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If you have sold or transferred all your shares in **China New Energy Power Group Limited** (the “Company”), you should at once hand this circular, together with the accompanying form of proxy, to the purchaser or transferee or to the bank, stockbroker or other registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
REFRESHMENT OF SCHEME MANDATE LIMIT OF
THE SHARE OPTION SCHEME,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at The Compass, Ground Floor, Hong Kong Parkview, 88 Tai Tam Reservoir Road, Hong Kong, on Thursday, 26 March 2015 at 11:00 a.m. is set out on pages 19 to 24 of this circular.

A proxy form for use at the annual general meeting is enclosed with this circular. Whether or not you intend to attend the meeting or any adjournment thereof, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return the same to the branch share registrar and transfer office of the Company in Hong Kong, Union Registrars Limited at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the annual general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

18 February 2015

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Accompanying: Form of proxy for AGM

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be held at The Compass, Ground Floor, Hong Kong Parkview, 88 Tai Tam Reservoir Road, Hong Kong at 11:00 a.m. on Thursday, 26 March 2015, notice of which is set out on pages 19 to 24 of this circular
“Board”	the board of Directors
“Bye-Laws”	the bye-laws of the Company
“close associate(s)”	has the meaning ascribed thereto in the Listing Rules
“Company”	China New Energy Power Group Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“core connected person(s)”	has the meaning ascribed thereto in the Listing Rules
“Director(s)”	the director(s) of the Company
“Extended Mandate”	a general mandate to add the aggregate number of Shares repurchased by the Company under the Repurchase Mandate to the Issue Mandate, subject to a maximum of 10% of the issued share capital of the Company as at the date of passing of the ordinary resolution granting such mandate
“General Mandates”	the Issue Mandate, the Repurchase Mandate and the Extended Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to allot, issue and deal with new Shares up to a maximum of 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the ordinary resolution granting such mandate

DEFINITIONS

“Latest Practicable Date”	11 February 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice”	the notice convening the AGM as set out on pages 19 to 24 of this circular
“PRC”	the People’s Republic of China
“Proposed Refreshment”	the proposed refreshment of the 10% general limit on grant of options under the Share Option Scheme
“Repurchase Mandate”	the general mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the ordinary resolution granting such mandate
“Scheme Mandate Limit”	the maximum number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and other such schemes of the Company which initially shall not in aggregate exceed 10% of the Shares in issue as at the date of approval of the Share Option Scheme by the Shareholders and thereafter, if refreshed shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of US\$0.001 each in the share capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 25 May 2012
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Subsidiary” or “Subsidiaries”	company(ies) which is/are for the time being subsidiary(ies) (within the meaning of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)) of the Company
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent

LETTER FROM THE BOARD



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)

Executive Directors:

Jin Cheng Grace (*Chairman*)

Xing Cheng

He Xiaowu

Lo Wing Sang

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Non-executive Director:

Lu Zhiqiang

*Head office and principal place of
business in Hong Kong:*

Room 603, 6/F

China Building

29 Queen's Road Central

Central, Hong Kong

Independent non-executive Directors:

Zeng Qingkai

Fu Wing Kwok, Ewing

Chan Chit Kwai, *BBS, JP*

18 February 2015

To the Shareholders,

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
REFRESHMENT OF SCHEME MANDATE LIMIT OF
THE SHARE OPTION SCHEME,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

At the last annual general meeting of the Company held on 28 May 2014, general mandates were given to the Directors to exercise the powers of the Company to issue Shares and to repurchase Shares. Such mandates will lapse at the conclusion of the AGM. Ordinary resolutions will therefore be proposed at the AGM for the granting of general mandates to the Directors to issue Shares and to repurchase Shares and the Proposed Refreshment of Scheme Mandate Limit.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with the relevant information regarding the resolutions to be proposed at the AGM, including the proposed grant of the General Mandates, the proposed re-election of the retiring Directors and the Proposed Refreshment of Scheme Mandate Limit.

2. ISSUE MANDATE

At the AGM, ordinary resolutions will be proposed to grant to the Directors a general and unconditional mandate to exercise the powers of the Company (i) to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the relevant resolution at the AGM; and (ii) to add the aggregate number of Shares repurchased by the Company under the Repurchase Mandate to the Issue Mandate, subject to a maximum of 10% of the issued share capital of the Company as at the date of passing of the relevant resolution. As at the Latest Practicable Date, a total of 2,906,073,250 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company from the Latest Practicable Date to the date of the AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 581,214,650 Shares.

