



(Incorporated in the Cayman Islands with limited liability)

(Stock code: 228)

**Form of proxy for use at the Annual General Meeting**

I/We<sup>(1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being a member of China Energy Development Holdings Limited (the “Company”) and the registered holder(s) of \_\_\_\_\_ share<sup>(2)</sup> of HK\$0.05 each in the capital of the Company, HEREBY  
APPOINT THE CHAIRMAN OF THE MEETING, or<sup>(3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to vote and act for me/us at the annual general meeting (and at any adjournment thereof) of the Company (the “Meeting”) to be held at Office J, 29/F, Plaza 88, No. 88 Yeung Uk Road, Tsuen Wan New Territories, Hong Kong on Friday, 9 June 2023 at 2:00 p.m. for the purpose of considering and, if thought fit, passing, with or without modification, the resolutions set out in the notice convening the Meeting (the “Notice”) and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below, or if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
1.	To receive and approve the audited financial statements and the reports of the directors and auditor for the year ended 31 December 2022.		
2.	(a) To re-elect Mr. Zhao Guoqiang as an executive Director of the Company.		
	(b) To elect Mr. Zhang Zhenming as an independent non-executive Director of the Company.		
	(c) To authorise the board of directors of the Company to fix the directors’ remuneration.		
3.	To approve re-appoint ZHONGHUI ANDA CPA Limited as auditor of the Company and to authorise the board of directors of the Company to fix its remuneration.		
4.	To grant a general mandate to the Directors to allot and issue additional shares of the Company not exceeding 20% of the issued share capital of the Company.		
5.	To grant a general mandate to the Directors to buy-back shares of the Company not exceeding 10% of the issued share capital of the Company.		
6.	To extend the general mandate to the Directors to allot and issue additional shares of the Company by the number of shares bought-back by the Company.		
SPECIAL RESOLUTION		FOR <sup>(4)</sup>	AGAINST <sup>(4)</sup>
7.	To approve the proposed amendments to the existing Articles of Association of the Company and the adoption of the Amended and Restated Articles of Association of the Company.		

Dated: this \_\_\_\_\_ day of \_\_\_\_\_ 2023

Signature <sup>(5)</sup>: \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out “Chairman of the meeting” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to the Notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorized.
- 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 of the Company.
- To be valid, this form of proxy, together with any power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s Hong Kong branch share registrar, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 48 hours before the appointed time for the holding of the Meeting (or at any adjournment thereof).
- A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish and in such event, this form of proxy shall be deemed to be revoked.

\* For identification purpose only