



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 29 DECEMBER 2023**

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 Friday, 29 December 2023
at the conference room on the 1st Floor of the Office Building 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)
think(s) fit.

ORDINARY RESOLUTIONS		FOR ^(Note 6)	AGAINST ^(Note 6)	ABSTAIN ^(Note 6)
1.	To consider and approve the resolution in relation to the proposed appointment of Ms. Yang Hua as an executive director of the Company.			
2.	To consider and approve the resolution in relation to the proposed appointment of Mr. Fang Zhongxi as a non-executive director of the Company.			
3.	To consider and approve the resolution in relation to the proposed appointment of Mr. Wang Dong as a non-executive director of the Company.			
SPECIAL RESOLUTION				
4.	To consider and approve the resolution in relation to the proposed change of registered address and the proposed amendments to the Articles of Association.			

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 ARE INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.** The proxy needs 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 number 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 a 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 Thursday, 28 December 2023) or any adjournment thereof. In order to be valid, for a 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.
9. The full text of the above resolutions is set out in the notice of the EGM of the Company dated 13 December 2023.

* *For identification purpose only*