3. REPURCHASE MANDATE

An ordinary resolution will be proposed at the AGM to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase, on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, Shares not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the relevant resolution at the AGM.

Under the Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix I to this circular.

4. REFRESHMENT OF SCHEME MANDATE LIMIT OF THE SHARE OPTION SCHEME

The Share Option Scheme was approved and adopted by the Shareholders at the annual general meeting of the Company held on 25 May 2012. Apart from the Share Option Scheme, the Company has no other share option scheme currently in force.

Pursuant to the Share Option Scheme and in compliance with Chapter 17 of the Listing Rules, the maximum number of Shares in respect of which option may be granted under the Share Option Scheme and any other share option scheme(s) of the Company shall not exceed 10% of the total number of issued Shares as at the date of approval and adoption of the Share Option Scheme.

LETTER FROM THE BOARD

The Company may refresh the Scheme Mandate Limit by ordinary resolution of the Shareholders at general meeting provided that:

- (a) the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option scheme(s) of the Company shall not exceed 10% of the Shares in issue as at the date of approval of the refreshment of the Scheme Mandate Limit; and
- (b) options previously granted under the Share Option Scheme and any other share option scheme(s) of the Company (including options outstanding, cancelled or lapsed in accordance with the relevant scheme rules or exercised options) shall not be counted for the purpose of calculating the limit as refreshed.

If the Scheme Mandate Limit is refreshed and assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and approval of the Proposed Refreshment at the AGM, the maximum number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and other share option schemes of the Company will be 290,607,325 Shares, being 10% of the Shares in issue as at the Latest Practicable Date.

Pursuant to the Listing Rules, the Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company shall not exceed 30% of the Shares in issue from time to time. No options shall be granted under any scheme(s) of the Company if this will result in the 30% limit being exceeded.

On 25 May 2012 (date of adoption of Share Option Scheme), the Shareholders have approved the Scheme Mandate Limit to be 190,607,325 options (taking account of share consolidation which has taken effect on 11 October 2012). On 23 December 2014, a total of 190,550,000 options were granted. There was no option exercised, cancelled or lapsed since the date of adoption of the Share Option Scheme and up to the Latest Practicable Date. As at the Latest Practicable Date, total outstanding options amount to 190,550,000 options and the remaining 57,325 options (with 57,325 underlying Shares, representing about 0.002% of the issued share capital of the Company) of the existing Share Option Scheme have not been utilized.

The purpose of the Share Option Scheme is to attract, retain and motivate talented participants to strive for future development and expansion of the Group. In view of the limited number of Shares available under the existing Scheme Mandate Limit, the Board propose to refresh the Scheme Mandate Limit. The Board considers that the refreshment of the Scheme Mandate Limit is in the interests of the Company and the Shareholders as it provides more flexibility for the Company to provide incentive to encourage the participants to perform their best in achieving the goals of the Group and allow the participants to enjoy the results of the Company attained through their efforts and contributions.

On the basis of 2,906,073,250 Shares in issue as at the Latest Practicable Date, the maximum number of Shares in respect of which options may be granted under the Proposed Refreshment as at the Latest Practicable Date amounts to an aggregate of 290,607,325 Shares,

LETTER FROM THE BOARD

representing approximately 10% of the Shares in issue at the Latest Practicable Date and together with the existing outstanding 190,550,000 options (representing approximately 6.56% of the issued share capital of the Company), is within the 30% limit in issue from time to time as required under Share Option Scheme.

The refreshment of the 10% Scheme Mandate Limit is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders to approve the Proposed Refreshment at the Annual General Meeting; and
- (ii) the Stock Exchange granting the listing of, and permission to deal in, such number of Share, representing 10% of the issued Shares as at the date of the Annual General Meeting, which may fall to be allotted and issued pursuant to the exercise of the options to be granted under the 10% Scheme Mandate Limit so refreshed.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of the Options to be granted under the refreshed 10% Scheme Mandate Limit.

5. PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to the Bye-Laws, Ms. Jin Cheng Grace, Mr. Xing Cheng, Mr. He Xiaowu, Mr. Lo Wing Sang, Mr. Lu Zhiqiang, Mr. Zeng Qingkai, Mr. Fu Wing Kwok, Ewing and Mr. Chan Chit Kwai, *BBS, JP*, will retire as Directors and, being eligible, will offer themselves for re-election in accordance with the Bye-Laws at the AGM. Particulars of their biographical details are set out in Appendix II to this circular.

