



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)

PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING HELD ON 1 MARCH 2025

I/We^(Note 1) _____ of _____ being the registered holder(s) of^(Note 2) _____ shares of US\$0.01 each in the share 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 Room 1509, 15/F, Star House, No. 3 Salisbury Road, Tsim Sha Tsui, Hong Kong on Saturday, 1 March 2025 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 (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 remove Mr. Chen Jiagan (陳家幹) as an executive Director, the chairman of the Board, and any other roles and duties of the Group according to Article 114 of the Articles, with effect from the conclusion of the EGM		
2.	To remove Mr. Xu Wenjun (徐文均) as an executive Director, the chief executive officer of the Company, and any other roles and duties of the Group according to Article 114 of the Articles, with effect from the conclusion of the EGM		
3.	To remove Mr. Chen Yanbiao (陳延標) as an executive Director and any other roles and duties of the Group according to Article 114 of the Articles, with effect from the conclusion of the EGM		
4.	To re-elect Mr. Wei Shusong (魏書松先生) as an independent non-executive Director		
5.	To re-elect Mr. Xu Jie (徐捷) as an independent non-executive Director		
6.	To appoint Mr. Fan Ruihua (范瑞華) as an executive Director according to Article 111 of the Articles, with effect from the conclusion of the EGM		
7.	To appoint Mr. Huang Dehai (黃德海) as an executive Director according to Article 111 of the Articles, with effect from the conclusion of the EGM		
8.	To appoint Ms. Chen Yanyan as an executive Director according to Article 111 of the Articles, with effect from the conclusion of the EGM		
9.	To appoint Mr. Yang Lei (楊雷) as a non-executive Director according to Article 111 of the Articles, with effect from the conclusion of the EGM		
10.	To appoint Mr. Yang Yunmin (楊雲敏) as an independent non-executive Director according to Article 111 of the Articles, with effect from the conclusion of the EGM		
11.	To appoint Mr. Xie Xianyun (謝賢雲) as an independent non-executive Director according to Article 111 of the Articles, with effect from the conclusion of the EGM		
12.	To revoke the General Mandate with effect from the conclusion of the EGM; and		
13.	To revoke the extension of the General Mandate (by the additional thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted in the 2024 AGM), further details as stated in resolution no. 6 of the 2024 AGM Circular, with effect from the conclusion of the EGM		

Signature ^(Note 5): _____

Date: _____

Notes:

- 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. Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- 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).
- 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.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PUT A TICK IN THE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PUT A TICK IN THE BOXES MARKED "AGAINST".** Failure to do so will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any amendment to the resolutions referred to in the notice convening the meeting which have been properly put to the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be signed under the hand of an officer duly authorised on that behalf together with a company chop.
- In the case of joint holders, the vote of the 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 of the Company.
- To be valid, this form of proxy, together with any power of attorney of other authority (if any) under which it is signed or a notarially certified copy of such power of authority must be deposited at the branch share registrar and transfer office of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting (i.e. not later than 10:00 a.m. on Thursday, 27 February 2025) or any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish. In such event, this form of proxy shall be deemed to be revoked.

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 authorised 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.