

**FORM OF PROXY**

Number of ordinary shares held

I/We, _____ CDS Account No. _____
of _____
being a Member/Members of **MAG HOLDINGS BERHAD (formerly known as Xinghe Holdings Berhad)**, hereby
appoint _____ of _____
_____ or failing him/her, _____
of _____
or failing him/her, the Chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting ("EGM") of the Company to be held on a fully virtual basis via online meeting platform of Securities Services e-Portal at <https://sshsb.net.my/> on Friday, 2 July 2021, at 9:00 a.m and at any adjournment thereof. My/Our proxy is to vote as indicated below:

		Resolutions	For	Against
1.	Proposed Private Placement	Ordinary Resolution 1		
2.	Proposed Acquisition	Ordinary Resolution 2		
3.	Proposed LTIP	Ordinary Resolution 3		
4.	Proposed awarding of Offer to Ng Min Lin	Ordinary Resolution 4		
5.	Proposed awarding of Offer to Yeoh Wooi Kia	Ordinary Resolution 5		
6.	Proposed awarding of Offer to Wang ZhiMin	Ordinary Resolution 6		
7.	Proposed awarding of Offer to Collin Goonting a/l O.S Goonting	Ordinary Resolution 7		
8.	Proposed Amendments	Special Resolution		

(Please indicate with a "x" as to how you wish your vote/s to be cast. If no specific direction as to voting is given, the proxy will vote or abstain from voting at his/her discretion).

Where two (2) proxies are appointed, please indicate below the proportion of your shareholdings to be represented by each proxy.

First named proxy _____ % Second named proxy _____ %

Dated this _____ day of _____, 2021

Signature

(If shareholder is a corporation, this part should be executed under seal)

Notes:

1. A depositor shall not be regarded as a member entitled to attend this EGM or at any adjournment thereof and to speak and vote thereat unless his/her/its name appears on the Record of Depositors as at 25 June 2021 (which is not less than three clear market days before the date of this EGM) issued by Bursa Malaysia Depository Sdn. Bhd. ("**Bursa Depository**") in accordance with the rules of Bursa Depository.
2. A member who is a holder of 2 or more shares shall be entitled to appoint up to 2 proxies to attend and vote at this EGM. Where a member appoints 2 proxies, the appointments shall be invalid unless he/she/it specifies the proportions of his/her/its holdings to be represented by each proxy. Provided that having appointed a proxy to attend in his/her/its stead, if such member personally attends this EGM, his/her/its proxy shall be precluded from the meeting.
3. A proxy may but need not be a member of the Company and there shall be no restriction as to the qualification of the proxy.
4. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("**SICDA**"), it may appoint at least 1 proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
5. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("**omnibus account**") as defined under SICDA, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
6. The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or signed by an officer or attorney so authorised.
7. The Form of Proxy and the duly completed instrument appointing a proxy or the power of attorney or other authority, if any, under which it is signed or a notariably certified copy of that power or authority must be lodged at the Company's Registered Office at No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur or fax to 03-6201 3121 or email to ir.mag@shareworks.com.my not less than 24 hours before the time appointed for holding this EGM or at any adjournment thereof.
8. Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of this EGM shall be put to vote by poll.

