
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China New Energy Limited, you should at once pass this circular, together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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China New Energy Limited

(Incorporated in Jersey, Channel Islands with limited liability and carrying on business in Hong Kong as “Zhongke Tianyuan New Energy Limited”)

(Stock Code: 1156)

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of China New Energy Limited to be held at 8/F, Zone B, Energy Saving and Environmental Protection Building, Guangzhou Institute of Energy Conversion, No. 2, Nengyuan Road, Tianhe District, Guangzhou, PRC on Tuesday, 25 June 2024 at 4:30 p.m. is set out on pages 14 to 19 of this circular. Whether or not you are able to attend the annual general meeting in person, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof (as the case may be) should you so wish and in such event, the form of proxy shall be deemed to be revoked.

30 May 2024

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be held at 8/F, Zone B, Energy Saving and Environmental Protection Building, Guangzhou Institute of Energy Conversion, No. 2, Nengyuan Road, Tianhe District, Guangzhou, PRC on Tuesday, 25 June 2024 at 4:30 p.m. or any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended from time to time
“associated corporation(s)”	has the same meaning as defined in the SFO
“Board”	the board of Directors
“close associate(s)”	has the same meaning as defined in the Listing Rules
“Company”	China New Energy Limited (carrying on business in Hong Kong as “Zhongke Tianyuan New Energy Limited”), a company incorporated in Jersey, Channel Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“controlling shareholder(s)”	has the same meaning as defined in the Listing Rules
“core connected person(s)”	has the same meaning as defined in the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Jersey Companies Law”	Companies (Jersey) Law 1991, as amended, supplemented or otherwise modified from time to time
“Latest Practicable Date”	27 May 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“PRC” or “China”	the People’s Republic of China
“Proposed Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of passing of the relevant special resolution granting such mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amend, supplemented or otherwise modified from time to time
“Share(s)”	the ordinary share(s) of £0.00025 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time
“£”	Great British Pound, the lawful currency of the United Kingdom
“%”	per cent.

LETTER FROM THE BOARD



China New Energy Limited

(Incorporated in Jersey, Channel Islands with limited liability and carrying on business in Hong Kong as "Zhongke Tianyuan New Energy Limited")
(Stock Code: 1156)

Executive Directors:

Mr. Yu Weijun (*Chairman*)
Mr. Tang Zhaoxing (*Chief Executive Officer*)

Independent Non-executive Directors:

Mr. Richard Antony Bennett
Mr. Chan Shing Fat Heron
Ms. Wong Mei Ling

Registered Office:

13 Castle Street, St Helier
Jersey, Channel Islands
JE1 1ES

*Headquarters and Principal Place of
Business in China:*

Unit 210, 2/F
Comprehensive Service Building Science &
Technology Innovation Base
No. 80, Lanyue Road, Science City
Guangzhou High-tech Industrial
Development Zone
Guangzhou, PRC

Principal Place of Business in Hong Kong:

Unit 2406, 24/F., Strand 50
50 Bonham Strand
Sheung Wan
Hong Kong

30 May 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
AND
NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with the notice of AGM and the information regarding the resolutions to be proposed at the AGM relating to, among others, (i) the re-election of retiring Directors, and (ii) the granting to the Directors of general mandates to issue and repurchase Shares.

2. RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 19.6 of the Articles of Association, Mr. Richard Antony Bennett and Mr. Chan Shing Fat Heron will retire by rotation at the AGM and shall be eligible for re-election.

The nomination committee of the Company (the “**Nomination Committee**”), having reviewed the Board’s composition, nominated Mr. Richard Antony Bennett and Mr. Chan Shing Fat Heron to the Board for it to recommend to the Shareholders for re-election at the AGM.

The nominations were made in accordance with the policy of nominating Directors and the diversity aspects (including without limitation, professional experience, skills, knowledge, gender, age, cultural background, education, ethnicity, length of service, personal integrity and time commitments) as set out under the board diversity policy of the Company. The Nomination Committee and the Board had also taken into account their respective contributions to the Board and their commitment to their roles. The Nomination Committee has assessed the independence of Mr. Richard Antony Bennett and Mr. Chan Shing Fat Heron based on reviewing their respective annual confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules and confirmed that they remain independent. The Company has considered that, in view of the diverse and different educational backgrounds, professional knowledge and experience of Mr. Richard Antony Bennett and Mr. Chan Shing Fat Heron, the retiring Directors proposed to be re-elected, will bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective functioning and their re-appointments will contribute to the diversity of the Board appropriate to the requirements of the Group’s business.

