



# SHANGHAI PIONEER HOLDING LTD

## 上海先鋒控股有限公司

(Formerly known as China Pioneer Pharma Holdings Limited)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01345)

### FORM OF PROXY FOR USE AT EXTRAORDINARY GENERAL MEETING

I/We<sup>(Name)</sup> \_\_\_\_\_ (Block Capital, please)  
of \_\_\_\_\_ (Address)  
being the holder(s) of \_\_\_\_\_ (see Note 1)  
shares of US\$0.01 each in the capital of Shanghai Pioneer Holding Ltd (the “Company”) hereby appoint (Name) \_\_\_\_\_  
of (Address) \_\_\_\_\_

or failing him/her (Name) \_\_\_\_\_  
of (Address) \_\_\_\_\_

or failing him/her, the chairman of the meeting<sup>(see Note 2)</sup> as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting (“Meeting”) of the Company to be held at Conference Hall, 4/F, No. 15, Lane 88, Wuwei Road, Putuo District, Shanghai, China on Thursday, 22 December 2022 at 10:00 a.m., and at any adjournment thereof or on any resolution or motion which is proposed thereat. My/Our proxy is authorized and instructed to vote as indicated<sup>(see Note 3)</sup> in respect of the undermentioned resolution:

	Ordinary Resolution	For <sup>(see Note 3)</sup>	Against <sup>(see Note 3)</sup>
1.	“THAT (a) the Guarantee Framework Agreement dated 28 October 2022 entered into by the Company as guarantor, Hunan Tiantong Environmental Protection Co., Ltd. as obligor and Mr. Li Xinzhou as counter guarantor in respect of the application for loans from the banks by the member companies of Hunan Tiantong Group, including the Guarantee and the annual caps contemplated thereunder be and are hereby approved, ratified and confirmed; and (b) any Director of the Company be and is hereby authorised to sign, agree, ratify, perfect, execute or deliver (including under seal where applicable) such documents and to do or authorise doing all such acts and things incidental to the Guarantee Framework Agreement and the transactions contemplated thereunder as he may in his absolute discretion consider necessary, desirable or expedient and in the best interest of the Company in connection with the implementation of, giving effect to or completion of the Guarantee Framework Agreement and the transactions contemplated thereunder.”		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2022

Signature(s)<sup>(see Notes 4 & 5)</sup> \_\_\_\_\_

#### Notes:

- 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 the shares in the capital of the Company registered in your name(s).
- A shareholder may appoint more than one proxy of his/her own choice. If such an appointment is made, strike out the words “the chairman of the meeting”, and insert the name(s) of the person(s) appointed as proxy in space provided. Any alteration made to this form of proxy must be initialled by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK THE BOX MARKED “For”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK THE BOX MARKED “Against”.** Failure to tick a box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- If the appointor is a corporation, this form must be executed under common seal or under the hand of an officer, attorney, or other person duly authorised on that behalf.
- In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy must be completed, signed and deposited at the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof), not less than 48 hours before the time for holding the Meeting (i.e. before 10:00 a.m. on Tuesday, 20 December 2022). The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the Meeting (or any adjourned meeting thereof) if they so wish.
- A proxy need not be a shareholder of the Company.