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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 Bermuda with limited liability)

(Stock code: 182)

**MAJOR TRANSACTION
FINANCE LEASE ARRANGEMENTS
AND
NOTICE OF SPECIAL GENERAL MEETING**

A special general meeting (the “SGM”) of the Company will be held at 10:00 a.m. on 25 September 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.

* For identification purpose only

7 September 2017

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DEFINITIONS

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

“Accounts Receivable Security Agreement II”	the agreement dated 9 August 2017 entered into between Huaneng Tiancheng and Jingmen Lixi pursuant to which Jingmen Lixi has agreed to pledge its electricity usufruct in favour of Huaneng Tiancheng
“associates”	has the meaning ascribed to it by the Listing Rules
“Century Concord”	Century Concord Wind Power Investment Co., Ltd. * (協合風電投資有限公司), a limited liability company incorporated in the PRC and a wholly-owned subsidiary of the Company
“Company”	Concord New Energy Group Limited (協合新能源集團有限公司*), a company incorporated in Bermuda with limited liability, the ordinary shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Equipment I”	machinery and equipment for the operation of wind power projects in Hubei Province, the PRC, which is the subject matter under Finance Lease Arrangement I
“Equipment II”	machinery and equipment for the operation of wind power projects in Hubei Province, the PRC, which is the subject matter under Finance Lease Arrangement II
“Finance Lease Agreement I”	an agreement in relation to the finance lease concerning Equipment I entered into between Jingmen Shengjingshan (as lessee) and Huaneng Tiancheng (as lessor) dated 23 March 2017, including all of its attachments and appendices
“Finance Lease Agreement II”	an agreement in relation to the finance lease concerning Equipment II entered into between Jingmen Lixi (as lessee) and Huaneng Tiancheng (as lessor) dated 9 August 2017, including all of its attachments and appendices

DEFINITIONS

“Finance Lease Arrangements”	Finance Lease Arrangement I and Finance Lease Arrangement II
“Finance Lease Arrangement I”	Sale and Purchase Agreement I, Finance Lease Agreement I, Finance Lease Consultancy Agreement, other security agreements and the transactions contemplated thereunder
“Finance Lease Arrangement II”	Sale and Purchase Agreement II, Finance Lease Agreement II, other Security Agreements and the transactions contemplated thereunder
“Finance Lease Consultancy Agreement”	the agreement dated 23 March 2017 entered into between Huaneng Tiancheng and Jingmen Shengjingshan in relation to provision of consultancy service
“Group”	the Company and its subsidiaries
“Guarantee Agreement II”	the agreement entered into between Huaneng Tiancheng and the Company on 9 August 2017 pursuant to which the Company has agreed to provide a corporate guarantee to secure the obligations of Jingmen Lixi under Finance Lease Agreement II
“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 Co., 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
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Huaneng Tiancheng/Lessor”	Huaneng Tiancheng Financial Leasing Co. Ltd.* (華能天成融資租賃有限公司), which is a limited liability company incorporated in the PRC and a third party independent of the Company and its connected persons

DEFINITIONS

“Jingmen Lixi”	Jingmen Lixi Wind Power Co., Ltd.* (荊門栗溪風力發電有限公司, a limited liability company incorporated in the PRC and a wholly owned subsidiary of the Company)
“Jingmen Lixi Wind Power Project”	A wind power project with an installed capacity of 48MW located in Hubei Province, the PRC
“Jingmen Shengjingshan”	Jingmen Shengjingshan Wind Power Co., Ltd.* (荊門聖境山風力發電有限公司), a limited liability company incorporated in the PRC and a wholly owned subsidiary of the Company
“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”	4 September 2017, the latest practicable date before the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mortgage Agreement II”	the mortgage agreement entered into between Huaneng Tiancheng and Jingmen Lixi on 9 August 2017 pursuant to which Jingmen Lixi agreed to charge Equipment II to Huaneng Tiancheng
“MW”	Megawatt (1,000,000 watts), the commonly used unit of power in quantifying the electricity generation
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Sale and Purchase Agreement I”	an agreement entered into among Jingmen Shengjingshan (as lessee), Huaneng Tiancheng (as purchaser/lessor) and TCCH (as supplier) dated 23 March 2017 pursuant to which TCCH agreed to supply Equipment I to Huaneng Tiancheng

