



CHINA SMARTER ENERGY GROUP HOLDINGS LIMITED

中國智慧能源集團控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1004)

Form of Proxy for Annual General Meeting to be held on Wednesday, 31 May 2023

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ share(s) ^(Note 2)
of HK\$0.0025 each in the share capital of China Smarter Energy Group Holdings Limited (the “Company”) **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** ^(Note 3) or _____
of _____
as my/our proxy to attend the Annual General Meeting (and at the any adjournment thereof) of the Company to be held at Room 02, 12/F., The Center 99 Queen’s Road Central, Hong Kong on Wednesday, 31 May 2023 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the said meeting and at such meeting (the “Meeting”) (and at any adjournment thereof) to vote for me/us and in my/our name(s) in the manner as indicated below ^(Note 4).

ORDINARY RESOLUTIONS		FOR ^(Notes 5&6)	AGAINST ^(Notes 5&6)
1.	To consider and receive the audited consolidated financial statements of the Company and the reports of the directors and of the auditors of the Company for the year ended 31 December 2022.		
2.	To re-elect Mr. Chen Xiaxuan as an executive director of the Company.		
3.	To re-elect Mr. Lo Ka Ki as an independent non-executive director of the Company.		
4.	To authorize the board of directors of the Company to fix the directors’ remuneration.		
5.	To re-appoint ZHONGHUI ANDA CPA Limited as auditors of the Company and to authorize the board of directors of the Company to fix the auditors’ remuneration.		
6.	To give a general mandate to the directors of the Company to purchase the Company’s own shares not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.		
7.	To give a general mandate to the directors of the Company to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.		
8.	To extend the general mandate grant to the directors of the Company to allot shares of the Company by adding the amount representing the aggregate number of shares repurchased by the Company to the general mandate.		
SPECIAL RESOLUTION		FOR ^(Notes 5&6)	AGAINST ^(Notes 5&6)
9.	To approve and adopt the new bye-laws of the Company.		

Dated this _____ day of _____ 2023 Signature ^(Note 7) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company registered in your name(s). 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).
- Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her, and the proxy need not be a member of the Company but must attend the meeting in person to represent the member.
- If any proxy other than the Chairman of the Meeting is preferred, strike out the words “**THE CHAIRMAN OF THE MEETING**” here inserted and insert the name and address of the proxy desired in the space provided. A member of the Company who is the holder of two or more shares is entitled to appoint more than one proxy to attend and vote on his/her behalf at the Meeting provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. 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/her votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those resolutions referred to in the notice convening the Meeting.
- All resolutions will be put to vote by way of poll at the Meeting. Every member of the Company present in person or by proxy or, in the case of a member being a corporation, by its duly authorized representative, shall have one vote for every fully paid share of which he/she is the holder. A person entitled to more than one vote need not use all his/her votes or cast all the votes he/she uses in the same way and in such cases, please state the relevant number of shares in the appropriate box(es) above.
- 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 executed under its common seal or under the hand of an officer or attorney duly authorized.
- 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 certified copy thereof, must be deposited at the Company’s Branch Share Registrar in Hong Kong, Tricor Tengis 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 the adjourned Meeting.
- In the case of joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she 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 holder(s) and for this purpose seniority will be determined by the order in which the names of the joint holders stand in the Register of Members of the Company in respect of the joint holding.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting and, in such event, the form of proxy shall be deemed to be revoked.

* For identification purposes only