



中國碳中和發展集團有限公司
China Carbon Neutral Development Group Limited
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 1372)

FORM OF PROXY
FOR USE AT THE EXTRAORDINARY GENERAL MEETING TO BE
HELD AT 10:00 AM, ON FRIDAY, 2 DECEMBER 2022
(OR ANY ADJOURNMENT THEREOF)

I/We ^(note 1) _____
of _____
being the registered holder(s) of ^(note 2) _____ shares of HK\$0.01 each
in the share capital of China Carbon Neutral Development Group Limited (the “**Company**”), HEREBY APPOINT THE CHAIRMAN
OF THE MEETING, or ^(note 3) _____
of _____
as my/our proxy to attend the Extraordinary General Meeting (or any adjournment thereof) of the Company to be held at Unit 1808,
18/F, Landmark South, 39 Yip Kan Street, Wong Chuk Hang, Hong Kong on Friday, 2 December 2022 at 10:00 a.m. and vote for me/
us and on my/our behalf in respect of the following resolution as indicated below.

ORDINARY RESOLUTION	FOR ^(note 4)	AGAINST ^(note 4)
To approve, confirm and ratify the grant of 13,500,000 share options (the “ Options ”) to Mr. Chen Xinwei, an executive director of the Company (the “ Director ”) and the Chief Executive Officer of the Group, entitling him to subscribe for 13,500,000 ordinary shares of HK\$0.01 each of the Company (the “ Shares ”) at an exercise price of HK\$2.494 per Share (the principal terms and conditions of such grant are set out in the circular of the Company dated 17 November 2022) under and pursuant to the share option scheme of the Company adopted on 29 March 2016 and authorize any one Director to do all such acts and/or execute all such documents as may be necessary or expedient in order to give full effect to such grant and exercise of the Options.		

Dated: _____ Signature ^(note 7): _____

Notes:

- Please insert full names and addresses in **BLOCK CAPITALS**.
- Please insert the number of ordinary shares of HK\$0.01 each in the capital of the Company registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the shares in the Company registered in your name(s).
- 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.
- Please indicate with “✓” in the spaces opposite to the resolutions how you wish the proxy to vote on your behalf. In the absence of any such indication the proxy may vote for or against the resolution or may abstain at his discretion. Your proxy will also be entitled to vote at his discretion on the resolution properly put to the Meeting other than those referred to in the notice convening the Meeting. Shares abstained (if any) will not be counted in the calculation of the required majority.
- You are requested to lodge this form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed or a notorially certified copy thereof, at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours in advance of the time fixed for the Meeting or any adjournment thereof.
- In the case of joint holders, 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 holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of any officer or attorney or other person duly authorised. A proxy need not be a shareholder of the Company.
- Any alterations made to this form of proxy must be initialed by the person who signs it.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting (or any adjournment thereof) if you wish to do so.

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 Meeting of the Company (the “**Purpose**”). 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 fulfil 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 in writing by mail to the Company/Tricor Investor Services Limited at the above address.