



上海先鋒控股有限公司

Shanghai Pioneer Holding Ltd

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 01345)

FORM OF PROXY FOR USE AT ANNUAL GENERAL MEETING

I/We ^(Name) _____ ^(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 ^(see Note 2) as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company to be held at Conference Hall, 4/F, No. 15, Lane 88, Wuwei Road, Putuo District, Shanghai, China on Friday, 19 May 2023 at 10:00 a.m., and at any adjournment thereof or on any resolution or motion which is proposed thereat. My/Our proxy is authorised and instructed to vote as indicated ^(see Note 3) in respect of the undermentioned resolutions:

Ordinary Resolutions		For ^(see Note 3)	Against ^(see Note 3)
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor of the Company for the year ended 31 December 2022.		
2.	To re-elect Mr. Yang Yuwen as an executive director of the Company.		
3.	To re-elect Mr. Wong Chi Hung, Stanley as an independent non-executive director of the Company.		
4.	To re-elect Ms. Hu Mingfei as a non-executive director of the Company.		
5.	To re-elect Mr. Lai Chanshu as an independent non-executive director of the Company.		
6.	To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.		
7.	To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and authorise the board of directors of the Company to fix its remuneration.		
8.	To give a general mandate to the directors of the Company to allot, issue and deal with additional shares not exceeding 20% of the number of issued shares of the Company as at the date of this resolution.		
9.	To give a general mandate to the directors of the Company to repurchase shares not exceeding 10% of the number of issued shares of the Company as at the date of this resolution.		
10.	To extend the mandate given to the directors of the Company pursuant to ordinary resolution no. 8 to issue shares by adding the number of shares repurchased under ordinary resolution no. 9.		
11.	To declare a final dividend.		
Special Resolution			
12.	To approve the amended and restated Memorandum and Articles of Association (as defined in the circular of the Company dated 19 April 2023) be adopted as the New Memorandum and Articles of Association in substitution for and to the exclusion of the existing Memorandum and Articles of Association with immediate effect and authorise any one director or company secretary of the Company to do all things necessary to implement the adoption of the New Memorandum and Articles of Association.		

Dated this _____ day of _____, 2023

Signature(s) ^(see Notes 4 & 5) _____

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 ANY RESOLUTION, PLEASE TICK THE BOX MARKED "For". IF YOU WISH TO VOTE AGAINST ANY 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 notorially certified copy thereof), not less than 48 hours before the time for holding the meeting (i.e. before 10:00 a.m. on Wednesday, 17 May 2023). The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- A proxy need not be a shareholder of the Company.