上海小南国

SHANGHAI XNG HOLDINGS LIMITED

Shanghai XNG Holdings Limited
上海小南国控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3666)

FORM OF PROXY FOR USE AT ANNUAL GENERAL MEETING

I/We *(Name)* _____ *(Block capitals, please)*
of *(Address)* _____
being the registered holder(s) of _____ *(see Note 1)* shares of HK$0.01 each of Shanghai XNG Holdings Limited (the "**Company**") hereby appoint *(Name)* _____
of *(Address)* _____
or failing him/her *(Name)* _____
of *(Address)* _____
or failing him/her, the chairman of the meeting *(see Note 2)* as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company (the "**AGM**") to be held at Meeting Room, 8F01A, Zhengda Plaza, No. 168 Lujiazui West Road, Pudong New Area, Shanghai, the People's Republic of China on Friday, 27 June 2025 at 2:00 p.m., and at any adjournment thereof or on any resolution or motion which is proposed thereat. My/Our proxy is authorised and instructed to vote as indicated *(see Note 3)* in respect of the following resolutions:

	Ordinary Resolutions	**For** *(see Note 3)*	**Against** *(see Note 3)*
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors of the Company for the year ended 31 December 2024.		
2.	(a) To re-elect the following directors of the Company (the "**Director(s)**"):		
	(i) Mr. Gu Dorson as an executive Director.		
	(ii) Ms. Gu Lina as a non-executive Director.		
	(iii) Mr. Zhang Zhenyu as an independent non-executive Director.		
	(iv) Ms. Hu Xiaoqi as an independent non-executive Director.		
	(b) To authorize the board of directors of the Company (the "**Board**") to fix the remuneration of the Directors.		
3.	To re-appoint Wilson & Partners CPA Limited as auditor of the Company and authorise the Board to fix their remuneration for the financial year ending 31 December 2025.		
4.	(A) To give a general mandate to the directors of the Company to allot, issue and deal with additional shares (including the sale or transfer of treasury shares) not exceeding 20% of the issued shares of the Company (excluding any treasury shares). *(see Note 5)*		
	(B) To give a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the issued shares of the Company (excluding any treasury shares). *(see Note 5)*		
	(C) To extend the authority given to the directors of the Company pursuant to ordinary resolution no. 4(A) to issue shares by adding to the number of issued shares of the Company the number of shares repurchased under ordinary resolution no. 4(B). *(see Note 5)*		

Dated this _____ day of _____, 2025 Signature(s) _____ *(see Note 6)*

Notes:

1. 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 capital of the Company registered in your name(s).

2. A shareholder may appoint more than one proxy of his/her own choice. If such an appointment is made, strike out the words "the chairman of the meeting", and insert the name(s) of the person(s) appointed as proxy in space provided. Any alteration made to this form of proxy must be initialed by the person who signs it.

3. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED "For". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED "Against".** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. 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.

4. If the appointor is a corporation, this form must be under common seal or under the hand of an officer, attorney, or other person duly authorised on that behalf.

5. The description of the resolution is by way of summary only. The full text of the resolution appears in the notice of the AGM.

6. In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, 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 meeting, 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 holders, and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

7. To be valid, this form of proxy must be completed, signed and deposited at the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof), not less than 48 hours before the time for holding the meeting. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.

8. A proxy need not be a shareholder of the Company.