



XINYI SOLAR HOLDINGS LIMITED

信義光能控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00968)

Proxy Form for use at the Extraordinary General Meeting of Xinyi Solar Holdings Limited to be convened on Friday, 25 November 2022 (the “EGM”) (or any adjournment thereof)

I/We ^(Note 1) _____

of _____

being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.10 each (the “Shares”) in the capital of Xinyi Solar Holdings Limited (the “Company”), hereby appoint the Chairman of the EGM

or _____ ^(Note 3) of _____

as my/our proxy ^(Note 4) to act for me/us at the EGM (and at any adjournment thereof) of the Company to be held at 21/F, Rykadan Capital Tower, 135 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong, on Friday, 25 November 2022 at 9:30 a.m. for the purpose of considering and, if thought fit, passing the resolutions set forth in the notice convening the EGM and at the EGM, and at any adjournment thereof, to vote for me/us in my/our name(s) as indicated below in respect of such resolution and, if no such indication is given, as my/our proxy thinks fit.

Unless the context requires otherwise, the capitalised terms used herein shall have the same meanings as defined in the circular (the “Circular”) dated 2 November 2022 issued by the Company.

SPECIAL RESOLUTIONS ^(Note 6)		FOR ^(Note 5)	AGAINST ^(Note 5)
1	To consider and approve the First Amendments set forth in Appendix I to the Circular and the adoption of the First Amended and Restated Articles.		
2	To consider and approve, effective from the date of the PRC Listing, the Second Amendments set forth in Appendix II to the Circular and the adoption of the Second Amended and Restated Memorandum and the Second Amended and Restated Articles.		
ORDINARY RESOLUTIONS ^(Note 6)		FOR ^(Note 5)	AGAINST ^(Note 5)
3	To consider and approve the Proposed RMB Ordinary Share Issue and the Specific Mandate (including but not limited to the particulars as set forth in the paragraphs under “Proposed RMB Ordinary Share Issue and the PRC Listing” in the section headed “Letter from the Board” in the Circular.)		
4	To consider and approve the plan for distribution of profits accumulated prior to the Proposed RMB Ordinary Share Issue and the PRC Listing (including but not limited to the particulars as set forth in the paragraphs under “Shareholders’ approval at the EGM — (b) Resolution on the plan for distribution of profits accumulated prior to the Proposed RMB Ordinary Share Issue and the PRC Listing” in the section headed “Letter from the Board” in the Circular).		
5	To consider and approve the Stabilisation Plan set forth in Appendix III to the Circular.		
6	To consider and approve the Profit Distribution and Return Policy set forth in Appendix IV to the Circular.		
7	To consider and approve the plan for the use of the net proceeds from the Proposed RMB Ordinary Share Issue (including but not limited to the particulars as set forth in the paragraphs under “Shareholders’ approval at the EGM — (f) Resolution on the plan for the use of net proceeds from the Proposed RMB Ordinary Share Issue” in the section headed “Letter from the Board” in the Circular).		
8	To consider and approve the Remedial Measures for Potential Dilution set forth in Appendix V to the Circular.		
9	To consider and approve the Seven Letters of Commitment and Undertakings set forth in Appendix VI to the Circular.		
10	To consider and approve the adoption of the General Meeting Procedures set forth in Appendix VII to the Circular, which shall be effective from the date of the PRC Listing.		
11	To consider and approve the adoption of the Board Meeting Procedures set forth in Appendix VIII to the Circular, which shall be effective from the date of the PRC Listing.		
12	To consider and approve and grant the authorisation to the Board to exercise full powers to deal with all matters relating to the Proposed RMB Ordinary Share Issue and the PRC Listing (including but not limited to the particulars as set forth in the paragraphs under “Shareholders’ approval at the EGM — (j) Resolution on the proposed authorisation to the Board to exercise full powers to deal with all matters relating to the Proposed RMB Ordinary Share Issue and the PRC Listing” in the section headed “Letter from the Board” in the Circular).		

Signed this _____ day of _____ 2022.

Shareholder’s signature ^(Notes 7 & 8) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of Shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all such Shares registered in your name(s).
3. Please insert the name and address of the proxy desired in the space provided. **Any alteration made to this proxy form must be initialled by the person who signs it.** If no name is inserted, the duly appointed Chairman of the EGM will set as your proxy.
4. A proxy need not be the Chairman of the EGM. If you wish to appoint some person other than the Chairman of the EGM as your proxy, please delete the words "the Chairman of the EGM or" and insert the name and address of the person appointed proxy in the space provided.
5. **IMPORTANT: If you wish to vote for or against the resolution, please place a "✓" in the box marked "FOR" or the box marked "AGAINST" as appropriate. Failure to complete a box will entitle your proxy to cast your vote(s) or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the EGM other than that referred to in the notice convening the EGM.**
6. The full text of these resolutions appear in the notice of the EGM dated 2 November 2022.
7. This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its seal or under the hand of an officer or attorney duly authorised to sign the same.
8. Where there are joint registered holders of any Share, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such Shares as if he were solely entitled thereto, but if more than one of such joint holders are present at the EGM in person or by proxy, then one of the said persons so present whose name stands first on the register of members in respect of such Shares shall alone be entitled to vote in respect thereof.
9. A proxy need not be a member of the Company.
10. In order to be valid, this proxy form and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM, i.e. not later than Wednesday, 23 November 2022 at 9:30 a.m. (Hong Kong time), or any adjournment thereof. Completion and return of this proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof should 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 EGM (the "**Purposes**"). If you fail to provide sufficient and accurate information, we may not be able to process your instructions. 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 the Purposes, and to such parties who are authorised by law to request 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. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance, and any such request should be in writing by either of the following means:

By mail to: Personal Data Privacy Officer
 Computershare Hong Kong Investor Services Limited
 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong

By email to: PrivacyOfficer@computershare.com.hk