



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 (THE “MEETING”) TO BE HELD AT 10:00 A.M. ON WEDNESDAY, 11 OCTOBER 2023 (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 Meeting to be held at Unit 1808, 18/F, Landmark South, 39 Yip Kan Street, Wong Chuk Hang, Hong Kong on
Wednesday, 11 October 2023 at 10:00 a.m. or any adjournment thereof 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 the increase in the authorised share capital of the Company from HK\$5,000,000 divided into 500,000,000 shares of HK\$0.01 each (the “Shares”) to HK\$100,000,000 divided into 10,000,000,000 Shares by the creation of an additional 9,500,000,000 Shares.		

[#] Full text of the resolution is set out in the notice of the Meeting dated 25 September 2023.

Dated: _____ Signature ^(note 7): _____

Notes:

- Please insert full names and addresses in **BLOCK CAPITALS** as shown in the register of members of the Company. The names of all joint registered holders should be stated.
- Please insert the number of ordinary shares of HK\$0.01 each in the share capital of the Company registered in your name(s) to which this proxy relates. 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).
- Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. A member who is a holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. A proxy needs not be a member of the Company but must be present in person at the Meeting to represent you. 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 resolution 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 or to abstain 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.
- In order to be valid, this form of proxy together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be deposited at the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the Meeting (or any adjournment thereof).
- Where there are joint holders of any share of the Company, any one of such joint holders may vote at the Meeting, either personally 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, that the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.
- 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.
- 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 so wish and in such event, this form of proxy will be deemed to have been revoked.

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 (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 Purpose and to such parties who are authorised by law to request the information or are otherwise relevant for the Purpose 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 Purpose. 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, Chapter 486 of the Laws of Hong Kong and any such request should be in writing by mail to the Company/Tricor Investor Services Limited at the above address.