



**光大控股**  
EVERBRIGHT LIMITED

# CHINA EVERBRIGHT LIMITED

## 中國光大控股有限公司

(Incorporated in Hong Kong with limited liability)  
(Stock Code: 165)

### REVISED FORM OF PROXY FOR USE AT THE 2023 ANNUAL GENERAL MEETING

I/We <sup>(note 1)</sup> \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of \_\_\_\_\_ ordinary shares <sup>(note 2)</sup> of CHINA EVERBRIGHT LIMITED (the "Company") hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him, the Chairman of the Annual General Meeting (as defined below) as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the annual general meeting (or at any adjournment thereof) of the Company to be held at 38th Floor, Everbright Centre, 108 Gloucester Road, Wan Chai, Hong Kong on Thursday, 15 June 2023 at 10:00 a.m. (the "Annual General Meeting") on the resolutions as set out in the notice of convening the Annual General Meeting (the "Original Notice of AGM") and supplemental notice convening the Annual General Meeting dated 12 May 2023 (the "Supplemental Notice of AGM") as indicated below.

| ORDINARY RESOLUTIONS |                                                                                                                                                              | For <sup>(note 4)</sup> | Against <sup>(note 5)</sup> |
|----------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|-----------------------------|
| 1.                   | To receive and consider the Audited Financial Statements, Directors' Report and Independent Auditor's Report for the year ended 31 December 2022.            |                         |                             |
| 2.                   | To declare a final dividend of HK\$0.15 per share for the year ended 31 December 2022.                                                                       |                         |                             |
| 3.                   | (a) To re-elect Mr. Yu Fachang as a non-executive director.                                                                                                  |                         |                             |
|                      | (b) To re-elect Mr. Zhang Mingao as an executive director.                                                                                                   |                         |                             |
|                      | (c) To re-elect Mr. Yin Yanwu as an executive director.                                                                                                      |                         |                             |
|                      | (d) To re-elect Ms. Wang Yun as an executive director.                                                                                                       |                         |                             |
|                      | (e) To re-elect Dr. Lin Zhijun (who has served as an independent non-executive director for more than 9 years) as an independent non-executive director.     |                         |                             |
|                      | (f) To authorize the board of directors of the Company to fix the remuneration of the directors for the year ending 31 December 2023.                        |                         |                             |
| 4.                   | To re-appoint Ernst & Young as auditor and to authorise the board of directors of the Company to fix auditor's remuneration.                                 |                         |                             |
| 5.                   | To approve the general mandate to issue new shares of the Company – Ordinary Resolution as set out in item 5 in the Original Notice of AGM.                  |                         |                             |
| 6.                   | To approve the general mandate to buy back shares of the Company – Ordinary Resolution as set out in item 6 in the Original Notice of AGM.                   |                         |                             |
| 7.                   | To approve the extension of the general mandate to issue new shares of the Company – Ordinary Resolution as set out in item 7 in the Original Notice of AGM. |                         |                             |

Dated \_\_\_\_\_, 2023

Shareholder's signature <sup>(note 5)</sup> \_\_\_\_\_

**Notes:**

- Please insert full name(s) and address(es) in **BLOCK LETTERS**.
- Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this revised form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- Please insert the name and address of the proxy desired. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE ANNUAL GENERAL MEETING WILL ACT AS YOUR PROXY.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLACE A "✓" IN THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLACE A "✓" IN THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION. FAILURE TO COMPLETE THE BOXES WILL ENTITLE YOUR PROXY TO CAST HIS VOTE (OR ABSTAIN FROM VOTING) 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 Original Notice of AGM and Supplemental Notice of AGM.
- This revised 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 common seal or under the hand of an officer or attorney duly authorised.
- To be valid, this form, together with any power of attorney or other authority (if any) under which it is signed (or a notarially certified copy of that power or authority), must be deposited at the Company's registered office at 46th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time fixed for holding the Annual General Meeting or adjournment thereof (the "Closing Time").
- 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.
- Any member entitled to attend, speak and vote at the Annual General Meeting is entitled to appoint a proxy to attend and speak and, on a poll, to vote instead of him. The proxy need not be a member of the Company but must attend the Annual General Meeting in person to represent you.
- Any alterations made in this form of proxy must be initialled by the person who signs it.
- If you have already lodged the first form of proxy issued by the Company on 13 April 2023 (the "First Proxy Form") with the Company, please note that:
  - subject to (iii) below, if no revised form of proxy is lodged with the Company, the First Proxy Form will be treated as a valid form of proxy lodged by you if correctly completed. The proxy so appointed by you shall be required to vote in such manner as he/she may be directed under the First Proxy Form and, in respect of the resolutions for the proposed re-election of Mr. Zhang Mingao and Ms. Wang Yun as executive Directors as set out in the Supplemental Notice of AGM and this revised form of proxy, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolution.
  - if this revised form of proxy is lodged with the Company before the Closing Time, the First Proxy Form previously lodged by you will be revoked and superseded by this revised form of proxy. This revised form of proxy will be treated as a valid form of proxy lodged by you if correctly completed.
  - if this revised form of proxy is lodged with the Company after the Closing Time, this revised form of proxy will be invalid. The proxy so appointed by you under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no revised form of proxy was lodged with the Company.
- Accordingly, you are advised to complete this revised form of proxy carefully and lodge this revised form of proxy with the Company before the Closing Time.
- If you have not yet lodged the First Proxy Form with the Company, you are required to lodge this revised form of proxy if you wish to appoint proxy(ies) to attend the Annual General Meeting on your behalf. In this case, the First Proxy Form should not be lodged with the Company.

**PERSONAL INFORMATION COLLECTION STATEMENT**

- "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- Your Personal Data is supplied to the Company on a voluntary basis. Failure to provide sufficient information may render the Company not able to process your instructions and/or request as stated in this proxy form.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Company.