Information relating to each of the above retiring Directors proposed to be re-elected at the AGM as required to be disclosed under the Listing Rules is set out in Appendix I to this circular.

LETTER FROM THE BOARD

3. GENERAL MANDATE TO ISSUE SHARES

In order to ensure greater flexibility and give discretion to the Directors in the event that it becomes desirable for the Company to issue new Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for a general mandate to issue Shares. A special resolution no. 4 will be proposed at the AGM to grant a general mandate to the Directors to exercise the powers of the Company to allot, issue and deal with new Shares up to 20% of the total number of issued Shares as at the date of passing of the special resolution in relation to such general mandate.

As at the Latest Practicable Date, there were 589,758,898 Shares in issue. Subject to the passing of the above special resolution and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the AGM, the Company will be allowed to issue a maximum of 117,951,779 Shares. In addition, subject to a separate approval to be conferred by special resolution no. 6, any Shares purchased by the Company under special resolution no. 5 will also be added to the 20% general mandate as mentioned in the special resolution no. 4. The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to such general mandate.

4. GENERAL MANDATE TO REPURCHASE SHARES

A special resolution will be proposed at the AGM to grant the Proposed Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares not more than 10% of the total number of issued Shares as at the date of passing of the special resolution in relation to the Proposed Repurchase Mandate.

As at the Latest Practicable Date, there were 589,758,898 Shares in issue. Subject to the passing of the above special resolution and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the AGM, the Company will be allowed to repurchase a maximum of 58,975,889 Shares pursuant to the Proposed Repurchase Mandate. An explanatory statement, as required by the Listing Rules in connection with the Proposed Repurchase Mandate, is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant special resolution at the AGM.

LETTER FROM THE BOARD

5. ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages 14 to 19 of this circular.

A form of proxy is enclosed for use at the AGM. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.zkty.com.cn). Whether or not you intend to be present at the AGM, you are requested to complete the form of proxy and return it to the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding the AGM or any adjournment thereof (as the case may be). Completion and delivery of the form of proxy will not preclude the Shareholders from attending and voting in person at the AGM or any adjournment thereof (as the case may be) if they so wish, and in such event, the form of proxy will be deemed to be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the AGM shall therefore demand voting on all resolutions set out in the notice of AGM be taken by way of poll pursuant to Article 11.10 of the Articles of Association.

6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

7. RECOMMENDATION

The Directors consider that the proposed resolutions as set out in the notice of the AGM are in the best interests of the Company and the Shareholders as a whole, and therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board
China New Energy Limited
Yu Weijun
Chairman

The following are the particulars of the retiring Directors proposed to be re-elected at the AGM.

Mr. Richard Antony BENNETT (“Mr. Bennett”)

Mr. Bennett, aged 55, was appointed as a Director and re-designated as an independent non-executive Director in March 2011 and July 2020 respectively. He is also a member of each of the audit committee, the remuneration committee, the nomination committee and the risk management committee of the Company.

Mr. Bennett has over 30 years of experience in the technology sector. Prior to joining the Group, he was a director and a co-founder and later a consultant of FAI Inc. (currently known as Ziff Davis Inc.) from January 1994 to June 1999. Mr. Bennett was a director of Virtual Internet plc (stock code: VI), the shares of which are listed on the London Stock Exchange, from January 1999 to December 2001 and was a corporate development director at Coms plc and later promoted as the chief executive officer from November 2005 to January 2013. He was also a non-executive director of MTI Wireless Edge Ltd. (stock code: MWE), the shares of which are listed on the London Stock Exchange, from February 2013 to March 2022. He is a non-executive director and chairman of Getech Group plc (stock code: GTC) and an independent non-executive director of Ethernity Networks Ltd. (stock code: ENET). Both companies are listed on the London Stock Exchange. Mr. Bennett is also a director and chief executive officer of Sunbird Bioenergy Africa Limited and a director of related companies that include Grey Reach Investments Limited, Sunbird Bioenergy Management Services, Sunbird Bioenergy Sierra Leone Limited, Sunbird Bioenergy and Zambia Limited.

