

## Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm.	28/02/2019						
To: Hong Kong Exchanges and	Clearing I	Limited					
Name of Issuer	Panda Gree	en Energy Group I	Limited				
Date Submitted	6 March 20	019					
I. Movements in Authorised Sha	are Capital						
1. Ordinary Shares							
(1) Stock code : 686 Description : N/A							
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)			
Balance at close of preceding m	onth _	20,000,000,000	HK\$0.10	HK\$2,000,000,000			
Increase/(decrease)		Nil		Nil			
Balance at close of the month		20,000,000,000	HK\$0.10	HK\$2,000,000,000			
(2) Stock code: N/A	_Description	on:					
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)			
Balance at close of preceding m	onth _						
Increase/(decrease)							
Balance at close of the month	_						

2. Preference Shares				
Stock code: N/A	Descrip	otion:		
		No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of prece	eding month			
Increase/(decrease)				
Balance at close of the n	nonth			
3. Other Classes of Shar	es			
Stock code: N/A	Descrip	otion:		
		No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of prece	eding month			
Increase/(decrease)				
Balance at close of the r	nonth		- ,	
Total authorised share cacurrency):	apital at the end	of the month (State	HK\$2	2,000,000,000
II. Movements in Issued	Share Capital			
		dinary shares	_	No. of other classes
	(1)	(2)	shares	of shares
Balance at close of preceding month	9,529,811,467	N/A	N/A	N/A
Increase / (decrease) during the month	Nil	N/A	N/A	N/A
Balance at close of the month	9,529,811,467	N/A	N/A	N/A

## III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Share Options (under	Share Option	Schemes of the I	ssuer)				
Particulars of share					No. of new shares of	No. of new shares of	
option scheme					issuer issued during	issuer which may be	
including EGM					the month pursuant	issued pursuant thereto	
approval date		Movement durin	g the month		thereto	as at close of the mont	
(dd/mm/yyyy) and —					=		
class of shares							
issuable	Granted	Exercised	Cancelled	Lapsed			
1. Share Option							
Scheme Subscription Prices							
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)	1111				1111	307,300,000	
4. Share Option Scheme							
Subscription Price:							
HK\$1.132							
(19/06/2012)							
Ordinary shares	Nil	Nil	Nil	Nil	Nil	70,000,000	
(Note 1)							
		Tot	al A. (Ordi	nary shares)	Nil	_	
		(Preference shares)		N/A			
				Other class)	nss) N/A		
Total funds raised dur options (State currenc		from exercise of		N/A			

Warrants to Issue Shares of th	e Issuer which	n are to	be Listed				N. C	NY C
Description of warrants (Date of expiry - dd/mm/yyyy	of nominal	cl	nal value at ose of ling month	Exercise during mont	the	ominal value 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. Unlisted warrants	_							
	<u>-</u>		HK\$			HK\$		
	HK\$	562,7	15,004.268	Nil	5	62,715,004.268	Nil	871,075,858
(20/03/2020)								
	N/A							
Class of shares issuable ( <i>Note 1</i> )	Ordinary Sha	ires						
	HK\$0.646 pe		ant share					
	(subject to ac							
SGM approval date								
(if applicable) (dd/mm/yyyy)	(28/11/2016)							
2. N/A	(							
	-							
( / / )								
Stock code (if listed)				_				
Class of shares issuable ( <i>Note 1</i> )								
Subscription price				<del></del>				
SGM approval date				<del></del>				
(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								
	<u></u>							
( / / )			-			-	_	<u> </u>
Stock code (if listed)								
Class of shares								
issuable (Note 1)								
Subscription price								
SGM approval date (if applicable)								
(dd/mm/yyyy)	(	/ /	)					
	,							
				Total B.		nary shares)_		<u>=</u>
						ence shares)_ Other class)	N/A N/A	=
					(	onici ciass)_	IN/A	-

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converte during the month	ne Amount at close	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						
-						
	<u></u>					
				·		
Stock code (if listed) Class of shares issuable (Note 1)						
Subscription price						
SGM approval date (if applicable)						
(dd/mm/yyyy)						
2. N/A	<u> </u>					
	<u> </u>					
	<u> </u>					
Stock code (if listed)	<del></del>					-
Class of shares issuable						
(Note 1) Subscription price						
SGM approval date						
(if applicable) (dd/mm/yyyy)						
3. N/A						
3. 11//1						
-						
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)				<del></del>		<del></del>
Class of shares issuable						
(Note 1)						
Subscription price SGM approval date						
(if applicable) (dd/mm/yyyy)						
(dd/111111/yyyy)						
			Total C.	(Ordinary shares)	Nil	
				Preference shares)	N/A	_
			`	(Other class)	N/A	_

