



# XINYI SOLAR HOLDINGS LIMITED

## 信義光能控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00968)

### Form of Proxy for use at the Annual General Meeting of Xinyi Solar Holdings Limited to be convened on Tuesday, 31 May 2016 (the "AGM") (or any adjournment thereof)

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares  
of HK\$0.10 each (the "Shares") in the capital of Xinyi Solar Holdings Limited (the "Company"), hereby appoint the Chairman of the AGM  
or \_\_\_\_\_ <sup>(Note 3)</sup>  
of \_\_\_\_\_  
as my/our proxy <sup>(Note 4)</sup> to act for me/us at the AGM (and at any adjournment thereof) of the Company to be held at 3/F, Harbour View 2, 16  
Science Park East Avenue, Hong Kong Science Park Phase 2, Pak Shek Kok, Tai Po, N.T., Hong Kong, on Tuesday, 31 May 2016 at 9:30 a.m.  
for the purpose of considering and, if thought fit, passing the resolutions set forth in the notice convening the AGM and at the AGM, 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 RESOLUTIONS	FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>
1	To receive and consider the audited financial statements and reports of the directors of the Company (the "Director(s)") and the auditors of the Company (the "Auditors") for the financial year ended 31 December 2015.		
2	To declare a final dividend of 4.5 HK cents per Share for the year ended 31 December 2015, and to pay such final dividend out of share premium account of the Company.		
3	(A) (i) To re-elect Mr. LI Man Yin as an executive Director;		
	(ii) To re-elect Mr. LO Wan Sing, Vincent as an independent non-executive Director;		
	(iii) To re-elect Mr. KAN E-ting, Martin as an independent non-executive Director; and		
	(B) To authorise the board (the "Board") of Directors to determine the remuneration of the Directors.		
4	To re-appoint the Auditors and to authorise the Board to fix their remuneration.		
5	(A) To grant an unconditional general mandate to the Directors to repurchase Shares <sup>(Note 6)</sup> ;		
	(B) To grant an unconditional general mandate to the Directors to allot and issue Shares <sup>(Note 6)</sup> ; and		
	(C) To extend the general mandate granted to the Directors to issue Shares by the Shares repurchased <sup>(Note 6)</sup> .		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016.

Shareholder's signature <sup>(Notes 7 & 8)</sup> \_\_\_\_\_

#### 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 AGM will set as your proxy.
- A proxy need not be the Chairman of the AGM. If you wish to appoint some person other than the Chairman of the AGM as your proxy, please delete the words "the Chairman of the AGM 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 discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the AGM other than that referred to in the notice convening the AGM.**
- The full text of these resolutions appear in the notice of the AGM dated 29 April 2016.
- 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 seal or under the hand of an officer or attorney duly authorised to sign the same.
- Where there are joint registered holders of any Share, any one of such joint holders may vote at the AGM, either in person or by proxy, in respect of such Shares as if he were solely entitled thereto, but if more than one of such joint holders are present at the AGM in person or by proxy, then one of the said persons so present whose name stands first on the register of members in respect of such Shares shall alone be entitled to vote in respect thereof.
- A proxy need not be a member of the Company.
- 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 AGM or any adjournment thereof. Completion and return of this form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.