



東北電氣發展股份有限公司

NORTHEAST ELECTRIC DEVELOPMENT CO., LTD.

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 0042)

PROXY FORM OF THE FIRST EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS IN 2022 (REVISED)

Number of shares related to this form of proxy ^(Note 1)	
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I/We ^(Note 2) _____
address _____
hold _____ Domestic Shares, _____ H Shares of
the Company and hereby appoint the Chairman of the meeting or Mr. /Ms. _____
address ^(Note 3) _____

as my/our proxy to attend and act for me/us at the first Extraordinary General Meeting of Shareholders of the Company in 2022 to be held at the Conference Room, HNA Plaza, No.7 Guoxing Avenue, Meilan District, Haikou City, Hainan Province, the PRC at 9:30 a.m. on 30 December 2022, and to vote at such meeting in respect of the resolutions as indicated below, or if no such indication is given, as my/ our proxy thinks fit.

SPECIAL RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
a.	To approve the Subscription Agreement dated 27 July 2022.		
b.	To approve authorisation(s) given to the Directors of the Company in relation to matters involving the Subscription Agreement.		
c.	To approve the grant of specific mandate to the Directors to issue 90,000,000 new H Shares.		
d.	To authorise the Directors of the Company to make such necessary amendments to the articles of association of the Company.		
ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
e.	To approve the Proposal on the Appointment of Directors of the 10th Session of the Board of the Company * (《關於委任公司第十屆董事會董事的議案》)		
e.01	To appoint Mr. SuWeiguo as an Executive Director of the 10th Session of the Board of the Company * (《委任蘇偉國先生為本公司第十屆董事會執行董事》)		
e.02	To appoint Ms. He Wei as an Executive Director of the 10th Session of the Board of the Company * (《委任賀薇女士為本公司第十屆董事會執行董事》)		
e.03	To appoint Ms. Liu Jiangmei as an Executive Director of the 10th Session of the Board of the Company * (《委任劉江妹女士為本公司第十屆董事會執行董事》)		

ORDINARY RESOLUTIONS		FOR <i>(Note 4)</i>	AGAINST <i>(Note 4)</i>
e.04	To appoint Mr. Ding Jishi as an Executive Director of the 10th Session of the Board of the Company * (《委任丁繼實先生為本公司第十屆董事會執行董事》)		
e.05	To appoint Mr. Mi Hongjie as an Executive Director of the 10th Session of the Board of the Company * (《委任米宏傑先生為本公司第十屆董事會執行董事》)		
e.06	To appoint Mr. Zhu Xinguang as an Executive Director of the 10th Session of the Board of the Company * (《委任朱欣光先生為本公司第十屆董事會執行董事》)		
e.07	To appoint Mr. Fang Guangrong as an Independent Non-Executive Director of the 10th Session of the Board of the Company * (《委任方光榮先生為本公司第十屆董事會獨立非執行董事》)		
e.08	To appoint Mr. Wang Hongyu as an Independent Non-Executive Director of the 10th Session of the Board of the Company * (《委任王宏宇先生為本公司第十屆董事會獨立非執行董事》)		
e.09	To appoint Mr. Li Zhengning as an Independent Non-Executive Director of the 10th Session of the Board of the Company * (《委任李正甯先生為本公司第十屆董事會獨立非執行董事》)		
f.	To approve the proposal on the Appointment of Shareholder Representative Supervisors of the 10th Session of Supervisory Committee of the Company * (《關於委任公司第十屆監事會股東代表監事的議案》)		
f.01	To appoint Mr. Fan Siyao as a Shareholder Representative Supervisor of the 10th Session of Supervisory Committee of the Company * (《委任范思堯先生為本公司第十屆監事會股東代表監事》)		
f.02	To appoint Mr. Yang Qing as a Shareholder Representative Supervisor of the 10th Session of Supervisory Committee of the Company * (《委任楊青先生為本公司第十屆監事會股東代表監事》)		

Signature(s) *(Note 5)* _____

Date: _____

Notes:

IMPORTANT: Please read the EGM Notice of the Company dated 7 December 2022 and the Supplementary Notice dated 14 December 2022 before appointing any proxies.

