



# 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 extraordinary general meeting of CHINA EVERBRIGHT INTERNATIONAL LIMITED ("the Company") to be held at 10:30 a.m. on Monday, 14 December 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 extraordinary 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 Monday, 14 December 2009 at 10:30 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)
1. Ordinary resolution in item 1 of the notice of the extraordinary general meeting (To consider and approve the terms of the Waste Water Treatment Agreement and the Waste Water Treatment Annual Caps for the three years ending 31 December 2012).		
2. Ordinary resolution in item 2 of the notice of the extraordinary general meeting (To consider and approve the terms of the Operation and Maintenance Agreement and the Operation and Maintenance Annual Caps for the three years ending 31 December 2012).		
3. Ordinary resolution in item 3 of the notice of the extraordinary general meeting (To consider and approve the Revised Cap for the transactions contemplated under each of the Waste Water Treatment Agreement and the Operation and Maintenance Agreement for the year ending 31 December 2009).		

Dated the \_\_\_\_\_ day of \_\_\_\_\_, 2009.

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. 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 INITIALED BY THE PERSON WHO SIGNS IT.**
4. **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.
5. 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.
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 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.
8. 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.
9. Completion and return of the form of proxy will not preclude you from attending and voting at the extraordinary general meeting if you so wish.
10. Unless otherwise defined, capitalised terms used herein have the same meaning as defined in the circular of the Company dated 26 November 2009.