



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)

**REVISED PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING
TO BE HELD ON 17 JANUARY 2025**

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, 17 January 2025 at
the conference room on the 2nd Floor at C6, No. 3 Xinghuo Avenue, High-Tech Industrial Development Zone, Xianyang, Shaanxi
Province, the People's Republic of China (the “**EGM**”) and/or at any adjournment thereof. The proxy/proxies will vote at the EGM
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. Unless otherwise indicated, capitalised terms used in this revised proxy form and the following resolutions
shall have the same meanings as those defined in the circular of the Company dated 29 November 2024 (the “**Circular**”).

ORDINARY RESOLUTIONS		FOR ^(Note 6)	AGAINST ^(Note 6)	ABSTAIN ^(Note 6)
1.	“THAT: (a) the entering into of the IRICO Group Master Purchase Agreement dated 23 October 2024 between the Company and IRICO Group, a copy of which has been produced to the EGM marked “A” and signed by the chairman of the EGM for identification purpose, and the continuing connected transactions contemplated thereunder (including the corresponding proposed annual caps), details of which are described in the Circular, be and are hereby generally and unconditionally approved, ratified and confirmed; and (b) any one Director of the Company be and hereby authorised to do all such acts and things and to sign all documents and to take any steps which in their absolute discretion considered to be necessary, desirable or expedient for the purpose of implementing and/or giving effect to the transactions contemplated under the IRICO Group Master Purchase Agreement.”			

ORDINARY RESOLUTIONS		FOR <i>(Note 6)</i>	AGAINST <i>(Note 6)</i>	ABSTAIN <i>(Note 6)</i>
2.	“THAT: (a) the entering into of the Zhongdian IRICO Master Purchase Agreement dated 23 October 2024 between the Company and Zhongdian IRICO, a copy of which has been produced to the EGM marked “B” and signed by the chairman of the EGM for identification purpose, and the continuing connected transactions contemplated thereunder (including the corresponding proposed annual caps), details of which are described in the Circular, be and are hereby generally and unconditionally approved, ratified and confirmed; and (b) any one Director of the Company be and hereby authorised to do all such acts and things and to sign all documents and to take any steps which in their absolute discretion considered to be necessary, desirable or expedient for the purpose of implementing and/or giving effect to the transactions contemplated under the Zhongdian IRICO Master Purchase Agreement.”			

ORDINARY RESOLUTIONS		FOR <i>(Note 6)</i>	AGAINST <i>(Note 6)</i>	ABSTAIN <i>(Note 6)</i>
3.	“THAT: (a) the entering into of the continuing connected transactions contemplated under the Comprehensive Financial Cooperation Agreement (a copy of which has been produced to the EGM marked “C” and signed by the chairman of the EGM for identification purpose) dated 23 October 2024 between the Company and CEC Finance in relation to the fund settlement services provided by CEC Finance to the Group (including the corresponding proposed annual caps), details of which are described in the Circular, be and are hereby generally and unconditionally approved, ratified and confirmed; and (b) any one Director of the Company be and hereby authorised to do all such acts and things and to sign all documents and to take any steps which in their absolute discretion considered to be necessary, desirable or expedient for the purpose of implementing and/or giving effect to the transactions contemplated under the Comprehensive Financial Cooperation Agreement in relation to the fund settlement services provided by CEC Finance to the Group.”			

Date: _____

Signature(s) *(Note 7)*: _____

Notes:

Important: You shall refer to the notice of the extraordinary general meeting and the Circular of the Company dated 29 November 2024 and the announcement dated 18 December 2024 in relation to the change of date of extraordinary general meeting, record date and book closure date before appointing a proxy.

For the avoidance of doubt, the “PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON 19 DECEMBER 2024” (the “**Original Proxy Form**”) published by the Company on 29 November 2024 will remain valid for use at the EGM. Any Original Proxy Form completed in accordance with the instructions printed thereon and returned within the period specified in Note 8 to this revised proxy form will remain valid for the EGM and the relevant shareholder will not be required to return a separate revised proxy form. For any shareholder who has re-submitted his/her/its revised proxy form, the proxy form previously submitted by the shareholder will be cancelled and be replaced by the last proxy form received. Any shareholder who has not returned the Original Proxy Form but wishes to attend and vote at the EGM shall complete and return the revised proxy form in accordance with the instructions printed thereon.

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 revised proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation or institution, either under seal or executed by its director or attorney duly authorised in writing.
8. To be valid, for a holder of H shares of the Company, this revised proxy form and, if such revised 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, 16 January 2025) 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 C6, No. 3 Xinghuo Avenue, High-Tech Industrial Development Zone, Xianyang, Shaanxi Province, the People’s Republic of China within the same period.

* *For identification purpose only*