



# SHENGLI OIL & GAS PIPE HOLDINGS LIMITED

## 勝利油氣管道控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1080)

### FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 11 FEBRUARY 2022

I/We (Note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ (Note 2) ordinary shares (the "Shares")  
of HK\$0.10 each in the capital of Shengli Oil & Gas Pipe Holdings Limited (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE  
MEETING (Note 3), or \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to attend and act for me/us and on my/our behalf at the extraordinary general meeting of the Company to be held at 3rd Floor, Holiday Inn Shanghai Hongqiao West, 2000 Huqingping Road, Qingpu District, Shanghai, the PRC on Friday, 11 February 2022 at 3 p.m. (and at any adjournment thereof) (the "EGM") for the purpose of considering and, if thought fit, passing the resolution as set out in the notice convening the EGM and at the EGM (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolution as hereunder indicated, or, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the EGM in such manner as he/she thinks fit.

	ORDINARY RESOLUTIONS	FOR (Note 4)	AGAINST (Note 4)
No. 1	<b>THAT</b> the conditional Equity Transfer and Capital Increase Agreement dated 21 December 2021 (the "Equity Transfer and Capital Increase Agreement") entered into between Shandong Shengli Steel Pipe Co., Ltd.* (山東勝利鋼管有限公司) ("Shandong Shengli"), Xiangtan Iron & Steel Group Co., Ltd.* (湘潭鋼鐵集團有限公司) ("Xiangtan Steel") and Hunan Shengli Xianggang Steel Pipe Co., Ltd.* (湖南勝利湘鋼鋼管有限公司) ("Hunan Shengli") in respect of (i) the transfer by Shandong Shengli of 8.9% equity interest of Hunan Shengli for a consideration of RMB17,296,233 to Xiangtan Steel; and (ii) the capital contributions by Shandong Shengli and Xiangtan Steel on a pro-rata basis of RMB17,280,000 and RMB18,720,000 to Hunan Shengli, a copy of which has been produced to the meeting and contained in the document marked as "A" for the purpose of identification, and the transactions contemplated under the Equity Transfer and Capital Increase Agreement, be and are hereby approved, ratified and confirmed; and the directors of the Company be and are hereby authorized for and on behalf of the Company to sign, execute, perfect and deliver all such other documents and deeds, and do all such acts, matters and things as they may in their discretion necessary to carry the Equity Transfer and Capital Increase Agreement into effect.		
No. 2	<b>THAT</b> the conditional equity transfer agreement dated 22 December 2021 (the "Equity Transfer Agreement") entered into between Zhejiang Shengguan Industrial Co., Ltd.* (浙江勝管實業有限公司) ("Zhejiang Shengguan") and Hangzhou Hanyue New Energy Co., Ltd.* (杭州哈月新能源有限公司) ("Hangzhou Hanyue") in respect of the transfer by Zhejiang Shengguan of the equity interest of registered capital of RMB81,420,000, representing approximately 9.9% of the entire equity interest in Xinfeng Energy Enterprise Group Co., Ltd.* (新鋒能源集團有限公司), to Hangzhou Hanyue, a copy of which has been produced to the meeting and contained in the document marked "B" for the purpose of identification, and the transactions contemplated under the Equity Transfer Agreement, be and are hereby approved, ratified and confirmed; and the directors of the Company be and are hereby authorized for and on behalf of the Company to sign, execute, perfect and deliver all such other documents and deeds, and do all such acts, matters and things as they may in their discretion consider necessary to carry the Equity Transfer Agreement into effect.		

Signature(s) (Note 5) \_\_\_\_\_

Date \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
- If any proxy other than the Chairman of the EGM is preferred, strike out "THE CHAIRMAN OF THE MEETING, or" and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.
- IMPORTANT: If you wish to vote for a resolution, please tick in the box marked "For". If you wish to vote against a resolution, please tick in the box marked "Against". If no direction is given, your proxy may vote or abstain as he/she thinks fit. 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 EGM.
- Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company. A proxy need not be a member. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, under its seal and under the hand of an officer, attorney or other person duly authorised to sign the same.
- In order to be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any), under which it is signed or a certified copy of such power or authority shall be delivered to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the EGM convened.
- Where there are joint holders of any Share, any one of such joint holder may vote 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 be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.