



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: 0735)

FORM OF PROXY FOR THE COURT MEETING ON 12 JULY 2019 (or any adjournment thereof)

IN THE HIGH COURT OF THE HONG KONG SPECIAL ADMINISTRATIVE REGION, COURT OF FIRST INSTANCE, MISCELLANEOUS PROCEEDINGS NO. 756 OF 2019.

In the Matter of CHINA POWER CLEAN ENERGY DEVELOPMENT COMPANY LIMITED (中國電力清潔能源發展有限公司) and
In the Matter of the Companies Ordinance, Chapter 622 of the Laws of the Hong Kong Special Administrative Region.

Form of proxy for the meeting of the registered holders of the shares in the capital of China Power Clean Energy Development Company Limited (the “Company”) (other than those held by China Power New Energy Limited) (the “Scheme Shares”) convened at the direction of the High Court of the Hong Kong Special Administrative Region on 12 July 2019 at 10:30 a.m. (or any adjournment thereof) (the “Court Meeting”).

I/We¹, _____
of _____,

being the registered holder(s) of² _____ shares in the capital of the Company, **HEREBY APPOINT** the Chairman of the Court Meeting or³ _____

of _____ as my/our proxy to attend and to act for me/us and on my/our behalf as directed below at the Court Meeting (or any adjournment thereof) of the holders of the Scheme Shares to be held at Tianshan & Lushan Rooms, Level 5, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, 12 July 2019 at 10:30 a.m. (Hong Kong time) for the purpose of considering and, if thought fit, approving, with or without modification, a scheme of arrangement dated 20 June 2019 proposed to be made between the Company and the holders of Scheme Shares referred to in the notice convening the Court Meeting (the “Scheme”) and, at such Court Meeting (or any adjournment thereof), to vote for me/us and in my/our name(s) for the Scheme (either with or without modifications, as my/our proxy may approve) or against the Scheme as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

| FOR the Scheme ⁴ | AGAINST the Scheme ⁴ |
|-----------------------------|---------------------------------|
| | |

Signature(s)⁵ _____

Date _____

Notes:

1. Full name(s) and address(es) of the member(s) should be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of shares 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 in the capital of the Company registered in your name(s). If more than one proxy is appointed, the number of shares in respect of which each such proxy is so appointed must be specified in the relevant form of proxy.
3. If any proxy other than the Chairman of the Court Meeting is preferred, strike out the words “the Chairman of the Court Meeting or” and insert the name and address of the proxy desired in the space provided in **BLOCK CAPITALS**. **If no name is inserted, the Chairman of the Court Meeting will act as your proxy.** Any member of the Company entitled to attend and vote at the Court Meeting is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company but must attend the Court Meeting in person to represent you.
4. **IMPORTANT: if you wish to vote for the Scheme, please put a tick (✓) in the box marked “FOR the Scheme”. If you wish to vote against the Scheme, please put a tick (✓) in the box marked “AGAINST the Scheme”.** Failure to place a tick (✓) in either box or placing a tick in both boxes will entitle your proxy to cast your vote or abstain at his/her discretion.
5. This form of proxy must be signed by you or your agent duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an agent or officer duly authorised. **Any alteration made to this form of proxy must be initialled by the person(s) who sign(s) it.**
6. In the case of joint holders of a share in the capital of the Company, the vote of the most senior holder who tenders a vote, whether in person or by proxy or by representative, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), 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 share.
7. In order to be valid, this form of proxy together with the letter or power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof (in the case of a corporation, either under its common seal or under the hand of an attorney or a duly authorised officer on its behalf and to the satisfaction of the directors of the Company), must be lodged with the Company’s share registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong no later than 48 hours before the time appointed for holding the Court Meeting or any adjournment thereof.
8. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Court Meeting or any adjournment thereof if you so wish. In the event that you attend and vote at the Court Meeting or any adjournment thereof after having lodged your form of proxy, your form of proxy will be deemed to have been revoked by operation of law.