



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)

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 29 MARCH 2018 (THURSDAY) (THE “MEETING”) (OR ANY ADJOURNMENT THEREOF)

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ shares ^(Note 2) in the share capital of the above-named Company (the “Company”),
HEREBY APPOINT THE CHAIRMAN OF THE MEETING ^(Note 4) or _____
of _____
as my/our proxy to attend the Meeting (or any adjournment thereof) to be held at Rooms 3801-05, 38/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong, on 29 March 2018 (Thursday) at 11:00 a.m. for the purposes of considering and, if thought fit, passing (with or without amendments) the resolution as set out in the notice dated 13 March 2018 (the “Notice”) convening the Meeting and at the Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolution as hereinafter indicated and if no such indication is given, as my/our proxy thinks fit and in respect of any other resolution that may properly come before the Meeting and/or any adjournment thereof.

ORDINARY RESOLUTION	FOR ^(Notes 5&6)	AGAINST ^(Notes 5&6)
To approve and confirm the agreement in relation to the engineering, procurement and construction work for the construction of a domestic garbage incineration power plant in Yuandian Village, Guocun Town, Suiyang District, Shangqiu City, Henan province, PRC dated 6 February 2018 (the “Agreement”) entered into between SPI Power Engineering Company Limited and Shangqiu China Power Green Power Generation Company Limited and the provision of the services contemplated under the Agreement and all other matters mentioned in the Notice of Extraordinary General Meeting dated 13 March 2018.		

Dated this _____ day of _____ 2018.

Signature ^(Note 7): _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of the Company 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 of the Company registered in your name(s).
3. Any member of the Company entitled to attend and vote at the meeting may appoint one or more than one proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company.
4. If any proxy other than the Chairman of the meeting is preferred, strike out the words “**THE CHAIRMAN OF THE MEETING**” here inserted and insert the name and address of the proxy desired in the space provided. A member of the Company who is the holder of two or more shares may appoint more than one proxy to attend and vote on his behalf at the Meeting provided that if more than one proxy is appointed, the number and class of shares in respect of which such proxy so appointed must be specified. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
5. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast his/her votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the Notice.
6. The resolution will be put to vote by way of poll at the meeting. Every member of the Company presents in person (in the case of a member being a corporation, by its duly authorized representative) or by proxy shall have one vote for every share of which he/she/it is the holder. A person entitled to more than one vote on a poll need not use all his/her votes or cast all the votes he/she uses in the same way and in such cases, please state the relevant number of shares in the appropriate box(es) above.
7. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorized. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
8. In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company’s Share Registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Meeting (i.e. not later than 11:00 a.m. on 27 March 2018) or any adjournment thereof.
9. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of vote(s) of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names of the joint holders stand in the Register of Members of the Company in respect of the joint holding.
10. Completion and delivery of this form of proxy will not preclude you from attending and voting at the meeting and, in such event, the form of proxy shall be deemed to be revoked.
11. References to time and dates in this form of proxy are to Hong Kong time and dates.
12. Full text of the resolution is set out in the Notice.

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 Extraordinary General Meeting of the Company (the “Purposes”). 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 fulfil 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 and any such request should be in writing by mail to the Company’s Share Registrar, Tricor Tengis Limited, at the above address.