DEFINITIONS

“Sale and Purchase Agreement II”	an agreement entered into among Jingmen Lixi (as lessee), Huaneng Tiancheng (as purchaser/lessor), and HNEE (as supplier) dated 9 August 2017 pursuant to which HNEE agreed to supply Equipment II to Huaneng Tiancheng
“Security Agreements”	the security agreements executed pursuant to Finance Lease Arrangement II under the section of “Security Agreements” in this circular
“SFO”	Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong
“SGM”	the special general meeting of the company to be convened and held at 10:00 a.m. on 25 September 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 agreements executed pursuant to Finance Lease Arrangement II 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
“Share Pledge Agreement II”	the agreement entered into between Century Concord and Huaneng Tiancheng on 9 August 2017 pursuant to which Century Concord has agreed to pledge all its equity interest in Jingmen Lixi in favour of Huaneng Tiancheng
“Shortfall Make-up Agreement”	the agreement entered into between Huaneng Tiancheng and Century Concord on 9 August 2017 pursuant to which Century Concord has agreed to make up the shortfall in outstanding payments if Jingmen Lixi fails to meet its payment obligations as they fall due under Finance Lease Agreement II
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	has the meaning ascribed to it by the Listing Rules

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“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

“%” per cent

* *For identification purposes only.*

Note: The translation of RMB into HK\$ is based on the exchange rate of RMB1.00 to HK\$1.1641, 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 Bermuda with limited liability)

(Stock code: 182)

Executive Directors:

Mr. Liu Shunxing (*Chairman*)
Ms. Liu Jianhong (*Co-Vice Chairperson*)
Mr. Yang Zhifeng (*Co-Vice Chairperson*)

Mr. Yu Weizhou (*Chief Executive Officer*)
Mr. Niu Wenhui
Mr. Gui Kai

Non-executive Director:

Mr. Wu Shaohua

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

7 September 2017

To the Shareholders:

Dear Sir or Madam,

MAJOR TRANSACTION FINANCE LEASE ARRANGEMENTS

INTRODUCTION

Reference is made to the announcement of the Company dated 23 March 2017 in relation to Finance Lease Arrangement I entered into between Jingmen Shengjingshan (as lessee), Huaneng Tiancheng (as purchaser/lessor) and TCCH (as supplier).

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Reference is also made to the announcement of the Company dated 9 August 2017 in relation to Finance Lease Arrangement II entered into between Jingmen Lixi (as lessee), Huaneng Tiancheng (as purchaser/lessor) and HNEE (as supplier).

The purpose of this circular is to provide you with information regarding the details of Finance Lease Arrangement II and the summary of the terms of Finance Lease Arrangement I.

FINANCE LEASE ARRANGEMENT II

A. Principal Terms of Sale and Purchase Agreement II and Finance Lease Agreement II

(i) Date of agreements

9 August 2017

(ii) Parties

Purchaser/Lessor:	Huaneng Tiancheng
Supplier:	HNEE
Lessee:	Jingmen Lixi

(iii) Sale and lease arrangement

Pursuant to Sale and Purchase Agreement II and Finance Lease Agreement II, Huaneng Tiancheng has agreed to purchase Equipment II from HNEE at a total consideration of not more than RMB260,000,000.00 (equivalent to approximately HK\$302,666,000.00).

Huaneng Tiancheng shall then lease Equipment II to Jingmen Lixi for a term of 13 years, commencing from the day on which Huaneng Tiancheng pays the first installment of purchase price of Equipment II.

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The following table sets out the details of Equipment II (brand-new equipment) bought/ to be bought by HNEE:

Purchase contract/ Batch	Date of purchase contract/ Estimated date of purchase contract	Type of equipment	Actual Purchase Price/ Estimated Purchase Price (RMB)
1	24 April 2017	Wind power electricity generation equipment	192,960,000.00
2	7 July 2017	Tower tube	33,965,424.00
3	September 2017	Transformer	4,893,200.00 ^(Note1)
4	September 2017	Cables	5,155,300.00 ^(Note1)
Total			236,973,924.00 (the “ Total Purchase Price ”) ^(Note2)

Note:

- (1) Purchase contracts 3 and 4 are expected to be entered into in or around September 2017 and the estimated purchase price of the equipment under the contracts are determined based on the actual purchase price for similar equipment purchased by the Group.
- (2) The Total Purchase Price is subject to a maximum of RMB260,000,000.00.
- (3) Each of Equipment II has an estimated useful life of 20 years.