6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

7. AGM

A notice convening the AGM is set out on pages 19 to 24 of this circular.

Enclosed with this circular is a proxy form for use at the AGM. Whether or not you intend to attend the AGM or any adjournment thereof, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the branch share registrar and transfer office of the Company in Hong Kong, Union Registrars Limited at

LETTER FROM THE BOARD

A18/F., Asia Orient Tower Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish. In the event that a shareholder having lodged a proxy form attends the AGM, his/her proxy form will be deemed to be revoked.

8. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except for purely procedural or administrative matters. The Chairman of the AGM will therefore put each of the resolutions to be proposed at the AGM to be voted by way of a poll pursuant to Bye-law 66 of the Bye-Laws. The Company will then announce the results of the poll in the manner stipulated under Rule 13.39(5) of the Listing Rules.

To the best of the Director's knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on any resolutions to be approved at the AGM.

9. RECOMMENDATION

The Directors believe that the proposed grant of the General Mandates (including the Issue Mandate, the Repurchase Mandate and the Extended Mandate), the proposed re-election of the retiring Directors and the Proposed Refreshment of the Scheme Mandate Limit are in the best interests of the Company and its Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the resolutions to be proposed at the AGM referred to above and as set out in the Notice.

10. FURTHER INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
For and on behalf of the Board
Jin Cheng Grace
Chairman

The following is the explanatory statement required to be sent to Shareholders under Rule 10.06(1)(b) of the Listing Rules to provide requisite information for Shareholders to make an informed decision on whether to vote for or against the resolution to approve the Repurchase Mandate.

I. Share capital

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,906,073,250 Shares. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date up to the date of passing of the relevant resolution at the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 290,607,325 Shares, representing 10% of the issued share capital of the Company as at the date of passing of the relevant resolution at the AGM.

II. Reasons for repurchases

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and its Shareholders as a whole.

III. Funding of repurchases

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and Bye-Laws, the Listing Rules and the applicable laws of Bermuda. A listed company may not repurchase its own shares on the Main Board of the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. It is envisaged that the funds required for any repurchase under the Repurchase Mandate would be derived from those funds of the Company which are legally permitted to be utilised in this connection.

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts of the Company for the year ended 31 December 2014 in the event that the repurchase of Shares under the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

IV. Shares repurchases made by the company

The Company had not repurchased any of its Shares (whether on the Stock Exchange or otherwise) in the last six months preceding the Latest Practicable Date.

V. Share prices

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the twelve months up to the Latest Practicable Date were as follows:

Month	Price per share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2014		
February	0.171	0.145
March	0.165	0.138
April	0.157	0.139
May	0.148	0.130
June	0.151	0.135
July	0.238	0.139
August	0.495	0.175
September	0.530	0.395
October	0.485	0.390
November	0.485	0.405
December	0.420	0.350
2015		
January	0.430	0.380
February (up to the Latest Practicable Date)	0.395	0.330

VI. Undertaking and disclosure of interests

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), has any present intention to sell any Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company and no such person has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

VII. Takeovers Code

If as a result of repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as interpreted according to the Takeovers Code), depending on the level of the increase of the Shareholder's interest, could obtain or consolidate control of the Company and thereby become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge of the Directors, the following Shareholders were interested in 5% or more of the issued Shares as recorded in the register of interests in shares and short position of the Company under Section 336(1) of Part XV of the SFO:

Name of Shareholder	Nature of interest	Number of Shares held	Approximate percentage of shareholding as at the Latest Practicable Date (Note 1)	Approximate percentage of shareholding if the Company exercises in full its power to repurchase Shares (Note 1)
Chen Si	Beneficial owner	161,660,000	5.56%	6.18%
Cheung Tin Ho	Beneficial owner	161,660,000	5.56%	6.18%

Note:

- (1) The percentages were calculated based on the Company's issued share capital of 2,906,073,250 Shares as at the Latest Practicable Date and on the assumptions that there is no other change in the issued share capital of the Company and that none of the conversion rights attached to the outstanding convertible notes issued by the Company are exercised prior to the AGM.

In the event that the Directors shall exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate and assuming there is no other change in the issued share capital of the Company before the date of the AGM, the interest of the above substantial Shareholders would be increased to the approximate percentage as shown in the last column above.

The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases under the Repurchase Mandate. The Company will not repurchase Shares to such extent as to result in the amount of Shares held by the public being reduced to less than 25% of the total share capital of the Company.

