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This document is the Form of Acceptance referred to in the accompanying scheme document addressed to the Scheme Shareholders and the Optionholders dated 20 June, 2019 in relation to, among other things, a scheme of arrangement between China Power Clean Energy Development Company Limited (the "Company") and the Scheme Shareholders (the "Scheme Document") for use by the Optionholders to declare their choice in respect of the Option Offer. You should read it in conjunction with the Scheme Document and the Option Offer Letter sent by the Offeror dated 20 June, 2019 in relation to the Option Offer.

本文件乃日期為2019年6月20日發予計劃股東及購股權持有人、有關(其中包括)中國電力清潔能源發展有限公司(「本公司」)與計劃股東之間安排計劃之隨附計劃文件(「計劃文件」)所述的接納表格，以供購股權持有人使用，聲明彼等關於購股權要約的選擇。閣下應將本文件連同計劃文件及要約人就購股權要約的日期為2019年6月20日發出的購股權要約函件一併閱讀。

If you fail to sign and return this Form of Acceptance in accordance with the instructions set out in this Form of Acceptance, you will be treated as if not having accepted the Option Offer in respect of all Share Options held by you as at the Share Option Record Date, your Outstanding Share Options will lapse automatically on the Scheme Record Date and you will receive neither the Share Option Offer Price nor the Cancellation Consideration.

倘閣下並無按照本接納表格所載的指示簽署及交回本接納表格，則閣下將被視為未接納有關閣下於購股權記錄日期持有的全部購股權的購股權要約，閣下之未行使購股權將於計劃記錄日期自動失效，且閣下不會收到購股權要約價或註銷代價。



CHINA POWER NEW ENERGY LIMITED
中國電力新能源有限公司
(incorporated in Hong Kong with limited liability)
(於香港註冊成立之有限公司)

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)
(於香港註冊成立之有限公司)
(Stock Code: 0735)
(股份代號: 0735)

Terms defined in the Scheme Document have the same meanings in this Form of Acceptance.

計劃文件所界定的詞彙於本接納表格具有相同涵義。

**PROPOSAL FOR THE DELISTING OF
CHINA POWER CLEAN ENERGY DEVELOPMENT COMPANY LIMITED
BY CHINA POWER NEW ENERGY LIMITED
BY WAY OF A SCHEME OF ARRANGEMENT
(UNDER SECTION 673 OF THE COMPANIES ORDINANCE)
OPTION OFFER FORM OF ACCEPTANCE
有關根據公司條例第673條
由中國電力新能源有限公司透過計劃安排
將中國電力清潔能源發展有限公司除牌之建議
購股權要約的接納表格**

If you are in any doubt as to any aspect of this Form of Acceptance or as to the action to be taken, you should consult a licensed securities dealer, or other registered institution in securities, a bank manager, solicitor, professional accountant or other professional adviser.

閣下如對本接納表格任何方面或應採取的行動有任何疑問，應諮詢閣下的持牌證券交易商或其他註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

You should return the completed Form of Acceptance to the Offeror, care of China Power Clean Energy Development Company Limited at Room 3801-05, 38/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong, for the attention of the Company Secretarial Department of the Company and marked "China Power Clean Energy Development Company Limited - Option Offer", by no later than 4:30 p.m. on Wednesday, 7 August 2019 (or such later date and time as may be notified to you by the Offeror or UBS or by way of joint announcement by the Offeror and the Company on the website of the Stock Exchange).

閣下應於填妥接納表格後不遲於2019年8月7日(星期三)下午四時三十分(或要約人或瑞銀可能通知或要約人及本公司於聯交所網站透過聯合公告可能通知閣下的其他較後日期及時間)交回要約人，由中國電力清潔能源發展有限公司轉交，地址為香港灣仔港灣道26號華潤大廈38樓3801-05室，本公司公司秘書處收，並註明「中國電力清潔能源發展有限公司 - 購股權要約」。

Before returning the Form of Acceptance to the Company Secretarial Department of the Company, please ensure that you have completed and signed the Form of Acceptance and that your signature has been witnessed.

