

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 28/02/2019

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Panda Green Energy Group Limited

Date Submitted 6 March 2019

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>686</u>	Description : <u>N/A</u>		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u>20,000,000,000</u>	<u>HK\$0.10</u>	<u>HK\$2,000,000,000</u>
Increase/(decrease)	<u>Nil</u>		<u>Nil</u>
Balance at close of the month	<u>20,000,000,000</u>	<u>HK\$0.10</u>	<u>HK\$2,000,000,000</u>

(2) Stock code : <u>N/A</u>	Description : <u></u>		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u></u>	<u></u>	<u></u>
Increase/(decrease)	<u></u>		<u></u>
Balance at close of the month	<u></u>	<u></u>	<u></u>

2. Preference Shares

Stock code :	<u>N/A</u>	Description :	_____
	No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

3. Other Classes of Shares

Stock code :	<u>N/A</u>	Description :	_____
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

Total authorised share capital at the end of the month (State currency) :

HK\$2,000,000,000

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	<u>9,529,811,467</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase / (decrease) during the month	<u>Nil</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>9,529,811,467</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1. Share Option Scheme						
Subscription Price:						
HK\$1.00						
(19/06/2012)						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	30,400,000
(Note 1)						
2. Share Option Scheme						
Subscription Price:						
HK\$0.564						
(19/06/2012)						
Ordinary shares	Nil	Nil	Nil	12,000	Nil	17,243,319
(Note 1)						
3. Share Option Scheme						
Subscription Price:						
HK\$1.076						
(19/06/2012)						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	387,500,000
(Note 1)						
4. Share Option Scheme						
Subscription Price:						
HK\$1.132						
(19/06/2012)						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	70,000,000
(Note 1)						
Total A. (Ordinary shares)					Nil	
(Preference shares)					N/A	
(Other class)					N/A	
Total funds raised during the month from exercise of options (State currency)					N/A	

Warrants to Issue Shares of the Issuer which are to be Listed

					No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month		
1. Unlisted warrants						
		HK\$		HK\$		
	HK\$	562,715,004.268	Nil	562,715,004.268	Nil	871,075,858
(20/03/2020)						
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary Shares					
Subscription price	HK\$0.646 per warrant share (subject to adjustment)					
SGM approval date (if applicable) (dd/mm/yyyy)	(28/11/2016)					
2. N/A						
(/ /)						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
SGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
3. N/A						
(/ /)						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
SGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
4. N/A						
(/ /)						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
SGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
Total B.					(Ordinary shares)	Nil
					(Preference shares)	N/A
					(Other class)	N/A

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
SGM approval date (if applicable) (dd/mm/yyyy)						
2. N/A						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
SGM approval date (if applicable) (dd/mm/yyyy)						
3. N/A						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
SGM approval date (if applicable) (dd/mm/yyyy)						
4. N/A						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
SGM approval date (if applicable) (dd/mm/yyyy)						
Total C.					(Ordinary shares)	Nil
					(Preference shares)	N/A
					(Other class)	N/A

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. On 20 January 2019, the Company entered into the First Subscription Agreement (as amended by the Supplemental First Subscription Agreement on 21 February 2019) with the First Subscriber in connection with the issue and subscription of 3,048,750,000 New First Subscription Shares at the subscription price of HK\$0.3 per New First Subscription Share. For details, please refer to the Company's announcements dated 20 January 2019 and 21 February 2019. (to be approved at the forthcoming SGM) Ordinary shares (Note 1)	Nil	3,048,750,000
2. On 20 January 2019, the Company entered into the Second Subscription I Agreement with the Second Subscriber I in connection with the issue and subscription of up to a maximum of 1,216,793,309 Second Subscription I Shares at the subscription price of HK\$0.3 per Second Subscription I Share. For details, please refer to the Company's announcement dated 20 January 2019. (to be approved at the forthcoming SGM) Ordinary shares (Note 1)	Nil	1,216,793,309
3. On 20 January 2019, the Company entered into the Second Subscription II Agreement with the Second Subscriber II in connection with the issue and subscription of 135,199,257 Second Subscription II Shares at the subscription price of HK\$0.3 per Second Subscription II Share. For details, please refer to the Company's announcement dated 20 January 2019. (to be approved at the forthcoming SGM) Ordinary shares (Note 1)	Nil	135,199,257
4. On 20 January 2019, the Company entered into the Third Subscription Agreement with the Third Subscriber in connection with the issue and subscription of 938,054,087 Third Subscription Shares at the subscription price of HK\$0.3 per Third Subscription Share. For details, please refer to the Company's announcement dated 20 January 2019. (to be approved at the forthcoming SGM) Ordinary shares (Note 1)	Nil	938,054,087
5. On 20 January 2019, the Company entered into the Fourth Subscription Agreement (as amended by the Supplemental Fourth Subscription Agreement on 21 February 2019) with the Fourth Subscriber in connection with the issue and subscription of 382,396,814 New Fourth Subscription Shares at the subscription price of HK\$0.3 per New Fourth Subscription Share. For details, please refer to the Company's announcements dated 20 January 2019 and 21 February 2019. (to be approved at the forthcoming SGM) Ordinary shares (Note 1)	Nil	382,396,814
Total D. (Ordinary shares)	Nil	
(Preference shares)	N/A	
(Other class)	N/A	

