



熊猫绿能
Panda Green

PANDA GREEN ENERGY GROUP LIMITED

熊猫绿色能源集团有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 686)

FORM OF PROXY FOR ANNUAL GENERAL MEETING TO BE HELD ON 3 JUNE 2019
(OR ANY ADJOURNMENT THEREOF)

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ ordinary shares
of HK\$0.10 each in the capital of PANDA GREEN ENERGY GROUP LIMITED (the "Company") HEREBY APPOINT ^(Note 3) the chairman of the meeting,
or _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting (the "AGM") of the Company to be held at Pacific Room on 2/F, Island Pacific Hotel, 152 Connaught Road West, Hong Kong on Monday, 3 June 2019 at 3:00 p.m. (or at any adjournment thereof) in respect of the resolutions set out in the notice convening the AGM dated 30 April 2019 as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

| | Ordinary Resolutions* | For ^(note 4) | Against ^(note 4) |
|----|--|-------------------------|-----------------------------|
| 1. | To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditors for the year ended 31 December 2018. | | |
| 2. | (i) To re-elect Mr. Li, Alan as an executive Director of the Company | | |
| | (ii) To re-elect Mr. Li Hao as a non-executive Director of the Company | | |
| | (iii) To re-elect Ms. Xie Yi as a non-executive Director of the Company | | |
| | (iv) To re-elect Mr. Yen Yuen Ho, Tony as an independent non-executive Director of the Company | | |
| | (v) To re-elect Mr. Shi Dinghuan as an independent non-executive Director of the Company | | |
| 3. | To authorise the board of directors of the Company to fix the directors' remuneration. | | |
| 4. | To re-appoint PricewaterhouseCoopers as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration. | | |
| 5. | (A) To grant a general mandate to the directors to repurchase the Company's shares. | | |
| | (B) To grant a general mandate to the directors to issue, allot and otherwise deal with the Company's shares. | | |
| | (C) Conditional upon the passing of resolutions numbered 5(A) and 5(B), to authorise the directors to allot, issue and deal with any shares repurchased pursuant to the general mandate granted by resolution 5(A) and to make or grant offers, agreements and option which might require the exercise of such authority | | |

* The full text of the resolutions appears in the notice of the AGM, which is included in the circular dispatched to the shareholders.

Dated this _____ day of _____, 2019.

Shareholder's Signature ^(notes 5, 6, 7 and 8) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated.
- 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).
- A proxy need not be a shareholder of the Company. If any proxy other than the chairman of the AGM is preferred, delete the words "the chairman of the meeting, or" and insert the name and address of the proxy desired in the space provided. A shareholder entitled to attend and vote at the AGM is entitled to appoint more than one proxy to attend and vote on his behalf at the AGM provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE AGM WILL ACT AS PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE PLACE A "✓" IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE PLACE A "✓" IN THE BOX MARKED "AGAINST".** If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, 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 other than those referred to in the notice convening the AGM.
- To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited of Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the said AGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
- Where there are joint registered holders of any share, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such joint holders are present at the AGM, personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares shall alone be entitled to vote in respect thereof.
- Completion and deposit of this form of proxy will not preclude you from attending in person and voting at the AGM or any adjournment hereof if you so wish. In such event, the instrument appointing a proxy must be deemed to be revoked.