



# TIANNENG POWER INTERNATIONAL LIMITED

## 天能動力國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00819)

### Proxy form for use by shareholders at the annual general meeting of the Company to be held on 8 June 2023 (or any adjournment thereof)

I/We <sup>(note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares of HK\$0.1 each <sup>(note 2)</sup> in the capital of  
Tianneng Power International Limited (“Company”) hereby appoint \_\_\_\_\_  
of \_\_\_\_\_  
or failing him, the Chairman of the annual general meeting of the Company (“Annual General Meeting”), to act as my/our proxy <sup>(note 3)</sup> at the Annual General Meeting to be held at Conference Room, 3/F., Tianneng Group Building, No. 18 Baoqiao Road, Huaxi Industrial Function Zone, Changxing County, Zhejiang, China on Thursday, 8 June 2023 at 2:00 p.m., and at any adjournment thereof and to vote on my/our behalf as hereunder indicated or, if no such indication is given, as my/our proxy(ies) thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>(note 4)</sup>	AGAINST <sup>(note 4)</sup>
1.	To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31 December 2022.		
2.	To declare the final dividend for the year ended 31 December 2022.		
3.	(a) To re-elect Dr. ZHANG Tianren an executive director of the Company.		
	(b) To re-elect Mr. SHI Borong as an executive director of the Company.		
	(c) To re-elect Mr. ZHANG Yong as an independent non-executive director of the Company.		
4.	To authorise the board of directors of the Company (the “Board”) to fix the remuneration of the directors of the Company (the “Directors”).		
5.	To re-appoint Deloitte Touche Tohmatsu as auditors and authorise the Board to fix their remuneration.		
6.	A. To grant a general mandate to the Directors to allot and issue shares.		
	B. To grant a general mandate to the Directors to repurchase the Company’s shares.		
	C. To add the number of shares repurchased under resolution 6B to the mandate granted to the Directors under resolution 6A.		
SPECIAL RESOLUTION		FOR <sup>(note 4)</sup>	AGAINST <sup>(note 4)</sup>
7.	To approve the proposed amendments to the existing memorandum of association and articles of association of the Company, the adoption of the amended and restated memorandum of association and articles of association of the Company and the transactions contemplated thereunder.		

Shareholder’s signature x \_\_\_\_\_ x <sup>(notes 6, 7 and 8)</sup> Dated \_\_\_\_\_ 2023

- Notes:
- Full name(s) and address(es) are to be inserted in BLOCK CAPITALS as set out in the register of members of the Company. The name of all joint registered holders should be stated.
  - Please insert the number of shares registered in your name(s). 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) (whether alone or jointly with others).
  - A proxy needs not be a member of the Company. If you wish to appoint some person other than the Chairman of the Annual General Meeting as your proxy, please delete the words “or failing him, the Chairman of the Annual General Meeting of the Company,” and insert the name and address of the person to be appointed as your proxy in the space provided.
  - If you wish to vote for any of the resolutions set out above, please tick (“✓”) the appropriate box marked “For”. If you wish to vote against any resolutions, please tick (“✓”) the appropriate box marked “Against”. If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy is entitled to vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy is entitled, in relation to that particular proposed resolution, to vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Annual General Meeting other than those set out in the notice convening the Annual General Meeting.
  - For the full text of each resolution, please refer to the accompanying notice of Annual General Meeting.
  - In the case of joint registered holders of any shares, this form of proxy may be signed by any one joint registered holder, but if more than one joint registered holder is present at the Annual General Meeting, whether in person or by proxy, that one of the joint registered holders whose name stands first on the register of members in respect of the relevant joint holding shall, to the exclusion of other joint holders, be entitled to vote in respect thereof.
  - The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing. To be valid, this form of proxy 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 offices of the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 48 hours before the time of the Annual General Meeting or any adjourned meeting.
  - Any alteration made to this form should be initialled by the person who signs the form.
  - Completion and return of this form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof if you wish.

#### 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 Annual General Meeting (the “Purpose”). 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 provide administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized 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 fulfill 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 (Chapter 486 of the Laws of Hong Kong) and any such request should be made in writing by mail to the Privacy Compliance Officer of Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.