



XINGHUA PORT HOLDINGS LTD.

興華港口控股有限公司*

(Incorporated in the Republic of Singapore with limited liability)

(Stock Code: 01990)

**FORM OF PROXY
FOR USE IN CONNECTION WITH
THE ANNUAL GENERAL MEETING TO BE HELD AT
BRAS BASAH ROOM, FAIRMONT HOTEL SINGAPORE, RAFFLES CITY CONVENTION
CENTER, LEVEL 3, 80 BRAS BASAH RD, SINGAPORE 189560
ON MONDAY, 18 MAY 2020 AT 2:00 P.M. OR AT THE ADJOURNMENT THEREOF**

I/We, (Name) _____ (Note 1)

of (Address) _____ (Note 1)

being the registered holder(s) of _____ (Note 2) ordinary shares in the share capital of **Xinghua Port Holdings Ltd.** (the “Company” and the “Shares”, respectively), HEREBY APPOINT (Name) _____

of (Address) _____ (Mobile) _____

or failing him/her, the CHAIRMAN OF THE MEETING^(Note 3) 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 Bras Basah Room, Fairmont Hotel Singapore, Raffles City Convention Center, Level 3, 80 Bras Basah Rd, Singapore 189560 on Monday, 18 May 2020 at 2:00 p.m. (the “2020 AGM”) and at the adjournment thereof on any resolution or motion which will be proposed thereat. My/our proxy is authorised and instructed to vote as indicated^(Note 4) in respect of the under-mentioned resolutions:

	ORDINARY RESOLUTIONS	FOR^(Note 4)	AGAINST^(Note 4)
1.	To consider and receive the audited consolidated financial statements of the Company and its subsidiaries and the directors’ statement and the report of independent auditor of the Company for the year ended 31 December 2019.		
2.	(a) To re-elect Ms. Jane Kimberly Ng Bee Kiok as an executive director of the Company.		
	(b) To re-elect Mr. Soh Ee Beng as an independent non-executive director of the Company.		
3.	To authorise the board of directors of the Company to fix the remuneration of the directors of the Company for the year ending 31 December 2020.		
4.	To re-appoint Ernst & Young LLP as the independent auditor of the Company and authorise the Board to fix its remuneration.		
5.	To grant a general and unconditional mandate to the Directors to allot, issue and otherwise deal with additional Shares not exceeding 20% of the total number of Shares in issue as at the date of the passing of this resolution.**		
6.	To grant a general and unconditional mandate to the Directors to repurchase Shares not exceeding 10% of the total number of Shares in issue as at the date of the passing of this resolution.**		
7.	Conditional upon the passing of resolutions numbered 5 and 6 set out in the notice convening the 2020 AGM (the “Notice”), to extend the general and unconditional mandate granted by resolution numbered 5 by adding thereto the Shares repurchased pursuant to the general and unconditional mandate granted by resolution numbered 6.**		

** For the full text of the proposed resolutions, please refer to the Notice as contained in the Company’s circular dated 15 April 2020.

Signature _____ (Notes 5 and 6)

Dated this _____ day of _____ 2020

* for identification purpose only

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of Shares registered in your name(s) to which this 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 member of the Company (the “**Member**”) may appoint one (or, if he/she/it holds two or more Shares, more than one) proxy of his/her/its own choice. If such an appointment is made, please insert the name and address of the person appointed as proxy in the space provided. **A proxy needs not be a Member but must attend the 2020 AGM in person to represent you.** If more than one proxy is appointed, the original form of proxy may be photocopied for use.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK (✓) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK (✓) THE BOX MARKED “AGAINST”. Failure to tick a box will entitle your proxy to cast your vote at his/her discretion or abstain from voting. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the 2020 AGM other than those referred to in the Notice.** If you wish to vote part of your Shares for and part of your Shares against the relevant resolution in the event that a poll is called, please insert the number of Shares in the relevant box.
5. The form of proxy must be signed by the appointor or his attorney duly authorised in writing or, if such appointor is a corporation, must be either under its common seal or under the hand of an officer, attorney or other person authorised to sign on that behalf.
6. In the case of joint shareholders, the signature of any one shareholder will be sufficient but the names of all the joint shareholders should be stated.
7. Where there are joint holders of any Share, any one of such joint holders may vote and be reckoned in a quorum at the 2020 AGM either personally or by proxy as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the 2020 AGM, the vote of the senior 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. In order to be valid, this form of proxy must be completed, signed and deposited at either one of the following addresses:
 - A. Company’s Registered Office and Head Office in Singapore:
Xinghua Port Holdings Ltd.
7 Temasek Boulevard
#16-01 Suntec Tower One
Singapore 038987
 - B. Company’s Hong Kong share registrar:
Boardroom Share Registrars (HK) Limited
Room 2103B, 21/F.
148 Electric Road
North Point
Hong Kong

together with a power of attorney or other authority, if any, under which it is signed (or a notarially certified copy thereof), not later than 72 hours before the time appointed for holding the 2020 AGM or the adjournment thereof. Completion and return of the form of proxy shall not preclude the Members from subsequently attending in person and voting at the 2020 AGM or the adjournment thereof, should they so wish, and in such event, the form of proxy shall be deemed to have been revoked.

9. **Any alteration made to this form of proxy must be initialed by the person who signs it.**
10. The Company reserves its right to treat any form of proxy which has been incorrectly completed in some manner as valid if such incorrectness is considered by the Company, at its absolute discretion, not material.
11. A Member or his/her/its proxy should produce proof of identity when attending the 2020 AGM. If a corporate Member appoints its representative to attend the 2020 AGM, such representative should produce proof of identity and a copy of the resolution of the board of directors or other governing body of that Member appointing such representative to attend the 2020 AGM.

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) “Personal Data” in these statements has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (the “**PDPO**”) and the Singapore Personal Data Protection Act 2012.
- (ii) Your supply of Personal Data to the Company is on a voluntary basis and is used for processing your instructions and/or requests as stated in this form of proxy.
- (iii) By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 2020 AGM and/or any adjournment thereof, a member of the Company (a) consents to the collection, use and disclosure of the member’s Personal Data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the 2020 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 2020 AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “**Purposes**”); (b) warrants that where the member discloses the Personal Data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the Personal Data of such proxy(ies) and/or representative(s) for the Purposes; and (c) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.
- (iv) Your Personal Data will not be transferred to other third parties (other than the Hong Kong share registrar) unless it is a requirement to so do by law, for example, in response to a court order or a law enforcement agency’s request and will be retained for such period as may be necessary for our verification and record purposes.
- (v) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request should be in writing addressed to the Personal Data Privacy Officer of Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong.