

# CHINA NEW ECONOMY FUND LIMITED

## 中國新經濟投資有限公司

(an exempted company incorporated in the Cayman Islands with limited liability)

(Stock Code: 80)

### Proxy Form for use at the Extraordinary General Meeting

(Or at any adjournment thereof)

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ ordinary shares  
in the capital of the China New Economy Fund Limited (the “Company”), **HEREBY APPOINT** the Chairman of the  
extraordinary general meeting or <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_ as my/our proxy to act for me/us  
at the extraordinary general meeting and in the event of a poll to vote for me/us and in my/our name(s) as indicated below or if no  
such indication is given, as my/our proxy thinks fit at the extraordinary general meeting of the Company to be held at 3/F, Nexus  
Building, 77 Des Voeux Road Central, Hong Kong on Monday, 9 March 2015 at 10:00 a.m. and at such meeting (or at any  
adjournment thereof) (the “Meeting”).

ORDINARY RESOLUTIONS <sup>(Note 5)</sup>		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1.	To approve, confirm and ratify the subscription agreement dated 28 January 2015 entered into between the Company and the Subscriber in respect of the issue of 51,510,000 new shares of the Company and the transactions contemplated thereunder and authorise the directors of the Company to do all such things and take all such steps relating thereto as detailed in the Notice.		

Date: \_\_\_\_\_ 2015

Signature(s) <sup>(Note 6)</sup>: \_\_\_\_\_

#### Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. Please insert the number of ordinary shares in the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the ordinary shares of the Company registered in your name(s).
3. If any proxy other than the Chairman of the meeting is preferred, strike out the words “the Chairman of the extraordinary general meeting or” herein inserted and insert the name and address of the proxy desired in the space provided. A member that is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. Any alteration made to this form of proxy must be initialled by the person who signs it.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to complete the boxes will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice of Extraordinary General Meeting.
5. The description of the resolutions is by way of summary only. The full text appears in the Notice of Extraordinary General Meeting.
6. 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.
7. In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, Shop 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or adjourned Meeting (as the case may be).
8. In the case of joint holders, any one of such joint holders may vote at the Meeting, either personally or by proxy, but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons whose name stands first on the register of members in respect of the relevant shares shall alone be entitled to vote in respect thereof.
9. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
10. Completion and deposit of the form of proxy will not preclude you from attending and voting at the Meeting, and, in such event, this form of proxy shall be deemed to be revoked.