



ZH INTERNATIONAL HOLDINGS LIMITED

正恒國際控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 185)

Number of shares to which this form of proxy relates^(Note 1)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON TUESDAY, 16 May 2017 AT 9:30 A.M.

I/We^(Note 2) _____ of _____ being the registered holder(s) of _____ shares in the issued share capital of ZH International Holdings Limited 正恒國際控股有限公司 (the "Company") hereby appoint the Chairman of the meeting^(Note 3) or _____ of _____

as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the extraordinary general meeting (the "EGM") of the Company to be held at Cliftons Hong Kong, Level 5, Hutchison House, 10 Harcourt Road, Central, Hong Kong on 16 May 2017 at 9:30 a.m. (and at any adjournment thereof).

Please tick ("✓") the appropriate boxes to indicate how you wish your vote(s) to be cast^(Note 4).

	FOR ⁴	AGAINST ⁴
ORDINARY RESOLUTION	<input type="checkbox"/>	<input type="checkbox"/>
"THAT		
(a) the Supplemental Agreement (as defined and described in the circular of the Company dated 26 April 2017 (the "Circular"), a copy of the Circular marked "A" together with a copy of the Supplemental Agreement marked "B" are tabled before the Meeting and initialed by the chairman of the Meeting for identification purpose) and the Transactions as defined and described in the Circular and the implementation thereof be and are hereby approved, ratified and confirmed;		
(b) the Revised Annual Caps as defined and described in the Circular in respect of the consideration payable under the Transactions (as defined in the Circular) for each of the three financial years ending 31 December 2019 be and are hereby approved; and		
(c) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents and agreements and do all such acts and things as he/she or they may in his/her or their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or give effect to the Supplemental Agreement, the Revised Annual Caps and the transactions contemplated thereunder and all matters incidental or ancillary thereto."		

Date: _____ 2017

Signature(s)^(Note 5) _____

Notes:

- Please insert the number of shares 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 of the Company registered in your name(s). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words "the Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "AGAINST".** If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
- This form of proxy must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorized. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- In 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 votes 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 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 certified copy thereof, must be deposited at the Company's share registrar, Tricor Friendly Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof (i.e. not later than 9:30 a.m. (Hong Kong time) on 13 May 2017) and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish.
- The full text of the resolution is set out in the Notice of EGM.

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 EGM of the Company (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 authorised 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 and any such request should be in writing by mail to the Company.