
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Concord New Energy Group Limited, you should at once hand this circular together with the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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Concord New Energy Group Limited

協合新能源集團有限公司*

(Incorporated in the Bermuda with limited liability)

(Stock code: 182)

**MAJOR TRANSACTION
PURCHASE OF WIND POWER ELECTRICITY
GENERATION EQUIPMENT**

Financial Adviser to the Company



A special general meeting (the “SGM”) of the Company will be held at 10:00 a.m. on 27 February 2017, Monday at Suite 3901, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong.

A notice convening the SGM and a form of proxy for use by the Shareholders at the SGM are enclosed. Whether or not you intend to attend and vote at the SGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre 183 Queen’s Road East, Hong Kong as soon as practicable but in any event no later than 48 hours before the appointed time for holding of the SGM or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof (as the case may be) if you so wish.

10 February 2017

* For identification purpose only

CONTENTS

| | <i>Page</i> |
|---|-------------|
| Definitions | 1 |
| Letter from the Board | 4 |
| Appendix I — Financial Information | 11 |
| Appendix II — General Information | 14 |
| Notice of SGM | 23 |

DEFINITIONS

In this circular, unless the context requires otherwise, the following terms and expressions shall have the following meanings:

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|--------------------------------|---|
| “associates” | has the meaning ascribed to it by the Listing Rules |
| “Company” | Concord New Energy Group Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange |
| “Director(s)” | the director(s) of the Company |
| “Group” | the Company and its subsidiaries |
| “GW” | Gigawatt (1,000,000,000 watts), the commonly used unit of power in qualifying the electricity generation |
| “HK\$” | Hong Kong dollar(s), the lawful currency of Hong Kong |
| “HNEE” | Haotai New Energy Equipment Ltd.* (浩泰新能源裝備有限公司), a limited liability company incorporated in the PRC and a wholly owned subsidiary of the Company |
| “Independent Third Party(ies)” | third party(ies) independent of the Company and its connected persons (as defined under the Listing Rules) |
| “KW” | Kilowatt (1,000 watts), the commonly used unit of power in quantifying the electricity generation |
| “kWh” | Kilowatt-hour, a standard unit of energy used in the electric power industry. One kilowatt-hour is the amount of energy that would be produced by a generator producing one thousand watts for one hour |
| “Latest Practicable Date” | 7 February 2017, the latest practicable date before the printing of this circular for ascertaining certain information contained therein |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |

DEFINITIONS

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|---------------------------------|---|
| “MW” | Megawatt (1,000,000 watts), the commonly used unit of power in quantifying the electricity generation |
| “PRC” | the People’s Republic of China |
| “Previous Purchase Contract(s)” | collectively the Purchase Contract 1, the Purchase Contract 2, the Purchase Contract 3, the Purchase Contract 4 and the Purchase Contract 5 |
| “Purchase Contract 1” | the wind power electricity generation equipment purchase contract TCCH and the Supplier dated 23 July 2015 |
| “Purchase Contract 2” | the wind power electricity generation equipment purchase contract TCCH and the Supplier dated 26 January 2016 |
| “Purchase Contract 3” | the wind power electricity generation equipment purchase contract TCCH and the Supplier dated 6 April 2016 |
| “Purchase Contract 4” | the wind power electricity generation equipment purchase contract HNEE and the Supplier dated 2 August 2016 |
| “Purchase Contract 5” | the wind power electricity generation equipment purchase contract HNEE and the Supplier dated 22 September 2016 |
| “Purchase Contract 6” | the wind power electricity generation equipment purchase contract TCCH and the Supplier dated 13 January 2017 |
| “Purchase Contract 7” | the wind power electricity generation equipment purchase contract TCCH and the Supplier dated 13 January 2017 |
| “RMB” | Renminbi, the lawful currency of the PRC |
| “SFO” | Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong |

DEFINITIONS

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| “SGM” | the special general meeting of the company to be convened and held at 10:00 a.m. on 27 February 2017, Monday at Suite 3901, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong for the Shareholders to consider and approve, if thought fit, among other things, the Contracts and the transactions contemplated thereunder or any adjournment thereof (as the case may be) |
| “Share(s)” | the ordinary share(s) of HK\$0.01 each in the share capital of the Company |
| “Shareholder(s)” | holder(s) of the Shares |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “subsidiary” | has the meaning ascribed to it by the Listing Rules |
| “Supplier” | Xinjiang Goldwind Science & Technology Co., Ltd.*(新疆金風科技股份有限公司), a limited liability company incorporated in the PRC |
| “TCCH” | Tianjin Century Concord Huaxing Wind Power Equipment Co., Ltd.* (天津協合華興風電裝備有限公司), a limited liability company incorporated in the PRC and a wholly owned subsidiary of the Company |
| “Transactions” | the transactions contemplated under the Previous Purchase transactions, the Purchase Contract 6 and the Purchase Contract 7 |
| “%” | per cent. |

* For identification purposes only.

