



彩虹集團新能源股份有限公司
IRICO GROUP NEW ENERGY COMPANY LIMITED*

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 0438)

**PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING
TO BE HELD ON 15 DECEMBER 2021**

I/We^(Note 1) _____ of _____

being the registered holder(s) of^(Note 2) _____ domestic/H shares^(Note 3)
in IRICO Group New Energy Company Limited* (the “Company”), **HEREBY APPOINT**^(Note 4) _____
of _____,
or failing him, the chairman of the extraordinary general meeting or any other director of the Company as my/our proxy in respect
of^(Note 5) _____ domestic/H shares in the share capital of the Company held by me/us to
attend and act for me/us at the extraordinary general meeting of the Company to be held at 9:00 a.m. on Wednesday, 15 December
2021 at the conference room of the Company at No. 1 Caihong Road, Xianyang, Shaanxi Province, the People's Republic of China
(the “EGM”) and/or at any adjournment thereof. The proxy/proxies will vote at such meeting and/or at any adjournment thereof in
respect of the resolutions as hereunder indicated, or if no such indication is given, as my/our proxy(ies) thinks fit.

SPECIAL RESOLUTIONS		FOR ^(Note 6)	AGAINST ^(Note 6)	ABSTAIN ^(Note 6)
1.	To consider and approve the proposal on the plan of Proposed A Share Offering;			
1.1	Type of Shares to be issued			
1.2	Nominal value of Shares to be issued			
1.3	Pricing methodology			
1.4	Method of offering			
1.5	Offering size			
1.6	Target subscribers			
1.7	Use of proceeds			
1.8	Method of underwriting			
1.9	Place of listing			
1.10	Time of offering			
1.11	Conversion into a joint stock company with domestic and overseas offering and listing of Shares			
1.12	Validity period of the resolution			

SPECIAL RESOLUTIONS		FOR ^(Note 6)	AGAINST ^(Note 6)	ABSTAIN ^(Note 6)
2.	To consider and approve the proposal on the grant of authorization to the Board and its authorized persons to deal with matters related to the Proposed A Share Offering and Listing at their full discretion;			
3.	To consider and approve the proposal on the investment projects to be funded by the proceeds from the Proposed A Share Offering and the feasibility analysis report;			
4.	To consider and approve the proposal on the accumulated profit distribution and the plan for undertaking unrecovered losses prior to the Proposed A Share Offering and Listing;			
5.	To consider and approve the proposal on the dividend distribution plan and the share repurchase policy for the coming three years after the Proposed A Share Offering and Listing;			
6.	To consider and approve the proposal on the price stabilisation plan of A Shares for the coming three years after the Proposed A Share Offering and Listing;			
7.	To consider and approve the proposal on the relevant undertakings and corresponding restrictive measures in respect of the Proposed A Share Offering and Listing;			
8.	To consider and approve the proposal on the dilution of current returns due to the Proposed A Share Offering and the remedial measures;			
9.	To consider and approve the proposal on the amendments to the Articles of Association of the Company;			
10.	To consider and approve the proposal on the formulation of the Rules of Procedure for General Meeting;			
11.	To consider and approve the proposal on the formulation of the Rules of Procedure for the Meeting of Board of Directors;			
12.	To consider and approve the proposal on the formulation of the Rules of Procedures for the Meeting of Supervisory Committee;			

ORDINARY RESOLUTIONS		FOR ^(Note 6)	AGAINST ^(Note 6)	ABSTAIN ^(Note 6)
13.	To consider and approve the proposal on the amendments to the Administration System for Related Party Transactions;			
14.	To consider and approve the proposal on the formulation of the Administration System for External Investment;			
15.	To consider and approve the proposal on the formulation of the Administration System for External Guarantee;			
16.	To consider and approve the proposal on the formulation of the Administrative Measures for the Proceeds Raised;			
17.	To consider and approve the proposal on the formulation of the Implementation Rules for the Accumulative Voting Mechanism;			
18.	To consider and approve the proposal on the formulation of the Working Rules for Independent Directors;			
19.	To consider and approve the proposal on the confirmation of related party transactions under the A share regulatory rules during the reporting period;			
20.	To consider and approve the proposal on the adjustment of business scope;			
SPECIAL RESOLUTION		FOR ^(Note 6)	AGAINST ^(Note 6)	ABSTAIN ^(Note 6)
21.	To consider and approve the proposal on the amendments to the Articles of Association in respect of the adjustment of business scope.			

Date: _____

Signature(s)^(Note 7): _____

Notes:

1. Please insert full name(s) and address(es) (as shown in the register of members of the Company) in **BLOCK CAPITALS**.
2. Please insert the number of all the shares in the Company registered in your name(s).
3. Please specify whether your shares are domestic shares or H shares of the Company and delete as appropriate, failing which the relevant number of shares will be deemed to refer to H shares of the Company.
4. Please insert the name and address of the proxy desired. **IF NO NAME AND ADDRESS IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.** The proxy need not be a shareholder of the Company but must attend the meeting in person to represent you.
5. Please indicate clearly the number of shares in the Company registered in your name(s) in respect of which the proxy is so appointed. If no such member is inserted, the proxy is deemed to be appointed in respect of all the shares in the Company registered in your name(s).
6. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED “AGAINST”. IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, TICK IN THE BOX MARKED “ABSTAIN”. ANY ABSTAIN VOTE OR WAIVER TO VOTE SHALL BE DISREGARDED AS VOTING RIGHTS FOR THE PURPOSE OF CALCULATING THE RESULT OF THAT RESOLUTION.** If you wish to vote only part of the number of shares of the Company in respect of which the proxy is so appointed, please state the exact number of shares in lieu of a tick in the relevant box. Failure to tick or state the exact number of shares in any box will entitle your proxy to cast your vote at his discretion.
7. This proxy form must be signed by you or your attorney duly authorized in writing or, in the case of a corporation or institution, either under seal or executed by its director or attorney duly authorized in writing.
8. To be valid, for holder of H shares of the Company, this proxy form and, if such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarized copy of that power of attorney or other authority, must be deposited at the Company’s H share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for holding the EGM (i.e. 9:00 a.m. on Tuesday, 14 December 2021) or any adjournment thereof. In order to be valid, for holder of domestic shares of the Company, the above documents should be delivered to the office of the secretary of the board of directors of the Company at No. 1 Caihong Road, Xianyang, Shaanxi Province, the People’s Republic of China within the same period.

* *For identification purpose only*