The table above sets out the actual purchase price/ estimated purchase price of Equipment II. As at the Latest Practicable Date, HNEE has entered into the purchase contracts concerning the first batch and second batch of Equipment II while it is expected that HNEE would enter into purchase contracts concerning the third batch and fourth batch of Equipment II in or around September 2017.

The total consideration of not more than RMB260,000,000.00 (equivalent to approximately HK\$302,666,000.00) was agreed among Huaneng Tiancheng, HNEE and Jingmen Lixi after arm’s length negotiations with reference to the

LETTER FROM THE BOARD

Total Purchase Price of Equipment II, being RMB236,973,924.00 (equivalent to approximately HK\$275,861,344.93). It is estimated that there would be a gain of RMB23,026,076.00 from the disposal of Equipment II by HNEE to Huaneng Tiancheng, being the difference of the maximum total consideration of RMB260,000,000.00 and the Total Purchase Price of RMB236,973,924.00. In view of the above, the Directors consider that the total consideration is fair and reasonable, and in the interests of the Company and Shareholders as a whole.

(iv) Lease payments

The aggregate lease payments (subject to adjustments) payable by Jingmen Lixi to Huaneng Tiancheng is approximately RMB379,297,405.37 (equivalent to approximately HK\$441,540,109.59), comprising (i) the maximum lease costs of RMB260,000,000 (equivalent to approximately HK\$302,666,000.00), (ii) the estimated aggregate lease interest of RMB108,497,405.37 (equivalent to approximately HK\$126,301,829.59) and (iii) handling fees of RMB10,800,000.00 (equivalent to approximately HK\$12,572,280.00).

The lease payments are payable in 13 years through 52 quarterly installments. The lease interest is calculated based on the lease cost and the lease interest rate. The lease interest is calculated at a floating rate and shall be adjusted with reference to the benchmark interest rate for RMB loans with a maturity period of above 5 years as promulgated by the People's Bank of China from time to time (the "**Benchmark Interest Rate**"). The current Benchmark Interest Rate is 4.9% and the interest rate per annum under Finance Lease Arrangement II is 110.5% of the Benchmark Interest Rate. As such, the interest rate per annum under Finance Lease Arrangement II shall be 5.4145%, subject to adjustment of the Benchmark Interest Rate.

In addition, the lease interest would also be adjusted having taking into account the actual lease costs which is subject to a maximum of RMB260,000,000.00 (equivalent to approximately HK\$302,666,000.00).

The aggregate lease interests were determined after arm's length negotiations between Huaneng Tiancheng and Jingmen Lixi with reference to the prevailing market interest rate for finance leases for comparable equipment. In determining the prevailing market interest rate, the Group considered the interest rates charged by various financial leasing companies in PRC regarding Equipment II, where interest rates per annum ranged from 110% to 200% of the Benchmark Interest Rate. It is also common market practice for financial leasing companies to charge a premium on top of the Benchmark Interest Rate

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for finance leases. In addition, the aggregate lease interests were determined after having considered various characteristics of Equipment II, including without limitation the nature, estimated useful life and condition of Equipment II. The handling fees were determined after arm's length negotiations between Huaneng Tiancheng and Jingmen Lixi.

The aggregate lease payments are to be settled out of Jingmen Lixi's internal resources. The lease payments shall be paid into the bank account designated by Huaneng Tiancheng.

(v) Security deposit

Jingmen Lixi shall pay a security deposit of RMB10,400,000.00 (equivalent to approximately HK\$12,106,640.00) to Huaneng Tiancheng as guarantee of its obligations under Finance Lease Agreement II. Such deposit shall be used to offset any default of payment by Jingmen Lixi under Finance Lease Agreement II.

