



# XIANGXING INTERNATIONAL HOLDING LIMITED

## 象興國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8157)

### Form of Proxy for use at the Annual General Meeting of the Company to be held on 17 May 2019 (or any adjournment thereof)

I/We<sup>1</sup> \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares of HK\$0.01 each in the share capital of XiangXing International Holding Limited (the "Company") **HEREBY APPOINT**<sup>3</sup> \_\_\_\_\_ of \_\_\_\_\_

or failing him, the chairman of the Annual General Meeting (as defined below) as my/our proxy, to attend and vote for me/us and on my/our behalf at the annual general meeting (or any adjournment thereof) of the Company (the "Annual General Meeting") to be held at 3:00 p.m. on Friday, 17 May 2019 at Suite No.3, 3rd Floor, Sino Plaza, 255-257 Gloucester Road, Causeway Bay, Hong Kong for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening such meeting and at such meeting (or any adjournment thereof) to vote for me/us in my/our name(s) in respect of the said resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To receive and consider the audited consolidated financial statements of the Company and the reports of the directors (the "Directors") and the independent auditor of the Company for the year ended 31 December 2018.		
2.	To re-elect Mr. Cheng Youguo as an executive Director.		
3.	To re-elect Mr. Ho Kee Cheung as an independent non-executive Director.		
4.	To authorise the board of Directors (the "Board") to fix the Directors' remuneration.		
5.	To re-appoint Messrs. Crowe (HK) CPA Limited as the auditor of the Company and to authorise the Board to fix the auditor's remuneration.		
6.	To grant a general unconditional mandate to the Directors to allot, issue and deal with new shares of the Company with the aggregate nominal value not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the relevant resolution at the Annual General Meeting.		
7.	To grant a general unconditional mandate to the Directors to purchase or repurchase the Company's shares of an aggregate nominal value not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing the relevant resolution at the Annual General Meeting.		
8.	To extend the general unconditional mandate granted to the Directors under resolution no. 6 by an amount representing the aggregate nominal value of the shares purchased or repurchased by the Company under resolution no. 7.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2019 Signature<sup>5</sup>: \_\_\_\_\_

- Notes:
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holder should be stated.
  - 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 of the Company registered in your name(s).
  - Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. The proxy need not be a member of the Company but must attend the meeting in person to represent you. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
  - IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PUT A TICK ("✓") IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PUT A TICK ("✓") IN THE BOX MARKED "AGAINST".** Failure to do so will entitle your proxy to cast your vote or abstain at his/her discretion. Your proxy will also be entitled to vote or abstain at his discretion on any amendment to the resolutions referred to in the notice convening the meeting which has been properly put to the meeting.
  - This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be signed either under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
  - To ascertain the members' entitlement to attend and vote at the meeting, the register of members will be closed from Friday, 10 May 2019 to Friday, 17 May 2019, both days inclusive, during which period no transfer of shares can be registered. In order to be eligible to attend and vote at the meeting, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Thursday, 9 May 2019.
  - Where there are joint registered holders of any share, any one of such persons may vote at the Annual General Meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the Annual General Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
  - To be valid, this form of proxy, and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority shall be deposited at the Hong Kong's branch share registrar of the Company, Tricor Investor Services Limited, whose office is located at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 48 hours before the time for holding the Annual General Meeting or any adjournment thereof.
  - Completion and return of this form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof if you so wish and in that event, the instrument appointing a proxy shall be deemed to be revoked.
  - Members of the Company or their proxies attending the Annual General Meeting shall provide their identity documents.

The description of the resolutions in this form is by way of summary only. Please refer to the notice of the AGM dated 22 March 2019.

#### "PERSONAL INFORMATION COLLECTION STATEMENT"

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the 'Purposes'). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Investor Services Limited at the above address."