



# 龍源電力集團股份有限公司

CHINA LONGYUAN POWER GROUP CORPORATION LIMITED\*

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 00916)

## FORM OF PROXY FOR THE FIRST EXTRAORDINARY GENERAL MEETING IN 2016

The number and class of Shares relating to this form of proxy <sup>(Note 1)</sup>	
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I/We <sup>(Note 2)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the holder of \_\_\_\_\_ domestic shares/H shares <sup>(Note 3)</sup> of China Longyuan Power Group Corporation Limited\* (the “**Company**”), hereby appoint the Chairman of the meeting, or <sup>(Note 4)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the first extraordinary general meeting (“**EGM**”) of the Company in 2016 to be held at the Conference Room, 22/F, Tower C, International Investment Plaza, 6–9 Fuchengmen North Street, Xicheng District, Beijing, the People’s Republic of China (“**PRC**”) on Friday, 12 August 2016 at 10:00 a.m. or at any adjournment thereof as indicated hereunder in respect of the resolutions set out in the notice of the EGM. In the absence of any indication, the proxy may vote at his/her own discretion.

Ordinary Resolutions	For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>	Abstain <sup>(Note 5)</sup>
1. To consider and approve the appointment of Mr. Luan Baoxing as a non-executive Director of the Company to fill the vacancy left by resignation of Mr. Shao Guoyong, with effect from the date of the EGM when the nomination is approved by the shareholders of the Company and until the expiration of the term of the current session of the Board of Directors of the Company (the “ <b>Board</b> ”). Meanwhile, to authorize the Remuneration and Assessment Committee of the Board to determine the remuneration of the new Directors according to the Directors’ and Supervisors’ Remuneration Plan for the year 2016 as approved at the annual general meeting upon the candidates for the new Directors as approved at the EGM, and to authorize the chairman of the Board of the Company or any one of the executive Directors to enter into a service contract with each of the new Directors and handle other relevant matters on behalf of the Company upon the candidates for the new Directors being approved at the EGM.			

Ordinary Resolutions	For <small>(Note 5)</small>	Against <small>(Note 5)</small>	Abstain <small>(Note 5)</small>
<p>2. To consider and approve the appointment of Mr. Yang Xiangbin as a non-executive Director of the Company to fill the vacancy left by resignation of Mr. Chen Jingdong, with effect from the date of the EGM when the nomination is approved by the shareholders of the Company and until the expiration of the term of the current session of the Board. Meanwhile, to authorize the Remuneration and Assessment Committee of the Board to determine the remuneration of the new Directors according to the Directors' and Supervisors' Remuneration Plan for the year 2016 as approved at the annual general meeting upon the candidates for the new Directors as approved at the EGM, and to authorize the chairman of the Board of the Company or any one of the executive Directors to enter into a service contract with each of the new Directors and handle other relevant matters on behalf of the Company upon the candidates for the new Directors being approved at the EGM.</p>			

Date: \_\_\_\_\_ 2016

Signature (Note 6): \_\_\_\_\_

*Notes:*

1. Please insert the number and class of shares registered in your name(s) relating to this form of proxy. If the number and class are inserted, this form of proxy will be deemed to relate only to those shares. If no number and class are inserted, the form of proxy will be deemed to relate to all shares of the Company registered in your name(s).
2. Please insert the full name(s) (in Chinese or English) and registered address(es) as shown on the register of members of the Company in block letters.
3. Please insert the number of shares registered in your name(s) and select the class of shares (delete as appropriate). If no number and no class of shares is inserted, this form of proxy will be deemed to be applicable to all shares of the Company registered in your name(s).
4. If any proxy other than the Chairman of the meeting of the Company is preferred, please cross out the words "the Chairman of the meeting, or" and insert the name(s) and address(es) of the proxy(ies) desired in the spaces provided. A shareholder may appoint one or more proxies to attend and vote on his/her/its behalf. A proxy need not be a shareholder of the Company. Any alteration made to this form of proxy must be initialed by the person who signs it.
5. Important: If you wish to vote for any resolution, please tick the appropriate box marked "FOR" or insert the relevant number of shares. If you wish to vote against any resolution, please tick the appropriate box marked "AGAINST" or insert the relevant number of shares. If you wish to abstain from voting on any resolution, please tick the appropriate box marked "ABSTAIN" or insert the relevant number of shares. 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 may vote at his/her own discretion.
6. This form of proxy must be signed by you, or your attorney duly authorised in writing or, in the case of a legal person, must be either executed under its common seal or under the hand of its directors or attorney duly authorised.
7. In the case of joint holders of any shares, only the joint holder whose name appears first in the register of shareholders is able to vote at the EGM, either personally or by proxy, in respect of such shares as if he/she was solely entitled thereto.
8. If the form of proxy is signed by another person under a power of attorney or other authorisation documents given by the appointer, such power of attorney or other authorisation documents shall be notarised. The form of proxy and the notarised power of attorney or other authorisation documents (if applicable) must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for the holders of H shares of the Company) or the Company's head office in the PRC at Tower C, International Investment Plaza, 6-9 Fuchengmen North Street, Xicheng District, Beijing, PRC (for the holders of domestic shares of the Company) not less than 24 hours prior to the holding of the EGM.
9. The EGM is expected to take less than half a day. Shareholders who attend the EGM shall be responsible for their own travel and accommodation expenses. Shareholders or their proxy(ies) shall show proof of their identities when attending the EGM.

\* For identification purpose only