China Conservational Power Holdings Limited
中國環保電力控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 290)

FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING OR ANY ADJOURNMENT THERETO

I/We, ____,
being the registered holder(s) of ______________________ shares *(see note 1)*
of HK$0.10 each in the capital of China Conservational Power Holdings Limited (the "Company") hereby appoint the Chairman of the Meeting or *(see note 2)* ______________________

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as my/our proxy to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company, to be held at Unit 3606, 36th Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong on Monday, the 24th day of April 2006 at 11:00 a.m., and at any adjournment thereof, on the undermentioned resolutions referred to in the Notice convening the Extraordinary General Meeting *(see note 3)*, or if no such indication is given, as my/our proxy thinks fit.

Resolutions	For	Against
1. To remove HLB Hodgson Impey Cheng as auditors of the Company with immediate effect.		
2. To authorize the board of directors of the Company to appoint auditors and to fix their remuneration.		

SIGNATURE(S) ______________________ *(see notes 4, 5 and 6)*

FULL NAME(S) ______________________ *(in block capital)*

ADDRESS ______________________

DATED THIS ____________ DAY OF ____________ 2006

Notes:

1. 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 of the Company registered in your name(s).
2. If you wish to appoint another person as proxy (who need not be a member of the Company), please delete the words "Chairman of the Meeting" and insert the name and address of that other person. Any alteration made to this proxy form must be initialled by the person who signs it.
3. Please indicate with an "X" in the appropriate space how you wish the proxy to vote on your behalf. In the absence of any such indication you will be deemed to have authorized him to vote or to abstain from voting 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.
4. This proxy form must be signed by the shareholder or his attorney or, if the shareholder is a corporation, be under seal or signed by a duly authorized officer or attorney.
5. In the case of joint registered holders, the vote of the senior member who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
6. In order to be valid, this proxy form and any power of authority (if any) under which it is signed or a certified copy of that power of authority must be deposited with the Company's principal place of business in Hong Kong at Unit 3606, 36th Floor, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Sheung Wan, Hong Kong no later than 48 hours before the time appointed for the commencement of the Meeting or adjourned meeting.
7. Completion and return of this proxy form will not preclude you from attending in person and voting at the Meeting.
8. Votes of members of the Company on the ordinary resolutions will be taken on a show of hands.