



東北電氣發展股份有限公司

NORTHEAST ELECTRIC DEVELOPMENT CO.,LTD.

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

(Stock Code:0042)

PROXY FROM OF THE THIRD EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS FOR 2016

I/We _____ Number of shares related to this
 (note2) _____ form of proxy (note 1) _____
 address _____
 hold _____ A Shares, _____ H shares

of the Company and hereby appoint the Chairman of the meeting or Mr. /Ms., _____
 address (note3) _____, as my/our proxy to attend and act for me/us at
 the Third Extraordinary General Meeting of Shareholders for 2016 of the Company to be held at
 9:30 a.m. on 15 November 2016 at the conference room, No.1, Xintai Road, Bayuquan District, Yingkou,
 Liaoning Province, the PRC, and to vote at such meeting of in respect of the resolutions as indicated
 below, or if no such indication is given, as my/ our proxy thinks fit.

RESOLUTIONS	For (note4)	Against (note4)
1a. To approve the Transfer Agreement dated 30 September 2016.		
1b. To approve authorisation(s) given to the Directors of the Company in relation to matters involving the Transfer Agreement.		

Signature (note 5): _____

Date: _____

Notes:

- Please write out the number of shareholders corresponding to the Power of Attorney. If the number is not specified in the Power of Attorney, it shall be regarded that this Power of Attorney represents all Company shares registered under your name.
- Please write out the full names and addresses in a neat round hand.
- If a person other than the chairman of the meeting is entrusted to attend the meeting, the words 'the chairman of the meeting or' shall be deleted and the name and address of the person shall be written out. You may entrust one or more representatives to attend the meeting and vote; a representative of a shareholder may not be a shareholder of the Company.
- If you want to give a positive vote to a resolution, please place "√" in the For column; if you want to give a negative vote to a resolution, please place "√" in the Against column. Without prior indications, the consignee may vote taking the circumstances into consideration or waive his/their rights to vote.
- This form of Attorney must be signed by you or a person authorized by you in a written form. If the shareholder who entrusts a person to attend the meeting is a legal person, the Power of Attorney must bear either the official seal of the Company, or the signature of the legal representative of the legal person or the person who is authorized in a written form by the legal person.
- This form of Attorney, together with the foresaid Letter of Authority shall be sent to the office of the board of directors of the Company no later than 24 hours before the general meeting start by post or via fax.



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REPLY FOR ATTENDING OF THE THIRD EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS FOR 2016

Name (or unit): _____

Address and postal code: _____ Fax: _____

Type and number of the Company's shares held: _____ A Shares/ _____ H Shares,

Telephone: _____ .

I /we wish to attend (or appoint _____ as proxy/proxies to attend on my/our behalf) the Third Extraordinary General Meeting of Shareholders for 2016 of the Company held at the conference room of the Company at 9:30 a.m. on 15 November 2016. Written reply is hereby given to the Company.

Shareholder(s): _____

Date: _____

Notes:

1. After making a copy of the Reply and filling it, shareholders shall send it to the office of the board of directors of the Company.
2. A legal-person shareholder shall stamp an official seal of the Company on its Reply.