



CHINA HK POWER SMART ENERGY GROUP LIMITED

中國港能智慧能源集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 931)

FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING

No. of shares of HK\$0.02 each to which this form of proxy relates <i>(Note a)</i>	
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I/We *(Note b)* _____ (Name)
of _____ (Address)
being the registered holder(s) of _____ ordinary shares of HK\$0.02 each in the capital of China HK Power Smart Energy Group Limited (the “Company”),
HEREBY APPOINT *(Note c)* the Chairman of the EGM, or _____ (Name)
of _____ (Address)
or failing him, the Chairman of the meeting, as my/our proxy to act for me/us at the extraordinary general meeting (or at any adjournment thereof) of the Company to be held at 8th Floor, St. John’s Building, 33 Garden Road, Central, Hong Kong on Friday, 19 April 2024 at 5:00 p.m. (the “EGM”) and in particular (but without limitation) at such meeting (or at any adjournment thereof) on a poll, to vote for me/us and in my/our name(s) as indicated below or, if no such indication is given as my/our proxy thinks fit.

Please make a mark in the appropriate boxes below to indicate how you wish your vote(s) to be casted on a poll.

ORDINARY RESOLUTION		FOR <i>(Note d)</i>	AGAINST <i>(Note d)</i>
1.	<p>“THAT</p> <p>(a) the Loan Capitalisation Agreement (the “Loan Capitalisation Agreement”) dated 7 March 2024 and entered into between the Company (as issuer) and Dr. Kan Che Kin, Billy Albert (the “Subscriber”) as the subscriber in relation to the conversion of the unsecured Shareholder’s Loans with an outstanding principal amount and accrued interest of HK\$300,000,000 as at the date of the Loan Capitalisation Agreement due from the Group to the Subscriber (the “Repayment Amount”) into the share capital of the Company (the “Loan Capitalisation”) involving the subscription (the “Subscription”) of an aggregate of 697,674,419 new shares to be issued and allotted by the Company (the “Capitalisation Shares”) at the Capitalisation Price of HK\$0.43 per Capitalisation Share, a copy of which is tabled at the EGM for identification purpose, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;</p> <p>(b) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited approving the listing of, and granting permission to deal in, the Capitalisation Shares, the directors (the “Directors”) of the Company be and are hereby granted a specific mandate authorising the Directors to exercise all the powers of the Company to allot and issue the Capitalisation Shares to the Subscriber subject to the terms of the Loan Capitalisation Agreement (the “Specific Mandate”), with such Specific Mandate being in additional to and not prejudicing or revoking any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors by the shareholders of the Company prior to the passing of this resolution; and</p> <p>(c) any Director be and is hereby authorised to sign, execute, perfect and deliver all such documents, and do all such actions which are in their opinion necessary, appropriate, desirable or expedient for the implementation and giving effect to the Loan Capitalisation Agreement, the Loan Capitalisation, the allotment and issue of the Capitalisation Shares and the transactions contemplated thereunder, and to agree to the variation, amendment and waiver of any of the matters relating thereto that are, in the opinion of the Directors, appropriate, desirable or expedient in the context of the Loan Capitalisation Agreement and are in the best interests of the Company.”</p>		

Dated this _____ day of _____ 2024

Shareholder’s signature _____ *(Note e)*

Notes:

- a. Please insert the number of shares registered in your name(s) to which this Form of Proxy relates. If no number is inserted, this Form of Proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- b. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- c. Please insert the name and address of the proxy. If no name is inserted, the chairman of the EGM will act as your proxy. A shareholder may appoint one or more proxy(ies) (if holding more than one share) to attend the meeting and vote for him. The proxy needs not be a member of the Company but must attend the EGM in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- d. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX UNDERNEATH THE COLUMN MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX UNDERNEATH THE COLUMN MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote 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 in the notice convening the meeting.
- e. This 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 its seal or under the hand of an officer, attorney or other person duly authorised.
- f. Where there are joint holders of any share any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
- g. In order to be valid, this Form of Proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power or authority, must be delivered at the Company's branch share registrar in Hong Kong, Tricor Standard 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 at any adjournment thereof (as the case may be).
- h. Completion and return of this Form of Proxy will not preclude you from attending and voting in person at the meeting if you so wish. In the event that you attend the meeting after having lodged this Form of Proxy, this Form of Proxy will be deemed to have been revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

"**Personal Data**" in this statement has the same meaning as "**personal data**" defined in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("**PDPO**"), which include your and your proxy's name and address. Your supply of the Personal Data is on a voluntary basis and for the purpose of processing your instructions as stated in this Proxy Form (the "**Purposes**"). If you fail to supply sufficient information, the Company may not be able to process your instructions. The Company may disclose or transfer the Personal Data to its subsidiaries, its Share Registrar and/or third party service provider who provides administrative, computer and other services to the Company for use in connection with the Purposes 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. The Personal Data will be retained for such period as may be necessary to fulfil the Purposes (including for verification and record purposes). Request for access to and/or correction of the Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing and sent to the Privacy Compliance Officer of Tricor Standard Limited at the above address.