

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 EGM (the "**Chairperson**") as my/our proxy to vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company (the "**EGM**") to be held on October 1, 2024 at 10:00 am Beijing time at 198 Qidi Road, Unit B2-303-137, Beigan Community, Xiaoshan District, Hangzhou, Zhejiang Province, China and at any adjournment or postponement of the EGM. 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 EGM as indicated below:

Resolutions	For	Against	Abstain
1. It is resolved as an ordinary resolution that the authorised share capital of the Company be increased from "US\$500,000 divided into (a) 660,461,733 Class A ordinary shares of a par value of US\$0.00075 each, (b) 6,000,000 Class B ordinary shares of a par value of US\$0.00075 each, (c) 6,000 Series A convertible preferred shares of a par value of US\$0.0001 each, (d) 6,000 Series D convertible preferred shares of a par value of US\$0.0001 each, (e) 50,005 Series F convertible preferred shares of a par value of US\$0.00005 each, (f) 50,000 Series G convertible preferred shares of a par value of US\$0.00075 each, (g) 50,000 Series H convertible preferred shares of a par value of US\$0.00075 each, (h) 50,000 Series I convertible preferred shares of a par value of US\$0.00075 each, and (i) 50,000 Series J convertible preferred shares of a par value of US\$0.00075 each" to "US\$36,500,000 divided into (a) 48,660,461,733 Class A ordinary shares of a par value of US\$0.00075 each, (b) 6,000,000 Class B ordinary shares of a par value of US\$0.00075 each, (c) 6,000 Series A convertible preferred shares of a par value of US\$0.0001 each, (d) 6,000 Series D convertible preferred shares of a par value of US\$0.0001 each, (e) 50,005 Series F convertible preferred shares of a par value of US\$0.00005 each, (f) 50,000 Series G convertible preferred shares of a par value of US\$0.00075 each, (g) 50,000 Series H convertible preferred shares of a par value of US\$0.00075 each, (h) 50,000 Series I convertible preferred shares of a par value of US\$0.00075 each, and (i) 50,000 Series J convertible preferred shares of a par value of			

<p>US\$0.00075 each” by the creation of an additional 48,000,000,000 Class A ordinary shares of a par value of US\$0.00075 each (the “Share Capital Increase”).</p>			
<p>2. It is resolved as a special resolution that, immediately following the Share Capital Increase, (i) 894,000,000 authorised but unissued Class A ordinary shares of a par value of US\$0.00075 each in the authorised share capital of the Company be re-designated and re-classified as 894,000,000 Class B ordinary shares of a par value of US\$0.00075 each; and (ii) 71,733 authorised but unissued Class A ordinary shares of a par value of US\$0.00075 each in the authorised share capital of the Company be re-designated and re-classified as 71,733 Series K convertible preferred shares of a par value of US\$0.00075 each, such that the authorised share capital of the Company shall be changed to “US\$36,500,000 divided into (a) 47,766,390,000 Class A ordinary shares of a par value of US\$0.00075 each, (b) 900,000,000 Class B ordinary shares of a par value of US\$0.00075 each, (c) 6,000 Series A convertible preferred shares of a par value of US\$0.0001 each, (d) 6,000 Series D convertible preferred shares of a par value of US\$0.0001 each, (e) 50,005 Series F convertible preferred shares of a par value of US\$0.00005 each, (f) 50,000 Series G convertible preferred shares of a par value of US\$0.00075 each, (g) 50,000 Series H convertible preferred shares of a par value of US\$0.00075 each, (h) 50,000 Series I convertible preferred shares of a par value of US\$0.00075 each, (i) 50,000 Series J convertible preferred shares of a par value of US\$0.00075 each, and (j) 71,733 Series K convertible preferred shares of a par value of US\$0.00075 each” (the “Share Capital Adjustment”).</p>			
<p>3. It is resolved as an ordinary resolution that:</p> <p>a) (i) every 60 issued and unissued Class A ordinary shares of a par value of US\$0.00075 each in the authorised share capital of the Company be consolidated into 1 consolidated Class A ordinary share of a par value of US\$0.045 each, and every 60 issued and unissued Class B ordinary shares of a par value of US\$0.00075 each in the share capital of the Company be consolidated into 1 consolidated Class B ordinary share of a par value of US\$0.045 each respectively (the “Share Consolidation”), such that, immediately following the Share Consolidation, the authorised share capital of the Company is “US\$36,500,000 divided into (a) 796,106,500 Class A ordinary shares of a par value of US\$0.045 each, (b) 15,000,000 Class B ordinary shares of a par value of US\$0.045 each, (c) 6,000 Series A convertible preferred shares of a par value of US\$0.0001 each, (d) 6,000 Series D convertible preferred shares of a par value of US\$0.0001 each, (e) 50,005 Series F convertible preferred shares of a par value of US\$0.00005 each, (f) 50,000 Series G convertible preferred shares of a par value of US\$0.00075 each, (g) 50,000 Series H convertible preferred shares of a par value of US\$0.00075 each, (h) 50,000 Series I convertible preferred shares of a par value of US\$0.00075 each, (i) 50,000 Series J convertible preferred shares of a par value of US\$0.00075 each, and (j) 71,733 Series K convertible preferred shares of a par value of US\$0.00075 each”;</p>			

<p>(ii) no fractional shares will be issued in connection with the Share Consolidation and, in the event that a Shareholder would otherwise be entitled to receive a fractional share upon the Share Consolidation, the number of shares to be received by such Shareholder will be rounded up to one ordinary share in lieu of the fractional share that would have resulted from the Share Consolidation; and</p> <p>b) any one Director or Officer be and is hereby authorized, for and on behalf of the Company, to do all such other acts or things and execute all such documents, including under seal where applicable, necessary or desirable to implement, carry out and give effect to the Share Consolidation.</p>			
<p>4. It is resolved as a special resolution that the fifth 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 sixth amended and restated memorandum and articles of association (the "Amendment of Company Articles").</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 EGM.

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.transhare.com, click on Vote Your Proxy, and Enter Your Control Number

TO SUBMIT BY EMAIL: Anna Kotlova at akotlova@bizsolaconsulting.com

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

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 29, 2024 or 48 hours before any adjourned or postponed time and date of the EGM.

NOTES

IF YOU HAVE EXECUTED A STANDING PROXY, YOUR STANDING PROXY WILL BE VOTED AS INDICATED IN NOTE 2 BELOW, UNLESS YOU ATTEND THE EGM 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 EGM 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 EGM unless revoked prior to the EGM or the shareholder attends the EGM in person or completes and returns this form appointing a specific proxy.
- 3 A form of proxy for use at the EGM is enclosed. Whether or not you propose to attend the EGM 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 29, 2024.
- 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 akotlova@bizsolaconsulting.com, in each case marked for the attention of *Anna Kotlova*, not later than 48 hours before the time for the holding of the EGM or adjourned or postponed EGM in accordance with the fourth amended and restated memorandum and articles of association of the Company. Returning the completed form of proxy will not preclude you from attending the EGM 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.