



# 東北電氣發展股份有限公司

## NORTHEAST ELECTRIC DEVELOPMENT CO., LTD.

**NEE**

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

(Stock Code: 0042)

### PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS (REVISED)

Number of shares related to  
this form of proxy <sup>(Note 1)</sup>

I/We <sup>(note2)</sup> \_\_\_\_\_

address \_\_\_\_\_

hold \_\_\_\_\_ A Shares and \_\_\_\_\_ H shares of the Company and hereby  
appoint the Chairman of the meeting or Mr./Ms., \_\_\_\_\_ address <sup>(note3)</sup> \_\_\_\_\_,

\_\_\_\_\_ as my/our proxy to attend and act for me/us at the  
Extraordinary General Meeting of the shareholders of the Company to be held at 10:00 a.m. on 3 December  
2018, at the Conference Room, Floor 22, HNA Plaza, No.7 Guoxing Road, Meilan District, Haikou City,  
Hainan Province, the People's Republic of China, 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.

SPECIAL RESOLUTION		FOR (Note 4)	AGAINST (Note 4)
1.	To approve the Proposal on the Equity Transfer Agreement Entered into with Shanghai Yizhou Investment Management Co., Ltd. (上海驛舟投資管理有限公司)* (《關於與上海驛舟投資管理有限公司簽訂<股權轉讓協議>的議案》)		
ORDINARY RESOLUTION		FOR (Note 4)	AGAINST (Note 4)
2.	To approve the Proposal on the Appointment of Mr. Zhu Jie as a Director of the Company. (《關於委任祝捷先生為本公司董事的議案》)		
3.	To approve the Proposal on the Appointment of Mr. Su Weiguo as a Director of the Company (《關於委任蘇偉國先生為本公司董事的議案》)		

Signature(s) <sup>(Note 5)</sup> \_\_\_\_\_

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

Notes:

**IMPORTANT: Please read the EGM Notice of the Company dated 16 October 2018 and the Supplementary Notice dated 16 November 2018 before appointing any proxies.**

- Please insert the number of shareholders registered in your name(s) to which the proxy relates. If the number is not specified, it shall be regarded that this proxy form represents all Company shares registered under your name.
- Please insert the full name(s) and addresses in a legible manner.
- 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 inserted. You may entrust one or more representative(s) 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 proxy form 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 proxy form 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.*
6. *This proxy form, 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 time appointed for holding the extraordinary general meeting by post or via fax.*
7. *A Shareholder who has not yet lodged the form of proxy sent together with the EGM Notice dated 16 October 2018 (the “First Form of Proxy”) in accordance with the instructions printed thereon is requested to lodge this revised form of proxy (the “Revised Form of Proxy”) if he or she wishes to appoint proxies to attend the Meeting on his or her behalf. In this case, the First Form of Proxy should not be lodged.*
8. *A Shareholder who has already lodged the First Form of Proxy in accordance with the instructions printed thereon should note that:*
  - (i) *If no Revised Form of Proxy is lodged in accordance with the instructions printed thereon, the First Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if duly completed. The proxy appointed under the First Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the Meeting, including the additional proposed resolution as set out in this Supplementary Notice.*
  - (ii) *If the Revised Form of Proxy is lodged in accordance with the instructions printed thereon not less than 24 hours before the time appointed to hold the EGM, the Revised Form of Proxy will revoke and supersede the First Form of Proxy previously lodged by you. The Revised Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if duly completed.*
  - (iii) *If the Revised Form of Proxy is lodged after 24 hours before the time appointed to hold the EGM, the Revised Form of Proxy will be deemed invalid. It will not revoke the First Form of Proxy previously lodged by the Shareholder. The First Form of Proxy will be treated as a valid form of proxy if duly completed. The proxy appointed under the First Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the Meeting, including the additional proposed resolution as set out in this Supplementary Notice.*
9. *Shareholders are reminded that completion and return of the First Form of Proxy and/or the Revised Form of Proxy will not preclude them from attending and voting in person at the EGM.*