

ORITRON

ORIENT POWER HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

Form of proxy for special general meeting (or any adjournment thereof)

I/We ¹ _____
of _____
being the registered holder(s) of ² _____
shares of HK\$0.10 each in the capital of the abovenamed company (the "Company") HEREBY
APPOINT ³ the Chairman of the meeting or _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the said meeting of the Company
to be held at Salon I, 1st Floor, The Harbour Plaza, 20 Tak Fung Street, Hung Hom, Kowloon, Hong
Kong on 24th May, 2004 at 12:05 p.m. (or so soon thereafter as the annual general meeting of the
Company convened for the same day at 12:00 noon shall have concluded or adjourned) in respect of the
resolutions set out in the notice convening the said meeting as hereunder indicated, and, if no such
indication is given, as my/our proxy thinks fit.

	For ⁴	Against ⁴
1. Special resolution no. 1		
2. Ordinary resolution no. 2		
3. Ordinary resolution no. 3		
4. Ordinary resolution no. 4		

Signature(s) ⁶ _____

Date _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITAL**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. If any proxy other than the Chairman of the meeting is preferred, delete 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 ANY RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED "AGAINST".** Failure to tick a 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.
5. To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the principal office of the Company, Unit 7, 3rd Floor, Harbour Centre, Tower 1, 1 Hok Cheung Street, Hung Hom, Kowloon, Hong Kong, not less than 48 hours before the time appointed for holding the said meeting.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
7. Where there are joint registered holders of any share, any one of such persons may vote at the 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 is present at the meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
8. The proxy needs not be a member of the Company but must attend the meeting in person to represent you.