



# CHINA POWER INTERNATIONAL DEVELOPMENT LIMITED

## 中國電力國際發展有限公司

(incorporated in Hong Kong with limited liability under the Hong Kong Companies Ordinance)

(Stock Code: 2380)

### PROXY FORM

Form of proxy for the Extraordinary General Meeting to be held at Harcourt Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 15 November 2013 (Friday) at 11:00 a.m.

I/We<sup>1</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares of HK\$1.00 each in the issued share capital

of China Power International Development Limited (the "Company"), hereby appoint<sup>3</sup> \_\_\_\_\_

of \_\_\_\_\_

or failing him, the Chairman of the Meeting, as my/our proxy to attend on my/our behalf at the meeting (and at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the resolution set out in the notice of the meeting (with or without amendments) as hereunder indicated.

Ordinary Resolution	For <sup>4</sup>	Against <sup>4</sup>	Abstain <sup>4</sup>
To approve, confirm and ratify the conditional acquisition agreement dated 12 October 2013 between China Power International Holding Limited and the Company and the transactions contemplated thereunder, the allotment and issue of Consideration Shares (as defined in the notice of the Extraordinary General Meeting) and authorise any director to do such acts as he/she may consider necessary, desirable or expedient in connection therewith.*			

Date this \_\_\_\_\_ day of \_\_\_\_\_ 2013. Signature(s)<sup>5</sup>: \_\_\_\_\_

#### Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK\$1.00 each in the issued share capital of the Company registered in your name(s); 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).
3. Full name and address of proxy to be inserted in **BLOCK CAPITALS**. **IF NOT COMPLETED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED "FOR" BESIDE THE RESOLUTION. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX MARKED "AGAINST" BESIDE THE RESOLUTION. IF YOU WISH TO ABSTAIN FROM VOTING ON THE RESOLUTION, TICK IN THE BOX MARKED "ABSTAIN" BESIDE THE RESOLUTION. ANY ABSTAIN VOTE OR WAIVER TO VOTE SHALL BE DISREGARDED AS VOTING RIGHTS FOR THE PURPOSE OF CALCULATING THE RESULT OF THAT RESOLUTION.** If no direction is given, your proxy will be entitled to vote or abstain as he thinks fit. Your proxy will be entitled to vote or abstain 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 or, if you are a corporation, must either be executed under seal or under the hand of an officer or attorney duly authorised.
6. To be valid, this form of proxy, together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power of authority must be deposited at the share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting.
7. In the case of joint holders of a share, the vote of the person, whether attending in person or by proxy, whose name stands first on the Register of Members of the Company in respect of such share shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
8. The 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 the meeting or any adjournment thereof and voting in person if you so wish and in such event, the form of proxy will be deemed to be revoked.
10. Any alteration to this form of proxy must be initialled by the person who signs it.

\* The full text of the Resolution is set out in the Notice of Extraordinary General Meeting dated 30 October 2013.