
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

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,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at 2/F, 100QRC, 100 Queen’s Road Central, Central, Hong Kong, on Tuesday, 21 June 2016 at 11:00 a.m. is set out on pages 13 to 18 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 Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, 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.

20 May 2016

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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 2/F, 100QRC, 100 Queen’s Road Central, Central, Hong Kong at 11:00 a.m. on Tuesday, 21 June 2016, notice of which is set out on pages 13 to 18 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”	17 May 2016, 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 13 to 18 of this circular
“PRC”	the People’s Republic of China
“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
“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
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“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 Code on Takeovers and Mergers issued by the Securities and Futures Commission, as amended, supplemented or otherwise modified from time to time
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent



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:

Mr. WU Xiaolin (*Chief Executive Officer*)

Mr. SHI Liangsheng

Mr. WEN Wenfeng

Non-executive Directors:

Mr. LUNG Chee Ming George

Mr. YU Shaoheng

Independent non-executive Directors:

Dr. LOKE Yu alias Loke Hoi Lam

Mr. TSE Long

Mr. ZENG Zhaolin

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

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

Room 204-205, 2/F

OfficePlus@Sheung Wan

No. 93-103 Wing Lok Street

Sheung Wan

Hong Kong

20 May 2016

To the Shareholders,

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

At the last annual general meeting of the Company held on 26 March 2015, 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.

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 and the proposed re-election of the retiring Directors.

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 3,487,173,250 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 697,434,650 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. PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to the Bye-Laws, Mr. Shi Liangsheng (石梁升), Mr. Lung Chee Ming George (龍子明) and Mr. Yu Shaoheng (余紹亨) 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.

5. AGM

A notice convening the AGM is set out on pages 13 to 18 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

LETTER FROM THE BOARD

Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, 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.

6. 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.

7. RECOMMENDATION

The Directors believe that the proposed grant of the General Mandates (including the Issue Mandate, the Repurchase Mandate and the Extended Mandate), and the proposed re-election of the retiring Directors 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.

8. 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
Wu Xiaolin
Chief Executive Officer

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 3,487,173,250 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 348,717,325 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 2015 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>
2015		
May	0.285	0.206
June	0.320	0.213
July	0.350	0.118
August	0.255	0.145
September	0.207	0.154
October	0.190	0.165
November	0.202	0.162
December	0.185	0.132
2016		
January	0.149	0.096
February	0.135	0.109
March	0.128	0.108
April	0.122	0.104
May (up to the Latest Practicable Date)	0.109	0.091

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, 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 and public float

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 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. 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.

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

- (i) **Mr. Shi Liangsheng** (石梁升) (“**Mr. Shi**”) aged 33, is an executive director of the Company and a member of Investment and Management Committee. Mr. Shi joined us on 28 July 2015. Mr. Shi graduated from Yang-En University with a bachelor degree in laws in 2007, and obtained a master degree in laws from the Chinese University of Hong Kong in 2009. He is a qualified lawyer in the People’s Republic of China and has acquired the professional qualification of holding estate agent (individual) license in Hong Kong. He is currently a director of Hong Kong Assets & Equity Exchange Co., Ltd., which mainly serves as a platform for assets and equity exchange in the Greater China Region.

Mr. Shi has working experience in law firm(s) in the Mainland China, and is familiar with the legal system of the People’s Republic of China. He had participated in projects on mergers and acquisitions and IPOs, etc. and therefore has rich experience in commercial legal services in the capital market of the Mainland China. He is also acquainted with the legal system of Hong Kong.

Mr. Shi previously worked in the legal department of 3D-Gold Jewellery business segment of Hong Kong Resources Holdings Co., Ltd. (SEHK stock code: 2882), and had also taken up the role of senior assistant to the vice president for three years, and hence he is familiar with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”), as well as corporate operation, management and risk control matters in respect of listed companies in Hong Kong.

Save as disclosed herein, as at the Latest Practicable Date, (i) Mr. Shi does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) does not have any interests in the shares or underlying shares in the Company within the meaning of Part XV of the SFO; (iii) does not hold other positions with the Company and its subsidiaries; and (iv) has not held any directorship in any public listed companies in the last three years preceding the Latest Practicable Date or any other major appointments or professional qualifications.

Mr. Shi has entered into a service contract with the Company commencing from 28 July 2015. He is subject to retirement by rotation and/or re-election by general meetings in accordance with the Bye-laws. Mr. Shi is entitled to a director’s fee of HK\$480,000 per annum which is determined by arm’s length negotiation between Mr. Shi 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 information relating to Mr. Shi that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor is there any matter about him that needs to be brought to the attention of the shareholders of the Company.

