

Green Economy Development Limited

綠色經濟發展有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1315)

SECOND PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 6 APRIL 2023 (OR ANY ADJOURNMENT THEREOF)

I/We (Note 1) _____
of _____
being the registered holder(s) of (Note 2) _____ ordinary shares (the "Shares")
of HK\$0.002 each in the capital of Green Economy Development Limited (the "Company") **HEREBY APPOINT THE CHAIRMAN OF
THE MEETING** (Note 3), or _____
of _____
as my/our proxy to attend and act for me/us and on my/our behalf at the extraordinary general meeting of the Company to be held at Room
2010, 20/F., No. 118 Connaught Road West, Hong Kong on Thursday, 6 April 2023 at 11:00 a.m. (or at any adjournment thereof) (the
"Meeting") to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, or, if no such indication is
given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as
he/she thinks fit.

ORDINARY RESOLUTIONS (Note 10)		FOR (Note 4)	AGAINST (Note 4)
1.	To approve the Share Consolidation as set out in the notice convening the Meeting.		
2.	To approve the Share Premium Reduction as set out in the notice convening the Meeting.		
SPECIAL RESOLUTION (Note 10)		FOR (Note 4)	AGAINST (Note 4)
3.	To approve the Capital Reorganisation as set out in the notice convening the Meeting.		
ORDINARY RESOLUTION (Note 10)		FOR (Note 4)	AGAINST (Note 4)
4.	To re-elect Mr. Zhang Shengman as an independent non-executive director of the Company.		

Shareholder's Signature (Note 5) _____ Date _____

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this second proxy form will be deemed to relate to all Shares registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out "**THE CHAIRMAN OF THE MEETING, or**" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS SECOND PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY.**
- IMPORTANT:** If you wish to vote for a resolution, tick in the box marked "For". If you wish to vote against a resolution, tick in the box marked "Against". If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolutions properly put to the Meeting other than those referred to in the notice convening the Meeting.
- Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same. In the case of this form of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign this form on behalf of the corporation without further evidence of the fact.
- The instrument appointing a proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any), under which it is signed or a certified copy of such power or authority shall be delivered to the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the Meeting at which the person named in the instrument proposes to vote.
- Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting convened if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
- A Shareholder who has not yet lodged the Original Proxy Form is requested to lodge the Second Proxy Form if he/she wishes to appoint proxy(ies) to attend and vote at the EGM on his/her behalf. In this case, the Original Proxy Form should not be lodged with the Share Registrar.
A shareholder who has already lodged the Original Proxy Form with the Share Registrar should note that:
 - if no Second Proxy Form is lodged with the Share Registrar, the Original Proxy Form will be treated as a valid form of proxy lodged by him/her if correctly completed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the Original Proxy Form and, in respect of the resolution for the proposed re-election of Mr. Zhang, as independent non-executive Director as set out in the Supplemental Notice of the EGM and the Second Proxy Form, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolution;
 - if the Second Proxy Form is lodged with the Share Registrar before the Closing Time, the Second Proxy Form, if correctly completed, will revoke and supersede the Original Proxy Form previously lodged by him/her. The Supplemental Proxy Form will be treated as a valid form of proxy lodged by the Shareholder;
 - if the Second Proxy Form is lodged with the Share Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Second 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 Second Proxy Form were lodged with the Share Registrar.
- Where there are joint holders of any Share, any one of such joint holder may vote either in person or by proxy in respect of such Share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the Meeting, the vote of the senior 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 of the Company in respect of the joint holding.
- The description of these resolutions is by way of summary only. The full text appears in the notice convening the Meeting.
- The notice convening the Meeting is set out in the Company's circular dated 3 March 2023.

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 Extraordinary General 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 authorized 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 by mail to the Company's Branch Share Registrar and Transfer Office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong.