



**光大控股**  
EVERBRIGHT LIMITED

**中國光大控股有限公司**  
**CHINA EVERBRIGHT LIMITED**

(Incorporated in Hong Kong with limited liability)

(Stock Code: 165)

**FORM OF PROXY FOR USE AT THE 2024 ANNUAL GENERAL MEETING**  
**(or any adjournment thereof)**

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 <sup>(note 3)</sup> \_\_\_\_\_  
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, 23 May 2024 at 10:00 a.m. (the “Annual General Meeting”) on the resolutions as set out in the notice of convening the Annual General Meeting 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 2023.		
2.	To declare a final dividend of HK\$0.10 per share for the year ended 31 December 2023.		
3.	(a) To re-elect Mr. Lin Chun as an executive director.		
	(b) To re-elect Mr. An Xuesong as an executive director.		
	(c) To re-elect Ms. Wang Yun as an executive director.		
	(d) To re-elect Mr. Yin Yanwu as an executive director.		
	(e) To re-elect Dr. Qin Hongyuan as a non-executive director.		
	(f) To re-elect Mr. Law Cheuk Kin Stephen as an independent non-executive director.		
	(g) To re-elect Mr. Wong Chun Sek Edmund as an independent non-executive director.		
	(h) To authorize the board of directors of the Company to fix the remuneration of the directors for the year ending 31 December 2024.		
4.	To appoint KPMG as the auditor of the Company in place of the retiring auditor, Ernst & Young, to hold office until the conclusion of the next annual general meeting of the Company at a remuneration to be fixed by the board of directors of the Company.		
5.	To approve the general mandate to issue new shares of the Company — Ordinary Resolution as set out in item 5 in the notice of Annual General Meeting.		
6.	To approve the general mandate to buy back shares of the Company — Ordinary Resolution as set out in item 6 in the notice of Annual General Meeting.		
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 notice of Annual General Meeting.		
SPECIAL RESOLUTION		For <sup>(note 4)</sup>	Against <sup>(note 5)</sup>
8.	To approve the adoption of the new articles of association of the Company — Special Resolution as set out in item 8 in the notice of Annual General Meeting.		

Dated \_\_\_\_\_, 2024 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 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 notice of the Annual General Meeting.
- 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 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.
- 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.

**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.