



# China Power Clean Energy Development Company Limited

## 中國電力清潔能源發展有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 735)

### Form of Proxy for use at the Annual General Meeting to be held on 30 May 2019 (Thursday)

I/We (Note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares (Note 2)  
in the share capital of the above-named Company (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING (Note 4)  
or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend the Annual General Meeting (and any adjourned meeting) of the Company to be held at Rooms 3801-05, 38/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong, on 30 May 2019 (Thursday) at 11:00 a.m. for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the said meeting and at such meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below.

ORDINARY RESOLUTIONS		FOR (Notes 5 & 6)	AGAINST (Notes 5 & 6)
1.	To consider and receive the audited consolidated financial statements of the Company and the reports of the directors and auditor for the year ended 31 December 2018.		
2.	To declare a final dividend of approximately RMB0.0546 (equivalent to HK\$0.0638 at the exchange rate announced by People's Bank of China on 27 March 2019) per ordinary share for the year ended 31 December 2018.		
3.	To re-elect Mr. He Lianhui as an executive director of the Company.		
4.	To re-elect Mr. Sun Guigen as an executive director of the Company.		
5.	To re-elect Mr. Qi Tengyun as an executive director of the Company.		
6.	To re-elect Mr. Tian Jun as a non-executive director of the Company.		
7.	To re-elect Mr. Zhou Jiong as a non-executive director of the Company.		
8.	To re-elect Mr. Chu Kar Wing as an independent non-executive director of the Company.		
9.	To re-elect Mr. Wong Kwok Tai as an independent non-executive director of the Company.		
10.	To authorize the board of directors of the Company to fix the respective directors' remuneration.		
11.	To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorize the board of directors of the Company to fix the auditor's remuneration.		
12.	To give a general mandate to the directors of the Company to repurchase the Company's shares not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution (the "Repurchase Mandate").		
13.	To give a general mandate to the directors of the Company to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution (the "Issue Mandate").		
14.	Conditional upon the passing of resolutions nos. 12 and 13, to extend the Issue Mandate granted to the directors of the Company to issue, allot and deal with additional shares in the capital of the Company by the number of shares repurchased by the Company under the Repurchase Mandate.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2019.

Signature (Note 7): \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company registered in your name(s) and to which this form of 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).
- Any member of the Company entitled to attend and vote at the meeting may appoint one or more than one proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company.
- If any proxy other than the Chairman of the meeting is preferred, strike out the words "THE CHAIRMAN OF THE MEETING" here inserted and insert the name and address of the proxy desired in the space provided. If more than one proxy is appointed, the number and class of shares in respect of which such proxy so appointed must be specified. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK "✓" THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK "✓" THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his/her votes 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 those referred to in the notice convening the meeting.
- All resolutions will be put to vote by way of poll at the meeting. Every member of the Company presents in person (in the case of a member being a corporation, by its duly authorized representative) or by proxy shall have one vote for every share of which he/she/it is the holder. A person entitled to more than one vote on a poll need not use all his/her votes or cast all the votes he/she uses in the same way and in such cases, please state the relevant number of shares in the appropriate box(es) above.
- 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 executed under its common seal or under the hand of an officer or attorney duly authorized. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's Share Registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours (excluding any part of a day that is a public holiday) before the time scheduled for the holding of the meeting (i.e. not later than 11:00 a.m. on 28 May 2019) or any adjournment thereof.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of vote(s) of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names of the joint holders stand in the Register of Members of the Company in respect of the joint holding.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the meeting and, in such event, the form of proxy shall be deemed to be revoked.
- References to time and dates in this form of proxy are to Hong Kong time and dates.

**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 Annual 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 for use in connection with the Purposes 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. 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's Share Registrar, Tricor Tengis Limited, at the above address.