



CHINA EVERBRIGHT INTERNATIONAL LIMITED

中國光大國際有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 257)

PROXY FORM

FOR USE AT THE ANNUAL GENERAL MEETING ("THE MEETING") TO BE HELD ON WEDNESDAY, 22 MAY 2019 OR AT ANY ADJOURNMENT THEREOF

I/We^(note 1) _____
of _____
being the registered holder(s) of _____ shares^(note 2) of CHINA EVERBRIGHT INTERNATIONAL LIMITED (the "Company") hereby
appoint **THE CHAIRMAN OF THE MEETING** or^(note 3) _____
of _____
or failing him/her _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting (or at any adjournment thereof) to be held at Island Ballroom, Level 5, Island Shangri-La, Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Wednesday, 22 May 2019 at 3:00 p.m. on the following resolutions as indicated below.

Ordinary Resolutions		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and consider the audited consolidated financial statements and the report of the directors and independent auditor's report for the year ended 31 December 2018.		
2.	To declare a final dividend of HK12 cents per share for the year ended 31 December 2018.		
3.	(1) To re-elect Mr. Cai Yunge as an executive director of the Company.		
	(2) To re-elect Mr. Wang Tianyi as an executive director of the Company.		
	(3) To re-elect Mr. Zhai Haitao as an independent non-executive director of the Company.		
	(4) To re-elect Mr. Suo Xuquan as an independent non-executive director of the Company.		
	(5) To authorize the board of directors of the Company (the "Board") to fix the remuneration of the directors of the Company for the year ending 31 December 2019.		
4.	To re-appoint Ernst & Young as the auditor and to authorize the Board to fix its remuneration.		
5.	(1) To grant a general mandate to the directors of the Company to issue additional shares not exceeding 20% of the total number of issued shares as set out in Ordinary Resolution no.5(1)*.		
	(2) To grant a general mandate to the directors of the Company to buy back shares not exceeding 10% of the total number of issued shares as set out in Ordinary Resolution no.5(2)*.		
	(3) To extend the general mandate granted to the directors of the Company to issue additional shares as set out in Ordinary Resolution no.5(3)*.		

* Please refer to the notice of the Meeting dated 9 April 2019 for the full text of the resolutions.

Dated _____, 2019

Shareholder's Signature^(Notes 5, 6)

Notes:-

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this proxy form 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, strike out "THE CHAIRMAN OF THE MEETING" or "and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION.** Failure to complete the boxes will entitle your proxy to cast his/her votes on the relevant resolutions 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 convening the Meeting.
- This proxy form must be signed by you or your attorney duly authorized in writing. In the case of a corporation, this form must be executed under its common seal or under the hand of an officer or attorney duly authorized.
- 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 the votes of the other joint holder(s), and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company.
- To be valid, this proxy form together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially 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 not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- 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/her. A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of the proxy form will not preclude you from attending and voting at the Meeting if you so wish, and in such an event, the authority of your proxy will be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

- "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- Your Personal Data is supplied to the Company on a voluntary basis. Failure to provide sufficient information may render the Company not able to process your instructions and/or request as stated in this proxy form.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the Company's share registrar, and/or other companies or bodies who are authorized by law for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Privacy Compliance Officer of Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.