XtalPi Holdings Limited
晶泰控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2228)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON TUESDAY, 29 APRIL 2025 (OR ANY ADJOURNMENT THEREOF)

Number of shares to which this form of proxy relates *(Note 1)*	

I/We*(Note 2)* _____

of _____

being the registered holder(s) of shares in the issued share capital of XtalPi Holdings Limited (the "**Company**") hereby appoint the chairman of the meeting*(Note 3)* or _____

of _____

as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the annual general meeting (the "**AGM**") of the Company to be held at Multi-functional Meeting Room, 3/F, Second Phase of the International Biomedical Industrial Park, No. 2 Hongliu Road, Futian District, Shenzhen, PRC on Tuesday, 29 April 2025 at 10:00 a.m. (or any adjournment thereof).

Please tick ("✓") the appropriate boxes to indicate how you wish your vote(s) to be cast*(Note 4)*.

	ORDINARY RESOLUTIONS	FOR	AGAINST
1.	To receive the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31 December 2024.		
2.	(a) To re-elect Dr. Jiang Yide Alan as an executive director of the Company.		
	(b) To re-elect Ms. Chan Wing Ki as an independent non-executive director of the Company.		
	(c) To re-elect Mr. Chow Ming Sang as an independent non-executive director of the Company.		
	(d) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.		
3.	To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorize the board of directors of the Company to fix their remuneration.		
4.	To grant a general mandate to the directors of the Company to allot, issue and deal with additional shares of the Company (including any sale or transfer of treasury shares of the Company) not exceeding 20% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of this resolution.		
5.	To grant a general mandate to the directors of the Company to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company (excluding treasury shares) as at the date of passing of this resolution.		
6.	To extend the general mandate granted to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company (including any sale or transfer of treasury shares of the Company) by the aggregate number of the shares repurchased by the Company.		

Date: _____ 2025

Signature(s)*(Notes 5)* _____

Notes:

1. Please insert the number of shares to which this form of 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 more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.

2. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.

3. If any proxy other than the chairman of the meeting is preferred, please strike out the words "the chairman of the meeting" and insert the name and address of the proxy desired in the space provided. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint a proxy or, if a shareholder who is the holder of two or more shares may appoint more than one proxy to attend and vote instead of him/her/it. A proxy needs not be a shareholder of the Company. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her/it.

4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "AGAINST".** If no direction is given, your proxy will vote or abstain at his/ her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.

5. This form of proxy must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorized. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**

6. In 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 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.

7. In order to be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 10:00 a.m. on Sunday, 27 April 2025) or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.

9. References to time and dates in this form of proxy are to Hong Kong time and dates.

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 AGM 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 authorized 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.