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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting (the “SGM”) of Concord New Energy Group Limited (the “Company”) will be held at 10:00 a.m. on Wednesday, 13 March 2019 at Unit 3901, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong to consider and, if thought fit, pass the following resolution of the Company:

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.

ORDINARY RESOLUTION

1. “**THAT:**

- (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;
- (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;

* *For identification purposes only*

- (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
- (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.”

For and on behalf of
Concord New Energy Group Limited
Chan Kam Kwan, Jason
Company Secretary

Hong Kong, 25 February 2019

Notes:

1. Any Shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a Shareholder.
2. In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed must be deposited at the branch share registrar of the Company, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time fixed for holding the SGM. Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person at the SGM or any adjournment thereof, should he/she so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.
3. As at the date of this notice, the board of directors of the Company comprises Mr. Liu Shunxing (Chairman), Ms. Liu Jianhong (Vice Chairperson), Mr. Yu Weizhou (Chief Executive Officer), Mr. Niu Wenhui, Mr. Gui Kai and Dr. Shang Li (all of above are executive Directors), Mr. Wu Shaohua (who is non-executive Director) and Mr. Yap Fat Suan, Dr. Jesse Zhixi Fang, Ms. Huang Jian and Mr. Zhang Zhong (who are independent non-executive Directors).
4. As required under the Listing Rules, the above resolutions will be decided by way of poll.