



**Jun Yang Solar Power Investments Limited**  
**君陽太陽能電力投資有限公司**

(Incorporated in Bermuda with limited liability)

(Stock code: 397)

**FORM OF PROXY**

**Form of proxy for use by shareholders of Jun Yang Solar Power Investments Limited (the “Company”) at the special general meeting (the “Meeting”) to be held at 9:30 a.m. on Monday, 23 June 2014 at 1st Floor, Town Health Technology Centre, 10-12 Yuen Shun Circuit, Siu Lek Yuen, Shatin, New Territories, Hong Kong and any adjournment thereof.**

I/We <sup>(note a)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(note b)</sup> \_\_\_\_\_ shares of HK\$0.02 each  
(the “Shares”) in the share capital of the Company **HEREBY APPOINT** the Chairman of the Meeting,  
or <sup>(notes c and h)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and to act for me/us at the Meeting and at any adjournment thereof and to vote on my/our behalf in respect of the resolution set out in the notice convening the Meeting (the “SGM Notice”) as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

Please tick (“✓”) the appropriate box to indicate how you wish your vote to be cast <sup>(note d)</sup>.

<b>Ordinary Resolution</b>	<b>For</b> <sup>(note d)</sup>	<b>Against</b> <sup>(note d)</sup>
To approve the acquisition of 11,415 shares in Jun Yang Solar Power Investment Holdings Limited as contemplated under the SP Agreement (as defined in the circular of the Company dated 6 June 2014) and all the other transactions contemplated thereunder, including but not limited to the allotment and issue of 1,091,052,670 shares of HK\$0.02 each of the Company and to authorise any one director of the Company to take all such actions as he may consider necessary or desirable for the purposes of giving effect to or in connection with the SP Agreement and the transactions contemplated thereunder.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2014

Shareholder’s signature: \_\_\_\_\_ <sup>(notes e, f, g and h)</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) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person(s) other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting, or” and insert the name and address of the person appointed as proxy in the space provided.
- 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 this form of proxy is returned duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his/her discretion in respect of the resolution. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than that set out in the SGM Notice.
- In the case of a joint holding of any Shares, this form of proxy may be signed by any joint holder, but if more than one joint holders are present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- This form of proxy must be signed by a shareholder of the Company, or his/her attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- 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 office of 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.
- Any alteration made to this form of proxy should be initialled by the person who signs it.