向本公司公司秘書處交回接納表格前，請確保閣下已填妥及簽署接納表格，而閣下的簽署亦經見證。

To: The Offeror, the Company and UBS

致：要約人、本公司及瑞銀

With reference to the Option Offer made by the Offeror dated 20 June, 2019, I hereby declare my choice in respect of the Option Offer by ticking the relevant box below in respect of ALL the Share Options that I hold as at the Share Option Record Date on the terms and subject to the conditions set out in the Option Offer (Note 1):

參照要約人日期為2019年6月20日的購股權要約，本人謹此按照購股權要約所載的條款及條件，就本人於購股權記錄日期持有的全部購股權在有關欄加上「✓」，以聲明本人就購股權要約的選擇(附註1)：

ACCEPT 接納	
REJECT 拒絕	

By signing and returning this Form of Acceptance, I:

- confirm that I have read, understood and agreed to the terms and conditions of the Option Offer (including, without limitation, those set out in the Option Offer Letter and this Form of Acceptance), and that I have received the Scheme Document and the Option Offer Letter;
- warrant and confirm that each Share Option in respect of which I accept the Option Offer is valid and subsisting, free from all liens, charges, mortgages and third party interests of any nature whatsoever and I acknowledge that any option certificate or documents in respect of such Share Option shall become void once that Share Option has been cancelled as a result of my acceptance of the Option Offer pursuant to this Form of Acceptance;
- acknowledge that I cease to have any rights or obligations, and waive all rights and claims against any party (including the Offeror and the Company), in respect of such Share Option (including any Share Option for which I am only entitled to receive a nominal amount of cash consideration of HK\$1 per 10,000 Share Options (or part thereof) because the exercise price of the relevant Share Option exceeds the Cancellation Consideration of HK\$5.45) I hold in respect of which I accept the Option Offer, and I agree that all rights and obligations under all Share Options held by me in respect of which I accept the Option Offer will be cancelled;
- confirm that any acceptance of the Option Offer cannot be withdrawn or altered;
- authorise the Company, the Offeror and/or UBS, jointly and severally, or any director or officer of the Company or the Offeror or UBS or any agent of such person to do all acts and things and to execute any document as may be necessary or desirable to give effect to or in consequence of my acceptance of the Option Offer, and I hereby undertake to execute any further assurance that may be required in respect of such acceptance; and
- undertake to confirm and ratify any action properly or lawfully taken on my behalf by any attorney or agent appointed by or pursuant to the Option Offer Letter or this Form of Acceptance.

本接納表格一經簽署及交回，即表示本人：

- 確認本人已閱讀、理解及同意購股權要約的條款及條件(包括但不限於購股權要約函件及本接納表格所載者)，以及本人已收到計劃文件及購股權要約函件；
- 保證及確認本人持有涉及本人接納購股權要約的所有購股權均為有效及存續，且不附帶一切留置權、押記、按揭及任何性質的第三方權益，且本人知悉，一旦購股權基於本人根據本接納表格接納購股權要約而被註銷，則該購股權的任何購股權證書或文件將成為無效；
- 承認本人不再就本人持有涉及本人接納購股權要約的所有購股權(包括由於有關購股權的行使價高於註銷代價5.45港元以致本人僅有權收取象徵性現金代價每10,000份購股權1港元的任何購股權(或其部分))擁有任何權利或義務並就此放棄針對何人人士(包括要約人及本公司)的一切權利及索償，且本人同意本人持有涉及本人接納購股權要約的所有購股權項下的一切權利與義務將被註銷；
- 確認購股權要約的任何接納不得被撤銷或更改；
- 授權本公司、要約人及/或瑞銀共同及個別地，或本公司或要約人或瑞銀的任何董事或高級人員或該人士的任何代理人作出一切行為及事宜，以及簽立為使購股權要約有效或因本人接納購股權要約而可能必要或適當的任何文件；而本人謹此承諾簽立就該項接納而可能需要簽署的任何其他保證書；及
- 承諾確認及追認根據或依據購股權要約函件或本接納表格所委任的任何受權人或代理人代表本人適當地或合法地採取的任何行動。

This Form of Acceptance shall be governed by and construed in accordance with the laws of Hong Kong.

