



SINO DRAGON NEW ENERGY HOLDINGS LIMITED
中國龍新能源控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 0395)

**Form of proxy for use at the Annual General Meeting (the “Meeting”)
to be held on Thursday, 27 May 2010 at 3:00 p.m. (or any adjournment thereof)**

I/We (note 1) _____ of _____
being the holder(s) of (note 2) _____ shares of HK\$0.05 each (the “Shares”) in the capital of Sino Dragon New Energy Holdings Limited (the “Company”) HEREBY APPOINT (note 3) the Chairman of the Meeting or (note 4) _____ of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held at Suite 2611, Shell Tower, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong on Thursday, 27 May 2010 at 3:00 p.m. (or at any adjournment thereof) in respect of the matters and resolutions set out in the notice convening the Meeting as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

	Matters/Resolutions	For (note 5)	Against (note 5)
1.	To receive and adopt the audited financial statements of the Company and the reports of the directors and the auditors for the year ended 31 December 2009		
2.	(a) To re-elect Ms. Huang Yue Qin as a director of the Company		
	(b) To re-elect Mr. Zhou Quan as a director of the Company		
	(c) To re-elect Mr. Fang Guo Hong as a director of the Company		
	(d) To re-elect Professor Ji Chang Ming as a director of the Company		
	(e) To re-elect Mr. Poon Lai Yin Michael as a director of the Company		
	(f) To authorise the board of directors to fix the directors' remuneration		
3.	To re-appoint auditors and to authorise the board of directors to fix their remuneration		
4.	Ordinary Resolution No. 4A		
	Ordinary Resolution No. 4B		
	Ordinary Resolution No. 4C		
5.	To deal with other ordinary businesses of the Company		

Signature (note 6): _____

Dated this day _____ of _____, 2010

* For identification purposes only

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. Only one of the joint holders needs to sign (but see note 8 below).
2. Please insert the number of Shares to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out “the Chairman of the Meeting or” herein inserted and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on his behalf. A proxy does not need to be a member of the Company.
5. **IMPORTANT: IF YOU WISH TO VOTE FOR A MATTER/RESOLUTION, PLEASE TICK THE BOX MARKED “FOR” BESIDE THE MATTER/RESOLUTION. IF YOU WISH TO VOTE AGAINST A MATTER/RESOLUTION, PLEASE TICK IN THE BOX MARKED “AGAINST” BESIDE THE MATTER/RESOLUTION.** Failure to complete the box will entitle your proxy to cast his votes at his discretion.
6. This form of proxy must be signed by you or your attorney duly authorised in writing, or if you are a corporation, must either be executed under seal or under the hand of an officer, attorney or other person duly authorised.
7. 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 certified copy of such power or authority, must be deposited with either (i) the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, Rooms 1806-7, 18th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong; or (ii) the Company’s Canadian branch share registrar, Computershare Investor Services Inc., 100 University Ave., 9th Floor, Toronto, Ontario, M5J 2Y1, Canada, as soon as possible and in any event not later than 48 hours before the time fixed for the Meeting or any adjournment thereof (as the case may be).
8. Where there are joint holders of a Share of the Company, any one of such holders may vote at the meeting either personally or by proxy in respect of such Share as if such holder were solely entitled thereto, but if more than one of such holders be present at the meeting personally or by proxy, then one of such holders so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any Share stands shall for this purpose be deemed joint holders thereof.
9. Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting or any adjournment thereof if you so wish.