



# CHINA POWER INTERNATIONAL DEVELOPMENT LIMITED

## 中國電力國際發展有限公司

(incorporated in Hong Kong with limited liability under the Companies Ordinance)

(Stock Code: 2380)

### PROXY FORM

Form of proxy for the Annual General Meeting to be held at Concord Room I, 8/F., Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Friday, 28 April 2006 at 10:30 a.m.

I/We<sup>1</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares of HK\$1.00 each in the issued share capital of China Power International Development Limited (the "Company"), hereby appoint<sup>3</sup> \_\_\_\_\_

\_\_\_\_\_ of \_\_\_\_\_

or failing him, the Chairman of the Meeting, as my/our proxy to attend on my/our behalf at the meeting (and at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the resolutions set out in the notice of the meeting (with or without amendments) as hereunder indicated.

	Ordinary Resolutions	For <sup>4</sup>	Against <sup>4</sup>
1.	To receive and adopt the audited consolidated financial statements of the Company and the reports of the Directors and of the Auditors for the year ended 31 December 2005.		
2.	To consider and declare a final dividend of RMB0.079 per share for the year ended 31 December 2005 as recommended by the Board of Directors.		
3.	To authorise the Board of Directors to fix the Directors' remuneration.		
4.	To re-appoint Messrs. PricewaterhouseCoopers as the Auditors of the Company and to authorise the Board of Directors to fix their remuneration.		
5A.	To give a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20 per cent. of the issued share capital of the Company.		
5B.	To give a general mandate to the Directors to repurchase shares of the Company not exceeding 10 per cent. of the issued share capital of the Company.		
5C.	To extend the general mandate granted to the Directors to allot, issue and deal with additional shares of an amount not exceeding the nominal amount of shares repurchased by the Company.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2006. Signature(s)<sup>7</sup>: \_\_\_\_\_

#### Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. Please insert the number of shares of HK\$1.00 each in the issued share capital of the Company registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. Full name and address of proxy to be inserted in **BLOCK CAPITALS. IF NOT COMPLETED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION.** If no direction is given, the proxy will be entitled to vote or abstain as he thinks fit. Your proxy will be entitled to vote or abstain at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. To be valid, this form of proxy, together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority must be deposited at the share registrar of the Company, Computershare Hong Kong Investor Services Limited at 46/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting.
6. In the case of joint holders of a share, the vote of the person, whether attending in person or by proxy, whose name stands first on the Register of Members of the Company in respect of such share shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
7. This form of proxy must be signed by you or your attorney duly authorised in writing or, if you are a corporation, must either be executed under seal or under the hand of an officer or attorney duly authorised.
8. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
9. Completion and return of the form of proxy will not preclude you from attending the meeting or any adjournment thereof and voting in person if you so wish and in such event, the form of proxy will be deemed to be revoked.
10. Any alteration to this form of proxy must be initialled by the person who signs it.