



勝利管道
SHENGLI PIPE

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 ANNUAL GENERAL MEETING TO BE HELD ON 21 JUNE 2024

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 annual general meeting of the Company to be held at 4th Floor, Golden Tulip Shanghai
Hongqiao Yankuang, No. 303 Mingzhu Road, Qingpu District, Shanghai City, the PRC on Friday, 21 June 2024 at 3:00 p.m. (and at any adjournment thereof)
(the "AGM") for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the AGM and at the AGM (or at any
adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions 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 AGM in such manner as he/she thinks fit.

	Ordinary Resolutions	For (Note 4)	Against (Note 4)
No. 1	To receive, consider and adopt the audited financial statements of the Company and its subsidiaries for the year ended 31 December 2023 and the reports of the directors of the Company (the "Directors") and auditors of the Company.		
No. 2	To re-elect the following Directors:		
	(a) To re-elect Mr. Zhang Bizhuang as an executive Director.		
	(b) To re-elect Mr. Zhang Bangcheng as an executive Director.		
	(c) To re-elect Mr. Wei Jun as a non-executive Director.		
	(d) To re-elect Mr. Qi Defu as an independent non-executive Director.		
No. 3	To authorise the board of Directors of the Company (the "Board") to fix the remuneration of the Directors.		
No. 4	To re-appoint Mazars CPA Limited as the auditor of the Company and authorise the Board to fix its remuneration.		
No. 5	To grant a general mandate to the Directors to allot, issue and deal with new Shares (the "New Shares") not exceeding 20% of total number of the issued Shares.		
No. 6	To grant a general mandate to the Directors to repurchase Shares not exceeding 10% of total number of the issued Shares.		
No. 7	Conditional upon the passing of ordinary resolutions numbered 5 and 6, to extend the scope of general mandate granted to the Directors to allot, issue and deal with the New Shares by an amount not exceeding the amount of the Shares repurchased by the Company.		

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 AGM 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 INITIALLED 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 AGM.
- 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.
- 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 of the Company. 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.
- 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 of attorney 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 AGM 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.