

XIMEI RESOURCES HOLDING LIMITED

稀美資源控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 9936)

PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 5 DECEMBER 2022 (or at any adjournment thereof)

I/We _____
of _____ (Note 1)
being the registered holder(s) of (Note 2) _____ shares of HK\$0.01 each
in the capital of Ximei Resources Holding Limited (the “Company”), hereby appoint the Chairman of the extraordinary general meeting
(the “EGM”) of the Company or (Note 3) _____
of _____
as my/our proxy(ies) to attend and act for me/us at EGM to be held at the conference room, 19th Floor, Building A3, Poly Tai To Wun, No.
290, East Hanxi Avenue, Panyu District, Guangzhou City, Guangdong Province, the PRC on Monday, 5 December 2022 at 11:00 a.m. and at
any adjournment thereof and to vote on my/our behalf as directed below.

ORDINARY RESOLUTIONS (Note 4)		For (Note 5)	Against (Note 5)
1	To approve and adopt the share award scheme of the Company.		
2	To approve and adopt the proposed amendments (the “Proposed Amendments”) to the share option scheme of the Company currently in force, and to approve and adopt the amended share option scheme which incorporates the Proposed Amendments.		

Dated this date _____ of _____ 2022

Signature(s) (Note 6): _____

Notes:

1. Full name(s) (in Chinese or English) and address(es) (as shown in the register of members) are to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares in the Company 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 shares in the capital of the Company registered in your name(s).
3. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE EGM WILL ACT AS YOUR PROXY.**
4. The full text of these resolutions is set out in the notice of the EGM which is sent to the shareholders of the Company together with this form of proxy.
5. If you wish to vote for any of the resolutions set out above, please **TICK (“✓”)** in the boxes marked “**FOR**”. If you wish to vote against any of the resolutions, please tick (“✓”) in the boxes marked “**AGAINST**”. If this form of proxy 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. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those set out in the notice of the EGM.
6. To be valid, this form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the EGM (i.e. not later than Saturday, 3 December 2022 at 11: 00 a.m.) or any adjournment thereof.
7. In the case of a joint holding, this form of proxy may be signed by any one joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, then the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
8. A proxy attending the EGM on behalf of a shareholder must present this form of proxy, duly completed and signed, and the proxy’s proof of identification.
9. This form of proxy is in duplicate. One of which should be lodged in accordance with the instruction under note 6 and the other shall be presented at the EGM in accordance with the instruction under note 8.
10. Completion and return of this proxy form will not preclude a member from attending and voting in person at the EGM or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
11. Any alteration made to this form of proxy should be initialed by the person who signs the form of proxy.
12. Unless the context requires otherwise, terms defined in the notice of the EGM shall bear the same meanings when used in this form of proxy.