



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 EGM to be held on 14 July 2023 (or any adjournment thereof)

I/We ^(note 1) _____
of _____
being the registered holder(s) of _____ shares of HK\$0.1 each ^(note 2) in the capital of
Tianneng Power International Limited (“Company”) hereby appoint _____
of _____
or failing him, the Chairman of the extraordinary general meeting of the Company (“EGM”), to act as my/our proxy ^(note 3) at the EGM to be
held at Conference Room, 3/F., Tianneng Group Building, No. 18 Baoqiao Road, Huaxi Industrial Function Zone, Changxing County, Zhejiang,
China on Friday, 14 July 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.

	FOR ^(note 4)	AGAINST ^(note 4)
To approve, ratify and confirm the Capital Increase Agreement and the Shareholders Agreement entered into among Party A, Parties B and Parties C and the transactions contemplated thereunder (including, among other things, the Capital Increase and the grant and the exercise of the Put Option) and to authorise the Directors to do all such acts and things and execute all such further documents or deeds as he may, in his absolute discretion, consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of or giving effect to or the completion of any matters relating to the Capital Increase Agreement and the Shareholders Agreement and the transactions contemplated thereunder, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith. ^(note 5)		

Shareholder's signature x _____ x ^(notes 6, 7 and 8)

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 EGM as your proxy, please delete the words “or failing him, the Chairman of the EGM 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 the resolution set out above, please tick (“✓”) the appropriate box marked “For”. If you wish to vote against the resolution, please tick (“✓”) the appropriate box marked “Against”. If the form returned is duly signed but without specific direction on the proposed resolution, the proxy is entitled to vote or abstain at his discretion in respect of the resolution. A proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those set out in the notice convening the EGM.
- For the full text of the resolution, please refer to the accompanying notice of EGM.
- 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 EGM, 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.
- This 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 notorially certified copy of such power or authority must be deposited at the office of Tricor Investor Services Limited, the Company's Hong Kong branch share registrar and transfer office, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 48 hours before the time of the EGM 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 EGM 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 EGM of the Company (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 provides 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.