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熊猫绿能
Panda Green

PANDA GREEN ENERGY GROUP LIMITED

熊貓綠色能源集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 686)

**APPOINTMENT OF EXECUTIVE DIRECTOR,
ANNOUNCEMENT PURSUANT TO RULE 3.11
OF THE LISTING RULES, AND
GRANT OF SHARE OPTIONS**

APPOINTMENT OF EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. Yu Qiuming has been appointed as an executive director of the Company with effect from 12 September 2017.

NON-COMPLIANCE WITH RULE 3.10A OF THE LISTING RULES

Following the appointment of Mr. Yu Qiuming on 12 September 2017, the number of independent non-executive Directors of the Company falls below one-third of the members of the Board as required under Rule 3.10A of the Listing Rules. The Company is in the process of identifying suitable candidate(s) to act as an independent non-executive Director of the Company to meet the requirement set out in Rule 3.10A of the Listing Rules as soon as practicable within a three-month period from the date of this announcement pursuant to Rule 3.11 of the Listing Rules. The Company will make further announcement as and when appropriate.

GRANT OF SHARE OPTIONS

On 12 September 2017, the Company has granted to the Grantees, subject to acceptance by the Grantees, the Share Options to subscribe for a total of 80,000,000 Shares under the Option Scheme.

APPOINTMENT OF EXECUTIVE DIRECTOR AND EXECUTIVE CHAIRMAN OF STRATEGY COMMITTEE

The board (the “**Board**”) of directors (the “**Directors**”, each a “**Director**”) of Panda Green Energy Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that, as recommended by the nomination committee of the Company and approved by the Board, Mr. Yu Qiuming (“**Mr. Yu**”) has been appointed as an executive Director and a member and the executive chairman of the strategy committee of the Company with effect from 12 September 2017.

Mr. Yu Qiuming, aged 43, is the chairman of board of each of Amani Gold Limited, a company listed on the Australia Securities Exchange, Xinjiang Coal Exchange Center Co., Ltd.* (新疆煤炭交易中心有限公司), and Poly Jiangshan Resources Co., Ltd.* (保利江山資源有限公司). Mr. Yu has extensive experience in investment, development and management in the fields of energy resources, mining, real estate and finance. Mr. Yu established the energy business segment under China Poly Group Corporation, namely Poly Energy Holding Co., Ltd., and he served as the president of Poly Energy Holding Co., Ltd. from July 2006 to December 2009. Mr. Yu also led the development and construction of the copper and zinc mineral project located at Katelixi, Qiemo, Xinjiang, China. Mr. Yu received a Bachelor’s degree in Resource and Environment Planning and Management from Nanjing University in China.

Upon his appointment, Mr. Yu will enter into a service contract with the Company for a term of three years, which can be terminated by three-month notice in writing served by either party on the other. Mr. Yu’s directorship with the Company is subject to re-election at the next following annual general meeting of the Company and thereafter, retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the bye-laws of the Company. Mr. Yu is entitled to a director’s fee of HK\$200,000 per annum, as determined by the Board with reference to his role and responsibilities with the Company and the prevailing market conditions. Mr. Yu may be entitled to discretionary bonus to be determined by the Board and participate in the share option scheme of the Company.

As at the date of this announcement, Mr. Yu holds 70,000,000 Share Options (as defined below) as further set out in the section headed “Grant of Share Options” below. Save as disclosed, Mr. Yu does not have any other interests in the shares within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

Save as disclosed above, Mr. Yu has not previously held and does not hold any other position with any member of the Group. Save as disclosed above, Mr. Yu has not held any other directorship in any other listed public companies in the last three years or other major appointments and qualifications. Mr. Yu does not have any relationship with any other directors, senior management, substantial or controlling shareholders (as respectively defined in the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchanges**”)) of the Company. Save as disclosed above, there is no other information which is discloseable pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, nor any other matter in relation to the appointment of Mr. Yu that need to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to welcome Mr. Yu to join the Board.

NON-COMPLIANCE WITH RULE 3.10A OF THE LISTING RULES

In accordance with rule 3.10A of the Listing Rules, the Company is required to appoint independent non-executive Directors representing at least one-third of the members of the Board.

Following the appointment of Mr. Yu on 12 September 2017, the composition of the Board comprises six executive Directors, three non-executive Directors and four independent non-executive Directors. The number of independent non-executive Directors of the Company falls below one-third of the members of the Board as required under Rule 3.10A of the Listing Rules.

The Company is in the process of identifying suitable candidate to act as an independent non-executive Director of the Company to meet the requirement set out in Rule 3.10A of the Listing Rules as soon as practicable within a three-month period from the date of this announcement pursuant to Rule 3.11 of the Listing Rules. The Company will make further announcement as and when appropriate.

GRANT OF SHARE OPTIONS

The Board announces that on 12 September 2017, the Company has granted to certain eligible participants (the “**Grantees**”), subject to acceptance by the Grantees, share options (the “**Share Options**”) to subscribe for a total of 80,000,000 ordinary shares with a nominal value of HK\$0.10 each in the share capital of the Company (the “**Share(s)**”) under its share option scheme (the “**Option Scheme**”) adopted on 19 June 2012 and scheme mandate limit of which has been refreshed at the annual general meeting of the Company held on 26 May 2017. Details of the Share Options granted are as follows:

Date of grant	:	12 September 2017
Number of Shares in respect of which the Share Options were granted	:	80,000,000 Shares
Subscription price of Share Options granted	:	HK\$1.132 per Share
		(The subscription price represents a price which is the highest of:–
		(i) the closing price of the Shares of HK\$1.09 per Share as stated in the daily quotation sheet of the Stock Exchange on the date of grant;
		(ii) the average closing price of the Shares of HK\$1.132 per Share as stated in the daily quotation sheets of the Stock Exchange for the five business days immediately preceding the date of grant; and
		(iii) the nominal value of the Shares of HK\$0.10 per Share)
Closing price of the Shares on the date of grant	:	HK\$1.09 per Share
Validity period of the Share Options	:	five years from the date of grant of the Share Options

- Vesting dates of the Share Options : (i) 30% of the Share Options granted will vest on the first anniversary of the date of grant
- (ii) 30% of the Share Option granted will vest on the second anniversary of the date of grant
- (iii) 40% of the Share Options granted will vest on the third anniversary of the date of grant

Details of the Share Options granted are as follows:

Name of Grantee	Position/Capacity	Number of Share Options
Mr. Yu Qiuming	Executive Director and Executive Chairman of Strategy Committee	70,000,000
Other	Other Management	<u>10,000,000</u>
Total		<u>80,000,000</u>

The grant of Share Options to the above Director has been approved by the independent non-executive Directors pursuant to Rule 17.04(1) of the Listing Rules.

Save as disclosed in this announcement, none of the Grantees is a Director, chief executive or substantial shareholder, or their respective associates (as defined in the Listing Rules).

For and on behalf of
Panda Green Energy Group Limited
Li, Alan
Chairman of the Board

Hong Kong, 12 September 2017

As at the date of this announcement, the executive directors of the Company are Mr. Li, Alan (Chairman and Chief Executive Officer), Mr. Lu Zhenwei, Mr. Li Hong, Ms. Qiu Ping, Maggie, Mr. Jiang Wei and Mr. Yu Qiuming; the non-executive directors of the Company are Academician Yao Jiannian, Mr. Tang Wenyong and Mr. Li Hao; and the independent non-executive directors of the Company are Mr. Kwan Kai Cheong, Mr. Yen Yuen Ho, Tony, Mr. Shi Dinghuan and Mr. Ma Kwong Wing.

* For identification purpose only