

## Shenzhen Pagoda Industrial (Group) Corporation Limited 深圳百果園實業(集團)股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock code: 2411)

## FORM OF PROXY FOR 2022 ANNUAL GENERAL MEETING

Number of shares to

Domestic shares

		which this i		H shares
I/We <sup>(</sup>	Note 2)			
of				being
	gistered holder(s) of H shares/don l of of Shenzhen Pagoda Industrial (Group) Corporation Limited (the "Comp			
or <sup>(Note</sup>	4)			
held a Comm	/our proxy to attend and vote for me/us and on my/our behalf at the annual g t 10:00 a.m. on Tuesday, May 23, 2023 at Conference Room, 12th Floor, Tower nunity, Nanwan Street, Longgang District, Shenzhen, Guangdong Province, onder in respect of the resolutions set out in the notice of the AGM. In the absence iscretion.	B, Jiansheng Bu China and at an	ilding, No. 1 Ping y adjournment th	gji Road, Xialilang nereof as indicated
	ORDINARY RESOLUTIONS	For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>	Abstain <sup>(Note 5)</sup>
1.	To consider and approve the work report of board of directors of the Company for 2022;			
2.	To consider and approve the work report of the board of supervisors of the Company for 2022;			
3.	To consider and approve the final financial accounts of the Company and its subsidiaries (the "Group") for 2022;			
4.	To consider and approve the Company's 2022 annual report;			
5.	To consider and approve the Company's 2022 profit distribution plan;			
6.	To consider and confirm the remuneration of the Company's directors for 2022;			
7.	To consider and confirm the remuneration of the Company's supervisors for 2022;			
8.	To consider and approve the Company's 2023 financial budgets;			
9.	To consider and approve the re-appointment of ShineWing Certified Public Accountants LLP Shenzhen Branch and PricewaterhouseCoopers as the domestic auditor and overseas auditor of the Company respectively for 2023 and to authorise the audit committee of the board of directors of the Company to determine their remuneration matters;			
10.	To consider and approve the remuneration plan for the members of the board of directors of the Company for 2023;			
11.	To consider and approve the remuneration plan for the members of the board of supervisors of the Company for 2023;			
12.	To consider and approve the authorisation to purchase liability insurance for the Group's directors, supervisors and senior management;			

	ORDINARY RESOLUTIONS (BY THE WAY OF CUMULATIVE VOTING)	Cu	mulative Votes <sup>(No</sup>	ote 6)
13.	To consider and appoint the following director candidates for members of the second session of the board of directors of the Company:			
	13.1 To elect Mr. YU Huiyong as an executive director of the Company;			
	13.2 To elect Ms. XU Yanlin as an executive director of the Company;			
	13.3 To elect Mr. TIAN Xiqiu as an executive director of the Company;			
	13.4 To elect Mr. JIAO Yue as an executive director of the Company;			
	13.5 To elect Mr. ZHU Qidong as an executive director of the Company;			
	13.6 To elect Mr. PAN Pan as a non-executive director of the Company;			
	13.7 To elect Mr. HU Qihao as a non-executive director of the Company;			
	13.8 To elect Dr. JIANG Yanbo as an independent non-executive director of the Company;			
	13.9 To elect Mr. MA Ruiguang as an independent non-executive director of the Company;			
	13.10 To elect Dr. WU Zhanchi as an independent non-executive director of the Company;			
	13.11 To elect Mr. CHEUNG Yee Tak Jonathan as an independent non-executive director of the Company; and			
	13.12 To elect Ms. ZHU Fang as an independent non-executive director of the Company;			
14.	To consider and appoint the following supervisor candidates for shareholder representative supervisors of the second session of the board of supervisors of the Company:			
	14.1 To elect Mr. YANG Xiaohu as a shareholder representative supervisor of the Company; and			
	14.2 To elect Mr. ZOU Feng as a shareholder representative supervisor of the Company;			
	SPECIAL RESOLUTION	For <sup>(note 5)</sup>	Against(note 5)	Abstain <sup>(note 5)</sup>
15.	To consider and approve the amendments to the Articles of Association of Shenzhen Pagoda Industrial (Group) Corporation Limited.			
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Notes:

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Please insert the number of shares of the Company registered in your name(s) relating to this form of proxy. If the number is inserted, this form of proxy will be deemed to relate only to those shares. If no number is inserted, this form of proxy will be deemed to relate to all shares of the Company registered in your name(s).

Signature(s)<sup>(Note 7)</sup>

2. Please insert the full name(s) (in Chinese or English) and registered address(es) as shown on the register of members of the Company in BLOCK letters.