- (ii) **Mr. Lung Chee Ming, George** (龍子明) (“**Mr. Lung**”), aged 59, joined us on 31 July, 2015, is a non-executive director of the Company. Mr. Lung is a member of the National Committee of the Chinese People’s Political Consultative Conference (中國人民政治協商會議全國委員會) and Justice of the Peace of Hong Kong Special Administrative Region. Mr. Lung joined Manulife (International) Limited in 1990, and has achieved outstanding results. He currently serves as the Senior Regional Director and leads a team of over 800 insurance agents and financial planners. Actively involved in community services, Mr. Lung was amongst one of the Ten Outstanding Young Persons of Hong Kong in 1995 and was the chairman of The Outstanding Young Persons Association in 2003 to 2004. Mr. Lung was awarded the Medal of Honour and Bronze Bauhinia Star by the Government of Hong Kong Special Administrative Region in 2001 and 2014. Furthermore, Mr. Lung is a Committee Member of the Board of Governors of Hong Kong Shue Yan University, a Member of the Guangdong Daya Bay Nuclear Power Station/Lingao Nuclear Power Station, Nuclear Safety Consultative Committee, the Founding Chairman of Hong Kong Youth Exchange Promotion United Association and a Chairperson of “Passing on the Torch” National Education Activity Series of Education Bureau.

Mr. Lung is currently an independent non-executive director of Tysan Holdings Limited (stock code: 687). He was an independent non-executive director of China Investment Development Limited (stock code: 204) until his resignation in May 2012. He was an independent non-executive director of Mega Medical Technology Limited (formerly known as Wing Tai Investment Holdings Limited) (stock code: 876) until his retirement in June 2015. He was an independent non-executive director of Sky Forever Supply Chain Management Group Limited (stock code: 8047) until his resignation in July 2015.

Save as disclosed herein, as at the Latest Practicable Date, (i) Mr. Lung does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) does not have any interests in the shares or underlying shares in the Company within the meaning of Part XV of the SFO; (iii) does not hold other positions with the Company and its subsidiaries; and (iv) has not held any directorship in any public listed companies in the last three years preceding the Latest Practicable Date or any other major appointments or professional qualifications.

Mr. Lung has entered into a service contract with the Company commencing from 31 July 2015. He is subject to retirement by rotation and/or re-election by general meetings in accordance with the Bye-laws. Mr. Lung is entitled to a director’s fee of HK\$360,000 per annum which is determined by arm’s length negotiation

between Mr. Lung 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 information relating to Mr. Lung that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor is there any matter about him that needs to be brought to attention of the shareholders of the Company.

- (iii) **Mr. Yu Shaoheng** (余紹亨) (“**Mr. Yu**”), aged 31, has been appointed as a Non-executive Director since 14 March 2016. He is currently the chairman of 陝西亨澤實業有限公司, which is principally engaged in investment in and development of energy, mining, environmental-preservation, real estate, and tourism businesses. He is also a director and shareholder of 陝西中昌新能源發展有限公司, which main line of business focuses on research and development of technologies on new energy, installation of pipe-line infrastructures, and sale of gas utensil. Furthermore, he is a supervisor of 烏蘭察布市科潔燃氣有限責任公司, which principally carries on the following businesses: construction and re-construction of city gas infrastructures; design and engineering of expansion work and related installation and development management; transportation, sale, provision of aftersale service, research and development of technologies and provision of consultancy service in relation to city gas; construction and operation of various types of gas station; sale of petroleum and natural gas related equipment; and, construction, operation and management of compressed natural gas projects.

Mr. Yu is the son of Mr. Yu Weiye, a substantial shareholder of the Company holding as at the Latest Practicable Date 511,770,000 Shares, which represent approximately 14.68% of the entire issued share capital of the Company.

Save as disclosed herein, as at the Latest Practicable Date, (i) Mr. Yu does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) does not have any interests in the shares or underlying shares in the Company within the meaning of Part XV of the SFO; (iii) does not hold other positions with the Company and its subsidiaries; and (iv) has not held any directorship in any public listed companies in the last three years preceding the Latest Practicable Date or any other major appointments or professional qualifications.