(vi) Lessee's option to purchase upon the end of the lease period

The legal ownership of Equipment II will be vested in Huaneng Tiancheng throughout the lease period. Upon the end of the lease period, provided that Jingmen Lixi has fulfilled all of its obligations under Finance Lease Agreement II, Jingmen Lixi has the option to purchase Equipment II at a nominal consideration of RMB1.

(vii) Lessee's option to early purchase

At any time after the expiration of 24 months from the day on which the lease interest starts to accrue until expiration of 132 months from the day on which lease interest starts to accrue, Jingmen Lixi is eligible to purchase Equipment II at a date (the "**Equipment II Early Purchase Date**") within the abovementioned period by serving a 30 business days' prior written notice to Huaneng Tiancheng (and after obtaining the written consent from Huaneng Tiancheng) at a consideration being the sum of (i) all outstanding unpaid lease interest and late fees (if any) up to the Equipment II Early Purchase Date; (ii) residual lease costs; (iii) the nominal consideration of RMB1; and (iv) all other expenses incurred as a result of the early purchase of Equipment II.

An additional early purchase compensation is payable by Jingmen Lixi and it ranges from nil to 18% on all residual lease costs depending on when the early purchase takes place.

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B. Security Agreements

In order to secure Jingmen Lixi's obligations under Finance Lease Agreement II, the following Security Agreements have been executed on 9 August 2017:

(i) Mortgage Agreement II

Although the ownership of Equipment II shall be transferred to Huaneng Tiancheng under Finance Lease Arrangement II, Equipment II is treated as security and Jingmen Lixi has executed Mortgage Agreement II pursuant to which Jingmen Lixi agreed to charge Equipment II to secure the obligations of Jingmen Lixi under Finance Lease Agreement II, including the aggregate lease payments and other amounts due to Huaneng Tiancheng.

(ii) Share Pledge Agreement II

Century Concord (a wholly-owned subsidiary of the Company and the direct shareholder of Jingmen Lixi) has executed Share Pledge Agreement II in favour of Huaneng Tiancheng, pursuant to which Century Concord has agreed to pledge all its equity interest in Jingmen Lixi (including, among others, any dividends declared) in favour of Huaneng Tiancheng, to secure the obligations of Jingmen Lixi under Finance Lease Agreement II, including the aggregate lease payments and other amounts due to Huaneng Tiancheng.

(iii) Guarantee Agreement II

The Company has executed Guarantee Agreement II in favour of Huaneng Tiancheng, pursuant to which the Company has agreed to provide a corporate guarantee to secure the obligations of Jingmen Lixi under Finance Lease Agreement II, including the aggregate lease payments and other amounts due to Huaneng Tiancheng.

(iv) Shortfall Make-up Agreement

Century Concord has executed a shortfall make-up agreement in favour of Huaneng Tiancheng, pursuant to which Century Concord has agreed to irrevocably make up for the shortfall in outstanding payments if Jingmen Lixi fails to meet its payment obligations as they fall due under Finance Lease Agreement II.

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(v) *Accounts Receivable Security Agreement II*

Jingmen Lixi has executed Accounts Receivable Security Agreement II in favour of Huaneng Tiancheng, pursuant to which Jingmen Lixi has agreed to pledge 100% of the receivables under the electricity bills in relation to the Jingmen Lixi Wind Power Project in favour of Huaneng Tiancheng to secure the obligations of Jingmen Lixi under Finance Lease Agreement II, including the aggregate lease payments and other amounts due to Huaneng Tiancheng.

INFORMATION OF THE PARTIES TO FINANCE LEASE ARRANGEMENT II

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

Jingmen Lixi is a limited liability company incorporated in the PRC and a wholly owned subsidiary of the Company, which is principally engaged in wind power plant investment and operation in the PRC.

HNEE is a limited liability company incorporated in the PRC and a wholly-owned subsidiary of the Company, which is principally engaged in wind power equipment and new energy equipment trade.

Century Concord is a limited liability company incorporated in the PRC and a wholly-owned subsidiary of the Company, which is principally engaged in wind and solar power project investment.

Huaneng Tiancheng is a limited liability company incorporated in the PRC which is principally engaged in the business of finance leasing. To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, Huaneng Tiancheng and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons.

