



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 use at the annual general meeting of CHINA EVERBRIGHT INTERNATIONAL LIMITED ("the Company") to be held at 3:00 p.m. on Tuesday, the 12th day of May, 2009

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 **THE CHAIRMAN OF THE MEETING** (note 3)
or _____
of _____

as my/our proxy to attend the annual general meeting of the Company to be held at Concord Rooms 2-3, 8th Floor, Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong on Tuesday, 12th May, 2009 at 3:00 p.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)
1. To receive and consider the audited financial statements and the report of the directors and independent auditor's report for the year ended 31st December, 2008.		
2. To declare a final dividend.		
3. (a) (i) To re-elect Mr. Li Xueming as director.		
(ii) To re-elect Mr. Chen Xiaoping as director.		
(iii) To re-elect Mr. Wong Kam Chung, Raymond as director.		
(iv) To re-elect Ms. Zhang Weiyun as director.		
(b) To authorise the board of directors to fix the remuneration of the directors.		
4. To re-appoint auditors and to authorise the board of directors to fix the remuneration of auditors.		
5. (i) Ordinary resolution in item 5(1) of the notice of annual general meeting (To grant a general mandate to the directors to issue additional shares not exceeding 20% of the issued share capital).		
(ii) Ordinary resolution in item 5(2) of the notice of annual general meeting (To grant a general mandate to the directors to repurchase shares not exceeding 10% of the issued share capital).		
(iii) Ordinary resolution in item 5(3) of the notice of annual general meeting (To extend the general mandate granted to the directors to issue additional shares).		

Dated the _____ day of _____, 2009.

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 form of proxy will be deemed to relate to all the shares in 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 FORM OF PROXY MUST BE INITIALLED 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 votes on the relevant resolutions at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorised 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 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 thereof must be deposited at the registered office of the Company at Room 2703, 27th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the meeting.
- Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. 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 form of proxy will not preclude you from attending and voting at the annual general meeting if you so wish.