

Concord New Energy Group Limited

協合新能源集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 182)

PROXY FORM

Form of proxy for the special general meeting (the “SGM”) to be held at Unit 3901, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong at 10:00 a.m. on Wednesday, 13 March 2019.

I/We ^(note 1) _____ of _____ being the registered holder(s) of ^(note 2) _____ shares of HK\$0.01 each in the capital of Concord New Energy Group Limited (the “Company”), hereby appoint ^(note 3) _____ of _____ or failing him, the Chairman of the SGM, as my/our proxy to attend on my/our behalf at the SGM (and at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the resolution set out in the notice of the SGM (with or without modifications) as hereunder indicated.

Ordinary Resolution	FOR ^(Note 4)	AGAINST ^(Note 4)
<p>That:</p> <p>(a) the Convertible Loan Agreement dated 13 December 2018 (as amended and restated on 16 January 2019) entered into between the Company and Goldman Sachs in relation to the advance of the Convertible Loan in the principal amount of up to US\$30,000,000 with the right to advance the Additional Loan in the principal amount of up to US\$20,000,000 exercisable by Goldman Sachs within 12 months after the Disbursement Date, a copy of the Convertible Loan Agreement having been produced to the SGM marked “A” and signed by the chairman of the SGM for identification purpose, and the transactions contemplated thereby be and is hereby approved, confirmed and ratified;</p> <p>(b) the Additional Loan to be advanced by Goldman Sachs to the Company in accordance with the terms and conditions of the Convertible Loan Agreement be and is hereby approved, and confirmed;</p> <p>(c) the Directors be and are hereby granted the Specific Mandate to exercise the powers of the Company to allot and issue up to 288,260,000 Additional Loan Conversion Shares initially (subject to adjustments to the Conversion Price) to the relevant holders of the Additional Loan which may fall to be allotted and issued upon exercise of the Additional Loan Conversion Right attaching to the Additional Loan in accordance with the terms and conditions of the Convertible Loan Agreement and the bye-laws of the Company; and</p> <p>(d) any one Director be and is hereby authorised to do all such things and acts as he/she may in his/her discretion consider as necessary, expedient or desirable for the purpose of or in connection with the implementation of the Convertible Loan Agreement and the transactions contemplated thereunder, including but not limited to the execution all such documents under seal where applicable, as he/she considers necessary or expedient in his/her opinion to implement and/or give effect to the issue of the Additional Loan, and the allotment and issue of the Additional Loan Conversion Shares of which may fall to be issued upon exercise of the Additional Loan Conversion Right attaching to the Additional Loan.</p>		

Date this _____ day of _____ 2019. Signature ^(Note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK\$0.01 each in the capital of the Company registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. Full name and address of proxy to be inserted in **BLOCK CAPITALS**. **IF NOT COMPLETED, THE CHAIRMAN OF THE SGM WILL ACT AS YOUR PROXY.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE BOX MARKED “FOR” BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED “AGAINST” BESIDE THE APPROPRIATE RESOLUTION.** If no direction is given, the proxy will be entitled to vote or abstain as he thinks fit. Your proxy will be entitled to vote or abstain 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 that power or authority must be deposited at the Company’s branch share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the SGM or any adjourned meeting.
6. In the case of joint holders of a share, the vote of the person, whether attending in person or by proxy, whose name stands first on the register of members of the Company in respect of such share shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
7. 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 or attorney duly authorised.
8. The proxy need not be a member of the Company but must attend the SGM in person to represent you.
9. Completion and delivery of this form of proxy shall not preclude you from attending and voting in person if you so wish.
10. Any alteration to this form of proxy must be initialled by the person who signs it.
11. Unless otherwise defined, capitalised terms used herein shall have the same meanings as ascribed to them in the circular of the Company dated 25 February 2019.

* For identification purpose only