Note: The translation of RMB into HK\$ is based on the exchange rate of RMB1.00 to HK\$1.12, and are provided for information purposes only.

LETTER FROM THE BOARD



Concord New Energy Group Limited

協合新能源集團有限公司*

(Incorporated in the Bermuda with limited liability)

(Stock code: 182)

Executive Directors:

Mr. Liu Shunxing (*Chairman*)
Mr. Yang Zhifeng (*Co-Vice Chairperson*)
Ms. Liu Jianhong (*Co-Vice Chairperson*)
Mr. Yu Weizhou (*Chief Executive Officer*)
Mr. Gui Kai
Mr. Niu Wenhui (*Chief Financial Officer*)

Non-executive Director:

Mr. Gao Fuchun

Independent Non-executive Directors:

Dr. Wong Yau Kar, David, BBS, JP
Mr. Yap Fat Suan
Dr. Shang Li
Ms. Huang Jian

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place
of business in Hong Kong:*

Suite 3901,
Far East Finance Centre
16 Harcourt Road
Admiralty
Hong Kong

10 February 2017

To the Shareholders:

Dear Sir or Madam,

MAJOR TRANSACTION PURCHASE OF WIND POWER ELECTRICITY GENERATION EQUIPMENT

INTRODUCTION

Reference is made to the announcements of the Company dated 23 July 2015, 26 January 2016, 6 April 2016, 2 August 2016 and 22 September 2016 and the circular of the Company dated 14 October 2016 in relation to the purchase of wind power electricity generation equipment from the Supplier for the Group's wind farm project in Hunan Province (湖南省), Anhui Province (安徽省) and Henan Province (河南省), the PRC pursuant to the Previous Purchase Contracts.

LETTER FROM THE BOARD

Reference is also made to the announcement of the Company dated 13 January 2017. On 13 January 2017 (after trading hours), TCCH and the Supplier, an Independent Third Party, entered into the Purchase Contract 6 and the Purchase Contract 7 regarding the purchase of wind power electricity generation equipment from the Supplier at RMB210,144,000 (equivalent to approximately HK\$235,361,280) and of RMB207,360,000 (equivalent to approximately HK\$232,243,200) respectively for the Group's wind farm projects in Jingmen City (荊門市), Hubei Province (湖北省) (the "**Jingmen Project**") and Xiangyang City (襄陽市), Hubei Province (湖北省) (the "**Xiangyang Project**").

THE PURCHASE CONTRACT 6

The principal terms of the Purchase Contract 6 are summarised as follows:

- Date:** 13 January 2017
- Parties:** Tianjin Century Concord Huaxing Wind Power Equipment Co., Ltd.* (天津協合華興風電裝備有限公司), the buyer
- Xinjiang Goldwind Science & Technology Co., Ltd.* (新疆金風科技股份有限公司), an Independent Third Party, the Supplier
- Consideration:** RMB210,144,000 (equivalent to approximately HK\$235,361,280)

Under the Purchase Contract 6, the Group has agreed to buy from the Supplier (i) 24 sets of wind power electricity generation facilities of 2,000KW each and (ii) ancillary equipment for the Group's development of the Jingmen Project.

The amount of consideration includes fees in relation to, inter alia, the purchase of machinery and equipment, technical support services to be provided by the Supplier, tax payment and delivery and insurance costs. The Supplier will provide a warranty period of 5 years in respect of the machinery and equipment supplied.

The above consideration payable by the Group is on normal commercial terms and is agreed after arm's length negotiation principally with reference to the market unit price and quantity of each machinery, equipment or forming part of the wind power electricity generation equipment to be supplied as set out in the Purchase Contract 6.

According to the Purchase Contract 6, the Supplier shall pay 10% of the above consideration within 15 days from the effective date of the Purchase Contract 6 as performance bond for any breach of its obligations under the Purchase Contract 6, which shall be refunded to the Supplier within 30 days after completion of the pre-examination

LETTER FROM THE BOARD

of the relevant machinery and equipment. 10% of the above consideration shall be payable within 35 days after receipt of the performance bond deposit and evidence of such payment.

The Supplier shall deliver and install machinery and equipment, and the payment of consideration to be made by the Group by instalment will be based on the stages of completion, including the time of delivery and examination of equipment on the terms of Purchase Contract 6.

The consideration will be payable in cash or by way of acceptance bill of exchange. The purchase will be financed by internal resources of the Group or borrowings.

THE PURCHASE CONTRACT 7

The principal terms of the Purchase Contract 7 are summarised as follows:

Date: 13 January 2017

Parties: Tianjin Century Concord Huaxing Wind Power Equipment Co., Ltd.* (天津協合華興風電裝備有限公司), the buyer

Xinjiang Goldwind Science & Technology Co., Ltd.* (新疆金風科技股份有限公司), an Independent Third Party, the Supplier

Consideration: RMB207,360,000 (equivalent to approximately HK\$232,243,200)

Under the Purchase Contract 7, the Group has agreed to buy from the Supplier (i) 24 sets of wind power electricity generation facilities of 2,000KW each and (ii) ancillary equipment for the Group's development of the Xiangyang Project.

