

Pizu Group Holdings Limited

比優集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8053)

PROXY FORM

Form of proxy for use by shareholders at the extraordinary general meeting to be held at Flat A, 11th Floor, Two Chinachem Plaza, 68 Connaught Road Central, Hong Kong at 2:00 p.m. on Friday, 25 September 2020 (or immediately after the conclusion or adjournment of the Annual General Meeting of the Company to be held on the same day)

I/We (note a) _____
of _____
being the registered holder(s) of _____ (note b)
shares (the “Shares”) of HK\$0.01 each in the capital of Pizu Group Holdings Limited (the “Company”) hereby
appoint the chairman of the extraordinary general meeting (the “Meeting”) of the Company
or _____ of _____ to act as my/our proxy (note c)
at the Meeting to be held at Flat A, 11th Floor, Two Chinachem Plaza, 68 Connaught Road Central, Hong Kong at
2:00 p.m. on Friday, 25 September 2020 (or immediately after the conclusion or adjournment of the Annual General
Meeting of the Company to be held on the same day) (or any adjournment thereof) and to vote on my/our behalf as
directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote to be cast on a poll.

| | ORDINARY RESOLUTION | FOR (note d) | AGAINST (note d) |
|----|---|-----------------|---------------------|
| 1. | To approve the Capital Injection and Cooperation Agreement dated 28 June 2019 and the Supplemental Agreement dated 20 November 2019 entered into between 比優(深圳)礦業有限公司 (Pizu (Shenzhen) Mining Limited*), being a wholly owned subsidiary of the Company and the Major Shareholders of the Target Company, 安徽省金鼎礦業有限公司 (Anhui Jinding Mining Co., Ltd.*) and the transactions contemplated thereby and that the Directors of the Company be and are hereby authorised to take any action and sign any document (under seal, if necessary) as they consider necessary, desirable or expedient for the purpose of giving effect to the Capital Injection and Cooperation Agreement and the transactions contemplated thereunder. | | |

(* The English translation of the Chinese name is for information purposes only, and should not be regarded as the official English translation of such name)

Dated this _____ day of _____ 2020.

Signature(s) x _____ x (notes e to j)

Notes:

- Full name(s) and address(es) are to be inserted in BLOCK CAPITAL LETTERS. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Shares in the share capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the chairman of the Meeting as your proxy, please delete the words “the chairman of the extraordinary general meeting (the “Meeting”) of the Company or” and insert the name and address of the person appointed in the space provided. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint in written form one or, if he is the holder of two or more Shares, more proxies to attend and vote instead of him.
- If you wish to vote for any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any of the resolutions set out above, please tick (“✓”) the boxes marked “Against”. If you wish to vote only part of the number of Shares in respect of which the proxy is so appointed, please state the exact number of Shares in lieu of tick (“✓”) in the relevant box. If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her 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/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Shares as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, whether in person or by proxy, then one of the said persons so present whose name stands first on the register in respect of such Shares shall alone be entitled to vote in respect thereof.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised, and must be deposited with the Hong Kong share registrar and transfer office (the “Hong Kong Share Registrar”) of the Company, Computershare Hong Kong Investor Limited at 17M/F., Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) not less than 48 hours before the time fixed for holding of the Meeting or any adjournment thereof.
- For the purpose of determining members who are qualified for attending the Meeting, the register of members of the Company will be closed from Tuesday, 22 September 2020 to Friday, 25 September 2020 (both days inclusive), during which period no transfer of the Shares will be effected. In order to qualify for attending the Meeting or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Hong Kong Share Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong by no later than 4:30 p.m. on Monday, 21 September 2020.
- Completion and delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the Meeting or any adjournment thereof and in such event, the instrument appointing a proxy will be deemed to be revoked.
- Any alteration made to this form should be initiated by the person(s) who sign(s) the form.