

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint 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 joint announcement.



綠能國際

Reach Luck International Limited

(Incorporated in the British Virgin Islands with limited liability)

**SINOGREEN ENERGY
INTERNATIONAL GROUP LIMITED**

中國綠能國際集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1159)

JOINT ANNOUNCEMENT

**CLOSE OF UNCONDITIONAL MANDATORY CASH OFFER
BY FORTUNE (HK) SECURITIES LIMITED ON BEHALF OF
REACH LUCK INTERNATIONAL LIMITED TO
ACQUIRE ALL THE ISSUED SHARES OF
SINOGREEN ENERGY INTERNATIONAL GROUP LIMITED
(OTHER THAN THOSE ALREADY OWNED OR AGREED TO
BE ACQUIRED BY REACH LUCK INTERNATIONAL LIMITED
AND THE PARTIES ACTING IN CONCERT WITH IT)**

Financial adviser to

Reach Luck International Limited



富強金融資本
FORTUNE FINANCIAL CAPITAL

Financial adviser to Sinogreen Energy

International Group Limited



Optima Capital Limited

CLOSE OF THE SHARE OFFER AND ACCEPTANCE LEVEL

The Offeror and the Company jointly announce that the Share Offer was closed at 4:00 p.m. on Friday, 17 October 2014. The Share Offer has not been revised or extended by the Offeror.

As at 4:00 p.m. on Friday, 17 October 2014, being the latest time for acceptance of the Share Offer, valid acceptances of the Share Offer have been received in respect of 23,200 Shares, representing approximately 0.005% of the issued Shares as at the date of this joint announcement.

PUBLIC FLOAT OF THE COMPANY

Upon the close of the Share Offer, taking into account the valid acceptances in respect of 23,200 Shares under the Share Offer (subject to completion of the transfer of those Shares to the Offeror), the Offeror and parties acting in concert with it are interested in an aggregate of 325,023,200 Shares, representing approximately 65.85% of the total issued Share as at the date of this joint announcement. Whereas a total of 124,159,200 Shares, representing approximately 25.15% of the total issued Shares as at the date of this joint announcement, remain in the hands of the public, the Company is in compliance with the public float requirement under Rule 8.08(1)(a) of the Listing Rules.

SETTLEMENT OF THE SHARE OFFER

Remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty) payable for the Offer Shares tendered under the Share Offer has been or will be despatched to the accepting Shareholder(s) by ordinary post at their own risk as soon as possible, but in any event within seven (7) Business Days after the date of receipt by the Registrar to render such acceptance complete and valid and in accordance with the Takeovers Code.

The latest date for posting of remittances for the amounts due in respect of valid acceptances received under the Share Offer is Tuesday, 28 October 2014.

Reference is made to the composite offer and response document (the “**Composite Document**”) jointly issued by Reach Luck International Limited and the Company dated 26 September 2014 in connection with, among other things, the Share Offer. Capitalised terms used herein shall have the same meanings as those defined in the Composite Document unless otherwise specified.

CLOSE OF THE SHARE OFFER AND ACCEPTANCE LEVEL

The Offeror and the Company jointly announce that the Share Offer was closed at 4:00 p.m. on Friday, 17 October 2014. The Share Offer has not been revised or extended by the Offeror.

As at 4:00 p.m. on Friday, 17 October 2014, being the latest time for acceptance of the Share Offer, valid acceptances of the Share Offer have been received in respect of 23,200 Shares, representing approximately 0.005% of the issued Shares as at the date of this joint announcement.

PUBLIC FLOAT OF THE COMPANY

None of the Offeror or the parties acting in concert with it held, controlled or directed any Shares or any rights over Shares prior to the commencement of the Offer Period. While the Offeror and parties acting in concert with it have acquired during the Offer Period an aggregate of 325,000,000 Shares.

Upon the close of the Share Offer, taking into account the valid acceptances in respect of 23,200 Shares under the Share Offer (subject to completion of the transfer of those Shares to the Offeror), the Offeror and parties acting in concert with it are interested in an aggregate of 325,023,200 Shares, representing approximately 65.85% of the total issued Shares as at the date of this joint announcement. Save as disclosed above, the Offeror and parties acting in concert with it had not acquired or agreed to acquire any Shares or rights over Shares during the Offer Period. None of the Offeror nor any party acting in concert with it has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period. A total of 124,159,200 Shares, representing approximately 25.15% of the total issued Shares as at the date of this joint announcement, remain in the hands of the public. Accordingly, the Company is in compliance with the public float requirement under Rule 8.08(1)(a) of the Listing Rules.

