



长安仁恒

**Zhejiang Chang'an Renheng Technology Co., Ltd.\***  
**浙江长安仁恒科技股份有限公司**

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 8139)

**PROXY FORM**

**For the First H Shareholders' Class Meeting of 2017**  
**of Zhejiang Chang'an Renheng Technology Co., Ltd.\* (the "Company")**  
**on Saturday, 30 September 2017 and any adjournment thereof**

I/We (Note 1) \_\_\_\_\_  
of (Note 2) \_\_\_\_\_  
being the registered holder(s) of (Note 3) \_\_\_\_\_ H shares in the share capital of the Company,  
hereby appoint the Chairman of the meeting (Notes 4 and 5) or \_\_\_\_\_  
of \_\_\_\_\_  
and/or \_\_\_\_\_  
of \_\_\_\_\_

to act as my/our proxy to attend and vote for me/us and on my/our behalf at the first H shareholders' class meeting of 2017 of the Company (the "**H Shareholders' Class Meeting**") to be held at the Head office conference room, Laoya Tang, Si'an Town, Changxing County, Zhejiang Province, the People's Republic of China (the "**PRC**") on Saturday, 30 September 2017 at 12:00 noon (or immediately after the conclusion of the first domestic shareholders' class meeting of 2017 of the Company or any adjournment thereof) and at any adjournment thereof and to exercise all rights conferred on proxies under laws, regulations and the articles of association of the Company. Unless otherwise defined, terms used herein shall have the same meanings as those used in the announcement of the Company dated 12 August 2017.

I/We wish my/our proxy to vote as indicated below in respect of the resolutions to be proposed at the meeting.

No.	AS SPECIAL RESOLUTIONS	For (Note 6)	Against (Note 6)	Abstain (Note 6)
1.	<p>To consider and approve the following matters on the grant of the specific mandate to the Board for the proposed New H Share Issue, including:</p> <p>(i) the issue size: maximum of 6,400,000 New H Shares;</p> <p>(ii) the method of issuance: placing;</p> <p>(iii) the target placees;</p> <p>(iv) the time of issuance;</p> <p>(v) the validity period of the resolution;</p> <p>(vi) the pricing method and the issue price;</p> <p>(vii) the method of subscription;</p> <p>(viii) the proposed use of proceeds;</p> <p>(ix) the conditions precedent to the New H Share Issue;</p> <p>(x) the application for listing of the New H Shares; and</p> <p>(xi) the authorisation to the Board or its designated persons to deal with all matters relating to the proposed New H Share Issue.</p>			

Signature (Note 7): \_\_\_\_\_

Date: \_\_\_\_\_ 2017

\* For identification purpose only

*Notes:*

1. Please insert full name(s) in **BLOCK CAPITALS**.
2. Please insert full address(es) in **BLOCK CAPITALS**.
3. Please insert the number of shares registered in your name(s) to which this proxy form relates. If no number is inserted, this proxy form will be deemed to relate to all shares of the Company registered in your name(s).
4. If you are a shareholder who is entitled to attend and vote at the meeting, you are entitled to appoint one or more proxies to attend instead of you and to vote on your behalf. A proxy need not be a shareholder of the Company, but must attend the meeting in person in order to represent you.
5. If a proxy other than the Chairman of the meeting is preferred, cross out the words “the Chairman of the meeting” and insert the full name and address of the proxy (or proxies) desired in the space provided. If no name is inserted, the Chairman of the meeting will act as your proxy. Any changes made to this proxy form must be initialled by the person who signs it.
6. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOX MARKED “AGAINST”. IF YOU WISH TO ABSTAIN FROM VOTING, PLEASE TICK THE APPROPRIATE BOX MARKED “ABSTAIN”.** Any abstaining vote or waiver to vote shall be disregarded as voting rights for the purpose of calculating the result of that resolution. If you return this proxy form without indicating as to how your proxy is to vote on any particular matter, the person appointed as your proxy will exercise his/her discretion as to whether he/she votes and, if so, how and, unless instructed otherwise, he/she may also vote or abstain from voting as he/she thinks fit on any other business (including amendments to resolutions) which may properly come before the meeting.
7. This proxy form must be signed and dated by the shareholder or his/her attorney duly authorized in writing. If the shareholder is a company, it should execute this proxy form under its common seal or by the signature(s) of its legal representative(s) or its directors or (a) person(s) authorized to sign on its behalf. In case of joint holders, only the person whose name stands first on the register of members may attend and vote at the H Shareholders’ Class Meeting, either in person or by proxy.
8. To be valid, this proxy form, together with the power of attorney or other authority, if any, under which it is signed, or a notary certified copy of such power of attorney or authority, must be completed and deposited at the office of the H Share registrar of the Company, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, at least 24 hours before the meeting or any adjournment thereof.
9. Completion and delivery of this proxy form will not preclude you from attending and voting at the meeting in person if you so wish.
10. Shareholders or their proxies attending the meeting shall produce their identity documents.