



China Conch Environment Protection Holdings Limited

中國海螺環保控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 587)

Number of shares to which this revised form of proxy relates ^(Note 1)	
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REVISED FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON WEDNESDAY, 26 JUNE 2024

I/We ^(Note 2) _____
of _____
being the registered holder(s) of _____ shares in the issued share capital of **China Conch Environment Protection Holdings Limited** (the “Company”) hereby appoint the Chairman of the meeting ^(Note 3) or _____

of _____
as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below and, if no such indication is given, as my/our proxy thinks fit at the annual general meeting (the “AGM”) of the Company to be held at Meeting Room 418, Wuhu Conch International Conference Center, No. 1011 South Jiuhua Road, Yijiang District, Wuhu City, Anhui Province, the People’s Republic of China on Wednesday, 26 June 2024 at 10:00 a.m. (Hong Kong time) (and at any adjournment thereof).

Please put a tick (“✓”) in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll ^(Note 4).

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and of the auditors for the year ended 31 December 2023.		
2.	To declare a final dividend of HK\$0.03 per share for the year ended of 31 December 2023.		
3(a).	To re-elect Mr. LI Xiaobo as an executive director of the Company.		
3(b).	To re-elect Ms. LIAO Dan as an executive director of the Company.		
3(c).	To re-elect Mr. MA Wei as a non-executive director of the Company.		
3(d).	To re-elect Mr. JIANG Dehong as a non-executive director of the Company.		
3(e).	To re-elect Mr. DING Wenjiang as an independent non-executive director of the Company.		
3(f).	To authorize the board of directors of the Company to fix the directors’ remuneration.		
4.	To re-appoint KPMG as auditors and to authorize the board of directors of the Company to fix their remuneration for the year ending 31 December 2024.		
5.	To give a general mandate to the directors to buy back shares of the Company not exceeding 10% of the total number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing of this resolution. *		
6.	To give a general mandate to the directors to issue, allot and deal with additional shares of the Company (including any sale or transfer of treasury shares out of treasury) not exceeding 20% of the total number of issued shares of the Company (excluding treasury shares, if any) as at the date of passing of this resolution. *		
7.	To extend the general mandate granted to the directors to issue, allot and deal with additional shares of the Company (including any sale or transfer of treasury shares out of treasury) by the aggregate number of the shares repurchased by the Company.*		
SPECIAL RESOLUTION		FOR	AGAINST
8.	To approve the proposed amendments to the existing memorandum and articles of association of the Company and to adopt the second amended and restated memorandum and articles of association of the Company in substitution for, and to exclusion of, the existing memorandum and articles of association of the Company.*		

Date: _____ 2024

Signature(s) ^(Note 5): _____

Notes:

- Please insert the number of shares to which this revised form of proxy (“Revised Proxy Form”) relates. If no number is inserted, this Revised Proxy Form will be deemed to relate to all the shares of the Company registered in your name(s). If more than one proxy is appointed, the number of shares in respect of which such proxy so appointed must be specified.
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the name and address of the proxy desired. If no name is inserted, the Chairman of the meeting will act as your proxy. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies (if he holds two or more shares) to attend and vote instead of him. A proxy need not be a shareholder of the Company. Every shareholder presents in person or by proxy shall be entitled to one vote for each share held by him. **ANY ALTERATION MADE TO THIS REVISED PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PUT A TICK (“✓”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PUT A TICK (“✓”) THE BOX MARKED “AGAINST”.** If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice and supplemental notice convening the AGM dated 26 April 2024 and 24 May 2024, respectively.
- A Shareholder who has not yet lodged the form of proxy accompanying the circular of the Company dated 26 April 2024 (the “Original Form of Proxy”) with the Company’s Branch Share Registrar in Hong Kong (the “Branch Share Registrar”), Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, is requested to lodge the Revised Proxy Form if he/she wishes to appoint proxy(ies) to attend, speak and vote at the AGM on his/her behalf. In this case, the Original Proxy Form should not be lodged with the Branch Share Registrar.
- A Shareholder who has already lodged the Original Proxy Form with the Branch Share Registrar should note that:
 - if no Revised Proxy Form is lodged with the Branch Share Registrar, the Original Proxy Form, if correctly completed, will be treated as a valid form of proxy lodged by him/her. The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM except for those resolutions to which the Shareholder has indicated his/her voting direction in the Original Proxy Form;
 - if the Revised Proxy Form is lodged with the Branch Share Registrar not less than 48 hours before the time appointed for the AGM or any adjournment thereof, the Revised Proxy Form, if correctly completed, will revoke and supersede the Original Proxy Form previously lodged by him/her. The Revised Proxy Form will be treated as a valid form of proxy lodged by the Shareholder; and
 - if the Revised Proxy Form is lodged with the Branch Share Registrar after 48 hours before the time appointed for the AGM or any adjournment thereof, or if lodged not less than 48 hours before the time appointed for the AGM or any adjournment thereof but is incorrectly completed, the proxy appointment under the Revised Proxy Form will be invalid. The proxy so appointed by the Shareholder under the Original Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Revised Proxy Form was lodged with the Branch Share Registrar. Accordingly, Shareholders are advised to complete the Revised Proxy Form carefully and lodge the Revised Proxy Form with the Branch Share Registrar not less than 48 hours before the time appointed for the AGM or any adjournment thereof.
- This Revised Proxy Form must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorized.
- In case of joint holders of any share, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders are present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- In order to be valid, this Revised Proxy Form together with the power of attorney or other authority (if any) under which it is signed or certified copy thereof, must be deposited at the Branch Share Registrar not less than 48 hours before the time appointed for the AGM or any adjournment thereof. Accordingly, this Revised Proxy Form must be delivered to the Branch Share Registrar no later than Monday, 24 June 2024 at 10:00 a.m. (Hong Kong time).
- Completion and delivery of the Revised Proxy Form will not preclude you from attending and voting at the AGM if you so wish and, in such event, this Revised Proxy Form shall be deemed to be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and 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 AGM 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 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. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfill the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company.

* Full text of the resolutions 5 to 8 are set out in the supplemental notice of AGM dated 24 May 2024.