APPENDIX II PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

The biographical details of the Directors eligible for re-election at the AGM are set out below:

- (i) **Ms. Jin Cheng Grace (“Ms. Jin”)**, aged 46, an executive Director, is the chairman of the Company. Ms. Jin joined us on 29 October 2014. She has approximately 20 years’ experience in management and investment. Ms. Jin obtained the bachelor degree in engineering from Qingdao College of Chemistry & Engineering* (青島化工學院) (now known as Qingdao University of Science & Technology* (青島科技大學)) in 1989 and the degree of master of business administration from Nation University in 2005 and she also completed the EMBA program of Peking University in 2006. Ms. Jin has been working at U.S. AAA International Group Inc., which is principally engaged in the business of high-tech products and asset management and investment since January 1996 and she is currently the Chief Executive Officer for Asia Pacific responsible for the development strategy and exploring new markets. Ms. Jin was awarded the titles of “Person of Achievement for Economic Women of China 2009* (2009中國經濟女性年度成就人物)” by China Economic Women Development Forum Committee, China Women News Press, Mass Work Committee of State-owned Assets Supervision and Administration Commission of the State Council, Female Mayor Branch of China Association of Mayors and China Development Strategy Study Association* (中國經濟女性發展論壇組委會, 中國婦女報社, 國務院國有資產監督管理委員會群眾工作局, 中國市長協會女市長分會及中國發展戰略學研究會), “Outstanding Economic Lady of China 2011* (2011中國優秀經濟女性)” issued by China Economic Women Development Forum Committee, China Women News Press, Mass Work Committee of State-owned Assets Supervision and Administration Commission of the State Council, Female Mayor Branch of China Association of Mayors and China Development Strategy Study Association* (中國經濟女性發展論壇組委會, 中國婦女報社, 國務院國有資產監督管理委員會群眾工作局, 中國市長協會女市長分會及中國發展戰略學研究會) “Outstanding Economic Person of China 2012* (2012中國經濟優秀人物)” issued by China Economy Development Forum Organizing Committee* (中國經濟發展論壇組委會) and “Person of Development for Economic Women of China 2012* (2012中國經濟女性年度發展人物)” issued by China Economic Women Development Forum Committee, China Women News Press, Mass Work Committee of State-owned Assets Supervision and Administration Commission of the State Council, Female Mayor Branch of China Association of Mayors and China Development Strategy Study Association* (中國經濟女性發展論壇組委會, 中國婦女報社, 國務院國有資產監督管理委員會群眾工作局, 中國市長協會女市長分會及中國發展戰略學研究會).

As at the Latest Practicable Date and save as disclosed above, Ms. Jin (i) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company; (ii) does not have any interest in the shares of the Company within the meaning of Part XV of SFO; and (iii) did not hold any other directorships in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Ms. Jin entered into a service contract with the Company on 29 October 2014 and her directorship shall be subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Bye-laws. Ms. Jin is entitled to a director's fee of HK\$100,000 per month which is determined by arm's length negotiation between Ms. Jin and the Company and with reference to her duties and responsibilities. The amount of the remuneration has been approved by the Board and the remuneration committee of the Company.

Save as disclosed above, there is no other information to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters in relation to the appointment of Ms. Jin that need to be brought to the attention of the shareholders of the Company.

- (ii) **Mr. Xing Cheng** (“**Mr. Xing**”), aged 43, is an executive Director of the Company. Mr. Xing joined us on 4 September 2014. He has approximately 18 years' experience in business management and international trading and has good business connection in Japan. For the period from August 1996 to December 2008, Mr. Xing worked as the deputy general manager of Chuanchang Buer Electrical Accessories (Kunshan) Company Limited* (船場不二電器配件(崑山)有限公司), whose principal business is electrical accessories manufacturing, and Mr. Xing was in charge of the export business and international trading. Since November 2010, Mr. Xing has been the general manager of Kunshan Damoonsei New Energy Company Limited* (崑山達盟成新能源有限公司), whose principal business is sales of new energy equipment and technology support, and Mr. Xing is in charge of the overall operation and business development.

As at the Latest Practicable Date and save as disclosed above, Mr. Xing (i) does not have any relationship with any directors, senior management, or substantial or controlling shareholders of the Company; (ii) does not have any interest in the shares of the Company within the meaning of Part XV of SFO; and (iii) did not hold any other directorships in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Xing entered into a service contract with the Company on 3 September 2014 for a term of 2 years commencing from 4 September 2014. Mr. Xing is subject to retirement by rotation and re-election at the general meeting of the Company in accordance with the Bye-laws of the Company. Mr. Xing is entitled to a director's remuneration of HK\$60,000 per month which is determined by arm's length negotiation between Mr. Xing and the Company and with reference to his duties and responsibilities. Mr. Xing is also entitled to a discretionary bonus determined at the discretion of the Board with reference to the performance of Mr. Xing and performance of the Group.

