



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 to be convened on Friday, 15 May 2020 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 _____^(Note 3) of _____ or failing him, the chairman of the Extraordinary General Meeting 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, No. 135 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong on Friday, 15 May 2020 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, and 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 6) | AGAINST ^(Note 6) |
|---------------------|--|-------------------------|-----------------------------|
| 1. | To approve, ratify and confirm the exercise of the Call Option (Group 1) (as defined in the circular of the Company dated 23 April 2020 (the “Circular”)) for the acquisition of the Call Right Assets (Group 1) (as defined in the Circular) pursuant to the terms and conditions of the Solar Farm Agreement (as defined in the Circular), the Call Right Notice (as defined in the Circular) and the Solar Farm (Group 1) Agreement (as defined in the Circular) and the entering into of the Solar Farm (Group 1) Agreement; and to authorize any director of the Company to complete and do all such acts or things 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 1) and/or the entering into of the Solar Farm (Group 1) Agreement and all other matters incidental thereto or in connection therewith. | | |

Signed this _____ day of _____ 2020.

Shareholder's signature^(Notes 7 and 8) _____

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).
- A proxy need not be the chairman of the Extraordinary General Meeting. Please insert the name and address of the person appointed proxy in the space provided. If no name is inserted, the duly appointed Chairman of the Extraordinary General Meeting will set as your proxy.
- Any shareholder entitled to attend and vote at the Extraordinary General Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the Extraordinary General Meeting. A proxy need not be a member of the Company.
- 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.
- The full text of the resolution is set out in the notice convening the Extraordinary General Meeting dated 23 April 2020.
- 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 Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th 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.
- Any alteration made to this form of proxy must be initialled by the person who signs it.