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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

（於百慕達註冊成立之有限公司）

（股份代號：686）

海外監管公告

本海外監管公告乃根據香港聯合交易所有限公司證券上市規則第13.10B條作出。

茲提述熊貓綠色能源集團有限公司（「本公司」）日期為二零一九年十二月十六日、二零二零年一月二日及二零二零年一月十五日之公告，內容有關就本公司之尚未償還二零二零年到期350,000,000美元8.25厘優先票據提出交換要約（「該等公告」）。除另有界定者外，本公告所用之所有詞彙具有該等公告所界定之相同涵義。

請參閱隨附有關現有票據之公告。該公告之英文版本可於新交所網站查閱。

代表
熊貓綠色能源集團有限公司
董事會主席
盧振威

香港，二零二零年一月二十日

於本公告日期，本公司之執行董事為盧振威先生（主席）、鍾暉女士（首席執行官）、陳慶龍先生及徐建軍先生；本公司之非執行董事為于秋溟先生、李浩先生、謝懿女士及王衡先生；以及本公司之獨立非執行董事為關啟昌先生、嚴元浩先生、石定寰先生及陳洪生先生。

The Singapore Exchange Securities Trading Limited (the “SGX-ST”) assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained in this announcement. Approval in-principle from, admission to the Official List of, and listing and quotation of the Existing Notes on, the SGX-ST are not to be taken as an indication of the merits of the Company or the Existing Notes.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities.

*This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The New Notes and the guarantee of the New Notes have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”), and may not be offered or sold within the United States or to any U.S. persons except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the New Notes are being offered and sold only to non-U.S. persons outside the United States in offshore transactions in compliance with Regulation S under the Securities Act (“**Regulation S**”).*



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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)

**ANNOUNCEMENT IN CONNECTION WITH THE EXCHANGE OFFER
(THE “EXCHANGE OFFER”) FOR THE OUTSTANDING US\$350,000,000
8.25% SENIOR NOTES DUE 2020 (ISIN: XS1512652600, COMMON CODE:
151265260)
(THE “EXISTING NOTES”)**

CANCELLATION OF EXISTING NOTES

Reference is made to the announcements made by the Company on 16 December 2019, 2 January 2020 and 15 January 2020 (together, the “**Announcements**”). Capitalised or other terms used but not defined herein shall, unless the context otherwise requires, have the meanings as set out in the Announcements.

The Company wishes to announce that US\$107,980,000 in aggregate principal amount of the Existing Notes accepted for exchange by the Company pursuant to the Exchange Offer have been cancelled on 20 January 2020 in accordance with the terms and conditions of the Existing Notes. Following the cancellation of such Existing Notes, the aggregate principal amount of the Existing Notes outstanding is US\$242,020,000.

For and on behalf of
Panda Green Energy Group Limited
Lu Zhenwei
Chairman of the Board

Hong Kong, 20 January 2020

As at the date of this announcement, the executive directors of the Company are Mr. Lu Zhenwei (Chairman), Ms. Zhong Hui (Chief Executive Officer), Mr. Chen Qinglong and Mr. Xu Jianjun; the non-executive directors of the Company are Mr. Yu Qiuming, Mr. Li Hao, Ms. Xie Yi and Mr. Wang Heng; 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.