



綠能國際

# SINOGREEN ENERGY INTERNATIONAL GROUP LIMITED

## 中國綠能國際集團有限公司

(incorporated in Bermuda with limited liability)

(Stock Code: 1159)

### FORM OF PROXY FOR SPECIAL GENERAL MEETING TO BE HELD ON THURSDAY, 11 SEPTEMBER 2014 AT 10:00 A.M. (OR AT ANY ADJOURNMENT THEREOF)

I/We (Note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of (Note 2) \_\_\_\_\_  
shares of HK\$0.10 each in the capital of above named company (the “Company”) hereby appoint (Note 3) the Chairman of the meeting,  
or failing him/her \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the said meeting of the Company to be held at Empire Room 1,  
1/F., Empire Hotel Hong Kong • Wan Chai, 33 Hennessy Road, Wan Chai, Hong Kong on Thursday, 11 September 2014 at 10:00 a.m. (or  
at any adjournment thereof) in respect of the resolutions set out in the notice convening the said meeting as hereunder indicated:

SPECIAL RESOLUTION	FOR (Note 4)	AGAINST (Note 4)
To approve the Capital Reorganisation involving the Share Consolidation, the Capital Reduction, the Share Premium Reduction and the Transfer as described in the circular of the Company dated 18 August 2014		
ORDINARY RESOLUTION		
To approve, confirm and ratify the Subscription Agreement and the transactions contemplated thereunder		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2014

Signature(s) (Note 5): \_\_\_\_\_

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 form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, delete the words “the Chairman of the meeting” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting (or any adjournment thereof) other than those referred to in the notice convening the meeting.
- In order 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 certified copy of such power of attorney or authority, must be deposited at the branch share registrar of the Company at Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time for holding the said meeting or any adjourned meeting.
- This form of proxy must be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorised to sign the same.
- Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at the meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of the joint holding.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you. Completion and delivery of this form of proxy will not preclude you from attending and voting in person at the meeting convened and in such event this form of proxy shall be deemed to be revoked.