



XIN YUAN ENTERPRISES GROUP LIMITED

信源企業集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1748)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 22 AUGUST 2022

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of US\$0.01 each in the capital of XIN YUAN ENTERPRISES GROUP LIMITED (the “**Company**”), HEREBY APPOINT the chairman of the meeting or ^(Note 3) _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting (or at any adjournment thereof) of the Company to be held at Units 5906-5912, 59/F, The Center, 99 Queen’s Road Central, Hong Kong on Monday, 22 August 2022 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice convening the meeting and at the meeting (or at 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 ^(Note 4)	Against ^(Note 4)
1.	To approve, confirm and ratify the memorandum of agreement dated 29 June 2022 (the “ Agreement ”) entered into between (i) BEGSTELLA SHIPPING (HONGKONG) LIMITED (海棠星船務(香港)有限公司), a limited liability company incorporated in Hong Kong and an indirect wholly-owned subsidiary of the Company as vendor (the “ Vendor ”); and (ii) Franbo Lines Corp, a company whose shares are listed on the Taipei Exchange (stock code: 2641) or its guaranteed nominees as purchaser (the “ Purchaser ”), in relation to the proposed disposal by the Vendor of the vessel XYG Fortune with IMO No. 9330290 to the Purchaser and the transactions contemplated thereunder and to authorise any director of the Company to do all acts, deeds and things and to sign and execute all documents as he may, at his absolute discretion, deem incidental to, ancillary to or in connection with the matters contemplated in and for completion of the Agreement.		
2.	(i) To approve, confirm and ratify the memorandum of agreement dated 7 July 2022 (the “ Memorandum of Agreement III ”) entered into between (i) Xin Yuan Ocean Shipping (HK) Group Limited (信源遠洋運輸(香港)集團有限公司), a company incorporated under the laws of Hong Kong and an indirect wholly-owned subsidiary of the Company as seller (“ Xin Yuan Ocean Shipping ”); and (ii) Bright Sandu Shipping Ltd, a company incorporated under the laws of the Republic of Marshall Islands as purchaser (the “ Bright Sandu Shipping ”), in relation to the proposed sale by Xin Yuan Ocean Shipping of the vessel San Du Ao with IMO No. 9608752 (“ San Du Ao ”) to Bright Sandu Shipping and the transactions contemplated thereunder.		
	(ii) To approve, confirm and ratify the bareboat charter agreement dated 7 July 2022 (the “ Bareboat Charter Agreement III ”) entered into between (i) Xin Yuan Ocean Shipping as charterer; and (ii) Bright Sandu Shipping as owner, in relation to the proposed bareboat chartering of San Du Ao from Bright Sandu Shipping to Xin Yuan Ocean Shipping and the transactions contemplated thereunder.		
	(iii) To approve, confirm and ratify the memorandum of agreement dated 7 July 2022 (the “ Memorandum of Agreement IV ”) entered into between (i) Xin De Yuan (Hong Kong) Shipping Limited (信德源(香港)船務有限公司), a company incorporated under the laws of Hong Kong and an indirect wholly-owned subsidiary of the Company as seller (“ Xin De Yuan (Hong Kong) Shipping ”); and (ii) Bright Zhuangyuan Shipping Ltd, a company incorporated under the laws of the Republic of Marshall Islands as purchaser (the “ Bright Zhuangyuan Shipping ”), in relation to the proposed sale by Xin De Yuan (Hong Kong) Shipping of the vessel Zhuang Yuan Ao with IMO No. 9650339 (“ Zhuang Yuan Ao ”) to Bright Zhuangyuan Shipping and the transactions contemplated thereunder.		
	(iv) To approve, confirm and ratify the bareboat charter agreement dated 7 July 2022 (the “ Bareboat Charter Agreement IV ”) entered into between (i) Xin De Yuan (Hong Kong) Shipping as charterer; and (ii) Bright Zhuangyuan Shipping as owner, in relation to the proposed bareboat chartering of Zhuang Yuan Ao from Bright Zhuangyuan Shipping to Xin De Yuan (Hong Kong) Shipping and the transactions contemplated thereunder and to authorise any director of the Company to do all acts, deeds and things and to sign and execute all documents as he may, at his absolute discretion, deem incidental to, ancillary to or in connection with the matters contemplated in and for completion of the Memorandum of Agreement III, the Bareboat Charter Agreement III, the Memorandum of Agreement IV and the Bareboat Charter Agreement IV.		

Signature ^(Note 5): _____

Date: _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name of all joint registered holders should be stated. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy or more than one proxy (for member holding two or more shares) to attend and, on a poll, vote in his/her stead. A proxy need not be a member of the Company.
2. 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 of the Company registered in your name(s).
3. If any proxy other than the chairman of the meeting is preferred, strike out the words "the chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. 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.**
4. **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 vote or abstain at he/she thinks fit. 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.
5. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer duly authorized.
6. In the case of joint holders the vote of a senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members.
7. 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 thereof must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (before 15 August 2022) or at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (on or after 15 August 2022) not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.

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.