



XINYI ENERGY HOLDINGS LIMITED

信義能源控股有限公司

(Incorporated in the British Virgin Islands with limited liability)

(Stock code: 03868)

Form of Proxy for use at the Extraordinary General Meeting of
Xinyi Energy Holdings Limited to be convened on Thursday, 2 June 2022 at 9:00 a.m.
(the “Extraordinary General Meeting”) (or any adjournment thereof)

I/We^(Note 1) _____
of _____
being the registered holder(s) of^(Note 2) _____ shares
of HK\$0.01 each (the “Share(s)”) in the capital of Xinyi Energy Holdings Limited (the “Company”), hereby appoint the Chairman of the
Extraordinary General Meeting or _____ ^(Note 3)
of _____
as my/our proxy^(Note 4) to act for me/us at the Extraordinary General Meeting (and at any adjournment thereof) of the Company to be held at
21/F, Rykadan Capital Tower, 135 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong on Thursday, 2 June 2022 at 9:00 a.m. for the purpose of
considering and, if thought fit, passing the resolution set out in the notice convening the Extraordinary General Meeting and at the Extraordinary
General Meeting (or at any adjournment thereof) to vote for me/us in my/our name(s) as indicated below in respect of such resolution and, if
no such indication is given, as my/our proxy thinks fit.

| | ORDINARY RESOLUTION | FOR ^(Note 5) | AGAINST ^(Note 5) |
|----|--|-------------------------|-----------------------------|
| 1. | THAT (a) the exercise of the Call Option (Group 3) (as defined in the circular of the Company dated 13 May 2022 (the “Circular”)) for the acquisition of the Call Right Assets (Group 3) (as defined in the Circular) pursuant to the terms and conditions of the Solar Farm Agreement (as defined in the Circular), the Call Notice (Group 3) (as defined in the Circular), and the Solar Farm (Group 3) Agreement (as defined in the Circular) and the entering into of the Solar Farm (Group 3) Agreement be and are hereby approved, ratified and confirmed; and (b) authorisation be granted to any director of the Company to complete and do all such acts or things (including executing all such documents, instruments and agreements as may be required) as are in his or her opinion may consider necessary, appropriate, desirable or expedient or in the interest of the Company to implement and/or give effect to the exercise of the Call Option (Group 3) (as defined in the Circular) and/or the Solar Farm (Group 3) Agreement and all other matters incidental thereto or in connection therewith. | | |

Signed this _____ day of _____ 2022.

Shareholder's signature ^(Notes 6 and 7); _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- 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 such Shares registered in your name(s).
- Please insert the name and address of the proxy desired in the space provided. **Any alteration made to this form of proxy must be initialled by the person who signs it.** If no name is inserted, the duly appointed Chairman of the Extraordinary General Meeting will set as your proxy.
- A proxy need not be the Chairman of the Extraordinary General Meeting. If you wish to appoint some person other than the Chairman of the Extraordinary General Meeting as your proxy, please delete the words “the Chairman of the Extraordinary General Meeting or” and insert the name and address of the person appointed proxy in the space provided.
- IMPORTANT: If you wish to vote for or against the resolution, please place a “✓” in the box marked “FOR” or the box marked “AGAINST” as appropriate. Failure to complete a box will entitle your proxy to cast your vote(s) or abstain at his/her discretion. Your proxy will also be entitled to vote or abstain at his/her discretion on any resolution properly put to the Extraordinary General Meeting other than that referred to in the notice convening the Extraordinary General 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 either under its common seal or under the hand of an officer or attorney duly authorised to sign the same.
- In case of joint holders of any Share, any one of such joint holders may vote at the Extraordinary General 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 are present at the meeting in person or by proxy, then 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.
- In order to be valid, this form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Extraordinary General Meeting or any adjournment thereof (as the case may be). Completion and return of this form of proxy will not preclude you from attending and voting in person at the Extraordinary General Meeting or any adjournment thereof (as the case may be) should you so wish.
- A proxy need not be a member of the Company.

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 Extraordinary General Meeting (the “Purposes”). If you fail to provide sufficient and accurate information, we may not be able to process your instructions. 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 the Purposes, and to such parties who are authorised by law to request 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. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance, and any such request should be in writing by either of the following means:

By mail to: Personal Data Privacy Officer
Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong

By email to: PrivacyOfficer@computershare.com.hk