As at the Latest Practicable Date, Mr. Bennett holds a personal interest of 3,908,099 Shares. Save as disclosed above, Mr. Bennett did not have any interest in the Shares and/or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Mr. Bennett entered into an appointment letter with the Company for a term of three years commencing from 15 July 2023 subject to termination provisions contained therein. He is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles of Association. Mr. Bennett is entitled to receive a Director’s fee of £20,000 per annum (excluding payment pursuant to any discretionary benefits or bonus or other fringe benefits).

APPENDIX I**DETAILS OF THE RETIRING DIRECTORS
PROPOSED FOR RE-ELECTION**

Mr. Bennett was previously a director of the following dormant and solvent companies incorporated in the United Kingdom prior to them being dissolved as the companies have ceased to conduct business:

<u>Name of company</u>	<u>Principal business activity</u>	<u>Date of dissolution</u>
Cogito Associates Ltd	Digital media	12 October 2010
Coms.com Limited	Wired telecommunications activities	4 January 2018
Coms Mobile Limited	Wireless telecommunications activities	14 May 2017
Coms Enterprise Limited	Internet telephony (VOIP)	25 April 2017
MRJ Bioenergy Ltd.	Ethanol	23 January 2018
Structured Knowledge Limited	Software consultancy and supply	3 May 2005
Superline Telecommunications Limited	Internet telephony (VOIP)	5 July 2016
Seamwell Energy Limited	Renewable energy	22 December 2015
The Carbon Advisory Limited	Renewable energy	15 September 2009

As confirmed by Mr. Bennett, to the best of his knowledge and belief, the above companies were solvent at the time of their dissolution. Mr. Bennett has confirmed that there was no fraudulent act or misfeasance on his part leading to the dissolution of the abovementioned companies and he is not aware of any actual or potential claim which has been or will be made against him as a result of the dissolution of such companies.

Mr. CHAN Shing Fat Heron (“Mr. Chan”)

Mr. Chan, aged 61, was appointed as an independent non-executive Director in July 2020. He is also the chairman of the remuneration committee, a member of each of the audit committee and the nomination committee of the Company.

Mr. Chan has over 20 years of experience in marketing and sales management. He has held various senior management, managing directors, consultants and directors positions in sectors of account management and marketing, managing sales and marketing activities, liaison to various entities and business associations and project partnership. Since May 2007, Mr. Chan has been the managing director of IC Strategy Company Limited, where he has been responsible for organising education and business related projects, and the business development of the trading business in China and the international market.

APPENDIX I**DETAILS OF THE RETIRING DIRECTORS
PROPOSED FOR RE-ELECTION**

Mr. Chan obtained a bachelor's degree in Public Administration and Mathematics from the University of Saskatchewan in Canada, a master's degree in Business Administration from Oklahoma City University in the United States and also a doctorate degree in Business Administration from The Hong Kong Polytechnic University in Hong Kong.

As at the Latest Practicable Date, Mr. Chan did not have any interest in the Shares and/or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Mr. Chan entered into an appointment letter with the Company for a term of three years commencing from 15 July 2023 subject to termination provisions contained therein. He is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles of Association. Mr. Chan is entitled to receive a Director's fee of HK\$120,000 per annum (excluding payment pursuant to any discretionary benefits or bonus or other fringe benefits).

Mr. Chan was previously a director of the companies incorporated in Hong Kong as shown in the table below which have been deregistered/dissolved in Hong Kong:

<u>Name of company</u>	<u>Principal business activity</u>	<u>Date of deregistration/ dissolution</u>
Federation of International SME Limited (<i>Note 1</i>)	Providing companies with a platform to work with various government bodies	19 September 2014
Fonic Data System Limited (<i>Note 2</i>)	Data management	18 May 2012
Institute of Systems Management (China) Limited (<i>Note 3</i>)	Developing education platforms	26 April 2013
Kaizen Institute Limited (<i>Note 2</i>)	Providing consulting service	4 November 2011
Sunshine Winery Limited (<i>Note 2</i>)	Marketing and sale of wine	30 September 2011
Thinktank (China) Limited (<i>Note 2</i>)	Providing consulting services to companies	5 November 2010
Digi-International Exhibitions Company Limited (<i>Note 3</i>)	Providing exhibition organisation services	26 November 2010

