(Street) **NEW YORK**

(City)

NY

(State)

1. Name and Address of Reporting Person* Pangaea Three-B, LP

100017

(Zip)

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Check this box if no longer subject to Section 16. Form 4 or Form 5

OMB APPROVAL OMB Number: 3235-0287 0.5

TOT OTTAINGED IN BENEFICIAL OWNEROTH	Estimated average burden
pursuant to Section 16(a) of the Securities Exchange Act of 1934	hours per response:
or Section 30(h) of the Investment Company Act of 1940	

	tions may conti ction 1(b).	nue. See			Filed			Section 16(and 30(h) of the					934			hours	s per resp	onse:		0.5				
1. Name a		f Reporting Person*				2. Issu	ıer Na	ame and Ticken	er or Tra	ading S	Symbol					ble)	g Person	. ,						
(Last) 505 FIF	`	First) JE, 15TH FLOO	(Middle)			3. Date of Earliest Transaction (Month/Day/Year) 01/03/2023								Officer (give title Other (specify below)										
(Street)	ORK N					Amendment, Date of Original Filed (Month/Day/Year)							Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person											
(City)	(:	State)	(Zip)																					
			Table I - No				1		_	d, Di				ally C				-						
1. Title of	Security (Ins	tr. 3)		2. Tran Date (Month			Exec if an	Deemed cution Date, y nth/Day/Year)	3. Transa Code (8)		4. Securities Disposed O			5)	Securities Beneficially	curities neficially ned Following		ership Direct ndirect rr. 4)	Indirect					
									v	Amount	unt (A) or		9	Transaction (Instr. 3 and	saction(s)			, ·						
Class A	Common St	ock		01/0	03/20)23			С		6,431,431	(1) A	\$0.	00(1)	6,431,	431		I	See Foot	tnote ⁽²⁾				
Class A	Common St	ock		01/0	03/20)23			A		2,861(3)	A	\$9	9.8	6,434,292		6,434,292		6,434,292			I	See Footnote ⁽²⁾	
Class A	Common St	ock		01/0	03/20)23			A		11,840 ⁽⁴) A	\$0.	00(4)	109,1	.92		I	See Foot	tnote ⁽⁵⁾				
			Table II					rities Acq , warrants							wned									
Security or I (Instr. 3) Pric	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Da if any (Month/Day/Y	te, Transa Code (5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exer Expiration D (Month/Day/		ate	7. Title and Amo Securities Under Derivative Secur (Instr. 3 and 4)		ying Derivativ			ive ties cially ing	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	nip o B) C ct (I	1. Nature f Indirect eneficial wnership nstr. 4)				
				c	Code	v	(A)	(D)	Date Exerci	sable	Expiration Date	Title	Amour Numbe Shares	er of		Reporte Transae (Instr. 4	ction(s)							
Class B ordinary shares	(1)	01/03/2023			C ⁽¹⁾			6,431,431 ⁽¹⁾	(1)	(1)	Class A Common Stock	6,431	,431	\$0.00	2,118	8,569	I		ee ootnote ⁽²⁾				
Class B ordinary shares	(6)	01/03/2023			J ⁽⁶⁾			2,118,569 ⁽⁶⁾	(6	5)	(6)	Class A Common Stock	2,118	3,569	\$0.00		0	I		ee ootnote ⁽²⁾				
Warrants	\$11.5	01/03/2023			J ⁽⁷⁾			8,900,000 ⁽⁷⁾	(8	3)	(8)	Class A Common Stock	8,900),000	\$0.00		0	I	S F	ee ootnote ⁽²⁾				
Warrants	\$11.5								(8	3)	(8)	Class A Common Stock	4,040),663		4,040	0,663	I		ee ootnote ⁽⁵⁾				
1. Name a		f Reporting Person*																						
(Last) 505 FIF	ΓΗ AVENU	(First) JE, 15TH FLOO	(Midd	fle)																				
(Street) NEW Y	ORK	NY	1001	17																				
(City)		(State)	(Zip)																					
	nd Address of	Reporting Person*																						
(Last) 505 FIF	ΓΗ AV ENU	(First) JE, 15TH FLOO	(Midd	lle)																				

(Last) 505 FIFTH AVE	(First) NUE, 15TH FLOOF	(Middle)	
(Street) NEW YORK	NY	10017	
(City)	(State)	(Zip)	

Explanation of Responses:

- 1. The Class B ordinary shares are convertible for shares of Class A Common Stock as described in the Issuer's Registration Statement on Form S-4 (File No. 333-262644) (the "Registration Statement") and have no expiration date. On January 3, 2023, the Issuer consummated its initial business combination (the "Business Combination"). In connection with the Business Combination, 6,431,431 Class B ordinary shares held by CGC Sponsor LLC (the "Sponsor") converted into Class A Common Stock on a one-for-one basis.
- 2. Represents securities held by the Sponsor. Pangaea Three-B, LP is the sole member of the Sponsor, and is controlled by Peter Yu. Consequently, each of Pangaea Three-B, LP and Mr. Yu may be deemed to share voting and dispositive control over the securities held by the Sponsor, and thus to share beneficial ownership of such securities. Mr. Yu disclaims beneficial ownership of the securities held by the Sponsor, except to the extent of his pecuniary interest therein.
- 3. These shares of Class A Common Stock were acquired by the Sponsor in a private placement upon consummation of the Business Combination
- 4. These shares of Class A Common Stock were acquired upon consummation of the Business Combination for no additional consideration.
- 5. Represents securities held by Pangaea Three, LP. Pangaea Three-B, LP is controlled by Peter Yu. Consequently, Mr. Yu may be deemed to share voting and dispositive control over the securities held by Pangaea Three-B, LP, and thus to share beneficial ownership of such securities. Mr. Yu disclaims beneficial ownership of the securities held by Pangaea Three-B, LP, except to the extent of his pecuniary interest therein.
- 6. The Class B ordinary shares are convertible for shares of Class A Common Stock as described in the Issuer's Registration Statement and have no expiration date. On January 3, 2023, the Sponsor forfeited 2,118,569 Class B ordinary shares in connection with the consummation of the Business Combination.
- 7. On January 3, 2023, the Sponsor forfeited 8,900,000 warrants in connection with the consummation of the Business Combination.
- 8. Each warrant shall become exercisable on February 2, 2023, 30 days after the completion of the Business Combination as described in the Issuer's Registration Statement. Each warrant shall expire on January 3, 2028, five years after the completion of the Business Combination, or earlier upon redemption or liquidation, as described in the Issuer's Registration Statement.

Remarks:

/s/ Adam Namoury, Attorney-in-01/04/2023

Fact

/s/ Adam Namoury, Attorney-in-

Fact

/s/ Adam Namoury, Attorney-in-01/04/2023

Fact

** Signature of Reporting Person Date

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.