The amount of consideration includes fees in relation to, inter alia, the purchase of machinery and equipment, technical support services to be provided by the Supplier, tax payment and delivery and insurance costs. The Supplier will provide a warranty period of 5 years in respect of the machinery and equipment supplied.

The above consideration payable by the Group is on normal commercial terms and is agreed after arm's length negotiation principally with reference to the market unit price and quantity of each machinery, equipment or forming part of the wind power electricity generation equipment to be supplied as set out in the Purchase Contract 7.

LETTER FROM THE BOARD

According to the Purchase Contract 7, the Supplier shall pay 10% of the above consideration within 15 days from the effective date of the Purchase Contract 7 as performance bond for any breach of its obligations under the Purchase Contract 7, which shall be refunded to the Supplier within 30 days after completion of the pre-examination of the relevant machinery and equipment. 10% of the above consideration shall be payable within 35 days after receipt of the performance bond deposit and evidence of such payment.

The Supplier shall deliver and install machinery and equipment, and the payment of consideration to be made by the Group by instalment will be based on the stages of completion, including the time of delivery and examination of Equipment on the terms of Purchase Contract 7. The consideration will be payable in cash or by way of acceptance bill of exchange. The purchase will be financed by internal resources of the Group or borrowings.

The consideration will be payable in cash or by way of acceptance bill of exchange. The purchase will be financed by internal resources of the Group or borrowings.

THE SUPPLIER

The Supplier is a supplier of wind power machinery and equipment in the PRC. To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the Supplier and its ultimate beneficial owner(s) are the Independent Third Parties.

REASONS FOR AND BENEFIT OF THE TRANSACTIONS

The Group is principally engaged in (i) investing in wind and solar power projects and (ii) offering professional technical services and integrated solution to the wind and solar power generation projects.

It is in the ordinary and usual course of business of the Group to build wind power plants in the PRC, including, among other projects, the subject projects in Hubei Province, the PRC. The purchases of the machinery and equipment from the Supplier under the Purchase Contract 6 and the Purchase Contract 7 represent part of the Group's ordinary investments in its wind power projects.

The Purchase Contract 6 and the Purchase Contract 7 were entered into after the Group's tender process. The Group evaluated the terms of the contracts based on, among other factors, the specifications and needs of the Group, the credentials and experience of the Supplier, the quality of the products to be supplied by the Supplier, the services agreed to be rendered by the Supplier, the products warranty provided by the Supplier and the terms offered by other suppliers to the Group.

LETTER FROM THE BOARD

The Directors (including the independent non-executive Directors) consider that the overall terms offered by the Supplier under the Purchase Contract 6 and the Purchase Contract 7 are on normal commercial terms, fair and reasonable and in the interests of the Company and its shareholders as a whole.

PAST TRANSACTIONS REQUIRING DISCLOSURE AS A REQUEST OF AGGREGATION

Set out below is a summary of the discloseable transactions (other than the transactions contemplated under the Purchase Contract 6 and the Purchase Contract 7) entered into between TCCH/HNEE and the Supplier relating to the purchase of wind power electricity generation equipment, during the period from 23 July 2015 to the date of this circular. Such transactions were subject to the announcement requirements and exempt from shareholders' approval under the Listing Rules. Given the Transactions are transacted with the same party, the Supplier, and are similar in nature, aggregation is required pursuant to the Rule 14.22 of the Listing Rules.

| | Purchase Contract 1 | Purchase Contract 2 | Purchase Contract 3 <i>(Note)</i> | Purchase Contract 4 | Purchase Contract 5 |
|--|---|---|---|---|---|
| Date of contract: | 23 July 2015 | 26 January 2016 | 6 April 2016 | 2 August 2016 | 22 September 2016 |
| Buyer: | TCCH | TCCH | TCCH | HNEE | HNEE |
| Main Equipment: | 24 sets of wind power generation facilities of 2,000KW each | 24 sets of wind power generation facilities of 2,000KW each | 24 sets of wind power generation facilities of 2,000KW each | 24 sets of wind power generation facilities of 2,000KW each | (i) 24 sets of wind power electricity generation facilities of 2,500KW each; and (ii) 20 sets of wind power electricity generation facilities of 2,000KW each. |
| Consideration: <i>(RMB million)</i> | 213.60 | 213.60 | 205.44 | 205.44 | 428.00 |

Note: All wind power generation facilities under the Purchase Contract 3 have been delivered and installed.

LETTER FROM THE BOARD

The Company has already been fully complied with the requirements under the Listing Rules to announce the aforesaid transactions. Details of which please refer to the announcements of the Company dated 23 July 2015, 26 January 2016, 6 April 2016, 2 August 2016 and 22 September 2016 and the circular of the Company dated 14 October 2016 in relation to the purchase of wind power electricity generation equipment from the Supplier.

