



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

Number of shares related to this form of proxy ^(Note 1)	
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I/We ^(note 2) _____

address _____

hold _____ A Shares and _____ 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 Extraordinary General Meeting of the shareholders of the Company to be held at 10:00 a.m. on 11 March 2019, 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 <i>(Note 4)</i>	AGAINST <i>(Note 4)</i>
1.	To approve the Proposal on the Acceptance of Finance Assistance from the Substantial Shareholder of the Company * (《關於接受公司大股東財務資助的議案》)		
2.	To approve the Proposal on the Estimations of Continuing Connected Transactions in 2019 * (《關於2019年度日常關連交易預計的議案》)		
3.	To approve the Proposal on the Reappointment of Rutha Certified Public Accountants (Special General Partnership) as the Auditor of the Company for the Year of 2018* (《關於續聘瑞華會計師事務所(特殊普通合夥)為公司2018年度會計審計機構的議案》)		

Signature(s) ^(Note 5) _____

Date: _____

Notes:

1. 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.
2. Please insert the full name(s) and addresses in a legible manner.
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 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.*