Save as disclosed above, there is no other information to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters in relation to the appointment of Mr. Xing that need to be brought to the attention of the shareholders of the Company.

- (iii) **Mr. He Xiaowu** (“**Mr. He**”), aged 40, is an executive Director of the Company. Mr. He joined us on 12 December 2014. He has approximately 17 years’ experience in business investment and management. Mr. He received a bachelor’s degree in business administration from Beijing Xinghua University (北京興華大學) in July 1997. For the period from May 1997 to February 2012, Mr. He has worked at Guangzhou Nisi Property Investment Company Limited* (尼斯物業投資有限公司), a company principally engaged in the business of commercial real estate investments, and his last position was the chairman of the board of directors and the chief executive officer. Mr. He has been serving as the chairman of the board for Chunhua Qiushi Cultural Planning Company Limited* (廣州市春華秋實文化策劃有限公司), a company principally engaged in the business of broadcasting and television media since February of 2012.

As at the Latest Practicable Date and save as disclosed above, Mr. He (i) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company; (ii) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO; and (iii) did not hold any other directorships in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. He entered into a service contract with the Company on 30 December 2014 and he shall be subject to retirement by rotation and re-election at the Company’s annual general meeting in accordance with the Bye-laws of the Company. Mr. He is entitled to a director’s fee of HK\$60,000 per month which is determined by arm’s length negotiation between Mr. He and the Company and with reference to his duties and responsibilities. The amount of the remuneration has been approved by the Board and the remuneration committee of the Company.

Save as disclosed above, there is no other information to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters in relation to the appointment of Mr. He that need to be brought to the attention of the shareholders of the Company.

- (iv) **Mr. Lo Wing Sang** (“**Mr. Lo**”), aged 48, was appointed as the chief operating officer of the Company in 16 October 2014 and appointed as an executive Director of the Company and redesigned from the chief operating officer to the chief executive officer of the Company on 29 October 2014. He has over 20 years of experience in management, auditing and corporate finance, and had worked in a large international accounting firm. He is a practicing member of The Hong Kong Institute of Certified Public Accountants, an associate member of both The Institute of Chartered Accountants in England and Wales, and The Hong Kong Institute of Chartered Secretaries. He is also a fellow member of The Association of Chartered Certified Accountants. Mr. Lo worked as the independent non-executive director of PPS International (Holdings) Limited (stock code: 8201) from August 2014 to November 2014. Mr. Lo worked as an executive director and deputy chief executive officer of Time Watch Investments Limited (stock code: 2033) from January 2013

APPENDIX II PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

to October 2014. He also worked as a vice president – finance (group account), the company secretary and qualified accountant of Pico Far East Holdings Limited (stock code: 752) from December 1995 to August 2004. From September 2004 to June 2005, Mr. Lo worked as the company secretary and qualified accountant of AMS Public Transport Holdings Limited (stock code: 77). Mr. Lo also worked as the chief financial officer of China Sports Holdings Limited from November 2009 to November 2010, and the chief financial officer of American Smooth Wave Ventures, Inc., an US company, from January 2011 to August 2011. Mr. Lo was graduated from the City University of Hong Kong (formerly the City Polytechnic of Hong Kong) with a Bachelor of Arts in Accountancy in 1994.

As at the Latest Practicable Date and save as disclosed above, Mr. Lo (i) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company; (ii) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO; and (iii) did not hold any other directorships in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Lo entered into a service contract with the Company on 29 October 2014 and he shall be subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Bye-laws of the Company. Mr. Lo is entitled to a director's fee of HK\$60,000 per month and the Chief Executive Officer's salary of HK\$170,000 per month which are determined by arm's length negotiation between Mr. Lo and the Company and with reference to his duties and responsibilities. The amount of the remuneration has been approved by the Board and the remuneration committee of the Company.

Save as disclosed above, there is no other information to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters in relation to the appointment of Mr. Lo that need to be brought to the attention of the shareholders of the Company.

