



# 中国核建

CHINA NUCLEAR ENERGY TECHNOLOGY CORPORATION LIMITED

中國核能科技集團有限公司

(Incorporated in the Bermuda with limited liability)

(Stock Code: 611)

## Form of Proxy for use at the Special General Meeting (and any adjournment thereof) to be held on Friday, 26 February 2016

I/We<sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ share(s) of HK\$0.10 each in the share capital of China Nuclear Energy Technology Corporation Limited (the “Company”) HEREBY APPOINT <sup>(Note 3)</sup> THE CHAIRMAN OF THE MEETING or \_\_\_\_\_ (name)  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the Special General Meeting of the Company to be held at Jade Terrace Restaurant, 2nd Floor, Peninsula Centre, 67 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Friday, 26 February 2016 at 11:00 a.m. (the “Meeting”) for the purpose of considering and, if thought fit, passing the resolution (with or without amendments) as set out in the notice convening the Meeting and at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the said resolution as hereunder indicated, or if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
<p>“THAT</p> <p>(a) the development of the phase II of the 20MW Agricultural Photovoltaics Power Station located in Taizhou City Jiangsu Province of the PRC with aggregate solar electricity generation capacity of approximately 10MW (the “Development”) be and is hereby approved;</p> <p>(b) each of the (i) finance lease arrangement (the “Finance Lease Arrangement”) between Taizhou Herun New Energy Ltd. 泰州核潤新能源有限公司 (“Taizhou New Energy”) and CNEC Financial Leasing (Shenzhen) Co., Ltd.* (核建融資租賃(深圳)有限公司) (“Finance Lease Company”); (ii) the main contractor contract (the “Main Contractor Contract”) dated 11 January 2016 entered into between Taizhou New Energy and Nanjing CNI Energy Engineering Company Limited* (南京中核能源工程有限公司) (“CNI Energy”); and (iii) the purchase contract (the “Purchase Contract”) dated 11 January 2016 entered into among Taizhou New Energy, CNI Energy and the Finance Lease Company in relation to the Development be and is hereby approved, ratified and confirmed; and</p> <p>(c) any one of the directors of the Company (“Directors”) be and is hereby authorised to exercise all the powers of the Company and take all other steps and execute all such documents which he/she/they consider(s) necessary, desirable or expedient for the implementation of and giving effect to the Development, the Finance Lease Arrangement, the Main Contractor Contract and the Purchase Contract and the transactions contemplated thereunder and generally to exercise all the powers of the Company as he/she/they deem(s) desirable or necessary in connection with the foregoing.”</p>		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2016 Signed <sup>(Note 5)</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 form of proxy 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 words “THE CHAIRMAN OF THE MEETING” herein inserted 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(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE APPROPRIATE BOXES MARKED “AGAINST”. Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion.**
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- Where there are joint registered holders of any share(s), any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share(s) as if he were solely entitled thereto; but if more than one of such joint holders are present at the Meeting either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share(s) shall alone be entitled to vote in respect thereof.
- 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 thereof, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, 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 or any adjournment thereof (as the case may be).
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and deposit of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish.

\* For identification purpose only