IMPLICATIONS OF THE LISTING RULES

As the Previous Purchase Contracts, the Purchase Contract 6 and the Purchase Contract 7 were entered into among the same parties, the transactions contemplated under the aforesaid contracts are required to be aggregated pursuant to the Rule 14.22 of the Listing Rules. When the Transactions are aggregated, the applicable percentage ratios in respect of the Transactions exceed 25% but are less than 100% and thus such transactions constitute a major transaction, which is subject to the reporting, announcement and shareholders' approval requirements under Chapter 14 of the Listing Rules.

A SGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Purchase Contract 6 and the Purchase Contract 7 and the transactions contemplated thereunder.

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, as at the date of this circular, the Supplier does not hold any Shares and no Shareholders or their associates have a material interest in the transactions contemplated under the Purchase Contract 6 and Purchase Contract 7.

No Shareholder is required to abstain from voting on the resolution(s) in respect of the Purchase Contract 6 and the Purchase Contract 7 at the SGM.

SPECIAL GENERAL MEETING

The SGM shall be held at 10:00 a.m. on 27 February 2017, Monday at Suite 3901, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong. The SGM will be held for the purpose of considering and, if thought fit, approving, among other things, the Purchase Contract 6, the Purchase Contract 7 and the transaction contemplated thereunder. A notice convening the SGM and a form of proxy for use at the SGM are enclosed herewith. Whether or not you are able to attend the SGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before

LETTER FROM THE BOARD

the time fixed for holding of the SGM. Completion and return of the form of proxy will not preclude you from attending and voting at the SGM or any adjourned meeting should you so desire.

RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that the terms of the Purchase Contract 6 and the Purchase Contract 7 are on normal commercial terms, fair and reasonable and in the interest of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the SGM.

ADDITIONAL INFORMATION

Your attention is drawn to the information set out elsewhere in this circular and in the appendices to it.

Your faithfully,
For and on behalf of
Concord New Energy Group Limited
Liu Shunxing
Chairman

1. CONSOLIDATED FINANCIAL INFORMATION OF THE GROUP FOR EACH OF THE THREE FINANCIAL YEARS ENDED 31 DECEMBER 2015 AND THE SIX MONTHS ENDED 30 JUNE 2016

Consolidated financial information of the Group for each of the three financial years ended 31 December 2013, 2014 and 2015 and the six months ended 30 June 2016 are disclosed in the following documents which have been published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.chinawindpower.com.hk) respectively:

- Interim Report 2016 (pages 31 to 54):
<http://www.hkexnews.hk/listedco/listconews/SEHK/2016/0913/LTN20160913630.pdf>
- Annual Report 2015 (pages 62 to 266):
<http://www.hkexnews.hk/listedco/listconews/SEHK/2016/0425/LTN20160425997.pdf>
- Annual Report 2014 (pages 32 to 170):
<http://www.hkexnews.hk/listedco/listconews/SEHK/2015/0429/LTN201504291480.pdf>
- Annual Report 2013 (pages 33 to 170):
<http://www.hkexnews.hk/listedco/listconews/SEHK/2014/0428/LTN201404281457.pdf>

2. STATEMENT OF INDEBTEDNESS

At the close of business on 31 December 2016, being the latest practicable date for ascertaining the indebtedness of the Group prior to the printing of this circular, the Group had outstanding bank borrowings of approximately HK\$5,022,204,000. Among these bank borrowings, there was a bank loan of HK\$1,705,204,000 that was guaranteed by subsidiaries, of HK\$1,007,861,000 that was under finance lease agreement, of HK\$223,280,000 was credit loan and of HK\$2,085,859,000 that was secured by a subsidiary's fixed assets and account receivables with carrying value of approximately HK\$ 896,215,000 and HK\$ 349,307,000 respectively.

Save as aforesaid, and apart from intra-group liabilities, the Group did not have outstanding as at 31 December 2016 any loan capital issued and outstanding or agreed to be issued, bank overdrafts, loan or other similar indebtedness, liabilities under acceptances or acceptable credits, debentures, mortgages, charges, hire purchase commitments, guarantees or other material contingent liabilities.

3. WORKING CAPITAL

The Directors, after due and careful enquiry, are of the opinion that taking into account of the financial resources available to the Group including internally generated funds and the available banking facilities, the Group will have sufficient working capital for its present requirements, that is for at least the next twelve months from the date of this circular.

4. NO MATERIAL ADVERSE CHANGE

The Directors are not aware of any material adverse change in the financial or trading position of the Group since 31 December 2015, being the date to which the latest published audited financial statements of the Group were made up.