REASONS FOR AND BENEFITS OF THE TRANSACTION

The entering into of the Finance Lease Arrangement II is in the ordinary and usual course of business of the Group. The Directors are of the view that through Finance Lease Arrangement II, the Group will obtain financial resources and gain access to the use of certain equipment required for its operation. The terms under Finance Lease Arrangement II and related agreements have been agreed after arm's length negotiation among the relevant parties. The Directors consider the terms of Finance Lease Arrangement II and

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related agreements are on normal commercial terms, fair and reasonable, and are in the interests of the Company and the shareholders of the Company as a whole.

PAST TRANSACTION REQUIRING DISCLOSURE AS A REQUEST OF AGGREGATION

Finance Lease Arrangement I (being a discloseable transaction) was entered into between Jingmen Shengjingshan (as lessee), Huaneng Tiancheng (as purchaser/lessor) and TCCH (as supplier) on 23 March 2017. It was subject to the announcement requirements and exempt from shareholders' approval under chapter 14 of the Listing Rules. Given the transaction is entered into between the Group with the same party, ie. Huaneng Tiancheng, and are similar in nature, aggregation is required pursuant to rules 14.22 and 14.23 of the Listing Rules.

For details, please refer to the announcement of the Company dated 23 March 2017 in relation to Finance Lease Arrangement I.

Summary of the principal terms of Finance Lease Arrangement I

(i) *Date of agreements under Finance Lease Arrangement I:*

23 March 2017

(ii) *Parties*

Purchaser/Lessor:	Huaneng Tiancheng
Supplier:	TCCH
Lessee:	Jingmen Shengjingshan

(iii) *Sale and Lease Arrangement*

Pursuant to Sale and Purchase Agreement I and Finance Lease Agreement I, Huaneng Tiancheng agreed to purchase Equipment I from TCCH at a total consideration of not more than RMB277,000,000.00 (equivalent to approximately HK\$322,455,700.00). Huaneng Tiancheng shall then lease Equipment I to Jingmen Shengjingshan for a term of 12 years.

(iv) *Lease payments*

The aggregate lease payments (subject to adjustments) payable by Jingmen Shengjingshan to Huaneng Tiancheng is approximately RMB370,108,592.03 (equivalent to approximately HK\$430,843,411.98), comprising (i) the lease costs

LETTER FROM THE BOARD

of RMB277,000,000.00 (equivalent to approximately HK\$322,455,700.00) and (ii) the estimated aggregate lease interest of RMB 93,108,592.03 (equivalent to approximately HK\$108,387,711.98).

The lease payments are payable in 12 years through 48 quarterly installments.

(v) *Security deposit*

Jingmen Shengjingshan shall pay a security deposit of RMB13,850,000.00 (equivalent to approximately HK\$16,122,785.00) to Huaneng Tiancheng as guarantee of its obligations under Finance Lease Agreement I. Such deposit shall be used to offset any default of payment by Jingmen Shengjingshan under Finance Lease Agreement I.

(vi) *Lessee's option to purchase*

The legal ownership of Equipment I will be vested in Huaneng Tiancheng throughout the lease period. Upon the end of the lease period, provided that Jingmen Shengjingshan has fulfilled all of its obligations under Finance Lease Agreement I, Jingmen Shengjingshan has the option to purchase Equipment I at a nominal consideration of RMB1.

At any time after the expiration of 24 months from the date of commencement of the lease till the end of the lease term, Jingmen Shengjingshan is eligible to purchase Equipment I.

(vii) *Finance Lease Consultancy Agreement and other security agreements*

A fee of RMB5,150,000.00 (equivalent to approximately HK\$5,995,115.00) is payable by Jingmen Shengjingshan under the Finance Lease Consultancy Agreement. In addition, other security agreements were also entered into to secure the obligations of Jingmen Shengjingshan under Finance Lease Agreement I.

IMPLICATIONS OF THE LISTING RULES

As the Finance Lease Arrangements were entered into with the same lessor within a 12-month period, the transactions contemplated thereunder are required to be aggregated pursuant to rules 14.22 and 14.23 of the Listing Rules. As one or more of the applicable percentage ratio(s) (as defined under the Listing Rules) in respect of the Finance Lease Arrangements (including the transactions contemplated under related agreements) in aggregate exceeds 25% but are less than 100%, the entering into of the Finance Lease

LETTER FROM THE BOARD

Arrangements (including the transactions contemplated under related agreements), in aggregate, constitute a major transaction of the Company under the Listing Rules.

