



Xinming China Holdings Limited

新明中國控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2699)

PROXY FORM FOR THE 2023 ANNUAL GENERAL MEETING

I/We^(Note 1) _____
of _____
being the registered holder(s) of^(Note 2) _____ ordinary share(s) of HK\$0.01 each in the share capital of Xinming China Holdings Limited (the “Company”) HEREBY APPOINT _____
of _____
or failing him, the chairman of the meeting^(Note 3) as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company to be held at Unit D, 7/F, Kee Shing Centre, 74–76 Kimberley Road, Tsim Sha Tsui, Hong Kong on Monday, 14 April 2023 at 11:00 a.m. (“Annual General Meeting”) and any adjournment thereof, to vote for me/us 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.	As special business, to resolve, ratify and confirm the Annual General Meeting as the annual general meeting of the Company for the year ended 31 December 2023.		
2.	To receive and consider the audited consolidated financial statements and the reports of the directors (the “Directors”) and the auditor (the “Auditor”) of the Company for the year ended 31 December 2023.		
3.	(a) To re-elect Mr. Feng Cizhao as an executive Director;		
	(b) To re-elect Mr. Cao Zhiqiang as an executive Director;		
	(c) To re-elect Mr. Zhou Fenli as an executive Director;		
	(d) To re-elect Ms. Gao Qiaolin as a non-executive Director;		
	(e) To re-elect Mr. Zhou Zhencun as a non-executive Director;		
	(f) To re-elect Mr. Khor Khie Liem Alex as an independent non-executive Director;		
	(g) To re-elect Mr. Chiu Kung Chak as an independent non-executive Director;		
	(h) To re-elect Ms. Huang Chunlian as an independent non-executive Director;		
	(i) To re-elect Ms. Lee Yin Man as an independent non-executive Director.		
4.	To ratify the appointment of Global Link CPA Limited (“Global Link”) as the Company’s auditors for the year ended 31 December 2023 and ratify the auditors’ remunerations that have been fixed by the board of Directors.		
5.	To re-appoint Global Link as the Company’s auditors and to authorise the board of Directors to fix their remuneration.		
6.	To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company not exceeding 20% of the issued shares of the Company (Ordinary Resolution No. 6 set out in the notice of Annual General Meeting).		
7.	To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10 per cent of the issued shares of the Company (Ordinary Resolution No. 7 set out in the notice of Annual General Meeting).		
8.	To extend the general mandate to the Directors to allot, issue and deal with additional shares of the Company by addition thereto of an amount representing the total number of shares repurchased by the Company (Ordinary Resolution No. 8 set out in the notice of Annual General Meeting).		
SPECIAL RESOLUTION		FOR ^(Note 4)	AGAINST ^(Note 4)
9.	To approve the proposed amendments to the existing memorandum and articles of association of the Company and the adoption of the third amended and restated memorandum and articles of association of the Company.		

Dated this _____ day of _____ 2025

Shareholder’s signature^(Note 6) _____

Notes:

1. Full name(s) and address(s) to be inserted in **BLOCK CAPITALS**.
2. 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 in the Company registered in your name(s).
3. If any proxy other than the chairman of the meeting is preferred, strike out “the chairman of the meeting” and insert the name and address of the proxy desired in the space provided. Any alteration made to this form must be initialed by the person who signs it. If no name is inserted, the chairman of the meeting will act as proxy.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, PLEASE PLACE A “✓” IN THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, PLEASE PLACE A “✓” IN THE APPROPRIATE BOX MARKED “AGAINST”.** 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. Any member of the Company entitled to attend and vote at the Annual General Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the Annual General Meeting. A proxy need not be a member. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
6. This proxy form must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney or other person duly authorized.
7. Where there are joint holders of any Share, any one of such joint holder may vote either in person or by proxy in respect of such Share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the Annual General Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
8. To be valid, this proxy form together with power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at the Company's share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 8 April 2025 (or any adjournment thereof).
9. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting convened if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
10. The proxy need not be a member of the Company but must attend the Annual General Meeting (or any adjournment thereof) in person to represent you.
11. Completion and return of this form will not preclude you from attending and voting at the Annual General Meeting (or any adjournment thereof) if you wish to do so.
12. The description of these resolutions is by way of summary only. The full text appears in the notice convening the Annual General Meeting. The notice convening the Annual General Meeting is set out in the Company's circular dated 21 March 2025.
13. If Typhoon Signal No. 8 or above is hoisted, or a “black” rainstorm warning signal or “extreme conditions after super typhoons” announced by the Government of Hong Kong is/are in force in Hong Kong at or at any time after 12:00 noon on the date of the meeting, the meeting will be postponed. The Company will publish an announcement on the website of the Company at www.xinm.net.cn and on the website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and venue of the rescheduled meeting.

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) “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”).
- (ii) 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.
- (iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the branch share 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.
- (iv) 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 Personal Data Privacy Officer of the share registrar at the above address.