



中國能源建設股份有限公司
CHINA ENERGY ENGINEERING CORPORATION LIMITED*

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 3996)

PROXY FORM

**For the Annual General Meeting for the year 2018 to be held on Friday, 28 June 2019
and any adjournment thereof**

I/We ^(Note 1) _____
of ^(Note 2) _____
being the registered holder(s) of ^(Note 3) _____ domestic Shares/H Shares
of RMB1.00 each in the share capital of China Energy Engineering Corporation Limited (the "Company"), hereby appoint the
Chairman of the meeting ^(Notes 4) or _____
of _____
and/or _____
of _____
to act as my/our proxy to attend and vote for me/us and on my/our behalf at the 2018 annual general meeting of the Company
to be held at Room 2702, Building 1, No. 26A West Dawang Road, Chaoyang District, Beijing, the PRC on Friday, 28 June
2019 at 10:00 a.m. and any adjournment thereof and to exercise all rights conferred on proxies under laws, regulations and the
articles of association of the Company.

I/We wish my/our proxy to vote as indicated below in respect of the resolutions to be proposed at the meeting, and if no such
indication is given, as my/our proxy thinks fit.

| Ordinary Resolutions | | For ^(Note 5) | Against ^(Note 5) | Abstain ^(Note 5) |
|----------------------|---|-------------------------|-----------------------------|-----------------------------|
| 1 | Work report of the Board for the year 2018. | | | |
| 2 | Work report of the Supervisory Committee for the year 2018. | | | |
| 3 | Final financial report for the year 2018. | | | |
| 4 | Profit distribution plan for the year 2018. | | | |
| 5 | Financial budget proposal for the year 2019. | | | |
| 6 | Financing external guarantees plan for the year 2019. | | | |
| 7 | Standards on remuneration payment of the Directors for the year 2017. | | | |
| 8 | Remuneration plan for the Directors for the year 2019. | | | |
| 9 | Standards on remuneration payment of the Supervisors for the year 2017. | | | |
| 10 | Remuneration plan for the Supervisors for the year 2019. | | | |
| 11 | Amendments to the rules of procedures for general meetings. | | | |
| 12 | Amendments to the rules of procedures for Board meetings. | | | |
| 13 | Amendments to the rules of procedures for Supervisory Committee meetings. | | | |
| 14 | Engagement of auditors for the year 2019. | | | |
| Special Resolutions | | For ^(Note 5) | Against ^(Note 5) | Abstain ^(Note 5) |
| 15 | Issue of domestic and overseas debt financing instruments and authorization to the Board. | | | |
| 16 | General Mandate to issue Shares. | | | |

Signature ^(Notes 6): _____

Date: _____ 2019

Notes:

- Please insert full name(s) in **BLOCK CAPITALS**.
- Please insert full address(es) in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which this proxy form relates and cross out the non-applicable category of shares (domestic Shares or H Shares). If no number is inserted, this proxy form will be deemed to relate to all shares of the Company registered in your name(s).
- If a proxy other than the Chairman of the meeting is preferred, cross out the words "the Chairman of the meeting" and insert the full name(s) and address(es) of the proxy (or proxies) desired in the space provided. A member may appoint one or more proxies to attend and vote at the meeting in his stead. If no name is inserted, the Chairman of the meeting will act as your proxy. Any changes made to this proxy form must be initialled by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE ABOVE RESOLUTIONS, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM VOTING, TICK THE APPROPRIATE BOX MARKED "ABSTAIN".** Any abstain vote or waiver to vote shall be disregarded as voting rights for the purpose of calculating the result of that resolution. If you return this proxy form without indicating as to how your proxy is to vote on any particular matter, the person appointed as your proxy will exercise his/her discretion as to whether he/she votes and, if so, how and, unless instructed otherwise, he/she may also vote or abstain from voting as he/she thinks fit on any resolution properly put to the meeting other than those referred to in the Notice of Annual General Meeting.
- This proxy form must be signed and dated by the Shareholder or his/her attorney duly authorized in writing. If the Shareholder is a company, it should execute this proxy form under its common seal or by the signature(s) of its legal representative(s) or its directors or (a) person(s) authorized to sign on its behalf. In case of joint holders, only the person whose name stands first on the register of members may attend and vote at the meeting, either in person or by proxy.
- To be valid, this proxy form, together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be completed and delivered to, for holders of domestic shares, the company secretary of the Company at Building 1, No. 26A West Dawang Road, Chaoyang District, Beijing, the PRC and for holders of H Shares, the office of the H Share registrar of the Company, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 10 a.m. on 27 June 2019 (Hong Kong time).
- Completion and return of this proxy form do not affect your right to attend and vote at the meeting in person.
- A proxy needs not be a Shareholder of the Company but must attend the meeting in person to represent you.

* For identification purpose only