To the best knowledge, information and belief of the Directors having made all reasonable enquiries as at the Latest Practicable Date, Huaneng Tiancheng does not hold any Shares and no Shareholders or their close associates have a material interest in the transactions contemplated under Finance Lease Arrangement II (including the transactions contemplated under related agreements).

A special general meeting will be convened and held for the shareholders to consider and, if thought fit, approve Finance Lease Arrangement II and the transactions contemplated thereunder.

To the best knowledge, information and belief of the Directors having made all reasonable enquiries as at the Latest Practicable Date, no Shareholder is required to abstain from voting on the resolution(s) in respect of Finance Lease Arrangement II (including the transactions contemplated under related agreements) at the SGM.

SPECIAL GENERAL MEETING

The SGM shall be held at 10:00 a.m. on 25 September 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 agreements executed pursuant to Finance Lease Arrangement II and the transactions 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 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.

In compliance with the Listing Rules, all resolutions put to vote at the SGM will be decided by way of poll.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that the terms of the agreements executed pursuant to Finance Lease Arrangement II and the transactions contemplated thereunder 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 2016 AND THE SIX MONTHS ENDED 30 JUNE 2017

Consolidated financial information of the Group for each of the three financial years ended 31 December 2014, 2015 and 2016 and the six months ended 30 June 2017 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 2017 (pages 33 to 66):
<http://www.hkexnews.hk/listedco/listconews/SEHK/2017/0824/LTN20170824402.pdf>
- Annual Report 2016 (pages 104 to 311):
<http://www.hkexnews.hk/listedco/listconews/SEHK/2017/0427/LTN201704272051.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>

2. STATEMENT OF INDEBTEDNESS

At the close of business on 31 July, 2017, 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\$5,276,430,000. Among these bank borrowings, there was a bank loan of HK\$2,040,471,000 that was guaranteed by subsidiaries, of HK\$228,000,000 was credit loan and of HK\$3,007,959,000 that was secured by a subsidiary's fixed assets, account receivables and share capital of subsidiary with carrying value of approximately HK\$1,525,988,000, HK\$296,498,000 and HK\$513,433,000 respectively.

Save as aforesaid or as otherwise disclosed herein, and apart from intra-group liabilities, the Group did not have outstanding as at 31 July, 2017 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 2016, being the date to which the latest published audited financial statements of the Group were made up.

5. FINANCIAL EFFECTS OF ENTERING INTO FINANCE LEASE ARRANGEMENT II ON THE GROUP AND INTENDED USE OF PROCEEDS*Financial Effects*

As a result of the transactions contemplated under Finance Lease Arrangement II, it is expected that the total assets of the Group will increase to reflect the estimated gain of RMB23,026,076.00 from the disposal of Equipment II by HNEE to Huaneng Tiancheng. In addition, the total assets of the Group will increase to reflect the value of Equipment II, being the sum of the total consideration of RMB260,000,000.00 and the handling fees of RMB10,800,000.00. The total liabilities of the Group will increase to reflect the total consideration of Equipment II, being RMB260,000,000.00.

Concerning the impact on the earnings of the Group as a result of Finance Lease Arrangement II, the income statement would reflect the estimated gain of RMB23,026,076.00 from the disposal of Equipment II by HNEE to Huaneng Tiancheng. Besides, the interest elements of approximately RMB108,497,405.37 and handling fees of RMB10,800,000.00 under Finance Lease Arrangement II will be charged to the income statement of the Group over the lease period.

Save as described above, it is not expected that there will be any material impact on the earnings, assets and liabilities of the Group as a result of entering into Finance Lease Arrangement II.

Intended Use of Proceeds

The total consideration of RMB260,000,000.00 received from the sale of Equipment II to Huaneng Tiancheng would be used to replenish the working capital of the Company.

6. FINANCIAL AND TRADING PROSPECT OF THE GROUP

As stated in 2017 working report of the central government, coal power capacity should be eliminated, ceased and suspended. Measures including connecting power generation from renewable energy to the grid and boosting clean heating supply in winter within northern area are secured as the top priorities.

