

Kaixin Auto 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 _____ 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 the 19th day of August, 2023 at 10:00 am Hong Kong time at 13/F, Gloucester Tower, The Landmark, 15 Queen's Road Central, Central, Hong Kong 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) (i) every 15 issued and unissued ordinary shares of a par value of US\$0.00005 each in the share capital of the Company be consolidated into 1 consolidated ordinary share of a par value of US\$0.00075 each respectively (the "Share Consolidation"), such that, immediately following the Share Consolidation, the authorised share capital of the Company is US\$50,000 divided into (a) 66,661,733 ordinary shares of a par value of US\$0.00075 each, (b) 6,000 Series A convertible preferred shares of a par value of US\$0.0001 each, (c) 6,000 Series D convertible preferred shares of a par value of US\$0.0001 each, and (d) 50,000 Series F convertible preferred shares of a par value of US\$0.00005 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 of the Company be and is hereby authorized, for and on behalf of the Company, to do all such other acts or things necessary or desirable to implement, carry out and give effect to the Share Consolidation.</p>			

<p>2. It is resolved as a special resolution that, immediately following the Share Consolidation, (i) 60,461,733 ordinary shares, including all issued and outstanding 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 Class A ordinary shares of a par value of US\$0.00075; (ii) 6,000,000 authorised but unissued 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 Class B ordinary shares of a par value of US\$0.00075; (iii) 50,000 authorised but unissued 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 Series G convertible preferred shares of a par value of US\$0.00075, (iv) 50,000 authorised but unissued 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 Series H convertible preferred shares of a par value of US\$0.00075, (iii) 50,000 authorised but unissued 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 Series I convertible preferred shares of a par value of US\$0.00075, and (iv) 50,000 authorised but unissued 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 Series J convertible preferred shares of a par value of US\$0.00075, such that the authorised share capital of the Company shall be changed to "US\$50,000 divided into (a) 60,461,733 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) 50,000 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".</p>			
<p>3. It is resolved as a special resolution that the third 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 fourth amended and restated memorandum and articles of association.</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.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 Hong Kong Time on August 17, 2023 or 48 hours before any adjourned or postponed time and date of the AGM.