

Form of Proxy for use at the Extraordinary General Meeting of China New Energy Limited to be held at 9am on 23 October 2019

I/We, the undersigned, being (a) member/member(s) of China New Energy Limited, hereby appoint the Chairman of the Meeting

or,

Name of Proxy..... Number of shares

as my/our proxy to vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held at 9am on 23 October 2019 at 8th Floor, Zone B, Energy Saving and Environmental Protection Building of GIEC, No.2 Nengyuan Road, Wushan, Tianhe District, Guangzhou, Guangdong Province, China and at any adjournment thereof. I/We wish my/our proxy to vote as shown below in respect of the resolutions set out in the Notice of the Meeting.

Please indicate by ticking the box if this proxy appointment is one of multiple appointments being made*
For the appointment of one or more proxy, please refer to explanatory note 2 (below).

Resolutions	For	Against	Vote Withheld*
1. To authorise the Directors to conduct Global Offering and authorise the Directors to allot and issue Shares to exercise the Over-allotment Option			
2. To grant the Directors the general mandate to allot shares			
3. To approve the cancellation of Treasury Shares			
4. To approve and ratify the Double River Loan Agreement and the conversion of the principal loan amount into the Shares thereunder			
5. To authorise the Directors to make repurchases			
6. To approve the New Articles			
7. To approve the cancellation of trading of the Company's Shares on AIM			

If you want your proxy to vote in a certain way on the resolutions specified, please place an "X" in the appropriate box. If you fail to select any of the given options your proxy can vote as he/she chooses or can decide not to vote at all. The proxy can also do this on any other resolution that is put to the meeting.

* The "Vote Withheld" option is to enable you to abstain on any particular resolution. However, it should be noted that a "vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" a resolution.

Signed..... Dated this day of 2019

Name

Address.....

Notes:

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see above). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see above) the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).

2. To appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given.

3. The "Vote Withheld" option is provided to enable you to abstain on any particular resolution. However, it should be noted that a "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" a resolution.

4. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at 6.30pm on the day which is two days before the day of the meeting or adjourned meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

5. The completion and return of this form will not preclude a member from attending the meeting and voting in person. If you attend the meeting in person, your proxy appointment will automatically be terminated.

6. To be effective, all votes must be lodged not less than 48 hours before the time of the meeting at the office of the Company's registrars at: Computershare Investor Services Plc, The Pavilions, Bridgewater Road, Bristol, BS99 6ZY.