

Kaixin Holdings

(the "Company")

FORM OF PROXY FOR SHAREHOLDERS

I/We _____
Please Print Name(s)of _____
Please Print Address(es)being (a) shareholder(s) of the Company with _____ Class A / Class B (circle one) shares respectively hereby appoint
_____ of _____
or failing him/her _____
_____ of _____

or failing him/her the duly appointed chairperson of the AGM (the "**Chairperson**") as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company (the "**AGM**") to be held on September 13, 2025 at 10:00 am Beijing time at Complex Building Room 211, 18 Dong Quan Avenue, Luoyang Town, Taishun County, Wenzhou, Zhejiang, China, and at any adjournment or postponement of the AGM. My proxy is instructed to vote on a poll or on a show of hands on the resolutions in respect of the matters specified in the Notice of the AGM as indicated below:

Resolutions	For	Against	Abstain
<p>1. It is resolved as an ordinary resolution that:</p> <p>a) "a share consolidation of the Company's issued and unissued Class A and Class B ordinary shares (the "Ordinary Shares") be approved at a ratio of not less than one (1)-for-two (2) and not more than one (1)-for-ninety nine (99) (the "Range"), with the exact ratio to be set at a whole number within this Range to be determined by the Board of the Directors of the Company (the "Board") in its sole discretion within 360 calendar days after the date of passing of this resolution (the "Share Consolidation"); and</p>			
<p>1. It is resolved as an ordinary resolution that:</p> <p>b) in respect of any all fractional entitlements to the issued consolidated shares resulting from the Share Consolidation, if so determined by the Board in its sole discretion, the directors be and are hereby authorized to settle as they consider expedient any difficulty which arises in relation to the Share Consolidation, including but without prejudice to the generality of the foregoing capitalizing all or any part of any amount for the time being standing to the credit of any reserve or fund of the Company (including its share premium account and profit and loss account) whether or not the same is available for distribution and applying such sum in paying up unissued Ordinary Shares to be issued to shareholders of the Company to round up any fractions of Ordinary Shares issued to or registered in the name of such shareholders of the Company following or as a result of the Share Consolidation.</p>			
<p>2. It is resolved as a special resolution that subject to approval by the shareholders of Proposal 1 (the Share Consolidation), to approve as a special resolution that the sixth amended and restated memorandum and articles of association of the Company currently in effect be amended and restated by the deletion in their entirety and the substitution in their place of the seventh amended and restated memorandum and articles of association (the "Articles Amendment") to effect the alterations to the authorised share capital of the Company as a result of the Share Consolidation.</p>			

Please indicate your voting preference by ticking, or inserting the number of shares to be voted for or against or to abstain, the boxes above in respect of each resolution. If you do not complete this section, your proxy will vote or abstain at his/her discretion, as he/she will on any other business that may be raised at the AGM.

You may instruct your proxy to vote some or all of the shares in respect of which the proxy is appointed either for or against any resolution and/or abstain from voting as such proxy need not cast the votes in respect of your shares in the same way on any resolution. In this case, please specify in the voting boxes above the number of shares in respect of which your proxy is to vote for or against or to abstain in respect of each resolution.

If you have appointed more than one proxy, please specify in the voting boxes above the number of shares in respect of which each proxy is entitled to exercise the related votes. If you do not complete this information, the first person listed above shall be entitled to exercise all the votes in relation to the relevant resolution. If you have appointed more than one proxy, the first person listed above shall be entitled to vote on a show of hands.

If you have appointed another proxy to vote on a show of hands in a separate form (in which case the proxy appointed in this form may not vote on a show of hands) please tick this box:

Signed: _____
Name: _____
Date: _____

In the case of joint holders, the senior holder (see note 4 below) should sign.
Please provide the names of all other joint holders: _____

TO SUBMIT YOUR PROXY FORM ONLINE: www.transshare.com, click on Vote Your Proxy, and Enter Your Control Number

TO SUBMIT BY EMAIL: Proxy Team at proxy@transshare.com

TO SUBMIT BY MAIL: Please sign, date, and mail to
Proxy Team
Transshare Corporation
Bayside Center 1
17755 US Highway 19 N, Suite 140
Clearwater FL 33764
USA

TO VOTE BY FAX: Please fax this proxy card to +1.727. 269.5616

IMPORTANT: For this Proxy to be valid, the duly completed and signed Proxy must be received on or before 10:00 am Beijing Time on September 11, 2025, or 48 hours before any adjourned or postponed time and date of the AGM.

NOTES

IF YOU HAVE EXECUTED A STANDING PROXY, YOUR STANDING PROXY WILL BE VOTED AS INDICATED IN NOTE 2 BELOW, UNLESS YOU ATTEND THE AGM IN PERSON OR COMPLETE AND SEND IN THIS FORM APPOINTING A SPECIFIC PROXY.

- 1 A proxy need not be a shareholder of the Company. A shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote in his/her stead. Please insert the name of the person(s) of your own choice that you wish to be appointed proxy in the space provided, failing which the Chairperson will be appointed as your proxy.
 - 2 Any standing proxy previously deposited by a shareholder with the Company will be voted in favour of the resolutions to be proposed at the AGM unless revoked prior to the AGM or the shareholder attends the AGM in person or completes and returns this form appointing a specific proxy.
 - 3 A form of proxy for use at the AGM is enclosed. Whether or not you propose to attend the AGM in person, you are strongly advised to view the proxy materials and submit your completed proxy form online.
IF YOU DECIDE TO VIEW THE PROXY MATERIALS AND SUBMIT YOUR PROXY FORM ONLINE,
Step 1: Go to <https://www.transhare.com>, click on Vote Your Proxy tab
Step 2: To view or download the proxy materials of the Company, click on the link that describes the material you wish to view or download. For example, to view or download the Proxy Card, click on the "Proxy Card" link.
Step 3: To submit your proxy form online, click on the designated link and follow the on-screen instructions. YOU MAY SUBMIT ONLINE UNTIL 10:00 am, Beijing Time, on September 11, 2025.
 - 4 If you don't submit your proxy form online, you can complete and sign the enclosed form of proxy in accordance with the instructions printed on it and then deposit it (together with any power of attorney or other authority under which it is signed or a notarially certified copy of that power or authority) at *Transhare Corporation, Bayside Center 1, 17755 US Highway 19 N, Suite 140, Clearwater FL 33764, USA*, or send copies of the foregoing by email to proxy@transhare.com, in each case marked for the attention of *The Proxy Team*, not later than 48 hours before the time for the holding of the AGM or adjourned or postponed AGM in accordance with the sixth amended and restated memorandum and articles of association of the Company. Returning the completed form of proxy will not preclude you from attending the AGM and voting in person if you so wish.
 - 5 If two or more persons are jointly registered as holders of a share, the vote of the senior person who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders. For this purpose seniority shall be determined by the order in which the names stand on the Company's register of shareholders in respect of the relevant shares. The senior holder should sign this form, but the names of all other joint holders should be stated on the form in the space provided.
 - 6 If this form is returned without an indication as to how the proxy shall vote, the proxy will exercise his/her discretion as to whether he/she votes and if so how.
 - 7 This form of proxy is for use by shareholders only. If the appointor is a corporate entity this form of proxy must either be under its seal or under the hand of some officer or attorney duly authorised for that purpose.
 - 8 Any alterations made to this form must be initialled by you.
 - 9 A proxy may vote on a show of hands or on a poll.
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