5. FINANCIAL EFFECTS OF ENTERING INTO THE PURCHASE CONTRACT 6 AND THE PURCHASE CONTRACT 7 ON THE GROUP

The purchases under the Purchase Contract 6 and the Purchase Contract 7 will be financed by internal resources of the Group or borrowings.

The total consideration under the Purchase Contract 6 and the Purchase Contract 7 are RMB210,144,000 (equivalent to approximately HK\$235,361,280) and of RMB207,360,000 (equivalent to approximately HK\$232,243,200) respectively.

The purchase under the Purchase Contract 6 and the Purchase Contract 7 will result in an increase in the non-current assets of the Group and result in (i) a decrease in cash and cash equivalents of the Group (if the purchase is wholly financed by internal resources of the Group) or (ii) a increase in the indebtedness of the Group (if the purchase is wholly financed by borrowings) or (iii) a decrease in cash and cash equivalents and an increase in the indebtedness of the Group (if the purchase is financed by a combination of internal resources of the Group and borrowings).

The equipment is necessary for the development of Jingmen Project and Xiangyang Project , which is expected to enhance the earnings prospects of the Group.

6. FINANCIAL AND TRADING PROSPECT OF THE GROUP

As mentioned in the “Outline of the 13th Five-Year Plan for the National Economic and Social Development of the PRC”, by 2020, the proportion of non-fossil energy to China’s total primary energy consumption will reach 15% and the carbon dioxide emission per unit of GDP will decrease by 18% as compare to that of 2015. To achieve this target, during the period of the “13th Five-Year”, China will substantially increase the proportion of non-fossil energy consumption. According to the preliminary plan, by 2020, Mainland China will have installed capacity of wind power and solar power reaching 250GW and 150GW, with planned generation of wind power and solar power keeping 30GW and 20 GW each year. In March 2016, the National Energy Administration (“NEA”) issued the “Notice on Issuing the 2016 Programme for the Nationwide Development and Construction of Wind Power” (《關於下達2016年全國風電開發建設方案的通知》) stating the development and construction capacity of wind power in Mainland China this year will reach 30.83GW, which continuously maintained a strong development trend. In June 2016, NEA also issued the “Notice on Issuing the 2016 Plan for the Construction and Implementation of Photovoltaic Power” (《關於下達2016年光伏發電建設實施方案的通知》), pursuant to which, the construction capacity of new photovoltaic power station in Mainland China targets to 18.1GW in 2016. In light of the changes in national policy, the Directors are optimistic about the prospect of the wind power business in PRC.

According to the Company’s Interim Report 2016, the power plants controlled by the Group achieved net profit of HK\$207,272,000 (2015 first half: HK\$114,617,000) from power generation in the first half of 2016. The Group’s power plants generated aggregate of electricity output of 1,990.07 million kWh (2015 first half: 1,590.53 million kWh) in the first half of 2016, of which wind power generation was 1,554.00 million kWh (1H2015: 1,334.18 million kWh), up by 16.48% as compared with the same period last year and solar power generation was 436.07 million kWh (1H2015: 256.36 million kWh), up by 70.10% as compared with the same period last year. The Directors are of the view that the wind power business will continue to be an important source of income to the Group and create value and benefit the Shareholders.

Therefore, the Company will continue its focus and effort to develop the Group’s wind power and solar power business and continue to explore potential investment and cooperation opportunities in the PRC.

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. DISCLOSURE OF INTERESTS**(i) Directors' and chief executives' interests and/or short positions in the Shares, underlying Shares and debentures of the Company or any associated corporation**

As at the Latest Practical Date, the following Directors had interests in the Shares, underlying Shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO"), which are required (a) to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Division 7 and 8 of Part XV of the SFO (including interests and short position which he/she was taken or deemed to have under such provisions of the SFO); (b) pursuant to section 352 of the SFO, to be entered

on the register referred to therein; or (c) pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the “**Model Code**”) in the Listing Rules to be notified to the Company and the Stock Exchange:

Long positions in the Shares:

| Name of the Director | Name of Shares held and nature of interest | | | | Total | Approximate percentage of the total issued share capital (%) |
|----------------------|--|--------|---------------|---------------|-------|--|
| | Personal | Family | Corporate | | | |
| Liu Shunxing | 9,000,000 | — | 2,426,479,387 | 2,435,479,387 | 27.89 | |
| Yang Zhifeng | 7,500,000 | — | — | 7,500,000 | 0.09 | |
| Liu Jianhong | 8,710,000 | — | — | 8,710,000 | 0.10 | |
| Yu Weizhou | 25,130,000 | — | — | 25,130,000 | 0.29 | |
| Gui Kai | 3,600,000 | — | — | 3,600,000 | 0.04 | |
| Niu Wenhui | 4,000,000 | — | — | 4,000,000 | 0.05 | |
| Yap Fat Suan | 200,000 | — | — | 200,000 | 0.002 | |

Note:

- 2,311,469,387 shares are held by China Wind Power Investment Limited, China Wind Power Investment Limited is wholly-owned by New Energy International Limited, which in turn is a wholly-owned subsidiary of Concord International Investment Limited (“Concord International”). Mr. Liu Shunxing held as to 47.78% of the issued shares of Concord International, and 115,010,000 shares are held by Guangfeng International Holdings Limited which is wholly owned by Beijing Guangfeng Energy Technology Limited. Mr. Liu Shunxing held as to 99% of the issued shares of Beijing Guangfeng Energy Technology Limited.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or the chief executive of the Company had or was deemed to have any interest or short position in the Shares, underlying Shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have such provisions of the SFO); or (ii) were required to be entered in the register maintained by the Company pursuant to section 352 of the SFO; or (iii) were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as contained in the Listing Rules.

