



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)

(the “Company”)

FORM OF PROXY

FOR THE GENERAL MEETING (“General Meeting”) ON 12 JULY 2019

(or any adjournment thereof)

I/We¹, _____
of _____, being the
registered holder(s) of² _____ shares in the capital of the Company **HEREBY APPOINT** the
Chairman of the General 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 General Meeting (or at any adjournment thereof) 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 11:00 a.m. (Hong Kong time) or as soon thereafter as the court meeting, convened by direction of the High Court of the Hong Kong Special Administrative Region for the same place and date, shall have been concluded or adjourned, for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as a special resolution as set out in the notice convening the General Meeting and, at the General Meeting (or at any adjournment thereof), to vote for me/us and in my/our name(s) as indicated below or, if no such indication is given, as my/our proxy thinks fit.

SPECIAL RESOLUTION ⁴	FOR ⁵	AGAINST ⁵
To approve the scheme of arrangement dated 20 June 2019 (the “Scheme”) between the Company and the Scheme Shareholders (as defined in the Scheme), for the purpose of giving effect to the Scheme; to approve (i) the reduction of the share capital of the Company, (ii) the increase in the share capital of the Company and (iii) the issue and allotment of new shares in the capital of the Company to China Power New Energy Limited, subject to the Scheme taking effect; and to authorise the directors of the Company to do all acts and things considered by them to be necessary or desirable in connection with the implementation of the Scheme.		

Signature(s)⁶ _____

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 General Meeting is preferred, strike out the words “the Chairman of the General 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 General Meeting will act as your proxy.** Any member of the Company entitled to attend and vote at the General 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 General Meeting in person to represent you.
4. The full text of the resolution is set out in the Notice of the General Meeting dated 20 June 2019.
5. **IMPORTANT: if you wish to vote for the resolution, please put a tick (✓) in the box marked “FOR”. If you wish to vote against the resolution, please put a tick (✓) in the box marked “AGAINST”.** 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.
6. 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.**
7. 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.
8. 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 General Meeting or any adjournment thereof.
9. Completion and return of this form of proxy will not preclude you from attending and voting in person at the General Meeting or any adjournment thereof if you so wish. In the event that you attend and vote at the General 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.