In February 2017, the China National Energy Administration (“NEA”) issued the “Guiding Opinions on Energy Related Work for 2017”, pursuant to which, non-fossil energy consumption proportion in China targets at 14.3% for 2017, representing 1% increase from last year. The construction of wind power capacity reaching 25.00GW and solar power capacity reaching 20.00GW were planned to commence during the year. In March 2017, National Development and Reform Commission (“NDRC”) and NEA issued the “Notice on the Plan of Orderly Relaxation of Power Generation and Utilization”, requiring power generation from clean energy, such as existing wind power and solar power as stated in the national plan, acting as the focus in the prioritized power generation plan. In June 2017, NEA issued the “Notice on the formulation of implementation plan of commencing clean heating from renewable energy in Northern Area”, confirming the commencement of the project of supplying clean heating from renewable energy during the year, Such project required 10% of local wind power to be used on heating supply. In light of the trend and changes in national policy, the Directors are optimistic about the prospect of wind power business in PRC.

According to the Company’s announcement of interim results for the six months ended 30 June 2017, during the first half of 2017, the power plants held by the Group delivered a total revenue of RMB350,692,000 (2016 first half: RMB360,875,000), which accounted for 59.03% (2016 first half: 40.75%) of the Group’s revenue. Power generation output attributable to the Group was 1,201.05 million kWh (2016 first half: 1,096.85 million kWh), representing a growth of 9.50% over the same period last year, of which, wind power generation output was 939.94 million kWh (2016 first half: 679.46 million kWh), representing a growth of 38.34% over the same period last year, while solar power generation output was 261.11 million kWh (2016 first half: 417.39 million kWh), representing a decrease of 37.44% over 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 in 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	—	2,436,479,387	2,445,479,387	28.18	
Liu Jianhong	8,710,000	—	—	8,710,000	0.10	
Yang Zhifeng	7,500,000	—	—	7,500,000	0.09	
Yu Weizhou	25,130,000	—	—	25,130,000	0.29	
Niu Wenhui	4,000,000	—	—	4,000,000	0.05	
Gui Kai	3,600,000	—	—	3,600,000	0.04	
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 (“**CWPI**”) is wholly-owned by New Energy International Limited (“**New Energy**”), 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 125,010,000 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 2016, 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, Mr. Yang Zhifeng (“**Mr. Yang**”) is the largest indirect shareholder of a PRC incorporated company, Jinchance New Energy Technology Development Group Limited* (“**Jinchance**”) (景成新能源科技開發集團有限公司). Jinchance and its subsidiaries are engaged in businesses which may compete directly or indirectly with the existing businesses of the Group. To ensure compliance with the by-laws of the Company and relevant corporate governance practice, Mr. Yang will not attend any meetings which he may have actual or potential conflict of interests in this regard.

Save as disclosed above, 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 as disclosed in (iii) below, 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:

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	26.64
Huadian Fuxin	880,000,000	10.14

Note:

- The shares are held by CWPI, CWPI is wholly owned by New Energy, 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. Mr. Liu Shunxing, Ms. Liu Jianhong and Mr. Yang Zhifeng are directors of CWPI, New Energy and Concord International.

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 entered into 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) 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;
- (b) 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;
- (c) On 26 January 2016, TCCH and Xinjiang Goldwind Science & Technology Co., Ltd.* (新疆金風科技股份有限公司) (“XGST”) entered into purchase contract regarding the purchase of wind power electricity generation equipment from XGST at a total consideration of RMB213.6 million for the Group’s wind farm project in Hunan Province (湖南省), the PRC. As disclosed in the announcement of the Company dated 7 July 2017, this purchase contract was terminated on 7 July 2017 and substituted by another purchase contract which reduced the total consideration from RMB213.6 million to RMB194,224,000. The amount of machinery and equipment purchased was also adjusted. Save for the aforementioned, other material terms and conditions of the new purchase contract are the same as the original purchase contract;
- (d) 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;

