



# 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 The Compass, Ground Floor, Hong Kong Parkview, 88 Tai Tam Reservoir Road, Hong Kong at 11:00 a.m. on Thursday, 26 March 2015 (the "Meeting").

I/We (Note a) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of (Note b) \_\_\_\_\_ ordinary shares  
(the "Shares") of US\$0.001 each in the capital of the Company, HEREBY APPOINT THE CHAIRMAN OF THE MEETING (Note c),  
or \_\_\_\_\_  
of \_\_\_\_\_ as  
my/our proxy to act for me/us at the 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 for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting dated 18 February 2015 and at such Meeting to vote for me/us and in my/our name(s) in respect of the ordinary resolutions as indicated below (Note d) and if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR (Note d)	AGAINST (Note d)
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 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 authorise the Board to fix its remuneration.		
12.	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.		
13.	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.		
14.	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.		
15.	To approve the refreshment of the 10% Scheme Mandate Limit under the share option scheme of the Company.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015 Signature(s) (Notes f & g) \_\_\_\_\_

**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 18 February 2015.
- 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, Union Registrars Limited at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, 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.