



ZH INTERNATIONAL HOLDINGS LIMITED

正恒國際控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 185)

Form of proxy for Annual General Meeting

I/We¹ _____
of _____
being the registered holder(s) of² _____
shares in the capital of ZH International Holdings Limited (the "Company"), hereby appoint³ the Chairman of the Meeting
or _____
of _____
as my/our proxy to act for me/us and on my/our behalf at the annual general meeting of the Company (the "Meeting") to be
held at Cliftons Hong Kong, Level 5, Hutchison House, 10 Harcourt Road, Central, Hong Kong on 23 June 2016 at 9:30 a.m. and
at any adjournment thereof to vote for me/us and in my/our name(s) as indicated below or, if no such indication is given, as
my/our proxy thinks fit.

ORDINARY RESOLUTIONS	FOR ⁴	AGAINST ⁴
1. To receive, consider and adopt the audited financial statements, the directors' report and auditors' report of the Company and its subsidiaries for the nine months ended 31 December 2015.	<input type="checkbox"/>	<input type="checkbox"/>
2. (a) To re-elect the following retiring directors of the Company who are standing for re-election at the Meeting (the "Directors"):		
(i) Mr. Zhang Guoqiang as an executive Director; and	<input type="checkbox"/>	<input type="checkbox"/>
(ii) Mr. Liu Da as an independent non-executive Director.	<input type="checkbox"/>	<input type="checkbox"/>
(b) To authorise the board of directors of the Company (the "Board") to fix the Directors' fees.	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-appoint Messrs. Deloitte Touche Tohmatsu as auditors of the Company and to authorise the Board to fix auditors' remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
4. To grant a general mandate to the Directors to issue, allot and otherwise deal with the Company's shares*.	<input type="checkbox"/>	<input type="checkbox"/>
5. To grant a general mandate to the Directors to repurchase the Company's shares*.	<input type="checkbox"/>	<input type="checkbox"/>
6. To extend the general mandate granted to the Directors to allot, issue and deal with additional shares by addition of the number of the shares repurchased*.	<input type="checkbox"/>	<input type="checkbox"/>

Date this _____ day of _____ 2016

Signature(s) _____

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting in preferred, strike out the words "the Chairman of the Meeting or" herein inserted and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX MARKED "AGAINST". Failure to tick either box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put, on a poll, to the Meeting other than those referred to in the notice convening the Meeting.
- In order 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 or authority) must be deposited at the Company's share registrar, Tricor Friendly Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof.
- 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 either under its common seal or under the hand of an officer or attorney or other person duly authorised.
- In the case of joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint registered holders is present at the Meeting, either personally or by proxy, then that one of the said persons so present whose name stands first in the register of members in respect of such share shall alone be entitled to vote in respect thereof.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish.

* The full text of the resolution is set out in the Notice of the Meeting.