Other Movements in Issued Share Capital

				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
Type of Issue					
1. Rights issue	At price :	State currency	_____	Class of shares issuable <u>N/A</u> (Note 1)	
				Issue and allotment date : (dd/mm/yyyy) (/ /)	
				EGM approval date: (dd/mm/yyyy) (/ /)	
2. Open offer	At price :	State currency	_____	Class of shares issuable <u>N/A</u> (Note 1)	
				Issue and allotment date : (dd/mm/yyyy) (/ /)	
				EGM approval date: (dd/mm/yyyy) (/ /)	
3. Placing	At price :	State currency	_____	Class of shares issuable <u>N/A</u> (Note 1)	
				Issue and allotment date : (dd/mm/yyyy) (/ /)	
				EGM approval date: (dd/mm/yyyy) (/ /)	
4. Bonus issue				Class of shares issuable <u>N/A</u> (Note 1)	
				Issue and allotment date : (dd/mm/yyyy) (/ /)	
				EGM approval date: (dd/mm/yyyy) (/ /)	

Other Movements in Issued Share Capital

				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
Type of Issue					
5. Scrip dividend	At price :	State currency	Class of shares issuable (Note 1)	<u>N/A</u>	
			Issue and allotment date : (dd/mm/yyyy)	(/ /)	
			EGM approval date: (dd/mm/yyyy)	(/ /)	
6. Repurchase of shares			Class of shares repurchased (Note 1)	<u>N/A</u>	
			Cancellation date : (dd/mm/yyyy)	(/ /)	
			EGM approval date: (dd/mm/yyyy)	(/ /)	
7. Redemption of shares			Class of shares redeemed (Note 1)	<u>N/A</u>	
			Redemption date : (dd/mm/yyyy)	(/ /)	
			EGM approval date: (dd/mm/yyyy)	(/ /)	
8. Consideration issue	At price :	State currency	Class of shares issuable (Note 1)	<u>N/A</u>	
			Issue and allotment date : (dd/mm/yyyy)	(/ /)	
			EGM approval date: (dd/mm/yyyy)	(/ /)	

Other Movements in Issued Share Capital

		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
Type of Issue			
9. Capital reorganisation	Class of shares issuable (Note 1)	<u>N/A</u>	
	Issue and allotment date : (dd/mm/yyyy)	(/ /)	
	EGM approval date: (dd/mm/yyyy)	(/ /)	
10. Other (Please specify) At price : State currency	Class of shares issuable (Note 1)	<u>N/A</u>	
	Issue and allotment date : (dd/mm/yyyy)	(/ /)	
	EGM approval date: (dd/mm/yyyy)	(/ /)	
Total E. (Ordinary shares)		<u>N/A</u>	
(Preference shares)		<u>N/A</u>	
(Other class)		<u>N/A</u>	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	<u>Nil</u>
	(2)	<u>N/A</u>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		<u>N/A</u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		<u>N/A</u>
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)		

IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable: (Note 2) (i) all money due to the listed issuer in respect of the issue of securities has been received by it; (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;	
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- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (*Note 3*);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Remarks (if any):

Submitted by: Mr Lai Ka Ki

Title: Company Secretary
(Director, Secretary or other duly authorised officer)

Notes :

1. State the class of shares (e.g. ordinary, preference or other).
2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.
3. "Identical" means in this context:
 - the securities are of the same nominal value with the same amount called up or paid up;
 - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank *pari passu* in all other respects.
4. If there is insufficient space, please append the prescribed continuation sheet.