Notes:

1. Federation of International SME Limited was struck off by the Registrar of Companies in Hong Kong pursuant to section 746 of the Companies Ordinance on 19 September 2014. Under section 746 of the Companies Ordinance, (1) after publishing a notice under section 744(3) or 745(2)(b), the Registrar of Companies may, unless cause is shown to the contrary, strike the company's name off the Companies Register at the end of three months after the date of the notice; (2) the Registrar of Companies must publish in the Gazette a notice indicating that the company's name has been struck off the Companies Register; and (3) on publication of the notice under subsection (2), the company is dissolved.

2. Fonic Data System Limited, Kaizen Institute Limited, Sunshine Winery Limited and Thinktank (China) Limited were deregistered under section 291AA of the predecessor Companies Ordinance (Cap. 32) on 18 May 2012, 4 November 2011, 30 September 2011 and 5 November 2010, respectively. Under section 291AA of the predecessor Companies Ordinance (Cap. 32), an application for deregistration can only be made if: (a) all members of the company agree to such deregistration; (b) the company has never commenced business or operation, or has ceased to carry on business or ceased operation for more than three months immediately before the application; and (c) such company has no outstanding liabilities.
3. Institute of Systems Management (China) Limited and Digi-International Exhibitions Company Limited were struck off by the Registrar of Companies in Hong Kong pursuant to section 291 of the predecessor Companies Ordinance (Cap. 32) on 26 April 2013 and 26 November 2010, respectively. Under section 291 of the predecessor Companies Ordinance (Cap. 32), (1) after publishing a notice under section 291(5), the Registrar of Companies may, unless cause is shown to the contrary, strike the company's name off the Companies Register at the end of three months after the date of the notice; (2) the Registrar of Companies must publish in the Gazette a notice indicating that the company's name has been struck off the Companies Register; and (3) on publication of the notice under subsection (2), the company is dissolved.

As confirmed by Mr. Chan, to the best of his knowledge and belief, the above companies were solvent at the time of their deregistration or dissolution. Mr. Chan has confirmed that there was no fraudulent act or misfeasance on his part leading to the deregistration or dissolution of the abovementioned companies and he is not aware of any actual or potential claim which has been or will be made against him as a result of the deregistration or dissolution of such companies.

GENERAL INFORMATION

Save as disclosed above, each of the abovementioned Directors (i) did not hold any directorship in public companies, the securities of which are listed on any securities market in Hong Kong and overseas in the last three years; (ii) does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (iii) does not hold any other positions with the Company or other members of the Group; and (iv) has confirmed that there is no information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there is no other matters that need to be brought to the attention of the Shareholders in connection with his re-election.

This Appendix contains the particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed decision on whether to vote for or against the special resolution to be proposed at the AGM in relation to the Proposed Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 589,758,898 Shares of nominal value of £0.00025 each. Subject to the passing of the special resolution granting the Proposed Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 58,975,889 Shares, which represent 10% of the issued share capital of the Company as at the date of passing of the relevant special resolution.

RELEVANT LEGAL AND REGULATORY REQUIREMENTS

The Listing Rules permit our Shareholders to grant to our Directors a general mandate to repurchase our Shares that are listed on the Stock Exchange. The mandate is required to be given by way of special resolution passed by our Shareholders at a general meeting.

Pursuant to Article 57(4) of the Jersey Companies Law, if our Shares are to be purchased on a stock exchange, the resolution authorising the purchase shall specify (a) the maximum number of Shares to be purchased; (b) the maximum and minimum prices which may be paid; and (c) a date, not being later than 5 years after the passing of the resolution, on which the authority to purchase is to expire. Under the Jersey Companies Law, our Company may only purchase our Shares if our Shares are fully paid and our Directors authorising the purchase make a prior solvency statement in the statutory form set out in the Jersey Companies Law.

