



# CHINA EVERBRIGHT INTERNATIONAL LIMITED

## 中國光大國際有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 257)

Form of proxy for an extraordinary general meeting of CHINA EVERBRIGHT INTERNATIONAL LIMITED ("the Company") convened at 10:00 a.m. on Thursday, 18 December 2008

I/We (note 1) \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_ shares (note 2) of HK\$0.10 each in the capital of CHINA

EVERBRIGHT INTERNATIONAL LIMITED hereby appoint (note 3) \_\_\_\_\_

of \_\_\_\_\_

or failing him, the CHAIRMAN OF THE MEETING as my/our proxy to attend and act for me/us at the extraordinary general meeting of the Company to be held at Gloucester Room, 2nd Floor, Mandarin Oriental Hong Kong, 5 Connaught Road, Central, Hong Kong on Thursday, 18 December 2008 at 10:00 a.m. (and at any adjournment thereof) and, in the event of a poll, vote for me/us as indicated below (note 4).

	FOR (Note 4)	AGAINST (Note 4)
To approve, confirm and/or ratify the Sino Villa Agreement and the Riseland Agreement, to approve the transactions contemplated under the Sino Villa Agreement and the Riseland Agreement, and to authorize the directors of the Company to do such acts and things, to sign and execute such other documents and to take such steps in connection to the Sino Villa Agreement and the Riseland Agreement.		

Dated the \_\_\_\_\_ day of \_\_\_\_\_, 2008.

\_\_\_\_\_  
Shareholder's Signature (notes 5, 6)

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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 Company registered in your name(s).
3. Please insert the full name(s) and address(es) of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.** A proxy need not be a member of the Company but must attend the meeting in person to represent you. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his stead. If you appoint more than one proxy, such proxies may only exercise the voting rights by way of poll.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK THE BOX MARKED "FOR" BESIDE THE RESOLUTION. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK THE BOX MARKED "AGAINST" BESIDE THE RESOLUTION.** Failure to complete the box will entitle your proxy to cast his vote on the resolution at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than the resolution referred to in the notice convening the meeting.
5. This form of proxy 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.
6. 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.
7. To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy of it must be returned to the Company's share registrar, Tricor Tengis Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
8. Completion and return of the form of proxy will not preclude you from attending and voting in person at the extraordinary general meeting or any adjournment thereof if you so wish.
9. Any alteration made to this form of proxy must be initialled by the person who signs it.