

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 ^(Note 1) _____
of _____

being the registered holder(s) of ^(Note 2) _____
ordinary shares in the capital of the China New Economy Fund Limited (the "Company"), **HEREBY APPOINT** the Chairman of the
extraordinary general meeting or ^(Note 3) _____ 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 16th Floor,
Chuang's Tower, 30-32 Connaught Road Central, Hong Kong on Tuesday, 18 December 2012 at 10:00 a.m. and at such meeting (or
at any adjournment thereof) (the "Meeting").

ORDINARY RESOLUTIONS		For ^(Note 4)	Against ^(Note 4)
1(a)	To approve the entering into of the New Investment Management Agreement and the transactions contemplated thereunder (details of which are more particularly described in the circular of the Company dated 30 November 2012) and to authorize the Directors for and on behalf of the Company to sign, and where required, to affix the common seal of the Company to any documents, instruments or agreements, to waive compliance from or make and agree such variations of a non-material nature to any of the terms of the New Investment Management Agreement as they may in their discretion consider to be desirable and in the interest of the Company and its shareholders as a whole, and to do any acts and things deemed by him to be necessary, expedient or desirable in order to give effect to and implement the New Investment Management Agreement.		
1(b)	To approve the Annual Caps (details of which are more particularly described in the circular of the Company dated 30 November 2012) and to authorize the Directors to do all such acts, matters and things as they may in their discretion consider necessary, expedient or desirable to give effect to and implement the Annual Caps.		

Dated _____

Signature ^(Note 5) _____

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. 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.
6. 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 office of Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, 17M Floor, 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).
7. 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.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and deposit of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish.