



**Zhou Hei Ya International Holdings Company Limited**  
**周黑鴨國際控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1458)

**Form of proxy for the Annual General Meeting  
to be held on Wednesday, May 31, 2017**

I/We <sup>(Note 1)</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_ share(s) <sup>(Note 2)</sup> of US\$0.000001 each in the share capital of the above-named Company HEREBY APPOINT THE CHAIRMAN OF THE ANNUAL GENERAL MEETING

or <sup>(Note 3)</sup> \_\_\_\_\_

as my/our proxy to attend and act for me/us at the Annual General Meeting (and any adjournment thereof) of the said Company to be held at Room 2, United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong, on Wednesday, May 31, 2017 at 10:00 a.m. (the "Meeting") for the purposes of considering and, if thought fit, passing the Resolutions as set out in the Notice of Annual General Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the Resolutions as indicated below <sup>(Note 4)</sup>.

ORDINARY RESOLUTIONS <sup>(Note 5)</sup>		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To receive and consider the audited consolidated financial statements and the Reports of the Directors and Auditors of the Company and its subsidiaries for the year ended December 31, 2016.		
2.	To declare and pay a final dividend of HK\$0.10 per ordinary share out of the share premium account of the Company for the year ended December 31, 2016.		
3.	(a) (i) To re-elect Mr. Zhou Fuyu as an executive Director.		
	(ii) To re-elect Mr. Hao Lixiao as an executive Director.		
	(iii) To re-elect Mr. Zhu Yulong as an executive Director.		
	(b) To authorize the Board to fix the remuneration of the Directors.		
4.	To re-appoint Ernst & Young as auditors and to authorize the Board to fix their remuneration.		
5.	To give a general mandate to the Directors to repurchase shares in the Company not exceeding 10% of the number of the issued shares of the Company.		
6.	To give a general mandate to the Directors to issue, allot and deal with additional shares in the Company not exceeding 20% of the number of the issued shares of the Company.		
7.	To extend the general mandate granted to the Directors to issue, allot and deal with shares by the number of shares repurchased.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2017 Signed <sup>(Note 6)</sup> \_\_\_\_\_

**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 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 Annual General Meeting is preferred, strike out the words "THE CHAIRMAN OF THE ANNUAL GENERAL MEETING or" and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE 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 amendment of a resolution put to the Meeting.
- The description of the Resolutions is by way of summary only. The full text appears in the notice of the Annual General Meeting.
- Any shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company.
- 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 thereof, shall be deposited at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 10:00 a.m. (Hong Kong time) on Monday, May 29, 2017 or 48 hours before the time appointed for holding any adjournment thereof.
- 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 seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
- In the case of joint holders of any shares, any one of such joint holders may vote at the above Meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders is present at the Meeting, either personally or by proxy, the vote of the joint holder whose name stands first in the Register of Members and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s).
- On a poll, every shareholder present in person or by proxy shall be entitled to one vote for each share registered in his name. The result of such poll shall be deemed to be the resolution of the meeting at which the poll was so taken.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.