

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 1 JUNE 2018
AND RETIREMENT OF DIRECTOR**

References are made to the circular (the “**AGM Circular**”) and the notice (the “**AGM Notice**”) of the annual general meeting (the “**AGM**”) of the Company both dated 30 April 2018. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the AGM Circular.

POLL RESULTS OF THE AGM

The Board is pleased to announce that all the resolutions as set out in the AGM Notice were duly passed by way of poll at the AGM held on 1 June 2018. The Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited, was appointed and acted as the scrutineer for the poll voting at the AGM.

The poll results are as follows:

ORDINARY RESOLUTIONS		Number of Shares voted (approximate percentage of total number of Shares voted)		Total number of votes cast
		For	Against	
1.	To receive and consider the audited consolidated financial statements of the Group and the reports of the Directors and the auditors for the year ended 31 December 2017.	4,633,249,083 (100.0000%)	0 (0.0000%)	4,633,249,083
2.	(i) To re-elect Mr. Li Hong as an executive director of the Company;	4,628,991,082 (99.9081%)	4,258,001 (0.0919%)	4,633,249,083
	(ii) To re-elect Mr. Yu Qiuming as an executive director of the Company;	4,628,991,083 (99.9081%)	4,258,000 (0.0919%)	4,633,249,083
	(iii) To re-elect Mr. Tang Wenyong as a non-executive director of the Company; and	4,624,468,207 (99.8105%)	8,780,876 (0.1895%)	4,633,249,083
	(iv) To re-elect Mr. Kwan Kai Cheong as an independent non-executive director of the Company.	4,620,022,259 (99.7145%)	13,226,824 (0.2855%)	4,633,249,083
3.	To authorise the Board to fix the Directors' remuneration.	4,633,249,083 (100.0000%)	0 (0.0000%)	4,633,249,083
4.	To re-appoint PricewaterhouseCoopers as auditors of the Company and to authorise the Board to fix their remuneration.	4,633,251,583 (100.0000%)	0 (0.0000%)	4,633,251,583
5.	(A) To grant a general mandate to the Directors to repurchase the issued shares in the share capital of the Company;	4,633,401,583 (100.0000%)	0 (0.0000%)	4,633,401,583
	(B) To grant a general mandate to the Directors to allot, issue and otherwise deal with additional shares in the share capital of the Company;	4,551,640,409 (98.2386%)	81,608,674 (1.7614%)	4,633,249,083
	(C) Conditional upon the passing of resolutions 5(A) and 5(B), to authorise the Directors to allot, issue and deal with any Shares repurchased pursuant to the general mandate granted by resolution 5(A) and to make or grant offers, agreements and option which might require the exercise of such authority.	4,549,683,169 (98.1964%)	83,565,914 (1.8036%)	4,633,249,083

Note: Please refer to the full text of the ordinary resolutions as set out in the AGM Notice for details.

As more than 50% of the votes were cast in favour of the above resolutions, all such resolutions were duly passed as ordinary resolutions of the Company at the AGM.

As at 28 May 2018, the record date of the AGM, the total number of issued Shares was 9,529,811,467 Shares, which was the total number of Shares entitling the holders to attend and vote for or against any of the resolutions proposed at the AGM. No Shareholder who was entitled to attend the AGM had to vote only against on any of the resolutions at the AGM. There were no Shares entitling the Shareholders to attend the AGM and abstain from voting in favor of any of the resolutions as set out in Rule 13.40 of the Listing Rules, and no Shareholder has stated his intention in the AGM Circular to vote against any of the resolutions at the AGM. No Shareholder was required to abstain from voting at the AGM under the Listing Rules.

RETIREMENT OF DIRECTOR

As disclosed in the AGM Circular, pursuant to the Bye-Laws, Ms. Qiu Ping, Maggie (“**Ms. Qiu**”), an executive Director, should retire from office by rotation and be eligible for re-election at the AGM. Ms. Qiu had notified the Board that she would retire from her office as an executive Director with effect from the conclusion of the AGM and would not stand for re-election due to her desire to devote more time to her other commitments within the Group. As such, Ms. Qiu has retired as a Director upon conclusion of the AGM, but remains as an officer, the company secretary and an authorised representative of the Company.

The Company has confirmed that the Board has no disagreement with Ms. Qiu and there is no matter relating to her retirement which needs to be brought to the attention of the Stock Exchange and the Shareholders. The Board would like to express its sincere gratitude to Ms. Qiu for her valuable and outstanding contributions to the Company during her tenure of service as a Director.

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

Hong Kong, 1 June 2018

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, Mr. Jiang Wei and Mr. Yu Qiuming; the non-executive directors of the Company are 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.