



GUOQUAN FOOD (SHANGHAI) CO., LTD.

鍋圈食品(上海)股份有限公司

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

(Stock Code: 2517)

PROXY FORM FOR USE AT THE 2023 ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, JUNE 27, 2024

I/We^(Note 1) _____ (Name)
of _____ (Address)
being the registered holder(s) of _____ H Share(s)/Domestic Unlisted Share(s)^(Note 2) of Guoquan Food (Shanghai) Co., Ltd. (鍋圈食品(上海)股份有限公司) (the "Company"),

HEREBY APPOINT^(Note 3) THE CHAIRMAN OF THE MEETING, or _____ (Name)
of _____ (Address)
as my/our proxy to attend on my/our behalf at the 2023 AGM (and at any adjournment thereof) to be held at Function Room 1, 2nd Floor, Shanghai Marriott Hotel Hongqiao, 2270 Hongqiao Road, Changning District, Shanghai, the PRC at 2:00 p.m. on Thursday, June 27, 2024, for the purposes of considering and, if thought fit, passing the resolutions set out in the notice of AGM, and to vote for me/us and in my/our name(s) in respect of the relevant resolutions as indicated below at the meeting (and any adjournment thereof).

Unless otherwise defined, capitalized terms used in this proxy form shall have the same meanings as defined in the circular of the Company dated May 27, 2024.

ORDINARY RESOLUTIONS		For ^(Note 4)	Against ^(Note 4)	Abstain ^(Note 4)
1.	To consider and approve the report of the Board of the Company for the year of 2023			
2.	To consider and approve the report of the Board of Supervisors of the Company for the year of 2023			
3.	To consider and approve the annual report of the Company for the year of 2023			
4.	To consider and approve the profit distribution plan of the Company for the year of 2023			
5.	To consider and approve the proposal on the re-appointment of the Company's auditor for the year of 2024			
SPECIAL RESOLUTIONS		For ^(Note 4)	Against ^(Note 4)	Abstain ^(Note 4)
6.	To consider and approve the Share Repurchase Mandate			
7.	To consider and approve the Share Issue Mandate			
8.	To consider and approve the amendments to the Articles of Association			

Date: _____, 2024

Signature(s)^(Note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company registered in your name(s) to which this form of proxy relates and delete as appropriate. If no number is inserted, this form of proxy will be deemed to relate to all shares in the Company registered in your name(s).
- If any person other than the Chairman of the meeting is proposed to be appointed as a proxy, please strike out the words "THE CHAIRMAN OF THE MEETING" and insert the name and address of the proposed proxy desired in the space provided. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or more (if he/she/it holds more than one share) proxies to attend and vote instead of him/her/it. If more than one proxy is appointed, the appointment shall specify the number of shares in respect of which each such proxy (or proxies) is so appointed. A proxy need not be a shareholder of the Company. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "ABSTAIN". ANY ABSTAINING VOTE SHALL BE COUNTED IN CALCULATING THE MAJORITY OF VOTES REQUIRED FOR PASSING A RESOLUTION.** Failure to tick a box will entitle your proxy (or proxies) to cast your vote at his/her discretion. Your proxy (or proxies) will also be entitled to vote or abstain from voting at his/her discretion on any resolution properly put to the annual general meeting other than those referred to in the notice convening the annual general meeting. 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".
- This proxy form must be signed by you or your attorney duly authorised in writing. In case of a corporation, the same must be executed either under its common seal or under the hand of its director(s) or duly authorised proxy.
- Every shareholder of the Company presents in person or by proxy or, being a corporation, by its duly authorised representative, shall have one vote for every fully paid share of which he/she/it is the holder.
- In the case of joint holders of any Shares, the vote of the holder whose name stands first on the register of members, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
- To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, 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 (if you are the H Shareholder) or the registered office of the Company, at Room 802, No. 3, Lane 187, Xinghong Road, Minhang District, Shanghai, the PRC (if you are the Shareholder of Domestic Unlisted Shares) not less than 24 hours before the time fixed for holding the AGM (for the AGM, i.e. not later than 2:00 p.m. on Wednesday, June 26, 2024) or any adjournment thereof.
- COMPLETION AND DELIVERY OF THIS FORM OF PROXY WILL NOT PRECLUDE YOU FROM ATTENDING AND VOTING AT THE AGM OR ANY ADJOURNMENT THEREOF IF YOU SO WISH. IN SUCH EVENT, THE INSTRUMENT APPOINTING A PROXY SHALL BE DEEMED TO BE REVOKED.**
- Shareholders or his/her proxy(ies) shall produce their identification documents when attending the AGM or any adjournment thereof. If the attending Shareholder is a corporation, its legal representative shall present his or her identification document, a valid certificate proving his or her qualification as a legal representative and proof of shareholding; if a proxy is appointed to attend the meeting, such proxy shall present his or her ID card.
- All references to date and time herein refer to Hong Kong date and time.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the AGM of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third-party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfill the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be submitted in writing to the Personal Data Privacy Officer, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.