(ii) Directors' other interests

- (a) As of the Latest Practicable Date, none of the Directors had any interest, direct or indirect, in any asset which have been since 31 December 2015, the date to which the latest published audited financial statements of the Company were made up, acquired or disposed of by or leased to any member of the Group or are proposed to be acquired or disposed of by or leased to any member of the Group.
- (b) As of the Latest Practicable Date, none of the Directors was materially interested in any contract or arrangement entered into by any member of the Group which was subsisting at the date of this circular, and which was significant in relation to the business of the Group.
- (c) As of the Latest Practicable Date, none of the Directors and their respective close associates was interested in any business apart from the business of the Group, which competed or was likely to compete, either directly or indirectly, with that of the Group.
- (d) Save for Liu Shunxing, as of the Latest Practicable Date, none of the Directors was a director or employee of a company which had an interest or short interest in the Shares and underlying Shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Division 2 and 3 of Part XV of the SFO.

(iii) Substantial Shareholders

As of the Latest Practicable Date, so far as is known to the Directors or the chief executives of the Company, the following persons (other than a Director or chief executive of the Company) had an interest or short position in the Shares or underlying Shares which fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or recorded in the register kept by the Company pursuant to Section 336 of the SFO, or who were, directly or indirectly interested in 5% or more of the issued voting shares of any other member of the Group:

- (a) Long positions in the Shares:

| Name of shareholder | Number of Shares held | Approximate percentage of the total issued share capital (%) |
|--|-----------------------|--|
| China Wind Power Investment Limited ¹ | 2,311,469,387 | 26.47 |
| Huadian Fuxin | 880,000,000 | 10.08 |

Note:

1. The shares are held by China Wind Power Investment Limited, China Wind Power Investment Limited is wholly owned by New Energy International Limited, which in turn is a wholly-owned subsidiary of Concord International. Mr. Liu Shunxing held as to 47.78% of the issued shares of Concord International.

- (b) Saved as disclosed above, as of the Latest Practicable Date, there were no other persons who had an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under Section 336 of the SFO, or which were recorded in the register to be kept by the Company under Section 336 of the SFO.

3. MATERIAL CONTRACTS

The following contracts, including contracts not in the ordinary course of business, were entered into by the Group within the two years preceding the date of this circular and are or may be material:

- (a) The Purchase Contract 1, regarding the purchase of wind power electricity generation equipment from the Supplier at a total consideration of RMB213.6 million for the Group's wind farm project in Hunan Province (湖南省), the PRC;
- (b) On 7 August 2015, TCCH and Shangluo BYD Industry Company Limited* (商洛比亞迪實業有限公司) ("SLBYD") entered into purchase contract regarding the purchase of solar power electricity generation equipment from SLBYD at a total consideration of RMB215,005,800 for the Group's solar power project in Shaanxi Province (陝西省), the PRC;

- (c) On 6 November 2015, HNEE and XEMC Windpower Co., Ltd* (湘電風能有限公司) (“XENC”) entered into 2 purchase contracts, at a total consideration of RMB204 million each, regarding the purchase of wind power electricity generation equipment from XENC for the Group’s two wind farm projects located at Chaodong* (朝東) and Shijia* (石家) in Guangxi (廣西), the PRC;
- (d) On 1 December 2015, TCCH and Gamesa Wind Power (Tianjian) Co., Ltd.* (歌美颯風電(天津)有限公司) (“GWP”) entered into purchase contract regarding the purchase of wind power electricity generation equipment from GWP, at a total consideration of RMB206,160,000, for the Group’s wind farm project in Yunnan Province (雲南省), the PRC;
- (e) The Purchase Contract 2, regarding the purchase of wind power electricity generation equipment from the Supplier at a total consideration of RMB213.6 million for the Group’s wind farm project in Hunan Province (湖南省), the PRC;
- (f) On 2 February 2016, Jilin Tianhe Wind Power Equipment Manufacturing Operation and Maintenance Ltd.* (吉林省天合風電裝備製造運行維護有限公司) (“ILTH”), a wholly owned subsidiary of the Company, entered into purchase contract with Shaanxi Tuori New Energy Technology Ltd* (陝西拓日新能源科技有限公司) (“SXTR”), regarding the purchase of solar power electricity generation equipment from SXTR at a total consideration of RMB215,255,040 for the Group’s solar power project located in Shaanxi Province (陝西省), the PRC;
- (g) On 14 March 2016, TCCH and GWP entered into purchase contract regarding the purchase of wind power electricity generation equipment from GWP at a total consideration of RMB137,782,002 for the Group’s wind farm project in Yunnan Province (雲南省), the PRC;
- (h) On 5 April 2016, the Company and Huadian Fuxin Energy Corporation Limited (華電福新能源股份有限公司) (“HDFE”) entered into agreement, pursuant to which the Company agreed to sell and HDFE agreed to acquire 51% of the entire equity interests in the Hubei Jinquan Wind Power Electricity Co., Ltd.* (湖北金泉風力發電有限公司) (“HBJQ”), at a consideration of RMB44.13 million. The agreement was supplemental to the equity transfer agreement entered into between the Company and HDFE on 22 December 2014 in relation to the transfer of 49% of the equity interests in HBJQ;

