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熊猫绿能
Panda Green

PANDA GREEN ENERGY GROUP LIMITED

熊猫绿色能源集团有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 686)

**GRANT OF WAIVER FROM STRICT COMPLIANCE WITH
RULES 13.46(2)(A) AND 13.46(2)(B) OF THE LISTING RULES**

References are made to (1) the announcement of Panda Green Energy Group Limited (the “**Company**”) dated 18 March 2020 in relation to a meeting of the board of directors of the Company (the “**Board**”) to be held on 30 March 2020; (2) the announcement of the unaudited annual results of the Company and its subsidiaries (the “**Group**”) for the year ended 31 December 2019 dated 30 March 2020; (3) the announcement of the Company dated 17 April 2020 in relation to a meeting of the Board to be held on 29 April 2020; (4) the announcement of the Company dated 28 April 2020 in relation to, among other things, postponement of the meeting of the Board and update on publication of 2019 Audited Annual Results; (5) the announcements of the Company dated 12 May 2020 and 13 May 2020 respectively in relation to, among other things, the formation of an independent investigation committee; and (6) the announcement of the Company dated 9 June 2020 in relation to, among other things, the engagement of external professional adviser, further update on publication of 2019 Audited Annual Results and 2019 Annual Report (the “**Announcements**”). Unless the context requires otherwise, terms and expressions used in this announcement shall have the same meanings as those defined in the Announcements.

**GRANT OF WAIVER FROM STRICT COMPLIANCE WITH RULES 13.46(2)(A) AND
13.46(2)(B) OF THE LISTING RULES**

The Waiver

The Company has applied for, and the Stock Exchange has granted, (i) a waiver from strict compliance with Rule 13.46(2)(a) of the Listing Rules on the basis that the Company will despatch 2019 Annual Report on or before 24 July 2020; and (ii) a waiver from strict compliance with 13.46(2)(b) of the Listing Rules subject to the Company’s compliance with its bye-laws (the “**Bye-laws**”) and the laws of Bermuda (the “**Laws**”).

Grounds for waiver application

Under Rule 13.46(2)(a) of the Listing Rules, the Company is required to send to its members and other holders of its listed securities a copy of the annual report including its annual accounts not less than 21 days before the date of the Company's annual general meeting and in any event not more than four months after the end of the financial year to which they relate.

Under Rule 13.46(2)(b) of the Listing Rules, the Company is required to lay its audited financial statements before its members at its annual general meeting (the "AGM") within a period of six months after the end of the financial year of the Company.

Although the COVID-19 pandemic gets gradually contained in China, the impact on the preparation of the 2019 Audited Annual Results is still substantial and subsisting. The Auditors have advised the Company that all confirmations from banks, finance leasing companies and those material amounts must be received by them before the issuance of the audit opinion of the Group, and there are no other acceptable alternative audit procedures that could be performed for the purpose of completing their audit work. Affected by the delay of work resumption due to the COVID-19 pandemic, the reply progress of such confirmations sent by the Auditors has been greatly delayed compared with that in previous years. It is currently estimated that the Auditors may receive responses to the remaining 3% outstanding audit confirmation requests by the end of June 2020.

In addition, as provided in the announcement dated 30 March 2020 in relation to the unaudited annual results of the Group for the year ended 31 December 2019, the management of the Company has performed impairment test to recognise various impairment charges for the year ended 31 December 2019. The outbreak of the COVID-19 pandemic has delayed the commencement of the audit work relating to the 2019 Audited Annual Results and subsequently the discussion between the Auditors and the Company in connection with the impairment charge, in particular the Deposits, was correspondingly delayed as well. The Letter requesting explanations and information relating to the Deposits with a list of outstanding matter was only received by the Company on 10 May 2020. Upon receipt of the Letter, the Independent Investigation Committee was duly formed to conduct the Investigation. KPMG has been engaged as an external professional adviser to conduct independent investigation on certain matters as agreed with the Independent Investigation Committee in relation to the Deposits and the Projects. Additional time is thus required for the onsite investigation by KPMG and for the Auditors to finalise the 2019 Audited Annual Results.

Compliance with the Respective Requirements under the Laws and the Bye-laws

According to Bye-law 56 of the Bye-laws of the Company, an annual general meeting of the Company shall be held in each year within a period of not more than fifteen (15) months after the holding of the last preceding annual general meeting. Given that the previous annual general meeting of the Company was held on 3 June 2019, the Company would be able to comply with the said requirement as long as it could hold an annual general meeting on or before 2 September 2020.

Expected Time to publish the 2019 Audited Annual Results and 2019 Annual Report and to convene the AGM

KPMG endeavours to complete their investigation within four to six weeks from the date of their engagement. A report from KPMG is expected to be presented to the Independent Investigation Committee for consideration on or around 3 July 2020. The Independent Investigation Committee will then discuss and consider the findings of the Investigation with the Auditors and the Board expects that the 2019 Audited Annual Results will be issued on or around 17 July 2020. The 2019 Annual Report is expected to be issued on or before 24 July 2020. The AGM is expected to be convened by 28 August 2020.

For and on behalf of
Panda Green Energy Group Limited
Zhang Ping
Chairman of the Board

Hong Kong, 18 June 2020

As at the date of this announcement, the executive directors of the Company are Mr. Zhang Ping (Chairman and Chief Executive Officer), Mr. Huang Hui (Chief Financial Officer), Mr. Lu Zhenwei, and Mr. Xu Jianjun; the non-executive directors of the Company are Mr. Wang Heng, Mr. Li Hao, Ms. Xie Yi and Mr. Yu Qiuming; and the independent non-executive directors of the Company are Mr. Kwan Kai Cheong, Mr. Yen Yuen Ho, Tony, Mr. Shi Dinghuan and Mr. Chen Hongsheng.