As at the date of this joint announcement, there were outstanding Convertible Notes which confer the right to the Offeror, being the holder of the Convertible Notes, to subscribe for a maximum of 159,000,000 Shares at the initial Conversion Price of HK\$0.35 per Conversion Share. There was no conversion of any part of the Convertible Notes as at the date of this joint announcement. According to the terms and conditions of the Convertible Notes, the conversion rights shall not be exercised by the holder of the Convertible Notes, or if exercised by virtue of a conversion notice having been given, the Company shall not be obliged to issue any Conversion Shares but may treat that conversion notice as invalid, if it comes to the notice of the Company that immediately following such conversion: (a) the Company will be unable to meet the public float requirement under the Listing Rules; or (b) a mandatory general offer obligation under the Takeovers Code will be triggered on the part of the holder of the Convertible Notes together with the parties acting in concert with it.

SETTLEMENT OF THE SHARE OFFER

Remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty) payable for the Offer Shares tendered under the Share Offer has been or will be despatched to the accepting Shareholder(s) by ordinary post at their own risk as soon as possible, but in any event within seven (7) Business Days after the date of receipt by the Registrar to render such acceptance complete and valid and in accordance with the Takeovers Code.

The latest date for posting of remittances for the amounts due in respect of valid acceptances received under the Share Offer is Tuesday, 28 October 2014.

SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets forth the shareholding structure of the Company (i) immediately before the commencement of the Share Offer; (ii) immediately after the close of the Share Offer and assuming no conversion of the Convertible Notes; and (iii) immediately after the close of the Share Offer and assuming the conversion rights attaching to the Convertible Notes are exercised in full at the initial Conversion Price:

	(i) Immediately before the commencement of the Share Offer		(ii) Immediately after the close of the Share Offer and assuming no conversion of the Convertible Notes		(iii) Immediately after the close of the Share Offer and assuming the conversion rights attaching to the Convertible Notes are exercised in full at the initial Conversion Price (Note 5)	
	Number of Shares	%	Number of Shares	%	Number of Shares	%
The Offeror	295,000,000	59.77	295,023,200	59.77	454,023,200	69.57
Creative Cosmo (Note 3)	23,500,000	4.76	23,500,000	4.76	23,500,000	3.60
New Elect (Note 4)	6,500,000	1.32	6,500,000	1.32	6,500,000	1.00
The Offeror, Dr. Lam and parties acting in concert with any of them	325,000,000	65.85	325,023,200	65.85	484,023,200	74.17
Mega Start Limited (Note 1)	49,693,600	10.07	49,693,600	10.07	49,693,600	7.62
Fount Holdings Limited (Note 2)	18,188,800	3.69	18,188,800	3.69	18,188,800	2.79
Other Shareholders	100,682,400	20.39	100,659,200	20.39	100,659,200	15.42
Total	493,564,800	100.00	493,564,800	100.00	652,564,800	100.00
Public Shareholders	124,182,400	25.15	124,159,200	25.15	124,159,200	19.02

Notes:

1. The entire issued share capital of Mega Start Limited is wholly and beneficially owned by Mr. Chau Chit, an executive Director.
2. The entire issued share capital of Fount Holdings Limited is wholly and beneficially owned by Mr. Tang Hao, an executive Director.
3. The entire issued share capital of Creative Cosmo is wholly and beneficially owned by Mr. Tse On Kin (“**Mr. Tse**”), who is an Independent Third Party. Given that Mr. Tse is independent of each of the Offeror and Dr. Lam, the interests of Creative Cosmo in the Shares shall be included in the public shareholding.
4. The entire issued share capital of New Elect is wholly and beneficially owned by Mr. Hung Ching Fung (“**Mr. Hung**”), an executive Director. Mr. Hung is the nephew-in-law of Dr. Lam.
5. According to the terms and conditions of the Convertible Notes, the conversion rights shall not be exercised by the holder of the Convertible Notes, or if exercised by virtue of a conversion notice having been given, the Company shall not be obliged to issue any Conversion Shares but may treat that conversion notice as invalid, if it comes to the notice of the Company that immediately following such conversion: (a) the Company will be unable to meet the public float requirement under the Listing Rules; or (b) a mandatory general offer obligation under the Takeovers Code will be triggered on the part of the holder of the Convertible Notes together with the parties acting in concert with it.

By Order of the Sole Director
Reach Luck International Limited
Lam Yin Lok
Director

By Order of the Board
Sinogreen Energy
International Group Limited
Chau Chit
Chairman

Hong Kong, 17 October 2014

As at the date of this joint announcement, Dr. Lam Yin Lok is the sole director of the Offeror.

As at the date of this joint announcement, the Board consists of three executive directors, namely Mr. Chau Chit, Mr. Tang Hao and Mr. Hung Ching Fung; and three independent non-executive directors, namely Mr. Lum Pak Sum, Mr. Wong Wai Kwan and Ms. Zhou Jianhong.

Dr. Lam Yin Lok, the sole director of the Offeror, accepts full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group), and confirms, having made all reasonable enquires, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Group) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

All the Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror, Dr. Lam and parties acting in concert with any of them), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offeror, Dr. Lam and parties acting in concert with any of them) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.