



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 Extraordinary General Meeting to be held at Ballroom, Level 5, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Wednesday, 8 November 2017 at 11:00 a.m.

I/We¹ _____
of _____
being the registered holder(s) of _____ shares² of
China Power International Development Limited (the "Company"), hereby appoint³ _____
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 ⁵	Against ⁵
a.	Agreement I (as defined in the Company's circular dated 23 October 2017) (a copy of which has been produced to the meeting marked "A" and has been initialed by the chairman of the meeting for the purpose of identification) and all the transactions contemplated thereunder, be and are hereby generally and unconditionally approved, confirmed and ratified;		
b.	Agreement II (as defined in the Company's circular dated 23 October 2017) (a copy of which has been produced to the meeting marked "B" and has been initialed by the chairman of the meeting for the purpose of identification) and all the transactions contemplated thereunder, be and are hereby generally and unconditionally approved, confirmed and ratified; and		
c.	Any director(s) of the Company be and is/are hereby authorized to enter into any agreement, deed or instrument and/or to execute and deliver all such documents and/or do all such acts on behalf of the Company as he/she may consider necessary, desirable or expedient for the purpose of, or in connection with (i) the implementation and completion of Agreement I and Agreement II and transactions contemplated thereunder and (ii) any amendment, variation or modification of Agreement I and Agreement II and the transactions contemplated thereunder.		

Dated this _____ day of _____ 2017.

Signature(s)⁸: _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares 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. 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.
5. **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.
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 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.
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. This form of proxy must be signed by you or your attorney duly authorized in writing or, if you are a corporation, must either be executed under seal or under the hand of an officer or attorney duly authorized.
9. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
10. Completion and return of this 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, this form of proxy will be deemed to be revoked.
11. Any alteration to this form of proxy must be initialed by the person who signs it.

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) "Personal Data" in these statements has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- (ii) Your supply of Personal Data to the Company is on a voluntary basis. Failure to provide sufficient information may result in the Company being unable to process your appointment of proxy and instructions.
- (iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- (iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.