



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 USE AT THE ANNUAL GENERAL MEETING OR 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 **China Conservational Power Holdings Limited** (the "Company"), **HEREBY APPOINT** ^(Note 3) the Chairman of the meeting (^(Note 4) _____
who represents _____ shares held by me/us) ^(Note 3) _____
and/or (^(Note 4) _____ who represents _____ shares held by me/us) ^(Note 3) _____,
as my/our proxy(ies) to attend and vote for me/us at the annual general meeting of the Company to be held at 34th Floor, Two Exchange Square, 8 Connaught
Place, Central, Hong Kong at 11:30 a.m. on Friday, 29 August 2008 (the "AGM") or any adjournment thereof in respect of the resolutions set out in the notice
convening the AGM as hereunder indicated or, if no such indication is given, as my/our proxy(ies) thinks/think fit.

RESOLUTIONS

	ORDINARY BUSINESS	FOR ^(Note 5)	AGAINST ^(Note 5)
1.	To receive and consider the audited consolidated financial statements and the reports of the directors of the Company and the auditor for the year ended 31 March 2008		
2.	To re-elect the following directors		
(a)	Mr. Sun Tak Yan, Desmond		
(b)	Mr. Ng Cheuk Fan, Keith		
(c)	Mr. Yeung Kwok Leung		
(d)	Mr. Ng Kay Kwok		
(e)	Mr. Lam Ka Wai, Graham		
(f)	Mr. Tam B Ray Billy		
(g)	To authorise the directors to fix the directors' remuneration		
3.	To re-appoint Shu Lun Pan Horwath Hong Kong CPA Limited as auditor of the Company and to authorise the directors to fix their remuneration		
	SPECIAL BUSINESS		
4.	(A) To grant a general and unconditional mandate to the Directors to repurchase the Company's own shares not exceeding 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution		
	(B) To grant a general and unconditional mandate to the Directors to allot, issue and otherwise deal with new shares of the Company not exceeding 20 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution		
	(C) To extend the mandate granted under resolution number 4(B) by including the number of shares repurchased by the Company pursuant to resolution number 4(A)		
5.	(a) To consider and approve as special resolution the amendment to Article 99 of the Company's Articles of Association.		
	(b) To consider and approve as special resolution the amendment to Article 116 of the Company's Articles of Association.		
	(c) To consider and approve as special resolution the amendment to Article 119 of the Company's Articles of Association.		

Dated _____ 2008

Signature ^(Note 6) _____

Notes:

- Please insert full name(s) and address(es) 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). Subject to Note 4 below in relation to a clearing house, a member may only have one form of proxy valid at any one time and if a member submits more than one form of proxy, the last form of proxy received in the manner described in Note 7 below shall be treated as the only valid form of proxy.
- Every member entitled to attend and vote at the AGM is entitled to appoint up to two individuals as his proxies to attend and vote instead of him. A proxy need not be a member of the Company. Please delete where necessary so that a maximum of two named persons are identified as your proxies. In the event that two persons (in addition to the Chairman of the meeting) are named as proxies and the words "the Chairman of the meeting" (and all references to shares in respect of which he shall have been appointed) are not deleted, the Chairman shall be deemed to have been deleted. The number of proxies appointed by a clearing house (or its nominee) is not subject to the aforesaid limitation.
- If you appoint more than one proxy to represent you, please also insert the number of shares which each proxy represents and the name of the proxy designated as the voting proxy for the purpose of a vote on a show of hands. A clearing house is not required to designate which proxy is entitled to vote on a show of hands. If you fail to specify the number of shares which each proxy represents and/or the name of the voting proxy then, subject to the absolute discretion of the Chairman of the meeting to decide otherwise, you shall be deemed to have appointed the first-named proxy (including the Chairman of the meeting, but subject to Note 3 above) as your voting proxy and that such first-named proxy shall represent all the shares held by you. If you are appointing only one proxy, then you are not required to state the number of shares which that proxy represents and, in such case, the number of shares represented shall be all the shares in the Company registered in your name(s).
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION(S), TICK IN THE BOX(ES) MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION(S), TICK IN THE BOX(ES) MARKED "AGAINST".** Failure to complete the boxes will entitle your proxy(ies) to cast his/her vote(s) at his/ their discretion. On a show of hands, a member is entitled to one vote. On a poll, a member is entitled to one vote for every share held and a member entitled to more than one vote need not use all his votes in the same way. A tick in the relevant box indicates that the votes attached to all the shares stated above as held by you will be cast accordingly and a number in the relevant box indicates that the votes attached to the number of shares referred to in the box will be cast accordingly. The total number of shares referred to in the two boxes for the same resolution cannot exceed the number of shares stated above as held by you. Where numbers are referred to in both boxes for the same resolution, the voting proxy will vote on a show of hands according to the box with larger number or, in case of an equal number for both boxes, the voting proxy will cast his vote at his discretion.
- This form of proxy must be signed by you or your attorney duly authorized in writing, or, in the case of a corporation, must be either under seal or under the hand of an officer or attorney duly authorized.
- 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 notarially certified copy of that power or authority), must be deposited at the Company's branch registrar and transfer office in Hong Kong, Union Registrars Limited at Rooms 1901-02, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the holding of the AGM.
- Where there are joint registered holders of any share, any one of such persons may vote at the AGM, 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 be present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share will alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member, and several trustees in bankruptcy or liquidators of a member in whose name any share stands first will for this purpose be deemed joint holders thereof.
- Completion and deposit of this form of proxy will not preclude you from attending and voting at the AGM if you so wish.