

BaWang International (Group) Holding Limited

霸王國際(集團)控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01338)

Proxy Form for use at the Extraordinary General Meeting to be held on 4 June 2021

I/We¹, _____
of² _____
being the registered holder(s) of³ _____ share(s) of HK\$0.10 each in the capital of
BaWang International (Group) Holding Limited (the "Company") hereby appoint⁴ _____
of _____

or failing him/her, the chairman of the Extraordinary General Meeting, as my/our proxy to vote for me/us and on my/our behalf at the Extraordinary general meeting of the Company to be held on 3/F, Administration Building, Bawang Industrial Complex, 468 Guanghua 3rd Road, Baiyun District, Guangzhou, China at 4:45 p.m. on Friday, 4 June 2021, or immediately after the conclusion of the annual general meeting of the Company which will be held on the same day at 4:00 p.m. and at any adjournment thereof.

Ordinary Resolution		For ⁵	Against ⁵
1.	(a) the execution of the 2021 Lease Agreement (as defined and described in the Circular) and the transactions contemplated thereunder be and is hereby approved, ratified and confirmed; and		
	(b) any one or more directors of the Company be and are hereby authorised to do all such acts and things as they consider necessary and to sign and execute all such documents (including under the seal of the Company), and to take all such steps which in their opinion may be necessary, appropriate, desirable or expedient for the purpose of giving effect to the 2021 Lease Agreement and completing the transactions contemplated thereunder.		

Dated this _____ day of _____ 2021 Signature(s)⁶ _____

Notes:

1. Please insert your name(s) in full in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert your address in **BLOCK CAPITALS**.
3. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
4. Please insert full name(s) and address(es) of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING WILL ACT AS YOUR PROXY.**
5. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION, IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION.** Failure to complete the boxes will entitle your proxy to cast his vote at his discretion. 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.
6. This proxy must be signed either by you or your attorney duly authorised in writing or, if you are a corporation, must either be executed under seal or under the hand of an officer or attorney duly authorised.
7. To be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of authority, must be deposited at the Company's branch share registrar, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be).
8. In case of joint holders of a share, the vote of the person whose name stands first on the register of members in respect of such share shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
9. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
10. Any alternations made in this form should be initialed by the person who signs it.
11. Completion and deposit of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.
12. Pursuant to Rule 13.39(4) of the Rules of Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and Article 66 of the articles of association of the Company, all votes of shareholders at the meeting will be taken by poll.

* For identification purpose only