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Jiangsu Innovative Ecological New Materials Limited

江蘇創新環保新材料有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2116)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, 25 MAY 2023

I/We⁽¹⁾ _____
of _____
being the registered holder(s) of⁽²⁾ _____ share(s)
of HK\$0.01 each in the capital of Jiangsu Innovative Ecological New Materials Limited (the “Company”), hereby appoint⁽³⁾ the chairman of the meeting, or _____
of _____
as my/our proxy to attend and vote for me/us on my/our behalf at the annual general meeting of the Company (the “AGM”) to be held at the Company’s headquarters and principal place of business in the PRC, No. 16 West Kaixuan Road, Economic Development Zone, Yixing City, Jiangsu Province, PRC on Thursday, 25 May 2023 at 3:00 p.m. (and at any adjournment thereof) on the following resolutions as indicated.

ORDINARY RESOLUTIONS ⁽⁵⁾		FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “Director(s)”) and the auditors of the Company for the year ended 31 December 2022.		
2.	(a) To re-elect the following retiring Directors (as separate resolutions):		
	(i) Mr. Fan Peng as an independent non-executive Director.		
	(ii) Mr. Guan Dongtao as an independent non-executive Director.		
	(iii) Ms. Wu Yan as an independent non-executive Director.		
	(b) To authorise the board of Directors (the “Board”) to fix the respective Directors’ remuneration.		
3.	To re-appoint KPMG, Certified Public Accountants, as the auditors of the Company and to authorise the Board to fix their remuneration.		
4.	To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company.		
5.	To grant a general mandate to the Directors to repurchase shares of the Company.		
6.	To extend the general mandate granted to the Directors to allot, issue and deal with additional shares of the Company by adding the shares repurchased by the Company.		
7.	To declare a final dividend of HK\$0.01 per share for the year ended 31 December 2022.		
SPECIAL RESOLUTION ⁽⁵⁾			
8.	To approve the proposed amendments to the existing amended and restated memorandum and articles of association of the Company and to adopt the second amended and restated memorandum and articles of association of the Company.		

Date: _____ 2023

Signed⁽⁶⁾ _____

Notes:

- (1) Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- (2) 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 Company registered in your name(s).
- (3) If any proxy other than the chairman of the AGM is preferred, please strike out the words “the chairman of the meeting” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGNS IT.**
- (4) **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “AGAINST”.** If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM (or any adjournment thereof) other than those referred to in the notice convening the AGM.
- (5) The full text of the resolutions are set out in the notice of the AGM dated 24 April 2023.
- (6) This 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 under its common seal or under the hand of an officer or attorney duly authorised.
- (7) In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority is determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (8) 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 completed and lodged with the Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
- (9) A shareholder who is holder of two or more shares may appoint one or more proxies to attend the meeting and vote for him provided that if more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company but must attend the relevant meeting in person to represent you.
- (10) Completion and return of the form of proxy will not preclude members from attending and voting at the AGM (or any adjournment thereof), and in such event, the relevant form of proxy shall be deemed revoked.
- (11) For the avoidance of doubt, any special instructions written on this form of proxy will not be accepted.