indication, you will be deemed to have authorised your proxy to vote or abstain from voting as he thinks fit.
- Any alteration made to this form of proxy should be initialled.
- Any member entitled to attend and vote is entitled to appoint a proxy(ies) to attend instead of him and to vote on a poll. A proxy needs not be a member of the Company.
- If the appointor is a corporation, this form of proxy must be executed under its common seal or under the hand of an officer, attorney or other person duly authorised on that behalf.
- 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 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.
- 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 authority must be completed and deposited to the Company's Hong Kong branch share registrar, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong and in any event not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting thereof (as the case may be).
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting thereof (as the case may be).