\_, 2023

- Please insert the number of shares of the Company registered in your name(s) and select the class of shares (delete as inappropriate). If no number and class of shares are inserted, this form of proxy will be deemed to relate to all shares in the capital of the Company registered in your name(s).
- 4. If any proxy other than the chairman of the meeting of the Company is preferred, please cross out the words "THE CHAIRMAN OF THE MEETING, OR" and insert the name(s) and address(es) of the proxy(ies) desired in the spaces provided. A shareholder of the Company (the "Shareholder") may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a Shareholder. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.

  IMPORTANT: FOR RESOLUTIONS VOTED NOT BY CUMULATING VOTING SYSTEM, IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED. "AGAINST" OR INSERT THE RELEVANT NUMBER OF SHARES. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "AGAINST" OR INSERT THE RELEVANT NUMBER OF SHARES. IF YOU WISH TO ABSTAIN FROM VOTING FOR ANY RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "ABSTAIN" OR INSERT RELEVANT NUMBER OF SHARES. IF YOU WISH TO ABSTAIN FROM VOTING FOR ANY RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "ABSTAIN" OR INSERT RELEVANT NUMBER OF SHARES. If no direction is given, your proxy may vote at his/her own discretion. Your proxy will also be entitled to vote or abstain at his/her discretion on any resolution properly put to the AGM other than those referred to the notice convening the AGM. Any vote which is not filled or filled wrongly or with unrecognizable writing or not casted will be deemed as having been waived by you and the corresponding vote will be counted as "Abstain". The shares abstained will be counted in the calculation of the required majority.
- 6. IMPORTANT: CUMULATIVE VOTING SYSTEM IS ADOPTED FOR RESOLUTION NO. 13 AND RESOLUTION NO. 14. THE AFORESAID CUMULATIVE VOTING SYSTEM MEANS
  AT A GENERAL MEETING, WHERE DIRECTORS OR SUPERVISORS ARE ELECTED, EACH SHARE IS ENTITLED TO THE SAME NUMBER OF VOTES AS THE NUMBER OF
  DIRECTORS OR SUPERVISORS TO BE ELECTED, AND SHAREHOLDERS MAY CAST ALL THEIR VOTES ON A PARTICULAR CANDIDATE. As such, the cumulative voting system is
  adopted for the election of director sand supervisors, so that each share held by any shareholder who is going to vote shall have the same number of votes as the number of directors or supervisors to
  be elected. A shareholder may cast all his/her votes on a particular candidate or on multiple candidates. PLEASE FOLLOW THE INSTRUCTIONS BELOW WHEN YOU CAST YOUR VOTES:
  - (i) In relation to the resolutions No. 13 and No. 14, for every share held by you, you shall have the same number of voting rights which equals to the number of directors or supervisors to be elected. For example, if you are holding 100 shares and 12 directors will be elected for resolution No. 13, the aggregate number of shares with votes which you entitled will be 1,200 shares regarding resolution No. 13.
  - (ii) Additionally, please note that you may cast your votes on every candidate of directors or supervisors which equals to the number of shares held by you. You may also cast all your votes, which represent the total number of shares held by you multiplied by the total number of directors or supervisors to be elected, on one candidate; or cast your votes which represent the total number of shares held by you multiplied by the total number of directors or supervisors to be elected on certain candidates. Further to the example to paragraph(i), you may choose to cast 1,200 votes equally amongst the 12 director candidates (e. 100 votes for each), or to cast all your 1,200 votes on a single director candidate, or to cast on director candidate A with 1,000 votes, director candidate B with 100 votes, director candidate C with 100 votes and not cast any vote on the other director candidates, etc.
  - (iii) Please note that when the total votes cast by you on certain candidates exceeds the total votes to which you entitled, all the votes you have cast will become invalid and regarded as abstain. When the total votes cast by you for certain candidates are less than the total votes to which you are entitled, the votes are valid and the remaining votes will be regarded as abstain.
- 7. This form of proxy must be signed by you, or your attorney duly authorised in writing or, in the case of a legal person, must be either executed under its common seal or under the hand of its directors or attorney duly authorised.
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  If the form of proxy is signed by another person under a power of attorney or other authorisation documents given by the appointer, such power of attorney or other authorisation documents shall be notarised. The proxy form or/and notarized power of attorney and other authorisation documents must be delivered to the Company's H share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hoppewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for Hapeholders) or the Company's office at 12-20, 12th Floor, Tower B, Jiansheng Building, No. 1 Pringij Road, Xialilang Community, Nanwan Street, Longgang District, Shenzhen, Guangdong Province, China (for Domestic Shareholders) not less than twenty-four hours before the time appointed for the AGM (i.e. not later than 10; 00 a.m. on Monday, May 22, 2023) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM or any adjournment thereof if they so wish.
- 9. Where there are joint registered holders of any share, any one of such joint holders 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 are present at the AGM, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall alone be entitled to vote in respect thereof.
- 10. The AGM is expected to last for no more than half a business day. Shareholders and proxies attending the meeting shall be responsible for their own travel and accommodation expenses