



東北電氣發展股份有限公司

NEE

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 SECOND CLASS MEETING OF THE HOLDERS OF A SHARES IN 2017

Number of shares related to this form of proxy <i>(note 1)</i>	
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I/We *(note2)* _____
address _____
hold _____ A Shares, _____ H Shares of the
Company and hereby appoint the Chairman of the meeting or Mr. /Ms. _____,
address *(note 3)* _____,
as my/our proxy to attend and act for me/us at the second class meeting of the holders of A
shares of the Company in 2017 to be held at the Conference Room, Floor 23, Building 4, No.9
East Taihu Road, Xinbei District, Changzhou City, Jiangsu Province, the PRC at 15:00 p.m. on 5
June 2017, and to vote at such meeting in respect of the resolutions as indicated below, or if no
such indication is given, as my/ our proxy thinks fit.

RESOLUTIONS	For <i>(note 4)</i>	Against <i>(note 4)</i>
a. To approve the Subscription Agreement dated 5 April 2017.		
b. To approve authorisation(s) given to the Directors of the Company in relation to matters involving the Subscription Agreement.		
c. To approve the grant of specific mandate to the Directors to issue 155,830,000 new H Shares.		
d. To authorise the Directors of the Company to make such necessary amendments to the articles of association of the Company.		

Signature *(note 5)*: _____

Date: _____

Notes:

1. 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.
2. Please write out the full names and addresses in a neat round hand.
3. 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.
4. 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.
5. This form of Attorney must be signed by you or a person authorised 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 authorised in a written form by the legal person.
6. This form of Attorney, together with the foresaid Letter of Authority shall be deposited at 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
SECOND CLASS MEETING OF THE HOLDERS
OF A SHARES IN 2017**

Name (or unit): _____

Address and postal code: _____ Fax: _____

Type and number of the Company's shares held: _____ AShares/ _____

H Shares, Telephone: _____.

I /we wish to attend (or appoint _____ as proxy/proxies to attend on my/our behalf) the second class meeting of the holders of A shares of the Company in 2017 held at the conference room of the Company at 15:00 p.m. on 5 June 2017. 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.