

SUNPOWER GROUP LTD.

(Company Registration No. 35230)
(Incorporated in Bermuda with limited liability)

2021 SPECIAL GENERAL MEETING – DEPOSITOR PROXY FORM

We, The Central Depository (Pte) Limited (“CDP”), being a member of SUNPOWER GROUP LTD. (the “Company”), pursuant to a proxy form lodged or to be lodged by us with the Company (the “CDP Proxy Form”), have appointed, or will be appointing the person or persons whose name and particulars are set out in Part I below (the “Depositor(s)”), in respect of such number of shares (the “Depositor(s) Shares”) in the Company set out against his/her/its name in the Depository Register maintained by CDP as at 14 April 2021 at 9.00 a.m. (the “Cut Off Time”), as our proxy to vote for us on our behalf at the Special General Meeting of the Company to be convened and held by way of electronic means via a “live” audio-and-video webcast as well as an audio-only stream, on Thursday, 16 April 2021 at 9.00 a.m. or at any adjournment thereof (the “Special General Meeting” or “SGM”).

	No. of shares held
	NRIC / Passport / Registration No(s).

Provided the Company receives this Depositor Proxy Form which is:

- (i) duly completed and signed/executed by the said Depositor(s); and
- (ii) submitted by the requisite time and date, and in accordance with the instructions as indicated overleaf,

we hereby appoint the person (the “Appointee”) whose details are given in Part II, provided that such details have been verified in Part V by the affixing of the common seal or signature of or on behalf of the person or persons named in Part I, and on the basis that such person is authorised to vote in respect of the proportion of the shareholdings referred to in Part II or, if no proportions are so reflected, in respect of the whole of the said shareholdings:-

Appointee	Proportion of shareholding (%)
The Chairman of the Special General Meeting	

as our proxy to vote for us on our behalf at the Special General Meeting.

- III. The Appointee is hereby directed to vote for or against, or to abstain from voting on the resolution to be proposed at the Special General Meeting as indicated hereunder. If no specific direction as to voting is given, the Appointee may vote or abstain from voting at his/her discretion.

Ordinary Resolutions	For	Against	Abstain
ORDINARY RESOLUTION 1 The Proposed Disposal and the Transaction IPTs			
ORDINARY RESOLUTION 2 The Proposed Special Dividend			
ORDINARY RESOLUTION 3 The Proposed Amendments to the Convertible Bond Purchase Agreements			
ORDINARY RESOLUTION 4 The Proposed IPT Mandate			

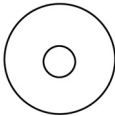
Dated this day of 2021

- IV. We further hereby authorise and direct the Company to accept this Depositor Proxy Form in lieu of the CDP Proxy Form in respect of the Depositor(s) Shares, and the CDP Proxy Form, to the extent that it relates to the appointment of the said Depositor(s) as our proxy in respect of the Depositor(s) Shares, shall be of no force or effect whatsoever.

The Central Depository (Pte) Limited



Signature of Director

For Individuals: _____ Signature(s) of Direct Account Holder(s)	For Corporations: _____ Signature of Director _____ Signature of Director/Secretary	 Common Seal
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IMPORTANT: PLEASE READ THE NOTES OVERLEAF CAREFULLY BEFORE COMPLETING THIS DEPOSITOR PROXY FORM

IMPORTANT: PLEASE READ NOTES BELOW

Notes :

Part II All Depositors must vote by proxy only. If a Depositor wishes to exercise his/her/its voting rights at the Special General Meeting, he/she/it must appoint the Chairman of the Special General Meeting (the “Chairman”) as his/her/its proxy to attend, speak and vote on his/her/its behalf at the SGM, and Depositor Proxy Forms appointing such person other than the Chairman shall be deemed to appoint the Chairman as proxy.

Part III Please indicate with an “X” in the appropriate box against each resolution how you wish the Appointee to vote. Depositors should specifically direct the Appointee on how they wish to vote for or vote against (or abstain from voting on) the resolution in Part III of this Depositor Proxy Form. If this Depositor Proxy Form is deposited without any indication as to how the Appointee shall vote, the Appointee may vote or abstain from voting at his/her discretion.

If a Depositor(s) marks the abstain box for a particular resolution, he/she/it is directing the Appointee not to vote on that resolution and the votes will not be counted in computing the required majority on a poll.

Part V This Depositor Proxy Form must be signed by the Depositor(s) or his/her/its attorney duly authorised in writing. In the case of joint Depositor(s), all joint Depositor(s) must sign this Depositor Proxy Form. If the Depositor is a corporation, this Depositor Proxy Form must be executed under its common seal or under the hand of an officer or its attorney duly authorised in writing. **The power of attorney appointing the attorney or other authority, or a notarially certified copy thereof, if any, under which this Depositor Proxy Form is signed, must (unless previously registered with the Company) be attached to this Depositor Proxy Form, failing which the Company shall be entitled to regard this Depositor Proxy Form as invalid.**

This Depositor Proxy Form, duly completed, together with the abovementioned power of attorney appointing the attorney or other authority, or a notarially certified copy thereof, if applicable, **must be submitted to the Company in the following manner: (a) if submitted electronically, be submitted via email to ir@sunpower.com.cn; or (b) if submitted by post, be deposited by the Depositor(s) at the office of the Company’s Singapore Share Transfer Agent, In.Corp Corporate Services Pte. Ltd. (formerly known as RHT Corporate Advisory Pte. Ltd.) at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712, in either case, by no later than 9.00 a.m. on 14 April 2021 (being 48 hours before the time appointed for holding the SGM) in accordance with the instructions stated herein and in the Notice of SGM, failing which the Company shall be entitled to regard this Depositor Proxy Form as invalid.**

A Depositor who wishes to submit this Depositor Proxy Form must first complete and sign this Depositor Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

Due to the current COVID-19 situation in Singapore and the related safe distancing measures, Depositors are strongly encouraged to submit completed Depositor Proxy Forms electronically via email.

Investors who hold their Shares through a relevant intermediary (as defined in Section 181 of the Companies Act (Chapter 50 of Singapore)) should not use the Depositor Proxy Form and should contact their relevant intermediaries as soon as possible to specify voting instructions.

GENERAL

1. Depositors will not be able to attend the SGM in person. Alternative arrangements relating to, among other things, attendance at, submission of questions in advance of and voting by proxy at the SGM are set out in the Notice of SGM dated 31 March 2021, which may be accessed at the Company’s website at <http://www.sunpower.com.cn> and the SGXNET.
2. The Company shall be entitled to, at its discretion, reject any Depositor Proxy Form, which is incomplete, improperly completed or illegible or where the true intentions of the Depositor(s) are not ascertainable from the instructions of the Depositor(s) specified on any Depositor Proxy Form. It is the Depositor(s)’ responsibility to ensure that this Depositor Proxy Form is properly completed. Any decision to reject this Depositor Proxy Form on the grounds that it is incomplete, improperly completed or illegible will be final and binding; and neither the Company, CDP nor In.Corp Corporate Services Pte. Ltd. accepts any responsibility for the consequences of such a decision. In addition, the Company may, at its discretion, reject any Depositor Proxy Form lodged if a Depositor(s), being the appointer, is not shown to have Shares entered against his/her/its name in the Depository Register, as supplied by CDP to the Company, as at forty-eight (48) hours before the time appointed for holding the SGM.

Personal Data Privacy

By submitting a Depositor Proxy Form, the Depositor accepts and agrees to the personal data privacy terms set out in the Notice of SGM dated 31 March 2021.