



# FIRST SHANGHAI INVESTMENTS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock code: 227)

## FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING (OR ANY ADJOURNMENT THEREOF)

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares in First Shanghai Investments Limited (the "Company") HEREBY APPOINT<sup>3</sup> the Chairman of the meeting or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend the said meeting of the Company to be held at 19th Floor, Wing On House, 71 Des Voeux Road Central, Hong Kong on Tuesday, 15 October, 2019 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the resolution as set out in the notice convening the said meeting and at such meeting (or at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the said resolution as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	FOR <sup>4</sup>	AGAINST <sup>4</sup>
<p>(a) To approve, ratify and confirm the execution, delivery and performance of the sale and purchase agreement dated 26 August 2019 entered into, among others, Leader Capital Investments Limited and 上海張江(集團)有限公司 (Shanghai Zhangjiang (Group) Company Limited) (the "Agreement") (a copy of the Agreement has been produced to the meeting and marked "A" and initiated by the chairman of the meeting for identification purposes) and the transactions contemplated thereunder; and</p> <p>(b) To authorise any one director of the Company to sign, agree, ratify, perfect, execute or deliver (including under seal where applicable) such documents and to do or authorise all such acts and things incidental to the Agreement and the transactions contemplated thereunder as he may in his absolute discretion consider necessary, desirable or expedient and in the best interests of the Company in connection with the implementation of, giving effect to or completion of the Agreement and the transactions contemplated thereunder.</p>		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2019      Signature(s)<sup>5</sup>: \_\_\_\_\_

*Notes:*

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, delete the words "the Chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. A member may appoint more than one proxy to attend and vote in his stead. A proxy need not be a member of the Company but must attend the meeting in person to represent you. **ANY ALTERATIONS MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED "AGAINST"**. Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing, or in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
- To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the registered office of the Company at Room 1903, Wing On House, 71 Des Voeux Road Central, Hong Kong, **NOT LESS THAN 48 HOURS** before the time appointed for holding the said meeting.
- Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at the meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.