



# CHINA EVERBRIGHT GREENTECH LIMITED

## 中國光大綠色環保有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1257)

### FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING (OR AT ANY ADJOURNMENT THEREOF)

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ ordinary share(s) of US\$0.10 each in the share capital of CHINA EVERBRIGHT GREENTECH LIMITED (the "Company") hereby appoint the chairman of the annual general meeting of the Company, or <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company (the "Meeting") to be held at Level 39, Atrium Room & Library, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Tuesday, 15 May 2018 at 3:00 p.m. and at any adjournment thereof for the purpose of considering and, if thought fit, passing the ordinary resolutions as set out in the notice convening the Meeting as indicated below or if no such indication is given, as my/our proxy thinks fit and in respect of any other business that may properly come before the Meeting and/or at any adjournment thereof <sup>(Note 4)</sup>:

	Ordinary Resolutions	For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1	To receive and consider the audited consolidated financial statements of the Company, the directors' report and the independent auditor's report for the year ended 31 December 2017.		
2	(a) to re-elect Mr. Wang Tianyi as a non-executive director.		
	(b) to re-elect Mr. Qian Xiaodong as an executive director.		
	(c) to re-elect Mr. Yang Zhiqiang as an executive director.		
	(d) to re-elect Mr. Wang Yungang as an executive director.		
	(e) to re-elect Ms. Guo Ying as a non-executive director.		
	(f) to re-elect Mr. Tang Xianqing as a non-executive director.		
	(g) to re-elect Mr. Chow Siu Lui as an independent non-executive director.		
	(h) to re-elect Mr. Philip Tsao as an independent non-executive director.		
	(i) to re-elect Prof. Yan Houmin as an independent non-executive director.		
	(j) to authorize the board of directors to fix the remuneration of the directors.		
3	To re-appoint Messrs. KPMG as auditor and to authorize the board of directors to fix its remuneration.		
4A	To grant a general mandate to the directors to repurchase shares of the Company*.		
4B	To grant a general mandate to the directors to allot and issue new shares of the Company*.		
4C	To extend the general mandate to issue new shares by adding the number of shares repurchased*.		

\* The full text of the Resolution is set out in the notice of the Meeting.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Signature <sup>(Note 5)</sup>: \_\_\_\_\_

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
- Please insert the number of share(s) of the Company registered in your name(s) 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).
- If any proxy other than the chairman of the Meeting is preferred, please strike out "the chairman of the annual general meeting of the Company, or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, TICK THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, TICK THE RELEVANT BOX MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote in respect of such resolution at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting and/or at any adjournment thereof other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, if in the case of a corporation, executed either under its seal or under the hand of an officer, attorney or other person duly authorized to sign the same. In the case of this form of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorized to sign this form on behalf of the corporation without further evidence of the fact.
- Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and speak and, on a poll vote instead of him. A member may appoint a proxy in respect of part only of his holding of shares in the Company. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
- This form of proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the Meeting or adjourned Meeting at which the person named in this form proposes to vote.
- Delivery of this form of proxy shall not preclude a member of the Company from attending and voting in person at the Meeting convened and in such event, this form of proxy shall be deemed to be revoked.
- Where there are joint holders of any share of the Company, any one of such joint holder may vote at the meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- The notice of the Meeting is set out in the Company's circular dated 23 March 2018.