



# Xingye Alloy Materials Group Limited

## 興業合金材料集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 505)

### FORM OF PROXY

for the annual general meeting (“AGM”) to be held on Friday, 16 June 2023 (or any adjournment thereof)

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares of HK\$0.10 each in the capital of Xingye Alloy Materials Group Limited (the “Company”) hereby appoint the Chairman of the AGM <sup>(Note 3)</sup> or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and act on my/our behalf at the AGM of the Company to be held at No. 68, Jin Xi Road, Hangzhou Bay New Zone, Ningbo, Zhejiang Province, the People’s Republic of China on Friday, 16 June 2023 at 10:00 a.m. or at any adjournment thereof and to vote for me/us on the resolutions referred to in the notice of the AGM (with or without modifications) as indicated below:

ORDINARY RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To consider, receive and adopt the audited consolidated financial statements and the reports of directors and the independent auditor of the Company for the year ended 31 December 2022.		
2.	To re-elect the following retiring directors:		
(a)	(i) Mr. Hu Changyuan as executive director		
	(ii) Mr. Hu Minglie as executive director		
(b)	To authorize the board of directors of the Company to fix the directors’ remuneration for the ensuing year.		
3.	To re-appoint KPMG as auditor of the Company for the ensuing year and to authorize the board of directors of the Company to fix the remuneration of auditor.		
4.	To grant an unconditional general mandate to the directors to allot, issue and deal with additional shares of the Company.		
5.	To grant an unconditional general mandate to the directors to repurchase shares of the Company.		
6.	To extend the general mandate granted under resolution No. 4 by adding the total number of shares of the Company repurchased by the Company pursuant to resolution No. 5, subject to a maximum of 10% of the total issued shares of the Company.		
SPECIAL RESOLUTION			
7.	To approve the proposed amendments to the existing memorandum and articles of association of the Company and the adoption of a new set of amended and restated memorandum and articles of association of the Company in substitution for, and to the exclusion of, the existing memorandum and articles of association of the Company.		

Signature(s) <sup>(Note 5)</sup>: \_\_\_\_\_

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023

#### Notes:

- Please insert full name(s) and address(es) in **BLOCK CAPITAL LETTERS**.
- 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 in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the AGM is preferred, strike out the words “the Chairman of the AGM or”, and insert the name and address of the proxy desired in the space provided.
- IMPORTANT: IF YOU WISH YOUR PROXY TO VOTE ON YOUR BEHALF FOR A PARTICULAR RESOLUTION, TICK THE BOX MARKED “FOR”. IF YOU WISH YOUR PROXY TO VOTE AGAINST A PARTICULAR RESOLUTION, TICK THE BOX MARKED “AGAINST”.** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his discretion whether to vote for or against the resolutions or to abstain from voting. Your proxy will also be entitled to vote at his discretion on any amendment to the resolutions referred to in the notice of the AGM which has been properly put to the meeting.
- 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 any duly authorized officer.
- In the case of joint registered holders of any share, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders are present at the AGM personally or by proxy, the person whose name stands first on the register of members in respect of the relevant share will alone be entitled to vote in respect thereof.
- 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 of such power of attorney or other authority, must be deposited at the Company’s branch share registrar and transfer office, Tricor Investor Services Limited (the “Branch Registrar”), at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours (i.e. before 10:00 a.m. on 14 June 2023, Hong Kong time) before the time appointed for holding the meeting or any adjourned meeting.
- For the purpose of determining members who are qualified for attending the AGM, the register of members of the Company will be closed from 13 June 2023 to 16 June 2023 (both days inclusive), during which period no transfer of the Shares will be effected. In order to qualify for attending the AGM, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Branch Registrar at the address stated above by no later than 4:30 p.m. on 12 June 2023.
- Any member of the company entitled to attend and vote at the meeting (or any adjournment thereof) is entitled to appoint one or more proxies to attend and vote in his stead. The proxy needs not be a member of the Company but must attend the meeting in person to represent you.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the AGM if you so desire.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALED BY THE PERSON WHO SIGNS IT.**

#### PERSONAL INFORMATION COLLECTION STATEMENT

- “Personal Data” in this statement has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- Your Personal Data is supplied to the Company on a voluntary basis. Failure to provide sufficient information may render the Company not able to process your instructions and/or request as stated in this proxy form.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the Branch Registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- 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 for access to and/or correction of your Personal Data should be in writing and sent to the Privacy Compliance Officer of the Branch Registrar (address set out in note 7 above).