1. Please write out the number of shareholders corresponding to the Power of Attorney. If the number is not specified in the Power of Attorney, it shall be regarded that this Power of Attorney represents all Company shares registered under your name.
2. Please write out the full names and addresses in a neat round hand.
3. If a person other than the chairman of the meeting is entrusted to attend the meeting, the words 'the chairman of the meeting or' shall be deleted and the name and address of the person shall be written out. You may entrust one or more representatives to attend the meeting and vote; a representative of a shareholder may not be a shareholder of the Company.
4. If you want to give a positive vote to a resolution, please place "√" in the For column; if you want to give a negative vote to a resolution, please place "√" in the Against column. Without prior indications, the consignee may vote taking the circumstances into consideration or waive his/their rights to vote.
5. This form of Attorney must be signed by you or a person authorised by you in a written form. If the shareholder who entrusts a person to attend the meeting is a legal person, the Power of Attorney must bear either the official seal of the Company, or the signature of the legal representative of the legal person or the person who is authorised in a written form by the legal person.
6. This form of Attorney, together with the foresaid Letter of Authority shall be deposited at the office of the board of directors of the Company (in case of the holder of A shares) or the Company's H Share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at 31/F, 148 Electric Road, North Point, Hong Kong (in case of the holder of H Shares) no later than 24 hours before the general meeting start by post or via fax.
7. A Shareholder who has not yet lodged the form of proxy sent together with the EGM Notice dated 7 December 2022 (the "First Form of Proxy") in accordance with the instructions printed thereon is requested to lodge this revised form of proxy (the "Revised Form of Proxy") if he or she wishes to appoint proxies to attend the Meeting on his or her behalf. In this case, the First Form of Proxy should not be lodged.
8. A Shareholder who has already lodged the First Form of Proxy in accordance with the instructions printed thereon should note that:
 - (i) If no Revised Form of Proxy is lodged in accordance with the instructions printed thereon, the First Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if duly completed. The proxy appointed under the First Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the Meeting, including the additional proposed resolution as set out in this Supplementary Notice.
 - (ii) If the Revised Form of Proxy is lodged in accordance with the instructions printed thereon not less than 24 hours before the time appointed to hold the EGM, the Revised Form of Proxy will revoke and supersede the First Form of Proxy previously lodged by you. The Revised Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if duly completed.
 - (iii) If the Revised Form of Proxy is lodged after 24 hours before the time appointed to hold the EGM, the Revised Form of Proxy will be deemed invalid. It will not revoke the First Form of Proxy previously lodged by the Shareholder. The First Form of Proxy will be treated as a valid form of proxy if duly completed. The proxy appointed under the First Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the Meeting, including the additional proposed resolution as set out in this Supplementary Notice.
9. Shareholders are reminded that completion and return of the First Form of Proxy and/or the Revised Form of Proxy will not preclude them from attending and voting in person at the EGM.



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REPLY FOR ATTENDING OF THE FIRST EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS IN 2022

Name (or unit): _____

Address and postal code: _____ Fax: _____

Type and number of the Company's shares held: _____ Domestic Shares/ _____

H Shares, Telephone: _____ I/we wish to attend (or appoint _____

as proxy/proxies to attend on my/our behalf) the first Extraordinary General Meeting of Shareholders of the Company in 2022 held at the conference room of the Company at 9:30 a.m. on 30 December 2022. Written reply is hereby given to the Company.

Shareholder(s): _____

Date: _____

Notes:

1. After making a copy of the Reply and filling it, shareholders shall send it to the Company's H Share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at 31/F, 148 Electric Road, North Point, Hong Kong.
2. A legal-person shareholder shall stamp an official seal of the Company on its Reply.