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China New Energy Power Group Limited

中國新能源動力集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1041)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (“SGM”) of China New Energy Power Group Limited (the “**Company**”) will be held at 2/F, 100 QRC, 100 Queen’s Road Central, Central, Hong Kong on Monday, 30 November 2015 at 9:30 a.m. or any adjournment(s) thereof, for the purpose of considering and, if thought fit, passing with or without modification, the following resolutions as ordinary resolutions of the Company:

1. **“THAT:**

- (a) the conditional sale and purchase agreement dated 21 September 2015 (the “Agreement”, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) entered into between Prominent Fortune Investments Limited, a wholly owned subsidiary of the Company, as purchaser and SZ Enterprise Union Financial Group Limited as vendor in relation to the acquisition of the entire issued share capital of Lamtex Securities Limited, for a consideration of HK\$16,000,000 and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any director of the Company be and is hereby authorised to do all such further acts and things, negotiate, approve, agree, sign, initial, ratify and/or execute such further documents and agreements (whether under common seal or not) and to take all steps and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the Agreement and the transactions contemplated thereunder as he/she may in his/her absolute discretion consider necessary, desirable or expedient to give effect to the Agreement and the implementation of all transactions contemplated thereunder and to agree with such variation, amendment or waiver as, in the opinion of the directors of the Company, in the interest of the Company and its shareholders as a whole.”

2. “**THAT** Mr. SHI Liangsheng be re-elected as an executive director of the Company.”
3. “**THAT** Mr. WEN Wenfeng be re-elected as an executive director of the Company.”
4. “**THAT** Mr. LUNG Chee Ming George be re-elected as a non-executive director of the Company.”
5. “**THAT** Dr. LOKE Yu alias Loke Hoi Lam be re-elected as an independent non-executive director of the Company.”
6. “**THAT** Mr. TSE Long be re-elected as an independent non-executive director of the Company.”
7. “**THAT** Mr. ZENG Zhaolin be re-elected as an independent non-executive director of the Company.”
8. “**THAT** Mr. WU Xiaolin be re-elected as an executive director of the Company.”
9. “**THAT** Mr. LAM Kwok Hing Wilfred, JP be re-elected as an executive director of the Company.”

By order of the Board
China New Energy Power Group Limited
Lam Kwok Hing Wilfred
Chairman

Hong Kong, 13 November 2015

As at the date of this notice, the Board comprises four Executive Directors, namely Mr. Lam Kwok Hing Wilfred, JP. (Chairman), Mr. Wu Xiaolin (Chief Executive Officer), Mr. Shi Liangsheng and Mr. Wen Wenfeng; one Non-Executive Director, namely Mr. Lung Chee Ming George; and three Independent Non-Executive Directors, namely Mr. Zeng Zhaolin, Dr. Loke Yu (alias Loke Hoi Lam) and Mr. Tse Long.