



**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 SPECIAL GENERAL MEETING**

**Form of proxy for use by shareholders of China New Energy Power Group Limited at the Special General Meeting to be held at Plaza 4, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong at 11:00 a.m. on Thursday, 11 October 2012 (the “Meeting”).**

I/We <sup>(Note a)</sup> \_\_\_\_\_  
of \_\_\_\_\_

being the registered holder(s) of <sup>(Note b)</sup> \_\_\_\_\_ ordinary shares (the “Shares”) of US\$0.001 each in the capital of China New Energy Power Group Limited (the “Company”), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** <sup>(Note c)</sup>,

or \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to act for me/us at the Meeting (or any adjournment thereof) of the Company to be held at Plaza 4, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong at 11:00 a.m. on Thursday, 11 October 2012 for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting dated 18 September 2012 (the “Notice”) and at such Meeting (or any adjournment(s) thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below <sup>(Note d)</sup> and if no such indication is given, as my/our proxy thinks fit.

SPECIAL RESOLUTIONS		FOR <sup>(Note d)</sup>	AGAINST <sup>(Note d)</sup>
1.	To approve the Capital Reorganisation (definition and particulars of which are set out in the Notice).		
2.	To approve the amendments to the bye-laws of the Company.		
ORDINARY RESOLUTIONS			
3.	To approve, confirm and ratify the placing agreement dated 16 August 2012 entered into between the Company as issuer and Kingston Securities Limited as placing agent (as supplemented and amended by a supplemental agreement made between the same parties on 27 August 2012) and the transactions contemplated thereunder, including but not limited to the creation and issue by the Company of convertible notes in the aggregate principal sum of HK\$120,000,000 and to allot and issue such number of new shares upon exercise of the conversion rights attaching to the Convertible Notes under the Specific Mandate (both terms as defined in the Notice).		
4.	To re-elect Mr. Wu Zhuo Tong as director of the Company.		

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

**Notes:**

- (a) Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- (b) 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).
- (c) 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 INITIALLED BY THE PERSON WHO SIGNS IT.** If no name is inserted, the duly appointed Chairman of the Meeting will act as your proxy.
- (d) **IMPORTANT: If you wish to vote for the resolution, tick in the box marked “FOR”. If you wish to vote against the 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 that referred to in the notice convening the Meeting.**
- (e) The full text of the resolutions appear in the Notice.
- (f) This form of proxy must be signed by you or your attorney duly authorized 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 authorized to sign the same.
- (g) 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.
- (h) 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 certified copy of such power of attorney or authority, must be deposited with the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Meeting (or any adjournment thereof). Completion and return of this form of proxy will not preclude you from attending and voting at the Meeting (or any adjournment(s) thereof) 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.
- (i) A proxy need not be a member of the Company, but must attend the Meeting in person to represent you.