

**China New Energy Limited
("the Company")**

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the 2017 Annual General Meeting of the Company will be held at **8TH FLOOR, TECHNOLOGY INTEGRATION BUILDING OF GIEC, NO. 4 NENGYUAN ROAD, WUSHAN, TIANHE DISTRICT, GUANGZHOU, CHINA** on **31ST July 2017** at 4.00pm Beijing time (9.00am London time) to consider and vote on the following resolutions below.

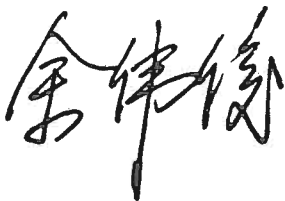
Ordinary Resolutions

1. To receive and adopt the Financial Statements of the Company for the year ended 31st 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 31st 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.

**Date: 6th July 2017
BY ORDER OF
THE BOARD**



China New Energy Limited

Chairman

**Registered Office:
Queensway House
Hilgrove Street
St Helier
Jersey JE1 1ES**

Notes:

1. In accordance with the Articles of Association of the Company and the Companies (Jersey) Law 1991 as amended, any member entitled to attend and vote at the AGM is entitled to appoint one or (if holding two or more shares) more proxies to attend and vote on his behalf. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In the case of joint holders of share in the Company, the vote of the senior who tenders a vote whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
3. In order to be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be lodged with the Company at its registered office being Queensway House, Hilgrove Street, St Helier, Jersey JE1 1ES for registration by not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. If a form of proxy is not deposited as specified, it shall be deemed invalid.
4. Completion and return of the form of proxy will not preclude members from attending and voting at the aforesaid meeting.
5. No business shall be transacted unless a quorum is present. Two persons entitled to vote, each being a member or a proxy for a member, shall be deemed to form a quorum. If such quorum is not present within half an hour of the commencement of the meeting or, if during such meeting a quorum ceases to be present, the meeting shall stand adjourned at the same time and place on the same day of the following week or such time, place and day as the Chairman may determine. If a quorum is not present within five minutes of the commencement of such adjourned meeting, those members present in person or by proxy shall be deemed to form a quorum.
6. A resolution put to vote at the meeting shall be decided on by a show of hands unless a poll is demanded.

A poll may be demanded

- a) By the chairman; or
- b) By at least two members having the right to vote on the resolution; or
- c) By members holding not less than one tenth of the total voting rights of all the members having the right to vote on the resolution; or
- d) By a member or members holding shares conferring a right to vote on the resolution being the shares on which an aggregate sum has been paid up equal to not less than one tenth of the total sum paid up on all the shares conferring that right; and
- e) A demand by a person as a proxy shall be the same as a demand by the member.