順風國際清潔能源有限公司

SHUNFENG INTERNATIONAL CLEAN ENERGY LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01165)

PROXY FORM

I/We *(Note 1)* _____

of _____

being the registered holder(s) of _____ *(Note 2)* shares of HK$0.01 each (the "**Shares**") in the capital of Shunfeng International Clean Energy Limited (the "**Company**") hereby appoint the Chairman of the extraordinary general meeting of the Company (the "**Meeting**") *(Note 3)* or _____

of _____

to act as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held at the Portion C, 30/F., Bank of China Tower, 1 Garden Road, Central, Hong Kong on Friday, 17 January 2020 at 11:00 a.m. (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice (the "**Notice**") convening the Meeting and at the Meeting (or any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated: *(Note 4)*

	ORDINARY RESOLUTION	**FOR** *(Note 4)*	**AGAINST** *(Note 4)*
1	To approve, confirm and ratify the Sale and Purchase Agreements and the transactions contemplated thereunder and grant of authorisation to the directors of the Company in connection therewith*.		

Dated this _____ day of _____ 2020 Signature *(Note 5)* _____

Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted or the number inserted exceeds the total number of Shares registered in your name(s), this form of proxy will be deemed to relate to all Shares registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out "the Chairman of the annual general meeting of the Company (the "**Meeting**") or" and insert the name and address of the proxy desired in **BLOCK CAPITALS** in the space provided. Any alternation made to this form of proxy must be initialled by the person who signs it. If no name is inserted, the Chairman of the Meeting will, subject to the limitation as hereinafter mentioned, act as your proxy.
4. **Important: If you wish to vote for a resolution, place a tick in the corresponding box under the column marked "FOR". If you wish to vote against a resolution, place a tick in the corresponding box under the column marked "AGAINST".** If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the Notice.
5. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
6. In order to be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable and in any event not less than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof.
7. In the case of joint registered holders of any Shares, any one of such joint registered holders may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he/she were solely entitled thereto; but if more than one of such joint registered holders are present at the Meeting, the vote of the senior who tenders a vote either personally or by proxy shall be accepted to the exclusion of the votes of the other joint registered holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and return of this form will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.

* *The full text of the resolution is set out in the Notice.*