



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 10 SEPTEMBER 2018
(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 special general meeting (the “SGM”) of the Company to be held at Unit 1407, 14/F., West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Monday, 10 September 2018 at 3:00 p.m. (or at any adjournment thereof) in respect of the resolution set out in the notice convening the SGM as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

Special Resolution*	For ^(note 4)	Against ^(note 4)
To approve the amendments to the bye-laws of the Company and approve and adopt the new bye-laws of the Company (which consolidate all amendments approved at the SGM) in substitution for and to the exclusion of all the existing bye-laws thereof.		

* The full text of the resolution appears in the notice of the SGM dated 17 August 2018, which is included in the circular despatched to the shareholders of the Company.

Dated this _____ day of _____ 2018. Shareholder's Signature _____ ^(notes 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 and transfer office, 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 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.