- (i) The Purchase Contract 3, regarding the purchase of wind power electricity generation equipment from the Supplier at a total consideration of RMB205,440,000 for the Group's wind farm project in Anhui Province (安徽省), the PRC;
- (j) On 19 May 2016, the Company and HDFE entered into agreement, pursuant to which the Company agreed to sell and HDFE agreed to acquire 49% of the entire equity interests in the Yiyang Century Concord Wind Power Co., Ltd.* (宜陽協合風力發電有限公司) (“YYXH”), at a consideration of RMB37,298,485. The agreement was supplemental to the equity transfer agreement entered into between the Company and HDFE on 22 April 2014 in relation to the transfer of 51% of the equity interests in YYXH;
- (k) On 26 July 2016, HNEE and Guodian United Power Technology Company Ltd.* (國電聯合動力技術有限公司) (“GDUP”) entered into purchase contract regarding the purchase of wind power electricity generation equipment at a total consideration of RMB194,752,784 for the Group's wind farm project in Henan Province (河南省), the PRC;
- (l) The Purchase Contract 4, regarding the purchase of wind power electricity generation equipment from the Supplier at a total consideration of RMB205,440,000 for the Group's wind farm project in Anhui Province (安徽省), the PRC;
- (m) On 23 August 2016, the HNEE and Envision Energy (Jiangsu) Co., Ltd.* (遠景能源(江蘇)有限公司) (“EEJS”) entered into purchase contract regarding the purchase of wind power electricity generation equipment from the EEJS at a total consideration of RMB201,344,000 for the Group's wind farm project in Hebei Province (河北省), the PRC;
- (n) The Purchase Contract 5, regarding the purchase of wind power electricity generation equipment from the Supplier at a total consideration of RMB428,000,000 for the Group's wind farm project in Henan Province (河南省), the PRC;
- (o) On 30 September 2016, JLTH and CSIC (Chongqing) Haizhuang Windpower Equipment Co., Ltd.* (中船重工(重慶)海裝風電設備有限公司) entered into purchase contract regarding the purchase of wind power electricity generation equipment at a total consideration of RMB199,680,000 for the Group's wind farm project in Guangxi Province (廣西省), the PRC;

- (p) On 14 October 2016, Jilin Tianhe Wind Power Equipment Co., Ltd.* (吉林省天合風電設備有限公司) as the buyer, and Guangdong Mingyang Wind Power Industry Group Co., Ltd.* (廣東明陽風電產業集團有限公司), as the supplier entered into purchase contract regarding the purchase of wind power electricity generation equipment at a total consideration of RMB203,040,000 for the Group's wind farm project in Hunan province (湖南省), the PRC;
- (q) On 30 November 2016, Century Concord Wind Power Investment Co., Ltd.* (協合風電投資有限公司) as the vendor, and Tianjin Clean Energy Investment Company Limited * (天津富歡企業管理諮詢有限公司) (“**Tianjin Clean Energy**”), as the purchaser entered into the sale and purchase agreement regarding the proposed disposal of the entire share capital of Yulin Century Concord Solar Power Co., Ltd.* (榆林協合太陽能發電有限公司) to Tianjin Clean Energy at a total consideration of RMB320,950,314.19;
- (r) On 28 December 2016, Yinhua Century Concord New Energy Investment Limited* (銀華協合新能源投資有限公司) as the vendor, and Shaanxi Hydro Development Co., Ltd. * (陝西省水電開發有限責任公司) (“**Shaanxi Hydro**”), as the purchaser entered into the sale and purchase agreement regarding the proposed disposal of the entire equity interest in Yulin Century Concord New Energy Co., Ltd.* (榆林協合生態新能源有限公司) to Shaanxi Hydro at a total consideration of RMB573,924,900;
- (s) The Purchase Contract 6, regarding the purchase of wind power electricity generation equipment from the Supplier at a total consideration of RMB210,144,000 for the Group's wind farm project in Jingmen City (荊門市), Hubei Province (湖北省), the PRC; and
- (t) The Purchase Contract 7, regarding the purchase of wind power electricity generation equipment from the Supplier at a total consideration of RMB207,360,000 for the Group's wind farm project in Xiangyang City (襄陽市), Hubei Province (湖北省), the PRC.

