



**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 SPECIAL GENERAL MEETING TO BE HELD  
ON MONDAY, 30 DECEMBER 2019  
(OR ANY ADJOURNMENT THEREOF)**

I/We<sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>(Note 2)</sup> \_\_\_\_\_  
ordinary shares of HK\$0.10 each in the capital of Panda Green Energy Group Limited (the “Company”) HEREBY APPOINT<sup>(Note 3)</sup> 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 special general meeting (the “SGM”) of the Company to be held at  
Pacific Room on 2/F, Island Pacific Hotel, 152 Connaught Road West, Hong Kong on Monday, 30 December 2019 at 11:00 a.m. (or at any  
adjournment thereof) in respect of the resolutions set out in the notice convening the SGM (the “Notice of SGM”) as hereunder indicated, and,  
if no such indication is given, as my/our proxy thinks fit.

Capitalised terms used herein shall have the same meaning as those stated in the Notice of SGM.

Ordinary Resolutions		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1.	To approve, confirm and ratify the Increase in Authorised Share Capital and the transactions contemplated thereunder; and to authorise any one or more of Directors of the Company to do all such acts and things and execute all such documents including under the seal of the Company if and where applicable as he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital.		
2.	To approve, confirm and ratify the Subscription Agreement and the transactions contemplated thereunder, including the grant of the Specific Mandate; and to authorise any one or more of the Directors to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with the implementation of and giving effect to the Subscription Agreement and the transactions contemplated thereunder and to allot and issue the Subscription Shares to the Subscriber pursuant to the Subscription Agreement.		
3.	To approve, confirm and ratify the Whitewash Waiver; and to authorise any one or more of the Directors to do all such acts; and things and execute all such document as he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to any of the matters relating to, or incidental to, the Whitewash Waiver.		
4.	To re-elect Ms. Zhong Hui as an executive Director of the Company.		
5.	To re-elect Mr. Chen Qinglong as an executive Director of the Company.		
6.	To re-elect Mr. Xu Jianjun as an executive Director of the Company.		
7.	To re-elect Mr. Wang Heng as a non-executive Director of the Company.		

\* The full text of the resolutions appears in the notice of SGM dated 11 December 2019, which is included in the circular despatched to the Shareholders.

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2019

Shareholder's signature \_\_\_\_\_ *(note 5, 6, 7 and 8)*

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated.
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 capital of the Company registered in your name(s).
3. A proxy need not be a shareholder of the Company. If any proxy other than the chairman of the SGM 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 SGM is entitled to appoint more than one proxy to attend and vote on his behalf at the SGM 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. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE SGM WILL ACT AS PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **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 of proxy returned is duly signed but without specific direction on any of the proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution; 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 SGM other than those referred to in the notice convening the SGM.
5. 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 or authority, must be deposited at the Company's Hong Kong branch share registrar, 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 SGM or any adjournment thereof.
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 either be executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
7. Where there are joint registered holders of any Share, any one of such persons may vote at the SGM, either personally or by proxy, in respect of such Share as if he/she/it was solely entitled thereto, but if more than one of such joint holders are present at the SGM, 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.
8. Completion and deposit of this form of proxy will not preclude you from attending in person and voting at the SGM or any adjournment hereof if you so wish. In such event, the instrument appointing a proxy must be deemed to be revoked.

### PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the "**Purposes**"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing to the Company/ Union Registrars Limited at the above address.