



# China Dredging Environment Protection Holdings Limited

中國疏浚環保控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 871)

## PROXY FORM

### SECOND FORM OF PROXY FOR USE BY SHAREHOLDERS AT THE ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, 30 JUNE 2023 AT 3:00 P.M.

I/We <sup>(note a)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the holder(s) of <sup>(note b)</sup> \_\_\_\_\_ shares of HK\$0.20 each of CHINA DREDGING ENVIRONMENT PROTECTION HOLDINGS LIMITED ("Company") hereby appoint the Chairman of the annual general meeting ("Meeting") of the Company or <sup>(note c)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy at the Meeting to be held at Rooms 1501-2, 15/F, Siu On Plaza, 482 Jaffe Road, Causeway Bay, Hong Kong on Friday, 30 June 2023 at 3:00 p.m. and at any adjournment thereof and to vote on my/our behalf as directed below, or, if no such indication is given, as my/our proxy thinks fit.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll <sup>(note d)</sup>.

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To receive and approve the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31 December 2022.		
2.	(a) To re-elect Mr. Wu Zuze as executive director of the Company.		
	(b) To re-elect Mr. Huan Xuedong as independent non-executive director of the Company.		
	(c) To authorise the board of directors to fix the directors' remuneration.		
3.	To re-appoint Yongtuo Fuson CPA Limited as the Auditor to hold office until conclusion of the next annual general meeting at a period to be agreed with the Board and authorise the Board to fix their remuneration.		
4.	To grant a general mandate to the directors of the Company to allot, issue and otherwise deal with the Company's shares.		
5.	To grant a general mandate to the directors of the Company to repurchase the Company's shares.		
6.	To extend the general mandate granted to the directors of the Company to allot, issue and deal with the Company's shares by the addition thereto the number of the shares repurchased by the Company.		
SPECIAL RESOLUTION		FOR	AGAINST
7.	To approve the proposed amendments to the existing memorandum and articles of association of the Company (the "Existing M&A") and to adopt the second amended and restated memorandum and articles of association of the Company (the "Amended M&A") in substitution for and to the exclusion of the Existing M&A, and authorise any director or the company secretary or registered office provider of the Company to do all things necessary to give effect to the proposed amendments and the adoption of the Amended M&A.		

Date: the \_\_\_\_\_ day of \_\_\_\_\_ 2023 Shareholder's signature: <sup>(notes e, f, g and h)</sup> \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the annual general meeting ("Meeting") of the Company or" and insert the name and address of the person appointed proxy in the space provided.
- If you wish to vote for any of the resolutions set out above, please tick ("✓") the boxes marked "For". If you wish to vote against any of the resolutions, please tick ("✓") the boxes marked "Against". If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/her discretion. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting or any adjourned meeting.
- In the case of joint holders, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a shareholder, or his/her attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially 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 of the Meeting or any adjourned meeting ("Closing Time").
- Any alteration made to this form should be initialled by the person who signs the form.
- If you have not yet lodged the form of proxy sent together with the circular of the Company dated 8 June 2023 (the "First Proxy Form") with the Company's Hong Kong share branch registrar, you are requested to lodge this proxy form if you wish to appoint a proxy to attend the AGM on your behalf. In this case, the First Proxy Form should not be lodged with the Company's Hong Kong branch share registrar.
- If you have already lodged the First Proxy Form with the Company's Hong Kong branch share registrar, please note that:
  - subject to (iii) below, if this proxy form is not lodged with the Company's Hong Kong branch share registrar, the First Proxy Form will be treated as a valid proxy form lodged by you if correctly completed and signed. The proxy so appointed by you shall be required to vote in such manner as he or she may be directed under the First Proxy Form, and in respect of the special resolution for the proposed adoption of the second memorandum and articles of association of the Company as set out in the Company's supplemental notice of AGM dated 9 June 2023, the proxy will be entitled to vote at his or her discretion or to abstain from voting on such resolution;
  - if this proxy form is lodged with the Company's Hong Kong branch share registrar before the Closing Time, this proxy form shall be treated as a valid proxy form and shall revoke and supersede the First Proxy Form previously lodged by you if correctly completed and signed; and
  - if this proxy form is lodged with the Company's Hong Kong branch share registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under this proxy form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no second proxy form was lodged with the Company's Hong Kong branch share registrar.

#### PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your or 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 "Purposes"). 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 and to such parties who are authorised 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. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing to the Company/Tricor Investor Services Limited at the above address.