- (v) **Mr. Lu Zhiqiang** (“**Mr. Lu**”), aged 40, is a non-executive Director of the Company. Mr. Lu joined us on 29 October 2014. He has been an executive director and the chief executive officer of Hong Kong Life Sciences and Technologies Group Limited (Stock Code: 8085) since September 2011. Mr. Lu has been appointed as the executive director of Global Energy Resources International Group Limited (stock code: 8192) since November 2014. Mr. Lu holds a Master Degree of Business Administration from Central State University of the United States of America and a Bachelor Degree in Engineering and a Bachelor Degree in Industry from Nanchang Hangkong University. Mr. Lu used to study the program of Master of Science Degree in International Purchasing & Supply Chain Management at Audencia NANTES.Ecole de Management. Mr. Lu is the leadership development chairperson of Lions Club in Shenzhen. He was the managing director of Chin Mining Investment Co., Ltd.

APPENDIX II PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

As at the Latest Practicable Date and save as disclosed above, Mr. Lu (i) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company; (ii) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO; and (iii) did not hold any other directorships in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Lu entered into a service contract with the Company on 29 October 2014 and he shall be subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Bye-laws of the Company. Mr. Lu is entitled to a director's fee of HK\$240,000 per annum which is determined by arm's length negotiation between Mr. Lu and the Company and with reference to his duties and responsibilities. The amount of the remuneration has been approved by the Board and the remuneration committee of the Company.

Save as disclosed above, there is no other information to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters in relation to the appointment of Mr. Lu that need to be brought to the attention of the shareholders of the Company.

- (vi) **Mr. Zeng Qingkai** (“**Mr. Zeng**”), aged 52, is an independent non-executive Director of the Company. Mr. Zeng joined us on 14 November 2014. He has approximately 30 years' experience in business management. Mr. Zeng graduated from the department of business administration of Qinzhou University (formerly known as Qinzhou Normal College* (欽州師範高等專科學校)) in 2002. Mr. Zeng worked for Guangzhou Dazhong Environmental Materials Recycling Company* (廣州大中環保物資回收公司), a company principally engaged in the business of recycling of industrial refuses, from July 1983 to June 2003 and his last position was deputy chief executive officer. Mr. Zeng has been working as the chief operation officer of Guangzhou Huibang Recycling Materials Company Limited* (廣州市會邦再生物資有限公司), a company principally engaged in the business of integrated services of recovering, storing, cleaning and processing recycling materials, since June 2003. During the past years' work, Mr. Zeng has been mainly responsible for the operation management and recycling technology training. Mr. Zeng has also been the chairman of the board and the honorary president of the Chinese General Chamber of Commerce of Guangdong and Guangxi* (兩廣華商總會) since October 2006.

As at the Latest Practicable Date and save as disclosed above, Mr. Zeng (i) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company; (ii) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO; and (iii) did not hold any other directorships in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

APPENDIX II PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Zeng entered into a service contract with the Company on 14 November 2014 and he shall be subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Bye-laws of the Company. Mr. Zeng is entitled to a director's fee of HK\$150,000 per annum which is determined by arm's length negotiation between Mr. Zeng and the Company and with reference to his duties and responsibilities. The amount of the remuneration has been approved by the Board and the remuneration committee of the Company.

Based on the confirmation of independence received from Mr. Zeng, he is considered as independent pursuant to Rule 3.13 of the Listing Rules and therefore is recommended to be re-elected at the AGM.

Save as disclosed above, there is no other information to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters in relation to the appointment of Mr. Zeng that need to be brought to the attention of the shareholders of the Company.

- (vii) **Mr. Fu Wing Kwok, Ewing** ("Mr. Fu"), aged 45, is an independent non-executive Director of the Company. Mr. Fu joined us on 4 September 2014. He is currently the chief financial officer and company secretary of Hoifu Energy Group Limited (stock code: 7). Mr. Fu is also currently an independent non-executive director of China Energy Development Holdings Limited (stock code: 228) and Dejin Resources Group Company Limited (stock code: 1163). All of these three companies are listed on the Main Board of the Stock Exchange. He holds a Bachelor Degree in science with major in accounting of Bemidji State University, USA and is a member of both Hong Kong Institute of Certified Public Accountants and American Institute of Certified Public Accountants. He has over 20 years of experience in auditing and accounting field. Mr. Fu was an independent non-executive director of Century Ginwa Retail Holdings Limited (a company listed on the Main Board of the Stock Exchange; stock code: 162) from January 2007 to September 2011 and Hao Wen Holdings Limited (a company listed on the Growth Enterprise Market of the Stock Exchange; stock code: 8019) from November 2009 to January 2011.

