



海天水电
HaiTian Hydropower

HAITIAN HYDROPOWER INTERNATIONAL LIMITED

海天水电國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8261)

FORM OF PROXY

FOR THE ANNUAL GENERAL MEETING TO BE HELD AT ROOM 10, 21ST FLOOR, B1 BUILDING, WANDA SQUARE SECOND STAGES, FINANCE STREET, AOJIANG ROAD, AOFENG AVENUE, TAIJIANG DISTRICT, FUZHOU CITY, FUJIAN PROVINCE, THE PRC ON MONDAY, 16 MAY 2016 AT 11:00 A.M. (OR ANY ADJOURNMENT THEREOF)

I/We ⁽¹⁾, _____
of _____
being the registered holder(s) of _____ ⁽²⁾ shares of HK\$0.005 each in the share capital of Haitian Hydropower International Limited (the "Company") HEREBY APPOINT ⁽³⁾ the chairman of the meeting or _____
of _____
to act as my/our proxy to attend and act for me/us at the annual general meeting of the Company to be held at Room 10, 21st Floor, B1 Building, Wanda Square Second Stages, Finance Street, Aojiang Road, Aofeng Avenue, Taijiang District, Fuzhou City, Fujian Province, the PRC on Monday, 16 May 2016 at 11:00 a.m. and at any adjournment therefore for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the said meeting and at such meeting, or at any adjournment thereof, to vote for me/us in my/our name(s) in respect of the said resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1.	To receive and approve the audited consolidated financial statements and the report of the directors and report of the independent auditors of the Company for the year ended 31 December 2015.		
2.	(a) To re-elect Mr. Lin Yang as executive director of the Company;		
	(b) To re-elect Mr. Chen Congwen as executive director of the Company;		
	(c) To re-elect Mr. Lin Tian Hai as executive director of the Company;		
	(d) To authorize the board of directors of the Company ("the Board") to fix the directors' remuneration.		
3.	To re-appoint the auditors of the Company and to authorize the Board to fix their remuneration.		
4.	(A) To give general mandate to the directors of the Company to allot, issue and deal with additional shares of the Company not exceeding 20% of the number of the issued shares of the Company.		
	(B) To give general mandate to the directors of the Company to repurchase shares of the Company not exceeding 10% of the number of the issued shares of the Company.		
	(C) To extend the general mandate granted to the directors of the Company pursuant to resolution numbered 4(A) in the addition thereto of an amount representing the aggregate nominal amount of shares repurchased by the Company under the authority granted to resolution numbered 4(B) to issue new shares of the Company.		

Date: _____

Signature ^(5 to 8): _____

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. Please insert the number of shares registered in your name(s) in which the 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).
3. If any proxy other than the chairman of the meeting is preferred, strike out the words "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 form of proxy must be initialed by the person who signs it.
4. **IMPORTANT: If you wish to vote for the resolution, tick in the box marked "For". If you wish to vote against the resolution, tick in the box marked "Against".** Failure to tick either box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than that referred to in the notice convening the Annual General Meeting.
5. You are requested to lodge this form of proxy, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereon, to the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East Wanchai Hong Kong, not less than 48 hours before the time appointed for the holding of the Annual General Meeting, or any adjournment thereof.
6. This form of proxy must be signed by you or your attorney duly authorized in writing or in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorized.
7. In the case of joint holders of any share, any one of such persons may vote at the Annual General Meeting, 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 Annual General Meeting, 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.
8. A proxy need not be a shareholder of the Company but must attend the Annual General Meeting in person to represent you.