Full particulars including EGM approval date if applicable, and class of shares issuable:	(dd/mm/yyyy),	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	Nil	3,048,750,000
Subscription Agreement (as amended by		1111	3,010,730,000
Subscription Agreement (as amended to Subscription Agreement on 21 February			
Subscriber in connection with the is			
3,048,750,000 New First Subscription S	•		
price of HK\$0.3 per New First Subscr	•		
please refer to the Company's announce			
2019 and 21 February 2019.	,		
	at the forthcoming SGM)		
	Ordinary shares (Note 1)		
2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2		2711	1 21 6 702 200
2. On 20 January 2019, the Company of		Nil	1,216,793,309
Subscription I Agreement with the			
connection with the issue and subscription			
1,216,793,309 Second Subscription I S			
price of HK\$0.3 per Second Subscrip			
please refer to the Company's announ	cement dated 20 January		
2019.	Lat the forth coming CCM		
(to be approved	l at the forthcoming SGM) Ordinary shares ( <i>Note 1</i> )		
	Ordinary shares (wote 1)		
3. On 20 January 2019, the Company of	entered into the Second	Nil	135,199,257
Subscription II Agreement with the			
connection with the issue and subscription			
Subscription II Shares at the subscript			
Second Subscription II Share. For de			
Company's announcement dated 20 January			
	at the forthcoming SGM)		
	Ordinary shares (Note 1)		
4 0 20 1 2010 1 0	. 1	NT:1	020 054 007
4. On 20 January 2019, the Company		Nil	938,054,087
Subscription Agreement with the Third			
with the issue and subscription of 938,0	,		
Shares at the subscription price of HK\$0			
Share. For details, please refer to the Odated 20 January 2019.	company's announcement		
	at the forthcoming SGM)		
(to be approved	Ordinary shares ( <i>Note 1</i> )		
5. On 20 January 2019, the Company		Nil	382,396,814
Subscription Agreement (as amended by			
Subscription Agreement on 21 Februar			
Subscriber in connection with the is			
382,396,814 New Fourth Subscription Sprice of HK\$0.3 per New Fourth Subscription	ription Share For details		
please refer to the Company's announce			
2019 and 21 February 2019.	chickes dated 20 suitadiy		
	at the forthcoming SGM)		
	Ordinary shares (Note 1)		
	tol D (Ondinan days)	3.7'1	
	tal D. (Ordinary shares)	Nil N/A	
	(Preference shares)	N/A	
	(Other class)	N/A	

(	Other Movements in Is	ssued 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						
			Class of shares issuable (Note 1)	N/A	_		
1.	Rights issue	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
			Class of shares issuable (Note 1)	N/A	_		
2.	Open offer	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
			Class of shares issuable (Note 1)	N/A			
3.	Placing	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
						-	
			Class of shares issuable (Note 1)	N/A	_		
4.	Bonus issue		Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		

Ot	her Movements in Issu	ed Share (	Capital					
	Type of Issue						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
	1,000 01 18840				N/A			
				Class of shares issuable (Note 1)		_		
5.	Scrip dividend	At price :	State currency —	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)		
				Class of shares repurchased (Note 1)	N/A			
6.	Repurchase of shares			Cancellation date : (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)		
				Class of shares redeemed (Note 1)	N/A	_		
7.	Redemption of shares			Redemption date : (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)		
							-	
				Class of shares issuable (Note 1)	N/A			
8.	Consideration issue	At price :	State currency -	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					
	Class of shares issuable (Note 1)	N/A	_		
9. Capital reorganisation	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
	EGM approval date: (dd/mm/yyyy)	( / /	)		
	Class of shares issuable (Note 1)	N/A			
10. Other (Please specify) At price: State currency	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
(Ficase specify) currency	EGM approval date: (dd/mm/yyyy)	( / /	)		
				NY/-	
		rdinary sha ference sha (Other c	ares)	N/A N/A N/A	_ _ _
Total increase / (decrease) in ordinary shares duri	ing the month (i.e. Total of A to I	Ξ):	(1	) Ni	1
			(2	) N/A	A
Total increase / (decrease) in preference shares du	uring the month (i.e. Total of A to	o E):		N/A	A
Total increase / (decrease) in other classes of share	res during the month (i.e. Total o	f A to E):		N/A	A
(These figures should be the same as the relevant	figures under II above ("Moven	nents in Iss	ued	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;

(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.