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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a special general meeting (the “**Meeting**”) of Panda Green Energy Group Limited (the “**Company**”) will be held at Unit 1407, 14/F., West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Friday, 8 December 2017 at 3:00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications the following resolution as ordinary resolution of the Company:

Capitalised terms used herein without definition shall have the same meanings as in the circular issued by the Company on 20 November 2017 (the “**Circular**”), unless the context otherwise requires.

ORDINARY RESOLUTION

1. “**THAT:**

- (a) the entering into of the Amendment Deed, a copy of which is produced to the meeting marked “A” and initialled by the Chairman of the Meeting for the purpose of identification, be and is hereby approved, confirmed and ratified, and all the transactions contemplated thereunder, including the Proposed Amendments, be and are hereby approved, confirmed and ratified;

- (b) subject to the Stock Exchange having approved the Proposed Amendments and the Listing Committee granting approval for the listing of, and permission to deal in, the Conversion Shares, the Board be and is hereby granted a Specific Mandate for the allotment and issue of all the Conversion Shares upon exercise of the conversion rights attaching to the Convertible Bonds, upon mandatory conversion by the Company, and/or in payment of the accrued and unpaid interest under the Convertible Bonds; and
- (c) any one of the Directors of the Company be and is hereby generally and unconditionally authorised to sign and execute the Supplemental Deed and to do all such further acts and things and to sign and execute all such other or further documents (if any) and to take all such steps which in his/her opinion may be necessary, appropriate, desirable or expedient to implement and/or give effects to the transactions contemplated under the Amendment Deed including but not limited to the execution of any documents or deeds or the affixation of any seal or the issue of any certificate.”

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

Hong Kong, 20 November 2017

Executive Directors

Mr. Li, Alan (*Chairman and Chief Executive Officer*)

Mr. Lu Zhenwei

Mr. Li Hong

Ms. Qiu Ping, Maggie

Mr. Jiang Wei

Mr. Yu Qiuming

Non-executive Directors

Mr. Tang Wenyong

Mr. Li Hao

Independent non-executive Directors

Mr. Kwan Kai Cheong

Mr. Yen Yuen Ho, Tony

Mr. Shi Dinghuan

Mr. Ma Kwong Wing

Notes:

1. In order to qualify for attending and voting at the Meeting, all transfers of shares accompanied by the relevant share certificates must be lodged at the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Monday, 4 December 2017.
2. A member entitled to attend and vote at the Meeting is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the Meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. A form of proxy for use at the Meeting is enclosed. Whether or not you intend to attend the Meeting in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the Meeting or any adjournment thereof, should he/she/it so wish. In such event, the instrument appointing such a proxy shall be deemed to be revoked.
4. To be valid, a proxy form, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power or authority, must be lodged at the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not less than 48 hours before the time fixed for holding of the Meeting or any adjournment thereof.
5. In the case of joint holders of shares, any one of such holders may vote at the Meeting, either personally or by proxy, in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such joint holder are present at the Meeting personally or by proxy, the persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
6. Votes on the ordinary resolution set out herein and is to be passed at the Meeting will be taken by way of poll.
7. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 11:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the website of Company at www.pandagreen.com and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the rescheduled meeting.