- (e) 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;
- (f) 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;
- (g) On 6 April 2016, TCCH and XGST entered into purchase contract regarding the purchase of wind power electricity generation equipment from XGST at a total consideration of RMB205,440,000 for the Group's wind farm project in Anhui Province (安徽省), the PRC;
- (h) 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;
- (i) 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;
- (j) On 2 August 2016, HNEE and XGST entered into purchase contract regarding the purchase of wind power electricity generation equipment from XGST at a total consideration of RMB205,440,000 for the Group's wind farm project in Anhui Province (安徽省), the PRC;
- (k) On 23 August 2016, 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;

- (l) On 22 September 2016, HNEE and XGST entered into purchase contract regarding the purchase of wind power electricity generation equipment from XGST at a total consideration of RMB428,000,000 for the Group's wind farm project in Henan Province (河南省), the PRC;
- (m) On 30 September 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), a wholly owned subsidiary of the Company, 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;
- (n) 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;
- (o) On 30 November 2016, Century Concord 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;
- (p) 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 Ecology 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;
- (q) On 13 January 2017, TCCH and XGST entered into purchase contract regarding the purchase of wind power electricity generation equipment from XGST 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;

- (r) On 13 January 2017, TCCH and XGST entered into purchase contract regarding the purchase of wind power electricity generation equipment from the XGST 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;
- (s) On 23 March 2017, the Company entered into the agreements (including Sale and Purchase Agreement I, Finance Lease Agreement I, Finance Lease Consultancy Agreement and other security agreements) pursuant to Finance Lease Arrangement I;
- (t) On 11 April 2017, HNEE and CRRC Zhuzhou Institute Co., Ltd.* (中車株洲電力機車研究所有限公司) ("CRRC") entered into the purchase contract regarding the purchase of wind power electricity generation equipment at a total consideration of RMB192,960,000 for the Group's wind farm project in Hunan Province (湖南省), the PRC;
- (u) On 24 April 2017, HNEE and CRRC entered into the purchase contract regarding the purchase of wind power electricity generation equipment at a total consideration of RMB192,960,000 for the Group's wind farm project in Hubei Province (湖北省), the PRC;
- (v) On 24 April 2017, TCCH and CRRC entered into the purchase contract regarding the purchase of wind power electricity generation equipment at a total consideration of RMB192,000,000 for the Group's wind farm project in Hunan Province (湖南省), the PRC; and
- (w) On 9 August 2017, the Company entered into the agreements (including Sale and Purchase Agreement II, Finance Lease Agreement II and other Security Agreements) pursuant to Finance Lease Arrangement II.

4. LITIGATION

As at the Latest Practicable Date, neither the Company nor any member of the Group was engaged in any litigation or claims of material importance and no litigation or claims of material importance had known to the Directors to be pending or threatened 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 Company's memorandum of association and bye-laws;
2. the circular of the Company dated 10 February 2017 and this circular;
3. the material contracts referred to in the section headed "3. Material Contracts" in this appendix;
4. the annual reports of the Company for each of the two financial years ended 31 December 2015 and 2016, and the interim report of the Company for the six months ended 30 June 2017.

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 Bermuda with limited liability)

(Stock code: 182)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Special General Meeting (“SGM”) of Concord New Energy Group Limited (the “Company”) will be held at 10:00 a.m. on 25 September 2017, Monday at Suite 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 meaning as ascribed to them in the circular of the Company dated 7 September 2017.

ORDINARY RESOLUTION

(1) **That:**

- (a) The agreements entered into pursuant to Finance Lease Arrangement II (including Finance Lease Agreement II, Sale and Purchase Agreement II, the Security Agreements (a copy of each of the above documents are signed by the chairman of the SGM for identification purpose and have been tabled at the SGM), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) 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

* *For identification purposes only*

NOTICE OF SGM

discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the transactions contemplated under Finance Lease Arrangement II.

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

Hong Kong, 7 September 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. Completion and return of the form of proxy will not preclude a shareholder of the Company 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 and Mr. Yang Zhifeng (who are Co-Vice Chairpersons), Mr. Yu Weizhou (Chief Executive Officer), Mr. Niu Wenhui and Mr. Gui Kai (all of above are also executive Directors), Mr. Wu Shaohua (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).
4. As required under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, the above resolutions will be decided by way of poll.

* *For identification purposes only*