

杉杉品牌運營股份有限公司
Shanshan Brand Management Co., Ltd.

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1749)

**Form of Proxy for the Annual General Meeting to be held on
Wednesday, 5 June 2019 (or at its adjournment)**

I/We _____ of _____^(Note 1)
being the registered holder of _____ domestic shares/H shares^(Note 2)
in Shanshan Brand Management Co., Ltd. (the "Company"), HEREBY APPOINT^(Note 3) the chairman of the annual general meeting (the "AGM")
or _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the AGM to be held at Conference Room, Third floor of Building B1, Shanshan New Energy Base, 238 Yunlin Middle Road, Wangchun Industrial Park, Ningbo, Zhejiang, the PRC on Wednesday, 5 June 2019 at 10:00 a.m. and at its adjournment and to vote on my/our behalf as directed below.

Ordinary Resolutions		For ^(Note 6)	Against ^(Note 6)	Abstain ^(Note 6)
1.	To consider and approve the work report of the board of directors of the Company (the "Directors") for the year ended 31 December 2018.			
2.	To consider and approve the work report of the supervisory committee of the Company (the "Supervisory Committee") for the year ended 31 December 2018.			
3.	To consider and approve the audited consolidated financial statements and report of the independent auditor of the Company for the year ended 31 December 2018.			
4.	To consider and approve the profits distribution plan of the Company for the year 2018, being the proposed distribution of final dividend of RMB0.06 per Share (pre-tax) for 133,400,000 shares of the Company for the year ended 31 December 2018, which amount to RMB8,004,000 (pre-tax) in aggregate.			
5.	To consider and approve the proposed re-election of nine Directors for the second session of the board of Directors (the "Board") for a term of office of three years commencing from the conclusion of the AGM.			
a.	Re-election of Mr. Cao Yang as an executive Director ("ED").			
b.	Re-election of Mr. Luo Yefei as an ED.			
c.	Re-election of Ms. Yan Jingfen as an ED.			
d.	Re-election of Mr. Zhuang Wei as a non-executive Director ("NED").			
e.	Re-election of Mr. Yang Feng as a NED.			
f.	Re-election of Ms. Hui Ying as a NED.			
g.	Re-election of Mr. Au Yueng Po Fung as an independent non-executive Director ("INED").			
h.	Re-election of Mr. Wang Yashan as an INED.			
i.	Re-election of Mr. Wu Xuekai as an INED.			
6.	To consider and approve the proposed re-election and election of two supervisors of the Company (the "Supervisors") for the second session of the Supervisory Committee for a term of office of three years commencing from the conclusion of the AGM.			
a.	Re-election of Ms. Yang Yi as a Supervisor.			
b.	Election of Mr. Wang Yijun as a Supervisor.			
7.	To approve and authorise the Board to determine the remuneration proposal of each of the Directors and Supervisors of the respective second sessions of Board and the Supervisory Committee in accordance to the remuneration policy set by the remuneration committee of the Board and to authorise the Board to enter into service contracts and/or appointment letters with each of the re-elected Directors and Supervisors subject to such terms and conditions as the Board shall think fit and to do all such acts and things and handle all other related matters as necessary.			
8.	To re-appoint BDO Limited and BDO China Shu Lun Pan Certified Public Accountants LLP as the international auditor and the domestic auditor of the Company for the year 2019, respectively, to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to determine their remunerations for the year 2019.			
Special Resolutions ^(Note 4)				
9.	To consider and approve the authorisation of a general mandate to the Board to repurchase H shares of the Company.			
10.	To consider and approve the authorisation of a general mandate to the Board to issue shares of the Company.			
11.	To consider and approve the proposed amendments to the articles of association of the Company.			
Ordinary Resolution ^(Note 4)				
12.	To consider and approve the proposals (if any) put forward at the general meeting by shareholder(s) of the Company holding 3% or more of the shares of the Company carrying the right to vote thereat.			

Signature(s) _____^(Note 5)

Dated this _____ day of _____, 2019

Notes:

1. Full name(s) (in Chinese or English) and address(es) (as shown in the register of members) are to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares in the Company registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all shares in the capital of the Company registered in your name(s). Please also strike out the type of shares (domestic shares/H shares) to which the proxy does not relate.
3. If any proxy other than the chairman of the AGM is preferred, strike out the words “the chairman of the annual general meeting (the “AGM”) or” and insert the name and address of the proxy in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE AGM WILL ACT AS YOUR PROXY.**
4. The full text of these resolutions are set out in the notice of the AGM which is sent to the shareholders of the Company together with this form of proxy.
5. In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders, 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 in respect of such share shall alone be entitled to vote in respect thereof.
6. If you wish to vote for any of the resolutions set out above, please tick (“√”) in the boxes marked “**FOR**”. If you wish to vote against any of the resolutions, please tick (“√”) in the boxes marked “**AGAINST**”. If you wish to abstain for any of the resolutions, please tick (“√”) in the boxes marked “**ABSTAIN**”. If this form of proxy returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/her discretion. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the AGM other than those set out in the notice of the AGM. Any vote which is not filled or filled wrongly or with unrecognisable writing or not cast will be deemed as having been waived by you and the corresponding vote will be counted as “**ABSTAIN**”.
7. This form of proxy must be signed and dated by a shareholder, or his/her attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under its director or duly authorised person. All powers of attorney referred to in this note must be notarially certified.
8. As regards the holders of the H shares and in order to be valid, this form of proxy, together with any power of attorney or other authority (if any), under which it is signed or a notarially certified copy of such power of attorney or authority, must be deposited with the Company's H share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 24 hours before the time appointed for holding the AGM or its adjournment.
9. As regards the holders of the domestic shares and in order to be valid, this form of proxy, together with any power of attorney or other authority (if any), under which it is signed or a notarially certified copy of such power of attorney or authority, must be deposited with the Company's registered office address at The Office of the Board of Directors, 238 Yunlin Middle Road, Wangchun Industrial Park, Ningbo, Zhejiang, the PRC not later than 24 hours before the time appointed for holding the AGM or its adjournment.
10. A proxy attending the AGM on behalf of a shareholder must present the proxy's proof of identity together with any power of attorney or other authority (if any).
11. Any alteration made to this form of proxy should be initialled by the person who signs this form of proxy.
12. Unless the context requires otherwise, terms defined in the notice of the AGM shall bear the same meanings when used in this form of proxy.
13. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the AGM and its adjournment if you so wish. You must present your proof of identification when you attend and vote in person at the AGM.

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) “Personal Data” in these statements has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (the “PDPO”) which includes your and your proxy's names and addresses.
- (ii) Your supply of the Personal Data to the Company is on a voluntary basis and is used for processing your instructions and/or requests as stated in this form of proxy (the “Purpose”).
- (iii) Your Personal Data will not be transferred to other third parties (other than the share registrar of the Company) and third party service provider who provides administrative, computer and other services in connection with the Purpose. Unless it is a requirement to do so by law, for example, in response to a court order or a law enforcement agency's request and will be retained for such period as may be necessary for our verification and record purposes.
- (iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request should be in writing addressed to the personal data privacy officer of Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.