本接納表格受香港法例規管並須按其詮釋。

Signature of Optionholder:

購股權持有人簽署：_____

(Note 2)

(附註2)

Witness' Signature:

見證人簽署：_____

(Note 3)

(附註3)

Name of Optionholder:

購股權持有人姓名：_____

Witness' Name:

見證人姓名：_____

Witness' Identity Card Number:

見證人身份證號碼：_____

Date:

日期：_____

Notes:

- This Form of Acceptance is subject to the terms and conditions of the Option Offer as set out in the Option Offer Letter sent by the Offeror dated 20 June, 2019 in relation to the Option Offer. The Option Offer is made in respect of your Share Options that you hold as at the Share Option Record Date, in respect of which the underlying Shares are not registered in your name (or in the name of your nominee holding for your behalf) as at the Scheme Record Date.
- Please sign at the place indicated to signify your choice in respect of the Option Offer and/or insert the date of signing. If you fail to sign and return the Form of Acceptance to the Offeror as instructed above, you will be treated as not having accepted the Option Offer in respect of all of the Share Options you hold as at the Share Option Record Date notwithstanding completion of the other parts of this Form of Acceptance.
- The witness must be physically present when you sign this Form of Acceptance. The witness should be an individual but should not be a close relative of yours, a minor, a bankrupt or a person of unsound mind.
- You are recommended to consult your professional adviser if you are in any doubt as to the taxation implications of the Option Offer and, in particular, whether the receipt of the consideration under the Option Offer will make you liable to taxation in Hong Kong or in other jurisdictions. If you are not resident in Hong Kong, the acceptance of the Option Offer or the receipt of the consideration for acceptance of the Option Offer may be subject to the laws of the relevant jurisdiction in which you are located. You should inform yourself about and observe any applicable legal and regulatory requirements. If you wish to accept the Option Offer, it is your responsibility to satisfy yourself as to the full observance of the laws of your own jurisdiction in connection therewith, including the obtaining of any governmental or exchange control or other consents which may be required, or the compliance with other necessary formalities and the payment of any issue, transfer or other taxes due in such jurisdiction.

附註：

- 本接納表格受要約人就購股權要約函件所載的購股權要約條款及條件所規限。購股權要約乃就閣下於購股權記錄日期所持有而相關股份於計劃記錄日期並未登記於閣下名下(或以閣下為受益人而持有的代名人名下)的購股權作出。
- 請於所指定的地方簽署，以表明閣下就購股權要約的選擇及/或填寫簽署日期。儘管閣下填妥接納表格的其他部分，倘閣下並無按照上述指示簽署接納表格並交回要約人，則閣下將被視為並未就閣下於購股權記錄日期持有的全部購股權接納購股權要約。
- 閣下簽署本接納表格時，見證人必須親身到場。見證人應為個人，但不得為閣下的近親、未成年人士、破產或精神不健全的人士。
- 閣下如對購股權要約的稅務影響有任何疑問，尤其是收取購股權要約的代價是否會令閣下須繳納香港或其他司法權區的稅項方面的疑問，應諮詢閣下的專業顧問。倘閣下並非居於香港，則接納購股權要約或就接納購股權要約收取代價可能須遵從閣下所在有關司法權區的法例。閣下應自行了解及遵守任何適用法律或監管規定。閣下如有意接納購股權要約，則有責任自行全面遵守有關司法權區就此方面的法例，包括按規定取得任何政府、外國管制或其他方面的同意，或辦理其他必要的正式手續及支付閣下於該司法權區所應繳的任何發行、轉讓或其他稅項。