



## CHINA NEW ENERGY POWER GROUP LIMITED

中國新能源動力集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1041)

### FORM OF PROXY FOR THE ANNUAL GENERAL MEETING

Form of proxy for use by shareholders of China New Energy Power Group Limited (the "Company") at the Annual General Meeting to be held at Plaza 1-2, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong at 2:30 p.m. on Friday, 25 May 2012 (the "Meeting").

I/We <sup>(Note a)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note b)</sup> \_\_\_\_\_ ordinary shares (the "Shares") of  
US\$0.001 each in the capital of China New Energy Power Group Limited (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING <sup>(Note c)</sup>,  
or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to act for me/us at the Meeting of the Company to be held at Plaza 1-2, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong at 2:30 p.m. on Friday, 25 May 2012 for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting dated 24 April 2012 and at such Meeting to vote for me/us and in my/our name(s) in respect of the ordinary resolutions as indicated below <sup>(Note d)</sup> and if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>(Note d)</sup>	AGAINST <sup>(Note d)</sup>
1.	To receive and consider the audited consolidated financial statements and the reports of the directors of the Company (individually, a "Director" and collectively, the Directors") and the auditor of the Company (the "Auditor") for the year ended 31 December 2011.		
2.	To re-elect Mr. Zhang Xi as executive Director and to authorise the board of Directors (the "Board") to fix his remuneration.		
3.	To re-elect Ms. Catherine Chen as executive Director and to authorise the Board to fix her remuneration.		
4.	To re-elect Mr. Yeung Kwok Yu as executive Director and to authorise the Board to fix his remuneration.		
5.	To re-elect Mr. Kwan Kam Hung Jimmy as executive Director and to authorise the Board to fix his remuneration.		
6.	To re-appoint Messrs. Deloitte Touche Tohmatsu as Auditor and authorise the board of Directors to fix its remuneration.		
7.	To grant a general mandate to the Directors to allot, issue and deal with shares not exceeding 20 per cent. of the issued share capital of the Company.		
8.	To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10 per cent. of the issued share capital of the Company.		
9.	To extend the general mandate granted to the Directors to issue, allot and deal with additional shares in the capital of the Company by the number of shares repurchased.		
10.	To approve and adopt the New Share Option Scheme (as defined in the notice of the Meeting).		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2012 Signature(s) <sup>(Note f & g)</sup> \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out "**THE CHAIRMAN OF THE MEETING, or**" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** If no name is inserted, the duly appointed Chairman of the Meeting will act as your proxy.
- IMPORTANT: If you wish to vote for a resolution, tick in the box marked "FOR". If you wish to vote against a resolution, tick in the box 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 convening the Meeting.**
- The full text of these ordinary resolutions appear in the notice of the Meeting dated 24 April 2012.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised to sign the same.
- Where there are joint registered holders of any Share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the Meeting 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 Shares shall alone be entitled to vote in respect thereof.
- In order to be valid, this form of proxy and 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 deposited with the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Meeting. Completion and return of this form of proxy will not preclude you from attending and voting at the Meeting in person if you so wish. In the event that you attend the Meeting, this form of proxy will be deemed to have been revoked.
- A proxy needs not be a member of the Company.