



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)

FORM OF PROXY FOR THE EGM
TO BE HELD ON 19 OCTOBER 2022

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 meeting or any other director of the Company as my/our proxy in respect
of^(Note 5) _____ domestic/H shares^(Note 3) in the share capital of the Company held by me/us
to attend and act for me/us at the extraordinary general meeting (the "EGM") of the Company to be held at 9:00 a.m. on Wednesday,
19 October 2022 at the conference room of the Company at No. 1 Caihong Road, Xianyang, Shaanxi Province, the People's Republic
of China (the "PRC") and/or at any adjournment thereof. The proxy/proxies will vote at such meeting and/or at any adjournment
thereof in respect of the resolution as hereunder indicated, or if no such indication is given, as my/our proxy(ies) thinks fit.

	ORDINARY RESOLUTION	FOR ^(Note 6)	AGAINST ^(Note 6)	ABSTAIN ^(Note 6)
1.	<p>"THAT:</p> <p>(a) the revision of the existing annual caps to the Proposed Revised Annual Caps under the Zhongdian IRICO Master Purchase Agreement, details of which are described in the Circular, be and is hereby generally and unconditionally approved, ratified and confirmed; and</p> <p>(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 revision of the existing annual caps to the Proposed Revised Annual Caps under the Zhongdian IRICO Master Purchase Agreement."</p>			

Date: _____ 2022

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 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 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 form of proxy 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 holder of H shares of the Company, this form of proxy and, if such form of proxy 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 17/F, 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, 18 October 2022) 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 PRC within the same period.

* *For identification purpose only*