



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, 3 AUGUST 2020
(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 Room 1811, 18/F., Building 5, No. 9
Courtyard, Guang'an Road, Fengtai District, Beijing, PRC and via video conference set up at the principal place of business of the Company in Hong Kong at Unit 1012, 10/F., West
Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Monday, 3 August 2020 at 11:00 a.m. (or at any adjournment thereof) in respect of the resolutions 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 Resolutions* | | For ^(note 4) | Against ^(note 4) |
|-----------------------|--|-------------------------|-----------------------------|
| 1. | Subject to the approval of the Registrar of the Companies in the Bermuda, the English name of the Company be changed from "Panda Green Energy Group Limited" to "Beijing Energy International Holding Co., Ltd.", and the secondary name of the Company in Chinese be changed from "熊猫绿色能源集团有限公司" to "北京能源国际控股有限公司" (together, the "Change of Company Name"), and any one director of the Company be and is hereby authorised to do all such acts and things and execute all such documents, including under seal where appropriate, which he/she considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company. | | |
| 2. | Subject to the Change of Company Name becoming effective, the bye-laws of the Company be amended by replacing all references to the name of the Company with "Beijing Energy International Holding Co., Ltd." and "北京能源国际控股有限公司" to reflect the new name of the Company, and any one director of the Company be and is hereby authorised to execute all such documents and do all such acts and things which he/she considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the foregoing for and on behalf of the Company. | | |
| Ordinary Resolutions* | | For ^(note 4) | Against ^(note 4) |
| 3. | (i) To re-elect Mr. Zhang Ping as an executive director of the Company. | | |
| | (ii) To re-elect Mr. Sui Xiaofeng as a non-executive director of the Company. | | |
| | (iii) To re-elect Mr. Chen Dayu as a non-executive director of the Company. | | |

* The full text of the resolutions appears in the notice of the SGM dated 9 July 2020, which is included in the circular dispatched to the shareholders.

Dated this _____ day of _____ 2020. 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 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 and class 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 INITIALLED 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 SGM other than those referred to in the notice convening the SGM.
- 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 SGM.
- 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 SGM, 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 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.
- 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 special general 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 for use in connection with the Purposes and to such parties who are authorized 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. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Union Registrars Limited at the above address.