



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 ANNUAL GENERAL MEETING TO BE HELD
ON 20 May 2024 (or at any adjournment thereof)**

I/We, _____
of _____ (Note 1)
being the registered holder of _____ H SHARES (Note 2) in Zhejiang
Chang'an Renheng Technology Co., Ltd.* (the "Company"), **HEREBY APPOINT** (Note 3) the Chairman of the Annual
General Meeting or _____
of _____
as my/our proxy to attend and act for me/us at the Annual General Meeting of the Company ("AGM") 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 Monday, 20 May 2024 at 11:00 a.m. and at any adjournment thereof and to vote on my/our behalf as
directed below.

| ORDINARY RESOLUTIONS (Note 4) | | For (Note 5) | Against (Note 5) |
|-------------------------------|--|--------------|------------------|
| 1 | To consider and approve the report of the board (the "Board") of directors (the "Director(s)") of the Company for the year ended 31 December 2023. | | |
| 2 | To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2023. | | |
| 3 | To consider and approve the audited consolidated financial statements of the Group and the auditor's report for the year ended 31 December 2023. | | |
| 4 | To consider and approve the re-appointment of PricewaterhouseCoopers as the auditor of the Company, to hold office until the conclusion of the next annual general meeting and to authorize the Board to fix their remuneration. | | |
| SPECIAL RESOLUTIONS (Note 4) | | | |
| 5 | To grant a general and unconditional mandate to the Directors to issue, allot and/or deal with additional H Shares, up to the limit of 20% of its existing issued H Shares (special resolution numbered 5 in the notice of the AGM). | | |
| 6 | To consider and, if thought fit, approve the proposed amendments to the articles of association of the Company (the "Articles of Association") (details of which are set out in Appendix I to the circular of the Company dated 5 April 2024), and that any Director of the Company be and is hereby authorised to modify the wordings of such amendments as appropriate (such amendments will not be required to be approved by the shareholders of the Company) and execute all such documents and/or do all such acts as the Directors may, in their absolute discretion, deem necessary or expedient and in the interest of the Company in order to deal with other related issues arising from the amendments to the Articles of Association. | | |

Dated this date _____ of _____ 2024 Signature(s) (Note 6) _____

* For identification purpose only

Notes:

1. Full name(s) (in Chinese or English) and address(es) (as shown in the register of members) are to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares in the Company 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 shares in the capital of the Company registered in your name(s).
3. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE AGM WILL ACT AS YOUR PROXY.**
4. The full text of these resolutions is set out in the notice of the AGM which is sent to the shareholders of the Company together with this form of proxy.
5. If you wish to vote for any of the resolutions set out above, please **TICK** ("✓") in the boxes marked **"FOR"**. If you wish to vote against any of the resolutions, please tick ("✓") in the boxes marked **"AGAINST"**. If this form of proxy returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice of the AGM.
6. This form of proxy must be signed by a shareholder, or his attorney duly authorized in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorized. All powers of attorney referred to in this note must be notarially certified.
7. In the case of a joint holding, this form of proxy may be signed by any one joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, then the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
8. As regards to the holders of H Shares, in order to be valid, this 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 or authority, must be deposited with the Company's H share registrar, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof.
9. A proxy attending the AGM on behalf of a shareholder must present this form of proxy, duly completed and signed, and the proxy's proof of identification.
10. This form of proxy is in duplicate. One of which should be lodged in accordance with the instruction under note 8 and the other shall be presented at the AGM in accordance with the instruction under note 9.
11. Any alteration made to this form of proxy should be initialed by the person who signs the form of proxy.
12. Unless the context requires otherwise, terms defined in the notice of the AGM shall bear the same meanings when used in this form of proxy.