



# ZHEJIANG SHIBAO COMPANY LIMITED\*

## 浙江世寶股份有限公司

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

(Stock Code: 1057)

### PROXY FORM FOR EXTRAORDINARY GENERAL MEETING

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_ <sup>(Note 2)</sup>

being the registered holder of <sup>(Note 3)</sup> \_\_\_\_\_ <sup>(Note 4)</sup> A/H Shares (the "Shares")  
of RMB1.00 each in the share capital of Zhejiang Shibao Company Limited\* (the "Company") HEREBY APPOINT <sup>(Note 5)</sup> THE  
CHAIRMAN OF THE MEETING or \_\_\_\_\_ (correspondence address:  
\_\_\_\_\_)

as my/our proxy to attend and  
act for me/us at the 2022 first extraordinary general meeting ("EGM") of the Company to be held at the conference room of the  
Company at 3rd Floor of Office Building No. 6, 17th Avenue, Hangzhou Economic and Technological Development Zone, Hangzhou,  
Zhejiang Province, China on 2 December 2022, Friday at 2:00 p.m., and to vote for me/us at such meeting in respect of the  
resolutions set out in the notice of the EGM in the manners as hereunder indicated, or if no such indication is given, as my/our proxy  
thinks fit. Unless otherwise indicated, capitalised terms defined in the announcements of the Company dated 18 October 2022 in  
respect of the proposed non-public issuance of A shares in the PRC and the proposed amendments to the articles of association of the  
Company, respectively, shall have the same meanings when used herein.

**To consider and approve the following resolutions:**

	RESOLUTIONS	FOR <sup>(Note 6)</sup>	AGAINST <sup>(Note 6)</sup>	ABSTAIN <sup>(Note 6)</sup>
1.	Resolution in relation to the fulfillment of the issue criteria by the Company ( <b>ordinary resolution</b> )			
2.	Resolution in relation to the Non-public Issuance of A Shares ( <b>special resolutions</b> )	/		
	2.1 Class and nominal value of shares to be issued			
	2.2 Method and time of issue			
	2.3 Subscribers and manner of subscription			
	2.4 Number of new A Shares to be issued			
	2.5 Issue price, price determination date and pricing principles			
	2.6 Lock-up period			
	2.7 Place of listing			
	2.8 Amount and use of proceeds			
	2.9 Arrangement relating to the accumulated undistributed profits prior to the Non-public Issuance of A Shares			
	2.10 Valid period of Shareholders' resolutions			
3.	Resolution in relation to the issue proposal ( <b>ordinary resolution</b> )			
4.	Resolution on the non-preparation of report on the use of proceeds previously raised ( <b>ordinary resolution</b> )			
5.	Resolution in relation to the feasibility study report ( <b>ordinary resolution</b> )			

\* For identification purpose only

6.	Resolution in relation to the authorisation to the Board to deal with, in its absolute discretion, matters relating to the Non-public Issuance of A Shares ( <b>ordinary resolution</b> )			
7.	Resolution in relation to the risk alert for the dilution of current returns as a result of the Non-public Issuance of A Shares, the adoption of the remedial measures and the undertakings given by relevant parties ( <b>ordinary resolution</b> )			
8.	Resolution in relation to the future plan regarding return to Shareholders ( <b>ordinary resolution</b> )			
9.	Resolution in relation to the amendments to Articles of Association ( <b>special resolution</b> )			
10.	Resolution in relation to the amendments to the Rules of Procedures for the Shareholders General Meeting ( <b>ordinary resolution</b> )			
11.	Resolution in relation to the amendments to the Rules of Procedures for the Board of Directors ( <b>ordinary resolution</b> )			
12.	Resolution in relation to the amendments to the Rules of Procedures for the Supervisory Committee ( <b>ordinary resolution</b> )			
13.	Resolution in relation to the amendments to the Policy for Management of Raised Proceeds ( <b>ordinary resolution</b> )			

Date: \_\_\_\_\_ 2022

Signature <sup>(Note 7)</sup>: \_\_\_\_\_

*Notes:*

1. Please insert full name(s) in block capitals.
2. Please insert address(es) in block capitals.
3. Please insert the number of shares in the Company registered in your name(s) and to which the proxy relates. If no such number is inserted, this Proxy Form will be deemed to relate to all the shares in the Company registered in your name(s).
4. Delete the type of shares which is not applicable.
5. If any proxy other than the Chairman of the Meeting is preferred, strike out "THE CHAIRMAN OF THE MEETING or" and insert the name and address of the proxy desired in the space provided. Each shareholder is entitled to appoint one or more proxies to attend and vote at the EGM. The proxy need not be a shareholder of the Company. Any alteration made to this Proxy Form must be signed by the person who signs it.
6. Important: If you wish to vote for any resolution, place a "X" in the box marked "For". If you wish to abstain from voting on any resolution, place a "X" in the box marked "Abstain". If you wish to vote against any resolution, place a "X" in the box marked "Against". Failure to complete the box will entitle your proxy to vote on your behalf at his discretion.
7. This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a legal person, either under the common seal or under the hand of its legal representative (applicable to A Shareholders)/its director (applicable to H Shareholders) or attorney duly authorised in writing.
8. To be valid, the proxy form (if this proxy form is signed by your attorney duly authorised in writing, together with a notarially certified copy of the power of attorney or other instrument of authority pursuant to which this Proxy Form is signed) must be delivered to the Hong Kong H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares only), not less than 24 hours before the time appointed for holding the EGM or any adjourned meetings thereof. For A Shareholders, the abovementioned documents must be delivered to the secretary office of the board of the Company before the abovementioned time. Completion and return of the proxy form will not affect your rights to attend and vote at the EGM.
9. Proxies of the A Shareholders shall bring along stock account cards of their appointing shareholders, the duly completed and signed proxy form and the proxies' identity cards to attend the EGM. Proxies of the H Shareholders shall bring along the duly completed and signed proxy form and the proxies' identity cards or passports to attend the EGM.
10. This proxy form should be completed in duplicate. One copy should be delivered to the Company in accordance with Note 8; the other should be produced by the proxy at the EGM in accordance with Note 9.