



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 ANNUAL GENERAL MEETING
TO BE HELD ON WEDNESDAY, 28 JUNE 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 Annual 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 Wednesday, 28 June 2023 at 10:00 a.m. and vote for me/us and
on my/our behalf in respect of the following resolutions as indicated below.

ORDINARY RESOLUTIONS [#]		FOR ^(note 4)	AGAINST ^(note 4)
1.	To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors of the Company and the independent auditor of the Company (the “Auditor”) for the year ended 31 December 2022.		
2.	To re-elect Mr. Chen Xinwei as an executive director of the Company.		
3.	To re-elect Mr. Chen Lei as an executive director of the Company.		
4.	To re-elect Mr. Lam Po Foon as a non-executive director of the Company.		
5.	To re-elect Mr. Sha Tao as an executive director of the Company.		
6.	To authorise the board of directors of the Company to fix the directors’ remuneration.		
7.	To re-appoint Prism Hong Kong and Shanghai Limited as the Auditor and authorise the board of directors of the Company to fix their remuneration.		
8.	To grant a general mandate to the directors of the Company to allot, issue and deal with additional shares of the Company not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.		
9.	To grant a general mandate to the directors of the Company to repurchase the Company’s shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.		
10.	To extend the general mandate granted to the directors of the Company to issue, allot and deal with additional shares in the capital of the Company by the aggregate nominal amount of shares repurchased by the Company.		
SPECIAL RESOLUTION [#]		FOR ^(note 4)	AGAINST ^(note 4)
11.	To approve and adopt the second amended and restated memorandum of association and the amended and restated articles of association of the Company in substitution for, and to the exclusion of, the existing memorandum of association and articles of association of the Company and that any director or company secretary of the Company be authorised to do all things necessary to implement the adoption of the new memorandum of association and articles of association of the Company.		

[#] Full text of the resolutions is set out in the notice of the Annual General Meeting dated 27 April 2023.

Dated: _____

Signature ^(note 7): _____

Notes:

1. Please insert full names and addresses in **BLOCK CAPITALS**.
2. 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).
3. 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.
4. Please indicate with "✓" in the spaces opposite to each of 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 resolutions or may abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Annual General Meeting other than those referred to in the notice convening the Annual General Meeting. Shares abstained (if any) will not be counted in the calculation of the required majority.
5. You are requested to lodge this form, together with the power of attorney (if any) or other authority (if any) under which it is signed or a 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 Annual General Meeting or any adjournment thereof.
6. 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.
7. This proxy form 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.
8. Any alterations made to this proxy form must be initialed by the person who signs it.
9. Completion and return of this proxy form will not preclude you from attending and voting in person at the Annual General Meeting (or any adjournment thereof) if you wish to do so and in such event, the instrument appointing a proxy shall be deemed to be 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 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.