CHINA NENG XIAO TECHNOLOGY (GROUP) LIMITED
中國能效科技(集團)有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 8047)

PROXY FORM

Form of proxy for use by the shareholders of China Neng Xiao Technology (Group) Limited (the "Company") at the special general meeting (the "Meeting") to be convened at Unit 1601, Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong on Friday, 14 June 2013 at 10:30 a.m. (or any adjournment thereof).

I/We *(note a)* ______________________________

of being the holder(s) of ______________ *(note b)* shares of HK$0.01 each of the Company hereby appoint the chairman (the "**Chairman**") of the Meeting or ______________

of ______________________________

or ______________________________

of ______________________________

to act as my/our proxy *(note c)* at the Meeting to be held at Unit 1601, Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong on Friday, 14 June 2013 at 10:30 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate box to indicate how you wish your vote(s) to be cast *(note d)*.

	Ordinary Resolutions	For	Against
1.	To grant a general mandate to directors to allot, issue and otherwise deal with the shares of the Company		
2.	To add the nominal amount of shares repurchased by the Company to the mandate granted to the directors under resolution no. 1		
3.	To approve the refreshment of the 10 percent scheme mandate limit on grant of options under the share option scheme of the Company		
4.	(i) (a) To re-elect Ms. Sung Ting Yee as executive Director		
	(b) To re-elect Mr. Wu Zhinan as executive Director		
	(c) To re-elect Mr. Tsang Ho Ka, Eugene as executive Director		
	(d) To re-elect Mr. Tam Chak Chi as the independent non-executive Director		
	(ii) To authorize the board of Directors (the "**Board**") to fix the remuneration of the Directors		

Dated the ______________ day of ______________ 2013

Shareholder's signature x ______________ x *(notes e, f, g and h)*

Notes:

a Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.

b Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares in the capital of the Company registered in your name(s).

c A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the Meeting or" and insert the name and address of the person appointed proxy in the space provided.

d If you wish to vote for the resolutions set out above, please tick ("✓") the box marked "For". If you wish to vote against the resolutions, please tick ("✓") the box marked "Against". If this form returned is duly signed but without specific direction on the proposed resolutions, the proxy will vote or abstain at his discretion in respect of the resolutions. A proxy will also be entitled to vote at his discretion on any resolutions properly put to the Meeting other than those set out in the notice convening the Meeting.

e In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.

f The form of proxy must be signed by a shareholder of the Company, or his/her attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.

g To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the Hong Kong branch share registrar of the Company, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time of the Meeting or any adjourned meeting.

h Any alteration made to this form should be initialled by the person who signs the form.

* *For identification purposes only*