SOURCE OF FUNDS

Under Jersey law, a repurchase may be funded from any source, including the nominal capital account and the share premium account of the Company subject to the Articles of Association.

REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have general authority from the Shareholders to enable the Company to repurchase Shares in the market. The repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made where the Directors believe that the repurchases will benefit the Company and the Shareholders.

IMPACT OF REPURCHASES

On the basis of the financial position of the Company as at 31 December 2023 (as disclosed in the audited consolidated financial statements of the Company as at 31 December 2023), the Directors consider that, if the Proposed Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company. However, the Directors do not propose to exercise the Proposed Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the Proposed Repurchase Mandate is granted by the Shareholders.

The Directors will exercise the Proposed Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of Jersey. Neither the explanatory statement in this Appendix II nor the Proposed Repurchase Mandate has any unusual features.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so if the Proposed Repurchase Mandate is exercised.

The Company is prohibited from knowingly purchasing securities on the Stock Exchange from a core connected person and such person is prohibited from knowingly selling the Shares owned by him/her/it to the Company.

If, as a result of a repurchase of Shares by the Company, a Shareholder's proportionate interest in our Company's voting rights is increased, the increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best of the knowledge and belief of the Directors, Mr. Yu Weijun, the Chairman and executive Director, is interested in 102,082,520 Shares representing 17.31% of the issued share capital of the Company as at the Latest Practicable Date, comprising 99,012,168 Shares held by Tewin Capital Holding Limited which is wholly and beneficially owned by Mr. Yu and 3,070,352 Shares beneficially held by himself. Ms. Tan Fengqiao is the spouse of Mr. Yu Weijun and is therefore deemed to be interested in all the Shares in which Mr. Yu Weijun is beneficially interested for the purpose of the SFO. In the event that the Directors should exercise in full the Proposed Repurchase Mandate, the shareholdings of Mr. Yu Weijun and Ms. Tan Fengqiao will be increased to approximately 19.23% of the issued share capital of the Company. The Directors are not aware of any consequences or implications which would give rise to an obligation to make a mandatory offer under the Takeovers Code as a result of exercising the power to repurchase Shares pursuant to the Proposed Repurchase Mandate. The Directors have no present intention of exercising the Proposed Repurchase Mandate.

SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares (whether on the Stock Exchange or otherwise) have been made by the Company during the six months preceding the Latest Practicable Date.

SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of previous twelve months preceding the Latest Practicable Date were as follows:

Month	Trading price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
May 2023	0.176	0.145
June 2023	0.196	0.150
July 2023	0.162	0.145
August 2023	0.170	0.150
September 2023	0.170	0.142
October 2023	0.164	0.118
November 2023	0.165	0.121
December 2023	0.134	0.100
January 2024	0.146	0.110
February 2024	0.132	0.110
March 2024	0.128	0.104
April 2024	0.127	0.105
May 2024 (up to the Latest Practicable Date)	0.119	0.105

NOTICE OF ANNUAL GENERAL MEETING



China New Energy Limited

(Incorporated in Jersey, Channel Islands with limited liability and carrying on business in Hong Kong as "Zhongke Tianyuan New Energy Limited")

(Stock Code: 1156)

NOTICE IS HEREBY GIVEN that an annual general meeting of China New Energy Limited (the "**Company**") will be held at 8/F, Zone B, Energy Saving and Environmental Protection Building, Guangzhou Institute of Energy Conversion, No. 2, Nengyuan Road, Tianhe District, Guangzhou, PRC on Tuesday, 25 June 2024 at 4:30 p.m. to consider and, if thought fit, to pass the following resolutions, of which resolutions no. 1 to 3 will be proposed as ordinary resolutions and resolutions no. 4 to 6 will be proposed as special resolutions:

AS ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements and the reports of the Directors and the independent auditor of the Company for the year ended 31 December 2023.
2.
 - (a) To re-elect Mr. Richard Antony Bennett as an independent non-executive Director.
 - (b) To re-elect Mr. Chan Shing Fat Heron as an independent non-executive Director.
 - (c) To authorise the board of Directors to fix the Directors' remuneration.
3. To re-appoint KTC Partners CPA Limited as the independent auditor of the Company and to authorise the board of Directors to fix its remuneration.

