



CHINA RUIFENG RENEWABLE ENERGY HOLDINGS LIMITED

中國瑞風新能源控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 527)

PROXY FORM FOR ANNUAL GENERAL MEETING

I/We¹ _____
of _____
being the registered holder(s) of² _____ ordinary shares (the “Share(s)”) of HK\$0.01 each in the share capital of China RUIFENG Renewable Energy Holdings Limited (the “Company”), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING**³
or _____
of _____
as my/our proxy to attend and act for me/us and on my/our behalf at the annual general meeting of the Company to be held at Room 4306-07, 43/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on 1 June 2018, Friday at 11 a.m. (and at any adjournment thereof) (the “Meeting”) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and to vote for me/us and in my/ our name(s) in respect of such resolutions as hereunder indicated, or, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as my/our proxy thinks fit.

Ordinary Resolutions ¹¹		For ⁴	Against ⁴
1.	To receive and consider the audited consolidated accounts and reports of the directors of the Company and auditors of the Company and its subsidiaries for the year ended 31 December 2017.		
2.	To re-appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorise the board (the “Board”) of directors (the “Director(s)”) of the Company to fix their remuneration.		
3.	(A) Mr. Zhang Zhixiang be re-elected as an executive Director.		
	(B) Mr. Li Tian Hai be re-elected as an executive Director.		
	(C) Ms. Hu Xiaolin be re-elected as an independent non-executive Director.		
	(D) Ms. Wong Wai Ling be re-elected as an independent non-executive Director.		
4.	To authorise the Board to fix the remuneration of the Directors.		
5.	To grant a general mandate to the Directors of the Company to allot, issue and deal with additional Shares not exceeding 20% of the total number of issued Shares as at the date of passing this resolution.		
6.	To grant a general mandate to the Directors of the Company to repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of passing this resolution.		
7.	To extend the general mandate granted to the Directors of the Company to allot, issue and deal with additional Shares in the issued Share capital of the Company by an amount not exceeding the amount of the Shares repurchased by the Company.		

Dated this day: _____ of _____ 2018

Signature(s)⁵: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out “**THE CHAIRMAN OF THE MEETING or**” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY.**
- IMPORTANT:** if you wish to vote for a resolution, tick in the box marked “For”. If you wish to vote against a resolution, tick in the box marked “Against”. If no direction is given, your proxy may vote or abstain as he thinks fit. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy to attend and vote on his behalf at the Meeting provided that if more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
- To be valid, this form of proxy and (if required by the board of Directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited of Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be).
- No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
- Where there are joint holders of any Share, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the Meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
- Completion and return of this form of proxy will not preclude a member from attending and voting in person at the Meeting should the member so wish and in such event, this form of proxy should be deemed to be revoked.
- The description of these resolutions is by way of summary only. The full text appears in the notice of the Meeting of the Company dated 20 April 2018.