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**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 SPECIAL GENERAL MEETING  
HELD ON 8 DECEMBER 2017**

References are made to the notice of the special general meeting (the “SGM”) of Panda Green Energy Group Limited (the “Company”) dated 20 November 2017 (the “SGM Notice”) and the circular of the Company dated 20 November 2017 (the “Circular”) with respect to the connected transaction in relation to proposed amendments of certain terms of the 7.5% secured three-year convertible bonds with an outstanding principal amount of HK\$434,803,198.80 due 20 April 2018. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

**POLL RESULTS OF THE SGM**

The Board is pleased to announce that the resolution (the “Resolution”) set out in the SGM Notice was duly passed by way of poll by the Independent Shareholders at the SGM held on 8 December 2017. 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 SGM.

The poll results in respect of the Resolution are as follow:

ORDINARY RESOLUTION	Number of Shares voted (approximate percentage of total number of Shares voted)		Total number of votes cast
	For	Against	
To approve the entering into of the Amendment Deed, the Proposed Amendments, the grant of Specific Mandate and the transactions contemplated thereunder.	4,382,620,972 (99.9982%)	77,926 (0.0018%)	4,382,698,898

*Note:* Please refer to the full text of the ordinary resolution as set out in the SGM Notice for details.

As more than 50% of the votes were cast in favour of the Resolution, the Resolution was duly passed as an ordinary resolution of the Company at the SGM.

As at 4 December 2017, the record date of the SGM, the total number of issued Shares was 9,529,811,467. As disclosed in the Circular, CMNEG and parties acting in concert with it (which held in an aggregate of 2,119,829,883 Shares as at the record date of the SGM) were required to abstain, and had so abstained, from voting on the Resolution at the SGM. As such, there were a total of 7,409,981,584 Shares entitling the Independent Shareholders to attend and vote for or against the Resolution at the SGM, representing approximately 77.76% of the entire issued share capital of the Company as at the date of the SGM.

No Shareholder was entitled to attend the SGM and vote only against the Resolution, and save as disclosed above, no Shareholder had stated his intention in the Circular to vote against the Resolution or to abstain.

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

Hong Kong, 8 December 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 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.*