



TIANNENG POWER INTERNATIONAL LIMITED

天能動力國際有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 00819)

Proxy form for use by shareholders at the extraordinary general meeting on 7 November 2008

I/We ^(note 1) _____
of _____
being the registered holder(s) of _____ shares of HK\$0.1 each ^(note 2) in the capital of
Tianneng Power International Limited (“Company”) hereby appoint the _____
of _____
or failing him, the Chairman of the Meeting, to act as my/our proxy ^(note 3) at the extraordinary general meeting of the Company to
be held at Huzhou International Hotel, No. 117, Hongqi Road, Huzhou, The People’s Republic of China, on Friday, 7 November 2008
at 2:00 p.m., and at any adjournment thereof and to vote on my/our behalf as hereunder indicated or, if no such indication is given,
as my/our proxy(ies) thinks fit.

		FOR ^(note 4)	AGAINST ^(note 4)
1.	To pass the Ordinary Resolution set out in the notice of the Extraordinary General Meeting		

Shareholder’s signature _____ ^(notes 5, 6 and 7) Dated _____ 2008

Notes:

1. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS** as set out in the register of members of the Company. The name of all joint registered holders should be stated.
2. 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) (whether alone or jointly with others).
3. A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the meeting as your proxy, please delete the words “the Chairman of the Meeting” and insert the name and address of the person to be appointed as your proxy in the space provided.
4. If you wish to vote for the resolution set out above, please tick (“/”) the box marked “For”. If you wish to vote against the resolution, please tick (“/”) the box marked “Against”. If the form returned is duly signed but without specific direction on the proposed resolution, the proxy is entitled to vote or abstain at his discretion in respect of the resolution. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the meeting.
5. For the full text of the resolution, please refer to the accompanying notice of the extraordinary general meeting of the Company.
6. In the case of joint registered holders of any shares, this form of proxy may be signed by any one joint registered holder, but if more than one joint registered holder is present at the meeting, whether in person or by proxy, that one of the joint registered holders whose name stands first on the register of members in respect of the relevant joint holding shall, to the exclusion of other joint holders, be entitled to vote in respect thereof.
7. The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing. To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company’s share registrar in Hong Kong, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queens’s Road East, Wanchai, Hong Kong not less than 48 hours before the time of the meeting or any adjourned meeting.
8. Any alteration made to this form should be initialled by the person who signs the form.
9. Completion and return of this form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof if you wish.