Mr. Yu has entered into a service contract with the Company on 14 March 2016, which can be terminated (i) by the Company by giving not less than 1 month’s prior notice in writing to Mr. Yu, or (ii) by Mr. Yu by giving not less than 3 months’ prior notice in writing to the Company. As a director, he is subject to retirement by rotation and his office can be vacated in accordance with the bye-laws of the Company. Mr. Yu is entitled to a director’s fee of HK\$360,000 per annum which is determined after arm’s length negotiation between Mr. Yu and

the Company, and with reference to his duties and responsibilities, his qualifications and experience, the prevailing market conditions and the Company's remuneration policy.

Save as disclosed above, there is no information relating to Mr. Yu that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor is there any matter about him that needs to be brought to the attention of the shareholders of the Company.

NOTICE OF ANNUAL GENERAL MEETING



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 2/F, 100QRC, 100 Queen’s Road Central, Central, Hong Kong at 11:00 a.m. on Tuesday, 21 June 2016 for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “Directors”) and the auditor of the Company (the “Auditor”) for the financial year ended 31 December 2015;
2. (a) To re-elect Mr. Shi Liangsheng (石梁升) as an executive director of the Company;
- (b) To re-elect Mr. Lung Chee Ming George (龍子明) as a non-executive director of the Company;
- (c) To re-elect Mr. Yu Shaoheng (余紹亨) as a non-executive director of the Company;
3. To authorise the board of Directors (the “Board”) to fix the remuneration of the Directors;
4. To re-appoint Messrs. Zhonghui Anda CPA Limited as Auditor and to authorise the Board to fix its remuneration;

NOTICE OF ANNUAL GENERAL MEETING

5. To consider and, if thought fit, to pass, with or without modification, the following resolutions as ordinary resolutions of the Company:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue or otherwise deal with additional ordinary shares in the share capital of the Company (the “Shares”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for Shares or such convertible securities of the Company, and to make or grant offers, agreements and/or options (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into Shares) 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/or options (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into Shares) 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) and issued by the Directors pursuant to paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined in paragraph (f) below);
 - (ii) exercise of rights of subscription or conversion under terms of any warrants issued by the Company or any securities which are convertible into or carry rights to subscribe for Shares;
 - (iii) the grant or exercise of the subscription rights under any option scheme or any other 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;
 - (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”); and

NOTICE OF ANNUAL GENERAL MEETING

(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 expiration 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 of the Company in general meeting; and

(f) “Rights Issue” means an offer of Shares or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to the holders of Shares whose names appear on the register of members on a fixed record date in proportion to their 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, or the requirements of, any relevant jurisdiction, any recognised regulatory body or any stock exchange in any territory outside Hong Kong applicable to the Company).”

6. To consider and, if thought fit, to pass, with or without modification, the following resolutions as ordinary resolutions of the Company:

“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

NOTICE OF ANNUAL GENERAL MEETING

Kong and the Stock Exchange for this purpose and, subject to and in accordance with all applicable laws and regulations, the Bye-Laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange 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, which may be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution 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 expiration 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 of the Company in general meeting.”

7. To consider and, if thought fit, to pass, with or without modification, the following resolution as ordinary resolution of the Company:

“**THAT** subject to the passing of Resolutions No. 5 and No. 6 set out in the notice convening this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with Shares or securities convertible into Shares, or options, warrants or similar rights to subscribe for Shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants, debentures and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers pursuant to the Resolution No. 5 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 the share capital of the Company repurchased by the Company under the authority granted pursuant to the Resolution No. 6 as set out in the notice

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convening this meeting, provided that such amount so repurchased 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 the said Resolution.”

By Order of the Board
China New Energy Power Group Limited
Wu Xiaolin
Chief Executive Officer

Hong Kong, 20 May 2016

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

Room 204-205, 2/F
OfficePlus@Sheung Wan
No. 93-103 Wing Lok Street
Sheung Wan
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 but must attend the AGM in person to represent you.
2. To be valid, a form of proxy, duly executed 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 and transfer office of the Company in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, 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 Friday, 17 June 2016 to Tuesday, 21 June 2016, both days inclusive, for determining the members' eligibility to attend and vote at the AGM of the Company to be held on Tuesday, 21 June 2016.
6. In order to qualify for attending and voting at the forthcoming AGM of the Company to be held on Tuesday, 21 June 2016, 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 and transfer office of the Company in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration not later than 4:00 p.m. on Thursday, 16 June 2016.
7. An explanatory statement containing further details regarding Resolution 6 above is set out in Appendix I to the circular of which this notice of AGM forms part (the "Circular").

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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).