



# China Baofeng (International) Limited

## 中國寶豐(國際)有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 3966)

### FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 30 APRIL 2019 (OR AT ANY ADJOURNMENT THEREOF)

I/We <sup>(note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_ shares of HK\$0.01 each in the issued share capital of China Baofeng (International) Limited (the "Company") hereby appoint the Chairman of the extraordinary general meeting of the Company, or <sup>(note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting of the Company (the "Meeting") to be held at 14/F, China Building, 29 Queen's Road Central, Central, Hong Kong on Tuesday, 30 April 2019 at 11:00 a.m. and at any adjournment thereof for the purpose of considering and, if thought fit, passing the ordinary resolutions as set out in the notice convening the Meeting as indicated below or if no such indication is given, as my/our proxy thinks fit and in respect of any other business that may properly come before the Meeting and/or at any adjournment thereof:

ORDINARY RESOLUTIONS <sup>(note 4)</sup>		FOR <sup>(note 5)</sup>	AGAINST <sup>(note 5)</sup>
1.	To approve, confirm and/or ratify the sale and purchase agreement dated 23 March 2019 entered into between Ningxia Baofeng Photovoltaic Power Generation Company Limited ("Baofeng Photovoltaic", a wholly-owned subsidiary of the Company) as purchaser and Yinchuan Binhe New Energy Investment Development Co., Ltd (the "Vendor") as vendor in respect of the sale and purchase of the 350-megawatt photovoltaic power generation equipment, and to authorise the directors of the Company (the "Directors") to sign and execute such documents and do all such acts and things which in their opinion may be necessary, desirable or expedient to carry out or give effect to the transactions contemplated thereunder.		
2.	To approve, confirm and/or ratify each agreement under the finance lease arrangements dated 23 March 2019 entered into between Baofeng Photovoltaic as lessee and Huaxia Financial Leasing Co., Ltd. as lessor, and to authorise the Directors to sign and execute such documents and do all such acts and things which in their opinion may be necessary, desirable or expedient to carry out or give effect to the transactions contemplated thereunder.		
3.	To approve, confirm and/or ratify the assignment agreement dated 23 March 2019 entered into between Baofeng Photovoltaic as assignor and the Vendor as assignee in respect of the assignment of tariff adjustment receivables in the amount of RMB300,000,000 for RMB300,000,000 cash, and to authorise the Directors to sign and execute such documents and do all such acts and things which in their opinion may be necessary, desirable or expedient to carry out or give effect to the transactions contemplated thereunder.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2019 Signature \_\_\_\_\_ <sup>(note 6)</sup>

**Notes:**

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated.
- Please insert the number of shares registered in your name(s) to which the proxy relates. 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).
- If any proxy other than the Chairman is preferred, please strike out "the Chairman of the extraordinary general meeting of the Company, 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 INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
- The description of these resolutions is by way of summary only. The full text appears in the notice convening the Meeting.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the Meeting and/or at any adjournment thereof other than those referred to in the notice convening the Meeting.
- This form of 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 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.
- Any member entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member may appoint a proxy in respect of part only of his holding of shares in the Company. A proxy need not be a member of the Company.
- This form of 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 office of the Hong Kong branch share registrar and transfer office of the Company, Union Registrars Limited, Suites 3301-4, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the Meeting (i.e. not later than Sunday, 28 April 2019 at 11:00 a.m.) or adjourned meeting at which the person named in this form proposes to vote or, in the case of a poll taken subsequently to the date of the Meeting or adjourned meeting, not less than forty-eight (48) hours before the time appointed for the taking of the poll and in default this form of proxy shall not be treated as valid.
- Delivery of this form of proxy shall not preclude a member from attending and voting in person at the Meeting and in such event, this form of proxy shall be deemed to be revoked.
- Where there are joint holders of any share any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he 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 notice convening the Meeting is set out in the Company's circular dated 11 April 2019.
- References to time and dates in this form of proxy are to Hong Kong time and dates.