



信基沙溪集团股份有限公司

XINJI SHAXI GROUP CO., LTD

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3603)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, 25 MAY 2023

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ ordinary shares (the "Shares") of HK\$0.01 each in the issued share capital of Xinji Shaxi Group Co., Ltd (the "Company"), HEREBY APPOINT, _____
of _____
or failing him/or her, the chairman of the annual general meeting (the "Meeting") ^(Note 3) as my/our proxy to attend and act for me/us and on my/our behalf at the Meeting to be held at Conference Room, 2nd Floor, Xinjicheng Club, No. 250, Intersection of Nanda Road, Panyu District, Guangzhou, PRC on Thursday, 25 May 2023 at 11:00 a.m. (and at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at the Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, or, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

ORDINARY RESOLUTIONS		For ^(Note 4)	Against ^(Note 4)
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the "Directors") and the independent auditor of the Company for the year ended 31 December 2022.		
2.	(a) To re-elect Mr. Cheung Hon Chuen as an executive director of the Company.		
	(b) To re-elect Mr. Mei Zuoting as an executive director of the Company.		
	(c) To re-elect Mr. Lin Lie as a non-executive director of the Company.		
	(d) To authorise the board of Directors to fix the remuneration of all Directors.		
3.	To re-appoint PricewaterhouseCoopers as the independent auditor of the Company and to authorise the Board to fix their remuneration.		
4.	To grant a general mandate to the Directors to allot, issue and deal with new Shares not exceeding 20% of the total number of issued Shares as at the date of passing this resolution.		
5.	To grant a general mandate to the Directors to repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of passing this resolution.		
6.	Conditional upon the passing of the resolutions numbered 4 and 5, to extend the general mandate granted to the Directors pursuant to resolution numbered 4 to allot, issue and deal with additional shares in the share capital of the Company by adding an amount not exceeding the amount of the Shares repurchased by the Company pursuant to the resolution numbered 5.		
SPECIAL RESOLUTION			
7.	To approve the proposed amendments (the "Proposed Amendments") to the existing amended and restated memorandum of association and articles of association of the Company (the "Memorandum and Articles of Association") and to adopt the new amended and restated memorandum of association and articles of association of the Company, which contains all the Proposed Amendments, in substitution for, and to the exclusion of, the existing Memorandum and Articles of Association.		

Dated this _____ day of _____ 2023 Signature(s) ^(Note 5) _____

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all shares registered in your name(s).
- 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 OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY.**
- IMPORTANT:** If you wish to vote for a resolution, tick in the box marked "For". If you wish to vote against a resolution, tick in the box marked "Against". If no direction is given, your proxy may vote or abstain as he/she thinks fit. 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.
- 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 executed under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to attend and vote on his/her behalf at the Meeting provided that if more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
- The proxy form and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or other authority shall be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/E, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be).
- No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
- In case of joint registered holders of any share in the Company, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, 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.
- Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Meeting or any adjournment thereof if they so wish. In such event, the instrument appointing a proxy should be deemed to be revoked.
- On a poll, every member of the Company present in person or by proxy or, in the case of a member of the Company being a corporation, by its duly authorized representative, shall have one vote for every fully paid share of which he/she is the holder.