



**Emeren Group Ltd
(the "Company")**

FORM OF PROXY

I/We,
(PLEASE COMPLETE IN BLOCK CAPITALS)

of

being (a) member(s) of the Company, hereby appoint the CHAIRMAN OF THE MEETING

or (SEE NOTES)

as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at 5000 Hopyard Rd. Suite 302, Pleasanton CA 94588, U.S.A. at 10:00 a.m. (Pacific Standard Time) on December 8, 2023 and at any adjournment thereof.

	RESOLUTIONS	FOR	AGAINST	ABSTAIN
1.	As a resolution of shareholders, to receive, consider and approve the consolidated financial statements of the Company for the year ended December 31, 2022, together with the reports of the auditors thereon.			
3.	As a resolution of shareholders, to appoint Ms. Julia Xu as director of the Company, who is offering herself for re-election in accordance with the Company's articles of association.			

Dated this day of..... 2023

Signature.....

Notes

1. Copies of the Company's Annual Report 2022, Form of Proxy and Form of Poll Card and this Notice of Annual General Meeting are available for viewing on or about October 24, 2023 on the Company's investor relations website at <https://emerer.com/>. Requests for a copy of the Company's Annual Report 2022 free of charge can be directed to the Company at IR@emerer.com or Emerer Group Ltd, Investor Relations, 100 First Stamford Place, Suite 302, Stamford CT 06902, USA (Re: Emerer Group Ltd Annual Report 2022), or to Link Group at shareholderenquiries@linkgroup.co.uk or Link Group, Shareholder Services, Central Square, 29 Wellington Street, Leeds, LS1 4DL (Re: Emerer Group Ltd Annual Report 2022).
2. A member entitled to attend and vote at the Annual General Meeting convened by the above Notice is entitled to appoint one or more proxies to attend, speak and vote on his behalf. A proxy need not be a member of the Company.
3. In the case of joint holders, if two or more persons hold shares of the Company jointly each of them may be present in person or by proxy at the meeting of the Shareholders and may speak as a Shareholder, if only one of the joint owners is present in person or by proxy he may vote on behalf of all joint owners and if two or more are present in person or by proxy they must vote as one.
4. To appoint a proxy you should complete the Form of Proxy enclosed with this Notice of Annual General Meeting. To be valid the Form of Proxy, together with the power of attorney or other authority (if any) under which it is signed or notarially certified or office copy of the same, must be delivered to the offices of Link Group at PXS 1, Link Group, Central Square, 29 Wellington Street, LEEDS, LS1 4DL by no later than 48 hours before the time fixed for the meeting or any adjourned meeting (excluding Saturday, Sunday and public holidays in United Kingdom, China and the U.S.A.).
5. Any alterations made to the Form of Proxy should be initialed.
6. In the case of a corporation the Form of Proxy should be given under its Common Seal or under the hand of an officer or attorney duly authorised in writing.
7. Registered holders of American Depositary Shares at close of business on November 3, 2023 (New York Time) will receive a Depositary Receipt Voting Instruction Card for this purpose and the Depositary Receipt Voting Instruction Card must be completed, signed and returned on or prior to November 30, 2023 at 12:00 p.m. (New York Time). Voting Instruction Cards for registered holders may be returned to the US Depositary (The Bank of New York Mellon) at:

Proxy Tabulator For Emerer Group Ltd
P.O. Box 8016
Cary, NC 27512-9903
8. If you hold American Depositary Shares representing shares in the Company indirectly through a financial intermediary (Bank or Brokerage Firm), you must rely on the procedures of the financial intermediary through which you hold your shares to ensure participation in the shareholders meeting.
9. Pursuant to Regulation 7.4 of the articles of association of the Company, the Board has determined that only those members registered in the relevant register of members of the Company at close of business on November 3, 2023 shall be entitled to attend and vote at the shareholders meeting or, if the meeting is adjourned, close of business on such date being not more than two days prior to the date fixed for the adjourned meeting. Changes to entries in the register of members after close of business on November 3, 2023 shall be disregarded in determining the right of any person to attend or vote at the meeting.
10. IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR." IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE APPROPRIATE BOX MARKED "AGAINST." IF YOU WISH TO ABSTAIN FROM VOTING A RESOLUTION, TICK THE APPROPRIATE BOX MARKED "ABSTAIN." Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any amendment to a resolution referred to in the Notice of Annual General Meeting which has been properly put to the Meeting.