

# SOUTHERN ENERGY HOLDINGS GROUP LIMITED

## 南方能源控股集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1573)

### SECOND PROXY FORM FOR ANNUAL GENERAL MEETING

I/We, <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ share(s) of US\$0.01 each in the capital of SOUTHERN ENERGY HOLDINGS GROUP LIMITED (the "Company"), HEREBY APPOINT the Chairman of the meeting <sup>(Note 3)</sup> or \_\_\_\_\_  
of \_\_\_\_\_  
as my/ our proxy to act for me/us and on my/our behalf at the annual general meeting to be held at ProTop Financial Press Limited, Level 22, Nexxus Building, 41 Connaught Road Central, Hong Kong on Friday, 28 June 2019 at 2:00 p.m. ("Meeting") and at any adjournment of such meeting for the purpose of considering and if thought fit, passing with or without modification, the resolutions as set out in the notice and supplemental notice of the Meeting. I/We direct that my/our vote(s) be casted on the specified resolutions as indicated by a "✓" in the appropriate boxes, or if no indication is given, as my/ our proxy thinks fit.

ORDINARY RESOLUTIONS <sup>(Note 5)</sup>		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To receive, consider and adopt the audited consolidated financial statements, the reports of the directors and the auditor of the Company for the year ended 31 December 2018.		
2.	To re-appoint Deloitte Touche Tohmatsu as the auditor of the Company and to authorise the board of directors of the Company to fix its remuneration.		
3.	(a) To re-elect Mr. Huang Youjun as an executive director of the Company.		
	(b) To re-elect Mr. Xiao Zhijun as an executive director of the Company.		
	(c) To re-elect Mr. Fu Lui as an independent non-executive director of the Company.		
	(d) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.		
4.	To grant a general mandate to the directors of the Company to allot, issue 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 this resolution.		
5.	To grant a general mandate to the directors of the Company to buy back the Company's shares not exceeding 10% of the total number of issued shares of the Company as at the date of passing this resolution.		
6.	To extend the general mandate granted to the directors of the Company to allot, issue and deal with additional shares in the share capital of the Company by an amount not exceeding the amount of the shares bought back by the Company.		

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

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of shares registered in your name(s) to which this second form of proxy (the "Second Proxy Form") relates. If no number is inserted, this Second Proxy Form will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out the words "the Chairman of the meeting or" herein inserted 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.** A member entitled to attend and vote at the Meeting will be entitled to appoint one or more proxies to attend and, on a poll, vote in his or her stead. A proxy need not be a member of the Company, but must attend the Meeting to represent you.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "AGAINST".** Failure to tick the boxes will entitle your proxy to cast your votes at his or her discretion or abstain for the resolution.
- The full text of the resolutions appears in the notice of the Meeting contained in the circular to the shareholders of the Company dated 26 April 2019 and the supplemental notice of the Meeting contained in the supplemental circular to the shareholders of the Company dated 24 May 2019.
- This Second Proxy Form must be signed by you or your attorney duly authorised in writing or, in case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney duly authorised.
- To be valid, this Second Proxy Form, 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 Company's Hong Kong share registrar, Tricor Investor Services Limited (the "Share Registrar") at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time fixed for the Meeting (i.e. not later than 2:00 p.m. on Wednesday, 26 June 2019) (the "Closing Time").
- Where there are joint holders of any shares of the Company, any one of such joint holders may vote at the Meeting either personally or by proxy in respect of such shares as if he or she was solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of such joint holders so present whose name stands first on the register of members of the Company shall alone be entitled to vote in respect of such shares.
- Completion and return of this Second Proxy Form will not preclude you from attending the Meeting and voting in person at the Meeting or any adjournment meetings if you so wish. In the event that you attend the Meeting after having lodged this Second Proxy Form, it will be deemed to have been revoked.
- A shareholder who has not yet lodged the form of proxy enclosed with the circular to the shareholders of the Company dated 26 April 2019 (the "First Proxy Form") with the Share Registrar is requested to lodge this Second Proxy Form if he/she wishes to appoint proxy(ies) to attend the Meeting on his/her behalf. In this case, the First Proxy Form should not be lodged with the Share Registrar.
- A shareholder who has already lodged the First Proxy Form with the Share Registrar should note that:
  - if no Second Proxy Form is lodged with the Share Registrar, the First Proxy Form, if correctly completed, will be treated as a valid form lodged by him/her. The proxy so appointed by the shareholder shall be required to vote in such manner as he/she may be directed under the First Proxy Form, and in respect of the resolution for the proposed re-election of Mr. Huang Youjun as an executive director of the Company as set out in the supplemental notice of the Meeting, 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 First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the shareholders; and
  - 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 First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Share Registrar. Accordingly, shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Share Registrar before the Closing Time.
- References to time and dates in this Second Proxy Form 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 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 authorised 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 / Tricor Investor Services Limited at the above address."