4. LITIGATION

As at the Latest Practicable Date, neither the Company nor any member of the Group was engaged in any litigation or arbitration of material importance and no litigation or claim of material importance had known to the Directors to be pending or threatened by or against any member of the Group.

5. SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contracts with the Company or any member of the Group (excluding contracts expiring or determinable by the Group within one year without payment compensation (other than statutory compensation)).

6. SECRETARY OF THE COMPANY

The secretary of the Company is Mr. Chan Kam Kwan, Jason. Mr. Chan graduated from the University of British Columbia with a Bachelor of Commerce degree. Mr. Chan holds a certificate of Certified Public Accountant issued by Washington State Board of Accountancy in the United States, and has extensive experience acting as company secretary for listed companies.

7. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection during normal business hours at the Company's principal place of business in Hong Kong from the date of this circular up to and including the date of the SGM:

1. the circular of the Company dated 14 October 2016 and this circular;
2. the material contracts referred to in the section headed "3. Material Contracts" in this appendix;
3. the Company's memorandum of association and bye-laws; and
4. the annual reports of the Company for each of the two financial years ended 31 December 2014 and 2015 and the interim report of the Company for the six months ended 30 June 2016.

8. MISCELLANEOUS

- The correspondence address of the Directors is at Suite 3901, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong;
- The principal place of business in Hong Kong and correspondence address of the Company is at Suite 3901, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong;

- The registered office of the Company is at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda;
- The Hong Kong branch share registrar and transfer office of the Company is Tricor Tengis Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong; and
- The English texts of this circular and the accompanying form of proxy shall prevail over the Chinese texts.

NOTICE OF SGM



Concord New Energy Group Limited

協合新能源集團有限公司*

(Incorporated in the Bermuda with limited liability)

(Stock code: 182)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Special General Meeting of Concord New Energy Group Limited (the “**Company**”) will be held at 10:00 a.m. on 27 February 2017, Monday at Suite 3901, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong to consider and, if thought fit, pass with or without modifications, the following resolutions of the Company:

Unless otherwise defined, capitalised terms used herein shall have the same meaning as ascribed to them in the circular of the Company dated 10 February 2017.

ORDINARY RESOLUTIONS

(1) **That:**

- (i) The Purchase Contract 6 (a copy of which is signed by the chairman of the SGM for the identification purpose and has been tabled at the SGM) entered into between (i) TCCH, as the buyer, and (ii) Xinjiang Goldwind Science & Technology Co., Ltd.* (新疆金風科技股份有限公司) as the supplier in relation to the purchase of wind power electricity generation equipment, and the transaction contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (ii) any one director of the Company be and is hereby generally and unconditionally authorized to do all such acts and things, to sign and execute all such further documents for and on behalf of the Company by hand, or in case of execution of documents under seal, to do so jointly with any of a second director, a duly authorized representative of the director or the secretary of the Company and to take such steps as he may in his absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the transactions under the Purchase Contract 6.

NOTICE OF SGM

(2) **That:**

- (i) The Purchase Contract 7 (a copy of which is signed by the chairman of the SGM for the identification purpose and has been tabled at the SGM) entered into between (i) TCCH, as the buyer, and (ii) Xinjiang Goldwind Science & Technology Co., Ltd.* (新疆金風科技股份有限公司) as the supplier in relation to the purchase of wind power electricity generation equipment, and the transaction contemplated thereunder be and are hereby approved, confirmed and ratified; and

- (ii) any one director of the Company be and is hereby generally and unconditionally authorized to do all such acts and things, to sign and execute all such further documents for and on behalf of the Company by hand, or in case of execution of documents under seal, to do so jointly with any of a second director, a duly authorized representative of the director or the secretary of the Company and to take such steps as he may in his absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the transactions under the Purchase Contract 7.

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

Hong Kong, 10 February 2017

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. A proxy need not be a shareholder of the Company.
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 registrars 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 meeting.
3. As at the date hereof, the board of directors of the Company comprises Mr. Liu Shunxing (Chairman), Mr. Yang Zhifeng and Ms. Liu Jianhong (who are Co-Vice Chairpersons), Mr. Yu Weizhou (Chief Executive Officer), Mr. Gui Kai and Mr. Niu Wenhui (Chief Financial Officer) (all of above are also executive Directors), Mr. Gao Fuchun (who is non-executive Director) and Dr. Wong Yau Kar, David, BBS,JP, Mr. Yap Fat Suan, Dr. Shang Li and Ms. Huang Jian (who are independent non-executive Directors).