NOTICE OF ANNUAL GENERAL MEETING

AS SPECIAL RESOLUTIONS

4. “**THAT** notwithstanding any provisions of the Company’s Articles of Association to the contrary (in particular, but without limitation to Articles 2.7 to 2.11 inclusive):
- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers to issue shares of the Company after the end of the Relevant Period;
 - (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the issue of shares under the option scheme of the Company or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iii) the issue of shares as scrip dividends in accordance with the articles of association of the Company from time to time; or (iv) the issue of shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of 20% of the total number of shares of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (d) for the purpose of this resolution:
- (i) “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
- (1) the conclusion of the next annual general meeting of the Company;
 - (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws of Jersey or the articles of association of the Company to be held; or
 - (3) the date upon which the authority set out in this resolution is revoked or varied by way of a resolution of the shareholders of the Company in general meeting; and
- (ii) “**Rights Issue**” means an offer of shares in the capital of the Company open for a period fixed by the Directors to holders of shares in the capital of the Company whose names appear on the register of members on a fixed record date in proportion to their then holdings of shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of any jurisdiction, or the requirements of any recognised regulatory body or any stock exchange applicable to the Company).”

5. “**THAT:**

- (a) subject to paragraphs (c) to (e) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase (or agree to repurchase) shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and recognised for this purpose by the Securities and Futures Commission and the Stock Exchange and, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to purchase its shares at a price determined by the Directors;
- (c) the aggregate number of shares of the Company to be repurchased or agreed to be repurchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (d) the minimum price, exclusive of any expenses, which may be paid for a share in the share capital of the Company pursuant to the approval in paragraph (a) above is £0.00025 each, being the nominal value of the shares;
- (e) the maximum price, exclusive of any expenses, which may be paid for an ordinary share of the Company pursuant to the approval in paragraph (a) above shall be the higher of:
 - (i) an amount equal to 110% of the average middle market quotation for ordinary shares of the Company taken from the Stock Exchange Daily Official List for five business days immediately preceding the day on which such shares are to be contracted to be purchased; and
 - (ii) the higher of the price of the last independent trade and the highest current independent bid on the Stock Exchange Daily Official List at the time the purchase is carried out; and
- (f) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws of Jersey or the articles of association of the Company to be held; or
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of a resolution of the shareholders of the Company in general meeting.”

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6. “**THAT** conditional upon the passing of resolutions no. 4 and 5 set out in the notice convening this meeting, the general mandate granted to the Directors to allot, issue and otherwise deal with additional shares of the Company pursuant to the resolution no. 4 set out in the notice convening this meeting be and is hereby extended by the addition thereto the number of shares of the Company repurchased by the Company under the authority granted pursuant to resolution no. 5 set out in the notice convening this meeting.”

By Order of the Board
China New Energy Limited
Yu Weijun
Chairman

Hong Kong, 30 May 2024

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (i) Any shareholder entitled to attend and vote at the above meeting is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company.
- (ii) In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, shall be deposited at the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time for holding the above meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder from attending and voting in person if he is subsequently able to be present.
- (iii) A form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under seal or under the hand of an officer or attorney duly authorised to sign the same.
- (iv) In the case of joint holders of any shares, any one of such joint holders may vote at the above meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders is present at the meeting, either personally or by proxy, the joint holder whose name stands first in the Register of Shareholders will alone be entitled to vote in respect of such shares.
- (v) On a poll, every shareholder present at the meeting shall be entitled to one vote for every fully paid-up share of which he is the holder.
- (vi) In respect of the special resolution no. 4 above, the Directors wish to state that they have no immediate plans to issue any new shares of the Company pursuant to such general mandate. Approval is being sought from the shareholders as a general mandate for the purposes of the Listing Rules.
- (vii) In respect of the special resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of shareholders.
- (viii) The Chinese translation of this notice is for reference only, and in case of any inconsistency, the English version shall prevail.
- (ix) As at the date of this notice, the executive Directors are Mr. Yu Weijun (*Chairman*) and Mr. Tang Zhaoxing (*Chief Executive Officer*); and the independent non-executive Directors are Mr. Richard Antony Bennett, Mr. Chan Shing Fat Heron and Ms. Wong Mei Ling.