

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 (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
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 : _____		
	No. of ordinary shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

2. Preference Shares

Stock code :	<u>N/A</u>	Description :	_____	
		No. of preference shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
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 (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
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		

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
<p>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.</p> <p style="text-align: right;">(to be approved at the forthcoming SGM) Ordinary shares (Note 1)</p>	Nil	3,048,750,000
<p>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.</p> <p style="text-align: right;">(to be approved at the forthcoming SGM) Ordinary shares (Note 1)</p>	Nil	1,216,793,309
<p>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.</p> <p style="text-align: right;">(to be approved at the forthcoming SGM) Ordinary shares (Note 1)</p>	Nil	135,199,257
<p>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.</p> <p style="text-align: right;">(to be approved at the forthcoming SGM) Ordinary shares (Note 1)</p>	Nil	938,054,087
<p>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.</p> <p style="text-align: right;">(to be approved at the forthcoming SGM) Ordinary shares (Note 1)</p>	Nil	382,396,814
<p>Total D. (Ordinary shares)</p> <p>(Preference shares)</p> <p>(Other class)</p>	<p>Nil</p> <p>N/A</p> <p>N/A</p>	

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 <i>(Note 1)</i>	<u> N/A </u>	
			Issue and allotment date : (dd/mm/yyyy)	(/ /)	
			EGM approval date: (dd/mm/yyyy)	(/ /)	

2. Open offer	At price :	State currency _____	Class of shares issuable <i>(Note 1)</i>	<u> N/A </u>	
			Issue and allotment date : (dd/mm/yyyy)	(/ /)	
			EGM approval date: (dd/mm/yyyy)	(/ /)	

3. Placing	At price :	State currency _____	Class of shares issuable <i>(Note 1)</i>	<u> N/A </u>	
			Issue and allotment date : (dd/mm/yyyy)	(/ /)	
			EGM approval date: (dd/mm/yyyy)	(/ /)	

4. Bonus issue			Class of shares issuable <i>(Note 1)</i>	<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					
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)	(/ /)	
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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)	(/ /)	
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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)	(/ /)	
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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)	(/ /)	
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Other Movements in Issued 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
9. Capital reorganisation	Class of shares issuable <u> N/A </u> <i>(Note 1)</i> 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 <u> N/A </u> <i>(Note 1)</i> 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>
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>	

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;