As at the Latest Practicable Date and save as disclosed above, Mr. Fu (i) does not have any relationship with any directors, senior management, or substantial or controlling shareholders of the Company; (ii) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO; and (iii) did not hold any other directorships in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Fu entered into a letter of appointment with the Company on 3 September 2014 for a term of 2 years commencing from 4 September 2014. Mr. Fu is subject to retirement by rotation and re-election at the general meeting of the Company in accordance with the Bye-laws of the Company. Mr. Fu is entitled to a director's fee of HK\$150,000 per annum which is determined by arm's length negotiation between Mr. Fu and the Company and with reference to his duties and responsibilities.

APPENDIX II PARTICULARS OF DIRECTORS PROPOSED FOR RE-ELECTION

Based on the confirmation of independence received from Mr. Fu, he is considered as independent pursuant to Rule 3.13 of the Listing Rules and therefore is recommended to be re-elected at the AGM.

Save as disclosed above, there is no other information to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters in relation to the appointment of Mr. Fu that need to be brought to the attention of the shareholders of the Company.

- (viii) **Mr. Chan Chit Kwai**, *BBS, JP*, (“**Mr. Chan**”), aged 65, is an independent non-executive Director of the Company. Mr. Chan joined us on 29 October 2014. He is currently the district councilor of the Central & Western District Council of the Hong Kong Special Administrative Region and the president of the University of Hong Kong Staff Association. Mr. Chan has obtained a master degree in business administration from Newport University (long distance program) and he is a senior fellow member of Asian College of Knowledge Management and a fellow member of Canadian Chartered Institute of Business Administration. Mr. Chan has more than 30 years’ experience in business administration and he has worked as the manager of Madam S.H. Ho Residence for Medical Students of Li Ka Shing Faculty of Medicine of the University of Hong Kong since September 1992. Mr. Chan was appointed as Justice of the Peace in 2000 and he has served various member of advisory board of government departments, non-governmental organisation and public organizations including director of Conservancy Association, chairman of The Conservancy Association Centre for Heritage, executive director of Hong Kong Chiu Chow Chamber of Commerce and member of the Antiquities Advisory Board.

As at the Latest Practicable Date and save as disclosed above, Mr. Chan (i) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company; (ii) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO; and (iii) did not hold any other directorships in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Chan entered into a service contract with the Company on 29 October 2014 and he shall be subject to retirement by rotation and re-election at the Company’s annual general meeting in accordance with the Bye-laws of the Company. Mr. Chan is entitled to a director’s fee of HK\$150,000 per annum which is determined by arm’s length negotiation between Mr. Chan and the Company and with reference to his duties and responsibilities. The amount of the remuneration has been approved by the Board and the remuneration committee of the Company.

Based on the confirmation of independence received from Mr. Chan, he is considered as independent pursuant to Rule 3.13 of the Listing Rules and therefore is recommended to be re-elected at the AGM.

Save as disclosed above, there is no other information to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters in relation to the appointment of Mr. Chan that need to be brought to the attention of the shareholders of the Company.



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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of China New Energy Power Group Limited (the “Company”) will be held at The Compass, Ground Floor, Hong Kong Parkview, 88 Tai Tam Reservoir Road, Hong Kong at 11:00 a.m. on Thursday, 26 March 2015 for the following purposes:

As Ordinary Businesses

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 for the year ended 31 December 2014;
2. To re-elect Ms. Jin Cheng Grace as executive Director;
3. To re-elect Mr. Xing Cheng as executive Director;
4. To re-elect Mr. He Xiaowu as executive Director;
5. To re-elect Mr. Lo Wing Sang as executive Director;
6. To re-elect Mr. Lu Zhiqiang as non-executive Director;
7. To re-elect Mr. Zeng Qingkai as independent non-executive Director;
8. To re-elect Mr. Fu Wing Kwok, Ewing as independent non-executive Director;
9. To re-elect Mr. Chan Chit Kwai, *BBS, JP*, as independent non-executive Director;
10. To authorise the board of Directors (the “Board”) to fix the remuneration of the Directors;
11. To re-appoint Messrs. Deloitte Touche Tohmatsu as auditor and to authorise the Board to fix its remuneration;

NOTICE OF ANNUAL GENERAL MEETING

As Special Businesses

12. To consider and, if thought fit, to pass, with or without modification, the following resolution which will be proposed as ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of US\$0.001 each in the share capital of the Company (the “Shares”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisations given to the Directors and shall authorise the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such powers at any time during or after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined in paragraph (f) below);
 - (ii) an exercise of rights of subscription or conversion under terms of any warrants issued by the Company or any securities which are convertible into Shares;
 - (iii) an exercise of the subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries or such other persons eligible to participate in any such scheme(s) or arrangement of Shares or rights to acquire Shares;

