

**CHINA NEW ENERGY LIMITED  
("THE COMPANY")**

**FORM OF PROXY**

**ANNUAL GENERAL MEETING OF SHAREHOLDERS**

I/We .....

Of .....

Being a Member/Members of the above named Company, hereby appoint the Chairman of the Meeting or .....(see note 1) as my/our proxy to vote as follows for me/us on my/our behalf at the Annual General Meeting of the shareholders of the Company to be held at **8<sup>TH</sup> FLOOR, TECHNOLOGY INTEGRATION BUILDING OF GIEC, NO. 4 NENGYUAN ROAD, WUSHAN, TIANHE DISTRICT, GUANGZHOU, CHINA** on 31<sup>st</sup> July 2017 at 4.00pm Beijing time (9.00am London time) and at any adjournment thereof:

**Ordinary Resolutions**

**For**

**Against**

1. To receive and adopt the Financial Statements of the Company for the year ended 31<sup>st</sup> December 2016 together with the report of the auditors of the Company.
2. To approve the recommendation of the directors that no final dividend be declared in respect of the year 31<sup>st</sup> December 2016.
3. To reappoint UHY Hacker Young LLP as auditors of the Company in accordance with Section 113 of the Companies (Jersey) Law 1991 (as amended), until the conclusion of the next general meeting of the Company at which audited accounts are laid before members and to authorise the Directors to determine their remuneration.
4. To re-elect as a director Mr Tang Zhaoxing who retires by rotation in accordance with the Company's Articles of Association and offers himself for re-election.
5. To re-elect as a director Mr Richard Bennett who retires by rotation in accordance with the Company's Articles of Association and offers himself for re-election.

**Special Resolution**

6. To approve that, pursuant to Article 2 of the Company's Articles of Association, the Directors shall have the authority to issue and allot, or agree to issue and allot, before the next AGM of the Company, such number of shares as in aggregate is equivalent to but not exceeding forty per cent (40%) of the total number of the existing issued share capital of the Company.

Signature .....

Date.....

**Notes:**

1. A Member should delete "the Chairman of the Meeting" if he/she wishes to appoint another person and insert the name of the alternative proxy in block capitals. Any alteration should be initialled. A proxy need not be a Member.
2. A Member should tick the "For" or "Against" column for each Ordinary Resolution to show how he/she wishes the proxy to vote. Unless otherwise instructed, the proxy will vote as thought fit or abstain.
3. In the case of joint holders, one signature will suffice.
4. A company should execute this form either under seal or under the hand of an officer or attorney authorised in writing.
5. This form shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation either under seal or under the hand of an officer or attorney duly authorised.
6. **This form must be deposited at the Company's Registered Office: Queensway House, Hilgrove Street, St Helier, Jersey, JE1 1ES, not less than twenty four hours before the meeting (no later than 9.00am on the 30 July 2017). Completing this form does not preclude a Member from attending and voting instead of his/her proxy.**
7. An Ordinary Resolution requires the approval by a simple majority of more than 50% of the shareholders voting in person or by proxy at the meeting.
8. A Special Resolution requires the approval of two-thirds of the shareholders voting in person or by proxy at the meeting