



CHINA TANGSHANG HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)
(Stock Code: 674)

Form of proxy for annual general meeting (or any adjournment thereof)

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares of HK\$0.05 each in the share capital of China Tangshang Holdings Limited (the "Company") HEREBY APPOINT³ _____
of _____
or failing him/her, the Chairman of the meeting 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 13th Floor, Bupa Centre, No. 141 Connaught Road West, Hong Kong on Friday, 27 September 2019 at 3:00 p.m. and at any adjournment thereof in respect of the resolutions set out in the notice convening the said meeting as hereunder indicated. In the absence of any indication, the proxy may vote in respect of that resolution at his discretion.

	ORDINARY RESOLUTIONS	FOR ⁴	AGAINST ⁴
1.	To receive and adopt the audited financial statements and the reports of the directors of the Company (the "Director(s)") and independent auditor of the Company (the "Auditor") for the year ended 31 March 2019.		
2.	To consider the re-election of the Directors, each as a separate resolution: (i) To re-elect Mr. Zhou Houjie as an Executive Director; and (ii) To re-elect Mr. Chen Youchun as an independent non-executive Director.		
3.	To authorise the board of Directors (the "Board") to fix the Directors' remuneration.		
4.	To re-appoint BDO Limited as the Auditor and to authorise the Board to fix their remuneration.		
5.	To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company (the "Shares") not exceeding 20% of the total number of issued Shares as at the date of passing of this resolution.		
6.	To grant a general mandate to the Directors to buy back Shares not exceeding 10% of the total number of issued Shares as at the date of passing of this resolution.		
7.	To extend the general mandate granted by resolution no. 5 to issue additional Shares, representing the number of Shares bought back pursuant to the general mandate granted by resolution no. 6.		

Dated this _____ day of _____ 2019

Signature(s)⁶ _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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 registered in your name(s).
3. A shareholder of the Company is entitled to appoint one proxy or, if he/she/it is a holder of two or more Shares may appoint more than one proxy, to attend and vote instead of him/her/it. The proxy needs not be a member of the Company. Please insert the name and address of the proxy desired in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION TICK IN THE BOX MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote at his discretion or to abstain from voting. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. 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 of such power or authority, must be deposited at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the said meeting or any adjournment thereof.
6. This form of proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
7. Where there are joint holders of any Share, any one of such joint holder may vote, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
8. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**