



# 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 2023 SECOND EXTRAORDINARY GENERAL MEETING

Number of shares to which this form of proxy relates <sup>(Note 1)</sup>	Domestic shares
	H shares

I/We<sup>(Note 2)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ H shares/domestic shares<sup>(Note 3)</sup> of RMB1.00 each in the share capital of Shenzhen Pagoda Industrial (Group) Corporation Limited (the "Company"), hereby appoint, the chairman of the meeting, or<sup>(Note 4)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
act as my/our proxy to attend and vote for me/us and on my/our behalf at the 2023 second extraordinary general meeting of the Company (the "EGM") to be held at 10:00 a.m. on Thursday, December 28, 2023 at Conference Room, 12th Floor, Tower B, Jiansheng Building, No. 1 Pingji Road, Xialilang Community, Nanwan Street, Longgang District, Shenzhen, Guangdong Province, China and at any adjournment thereof as indicated hereunder in respect of the resolutions set out in the notice of the EGM. In the absence of any indication, the proxy may vote at his/her own discretion.

ORDINARY RESOLUTIONS		For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>	Abstain <sup>(Note 5)</sup>
1.	To consider and approve the proposed amendments to the Rules of Procedures of General Meetings of Shenzhen Pagoda Industrial (Group) Corporation Limited;			
2.	To consider and approve the proposed amendments to the Rules of Procedures of the Board of Directors of Shenzhen Pagoda Industrial (Group) Corporation Limited;			
3.	To consider and approve the proposed amendments to the Rules of Procedures of the Board of Supervisors of Shenzhen Pagoda Industrial (Group) Corporation Limited;			
SPECIAL RESOLUTIONS		For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>	Abstain <sup>(Note 5)</sup>
4.	To consider and approve the proposed amendments to the Articles of Association of Shenzhen Pagoda Industrial (Group) Corporation Limited; and			
5.	To consider and approve the proposed granting of a general mandate to the Board to repurchase H Shares.			

Date: the \_\_\_\_\_ day of \_\_\_\_\_ 2023

Signature(s)<sup>(Note 6)</sup> \_\_\_\_\_

#### Notes:

- 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).
- 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.
- 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).
- 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 INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "FOR" 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 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 EGM other than those referred to in the notice convening the EGM. 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.
- 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.
- 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, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders) or the Company's office at 12-20, 12th Floor, Tower B, Jiansheng Building, No. 1 Pingji 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 EGM (i.e. not later than 10:00 a.m. on Wednesday, December 27, 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 EGM or any adjournment thereof if they so wish.
- 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 EGM, 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.
- The EGM 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.