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SHANGHAI PIONEER HOLDING LTD

上海先鋒控股有限公司

(Formerly known as China Pioneer Pharma Holdings Limited)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01345)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the second extraordinary general meeting in 2022 (“EGM”) of Shanghai Pioneer Holding Ltd (the “Company”) will be held at Conference Hall, 4/F, No. 15, Lane 88, Wuwei Road, Putuo District, Shanghai, China on Thursday, 22 December 2022 at 10:00 a.m. for considering and, if thought fit, passing the following resolution. Unless otherwise specified, capitalised terms used in the notice shall have the same meanings as those defined in the circular of the EGM of the Company dated 2 December 2022.

ORDINARY RESOLUTION

1. **“THAT**

- (a) the Guarantee Framework Agreement dated 28 October 2022 entered into by the Company as guarantor, Hunan Tiantong Environmental Protection Co., Ltd. as obligor and Mr. Li Xinzhou as counter guarantor in respect of the application for loans from the banks by the member companies of Hunan Tiantong Group, including the Guarantee and the annual caps contemplated thereunder be and are hereby approved, ratified and confirmed; and
- (b) any Director of the Company be and is hereby authorised to sign, agree, ratify, perfect, execute or deliver (including under seal where applicable) such documents and to do or authorise doing all such acts and things incidental to the Guarantee Framework Agreement and the transactions contemplated thereunder as he may in his absolute discretion consider necessary, desirable or expedient and in the best interest of the Company in connection with the implementation of, giving effect to or completion of the Guarantee Framework Agreement and the transactions contemplated thereunder.”

By order of the Board
Shanghai Pioneer Holding Ltd
LI Xinzhou
Chairman

Hong Kong, 2 December 2022

Registered office:
190 Elgin Avenue
George Town
Grand Cayman KY1-9005
Cayman Islands

Principal place of business in Hong Kong:
31/F, Tower Two, Times Square
1 Matheson Street
Causeway Bay
Hong Kong

Notes:

- (1) A Shareholder entitled to attend and vote at the EGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a Shareholder of the Company. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the EGM. On a poll, votes may be given either personally or by proxy.
- (2) In the case of joint holders, any one of such joint holders may vote at the EGM, 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, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
- (3) In order to be valid, a form of proxy must be deposited at the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above EGM (i.e. before 10:00 a.m. on Tuesday, 20 December 2022) or any adjournment thereof. The completion and return of the form of proxy shall not preclude Shareholders of the Company from attending and voting in person at the above EGM (or any adjourned meeting thereof) if they so wish.
- (4) The register of members of the Company will be closed from Monday, 19 December 2022 to Thursday, 22 December 2022, both days inclusive, to determine the entitlement of the Shareholders to attend the EGM, during which period no Share transfers can be registered. In order to qualify for attending the EGM, all transfers accompanied by the relevant Share certificates must be lodged with the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 16 December 2022.
- (5) Shareholders registered to attend the EGM may submit questions related to the resolution submitted at the EGM or raise questions during the EGM. The questions raised by Shareholders at the EGM and those submitted beforehand will be addressed by the Company as far as possible.
- (6) In order to facilitate the prevention and control requirements of COVID-19, the Company recommends that the Shareholder and their authorised person appointing the chairman of the EGM as proxy to attend and vote at the EGM. Shareholders or his/her proxy who need to attend the on-site meeting shall take effective protective measures and comply with the requirements of the venue to accept body temperature detection and other related prevention work.

As at the date of this notice, Mr. LI Xinzhou, Mr. XIAO Guoguang and Mr. YANG Yuwen are executive Directors, Ms. HU Mingfei is a non-executive Director and Mr. ZHANG Hong, Mr. WONG Chi Hung, Stanley and Mr. LAI Chanshu are independent non-executive Directors.