NOTICE OF ANNUAL GENERAL MEETING

(iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company (the “Bye-Laws”);

(v) a specific authority granted by the shareholders of the Company in general meeting,

shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly;

(d) subject to the passing of each of the paragraphs (a), (b) and (c) of this Resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked;

(e) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiry of the period within which the next annual general meeting of the Company is required by the Bye-Laws or any applicable laws of Bermuda to be held; or

(iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the Shareholders in general meeting; and

(f) “Rights Issue” means an offer of Shares or other equity securities of the Company open for a period fixed by the Directors to the holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside Hong Kong applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

13. To consider and, if thought fit, to pass, with or without modification, the following resolution which will be proposed as ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and regulations of Hong Kong, Bermuda, the Bye-Laws and the requirements of the Listing Rules or rules of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period (as defined below) shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly;
- (c) any prior approvals of the kind referred to in paragraphs (a) and (b) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (d) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiry of the period within which the next annual general meeting of the Company is required by the Bye-Laws or any applicable laws of Bermuda to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the Shareholders in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

14. To consider and, if thought fit, to pass, with or without modification, the following resolution which will be proposed as ordinary resolution:

“**THAT** subject to the passing of Resolutions No. 12 and No. 13 set out in the notice convening this meeting, the general mandate granted to the Directors to allot, issue and deal with additional shares pursuant to the Resolution No. 12 as set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares in the capital of the Company repurchased by the Company under the authority granted pursuant to the Resolution No. 13 as set out in the notice convening this meeting, provided that such amount of shares so repurchased shall not exceed 10 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the said Resolution.”

15. To consider and, if thought fit, to pass, with or without modification, the following resolution which will be proposed as an ordinary resolution:

“**THAT** subject to and conditional upon The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, such number of shares of the Company which may fall to be allotted and issued pursuant to the exercise of the options which may be granted under the share option scheme adopted by the Company on 25 May 2012 (“**Share Option Scheme**”) and any other share option schemes of the Company, representing 10 per cent. of the issued share capital of the Company as at the date on which this resolution is passed:

- (a) approval be and is hereby granted for refreshing the 10 per cent. limit under the Share Option Scheme (“**Proposed Refreshment**”) and any other share option schemes of the Company provided that the total number of shares of the Company which may be allotted and issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company under the limit as refreshed hereby shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date on which this resolution is passed (options previously granted under the Share Option Scheme and any other share option schemes of the Company (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company) shall not be counted for the purpose of calculating the Proposed Refreshment); and

NOTICE OF ANNUAL GENERAL MEETING

- (b) the directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the foregoing arrangement.”

By Order of the Board
China New Energy Power Group Limited
Jin Cheng Grace
Chairman

Hong Kong, 18 February 2015

*Head office and principal place of
business in Hong Kong:*

Room 603, 6/F
China Building
29 Queen's Road Central
Central, Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the AGM convened by the notice of AGM is entitled to appoint one proxy or more proxies (if the member holds two or more Shares) to attend and vote instead of him at the AGM. A proxy need not be a member of the Company.
2. To be valid, a form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority must be lodged with the branch share registrar of the Company in Hong Kong, Union Registrars Limited at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the holding of the AGM.
3. In the case of joint holders of any Share, any one of such persons may vote at the meeting, 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 are present at the meeting personally or by proxy, then one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
4. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM in person if you so wish. In the event that you attend the AGM, the form of proxy will be deemed to be revoked.
5. The register of members will be closed and no transfer of shares will be effected during the period from Tuesday, 24 March 2015 to Thursday, 26 March 2015, both days inclusive, for determining the members' eligibility to attend and vote at the AGM of the Company to be held on Thursday, 26 March 2015.
6. In order to qualify for attending and voting at the forthcoming AGM of the Company to be held on Thursday, 26 March 2015, unregistered holders of shares of the Company should ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Union Registrars Limited at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, for registration not later than 4:00 p.m. on Monday, 23 March 2015.
7. An explanatory statement containing further details regarding Resolution 13 above is set out in Appendix I to the circular of which this notice of AGM forms part (the "Circular").
8. Particulars of the retiring Directors are set out in Appendix II to the Circular.
9. A form of proxy for use in connection with the AGM is published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.cnepgl.com).

* *For identification purpose only*