



# CHINA POWER INTERNATIONAL DEVELOPMENT LIMITED

中國電力國際發展有限公司

(incorporated in Hong Kong with limited liability)

(Stock Code: 2380)

## PROXY FORM

**Form of proxy for the Annual General Meeting to be held at Ballroom, Level 5, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Thursday, 22 May 2014 at 11:00 a.m.**

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares<sup>2</sup> 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 resolutions set out in the notice of the meeting (with or without amendments) as hereunder indicated.

Ordinary Resolutions		For <sup>5</sup>	Against <sup>5</sup>
1.	To receive and adopt the audited consolidated financial statements of the Company and the reports of the Board of Directors and of the Auditor for the year ended 31 December 2013.		
2.	To consider and declare a final dividend of RMB0.16 (equivalent to HK\$0.2025) per ordinary share for the year ended 31 December 2013.		
3.	To re-elect Mr. GU Dake as Director.		
4.	To re-elect Mr. GUAN Qihong as Director.		
5.	To authorise the Board of Directors to fix the Directors' remuneration.		
6.	To re-appoint Messrs. PricewaterhouseCoopers as the Auditor of the Company and to authorise the Board of Directors to fix its remuneration.		
7A.	To give a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20 per cent. of the number of shares of the Company in issue.*		
7B.	To give a general mandate to the Directors to buy back shares of the Company not exceeding 10 per cent. of the number of shares of the Company in issue.*		
7C.	To extend the general mandate granted to the Directors to allot, issue and deal with additional shares of an amount not exceeding the aggregate number of shares of the Company bought back by the Company.*		
Special Resolution		For <sup>5</sup>	Against <sup>5</sup>
8.	To approve the adoption of the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.*		

\* The full text of the resolution is set out in the notice of the Annual General Meeting dated 16 April 2014.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2014.

Signature(s)<sup>8</sup>: \_\_\_\_\_

### 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 of the Company registered in your name(s).
- 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.**
- You are entitled to appoint separate proxies to represent respectively such number of shares you hold as you may specify in the proxy form submitted for each appointment. If the number of shares is not specified, the appointment will be deemed to have been made in relation to the total number of shares held by you.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE 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.
- 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 or 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.
- 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).
- 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.
- The 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 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.
- Any alteration to this form of proxy must be initialled by the person who signs it.