



## CHINA EVERBRIGHT INTERNATIONAL LIMITED

### 中國光大國際有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 257)

Proxy form for use at the annual general meeting of CHINA EVERBRIGHT INTERNATIONAL LIMITED ("the Company") to be held at 3:00 p.m. on Wednesday, the 27th day of May, 2015

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares <sup>(Note 2)</sup> of CHINA EVERBRIGHT INTERNATIONAL LIMITED hereby appoint  
**THE CHAIRMAN OF THE MEETING** or <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend the annual general meeting of the Company to be held at Tianshan & Lushan Rooms, Level 5, Island Shangri-La, Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong on Wednesday, 27th May, 2015 at 3:00 p.m. (and at any adjournment thereof) and, in the event of a poll, vote for me/us as indicated below <sup>(Note 4)</sup>.

Ordinary Resolutions		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To receive and consider the audited financial statements and the report of the directors and independent auditor's report for the year ended 31st December, 2014.		
2.	To declare a final dividend of HK6.0 cents per share for the year ended 31st December, 2014.		
3.	(a) To re-elect Mr. Liu Jun as an executive director.		
	(b) To re-elect Mr. Wang Tianyi as an executive director.		
	(c) To re-elect Mr. Wong Kam Chung, Raymond as an executive director.		
	(d) To re-elect Mr. Cai Shuguang as an executive director.		
	(e) To re-elect Mr. Zhai Haitao as an independent non-executive director.		
	(f) To authorise the board of directors to fix the remuneration of the directors for the year ending 31st December, 2015.		
4.	To re-appoint KPMG as auditors and to authorise the board of directors to fix their remuneration.		
5.	(i) To grant a general mandate to the directors to issue additional shares not exceeding 20% of the issued share capital (Ordinary resolution in item 5(1) of the notice of annual general meeting).		
	(ii) To grant a general mandate to the directors to buy back shares not exceeding 10% of the issued share capital (Ordinary resolution in item 5(2) of the notice of annual general meeting).		
	(iii) To extend the general mandate granted to the directors to issue additional shares (Ordinary resolution in item 5(3) of the notice of annual general meeting).		

Dated the \_\_\_\_\_ day of \_\_\_\_\_, 2015.

\_\_\_\_\_  
Shareholder's Signature <sup>(Notes 5, 6)</sup>

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the shares in the Company 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 PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION.** Failure to complete the boxes will entitle your proxy to cast his votes on the relevant resolutions at his discretion. 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 proxy form must be signed by you or your attorney duly authorised in writing. In the case of a corporation, this form must be executed under its common seal or under the hand of an officer or attorney duly authorized.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company.
- To be valid, this proxy form together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at the Company's share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting.
- Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and speak and, on a poll, vote instead of him. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and return of the proxy form will not preclude you from attending and voting at the annual general meeting if you so wish.

**PERSONAL INFORMATION COLLECTION STATEMENT**

- "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- Your Personal Data is supplied to the Company on a voluntary basis. Failure to provide sufficient information may render the Company not able to process your instructions and/or request as stated in this proxy form.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the Company's share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Personal Data Privacy Officer of the Company's share registrar.