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綠能國際

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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Sinogreen Energy International Group Limited (the “**Company**”) will be held at Empire Room 1, 1/F., Empire Hotel Hong Kong • Wan Chai, 33 Hennessy Road, Wan Chai, Hong Kong on Thursday, 11 September 2014 at 10:00 a.m. for the purpose of considering, and, if thought fit,

A) Passing with or without amendments the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

1. **“THAT:**

(a) conditional upon (i) The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the New Shares (as defined below) arising from the Capital Reorganisation (as defined below) and (ii) the compliance by the Company with the requirements of section 46(2) of the Companies Act 1981 of Bermuda, with effect from the first business day immediately following the date on which this resolution is passed:

(i) every five (5) issued shares of HK\$0.10 each in the existing share capital of the Company be consolidated (“**Share Consolidation**”) into one (1) new share of HK\$0.50 (“**Consolidated Share(s)**”);

- (ii) the par value of each Consolidated Share be reduced from HK\$0.50 to HK\$0.10 (“**New Share(s)**”) by cancelling the capital paid-up thereon to the extent of HK\$0.40 on each Consolidated Share and the total number of Consolidated Shares in the issued share capital of the Company immediately following the Share Consolidation be rounded down to a whole number by cancelling any fraction in the issued share capital of the Company arising from the Share Consolidation (“**Capital Reduction**”);
 - (iii) the entire amount standing to the credit of the share premium account of the Company be cancelled (“**Share Premium Reduction**”);
 - (iv) the credit arising from the Capital Reduction and the Share Premium Reduction be transferred to the contributed surplus account of the Company (the “**Contributed Surplus Account**”) (“**Transfer**” and together with the Share Consolidation, the Capital Reduction and the Share Premium Reduction, “**Capital Reorganisation**”), and the entire amount standing to the credit of the Contributed Surplus Account be applied to set off against an equivalent amount of the accumulated losses of the Company and the directors of the Company (“**Directors**”) be and are hereby authorised to apply the balance in the Contributed Surplus Account (if any) in any manner permitted by the laws of Bermuda, including, without limitation, paying dividend or making any other distribution out of the Contributed Surplus Account from time to time without further authorisation from the shareholders of the Company and all such actions in relation thereto be approved, ratified and confirmed; and
- (b) any one Director be and is hereby authorised to do all such things and acts as he/she may in his/her discretion consider necessary, desirable or expedient, for the purposes of or in connection with the implementation of the Capital Reorganisation, including but not limited to the execution of all such documents under seal where applicable, as he/she considers necessary or expedient in his/her opinion to implement and/or give effect to the Capital Reorganisation.”

- B) Passing with or without amendments the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

2. **“THAT:–**

- (a) the subscription agreement dated 11 July 2014, including the form of the proposed convertible notes (**“Convertible Notes”**) annexed thereto (the **“Subscription Agreement”**), a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) entered into among the Company as issuer and Reach Luck International Limited, Creative Cosmo Limited and New Elect International Limited (the **“Subscriber(s)”**) as subscribers pursuant to which the Company has conditionally agreed to (i) allot and issue 325,000,000 New Shares of HK\$0.10 each in the share capital of the Company (the **“Subscription Shares”**) to the relevant Subscribers; and (ii) issue the Convertible Notes in an aggregate principal amount of HK\$55,650,000 to Reach Luck International Limited upon and subject to the terms and conditions as set out therein, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the allotment and issue of the Subscription Shares by the Company to the Subscribers in accordance with the terms and conditions of the Subscription Agreement be and is hereby approved;
- (c) the issue of the Convertible Notes by the Company to Reach Luck International Limited in accordance with the terms and conditions of the Subscription Agreement be and is hereby approved;
- (d) the allotment and issue of up to 159,000,000 New Shares or such other number of shares in the share capital of the Company which may fall to be allotted and issued upon the exercise of the conversion rights attaching to the Convertible Notes in accordance with the terms and conditions of the Convertible Notes (**“Conversion Shares”**) be and is hereby approved;

- (e) any one Director be and is hereby authorised to do all such things and acts as he/she may in his/her discretion consider necessary, desirable or expedient, for the purposes of or in connection with the implementation of the Subscription Agreement and the transactions contemplated thereunder, including but not limited to the execution of all such documents under seal where applicable, as he/she considers necessary or expedient in his/her opinion to implement and/or give effect to the issue and allotment of the Subscription Shares, the issue of the Convertible Notes and the issue and allotment of the Conversion Shares which may fall to be allotted and issued upon exercise of the conversion rights attaching to the Convertible Notes.”

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

Hong Kong, 18 August 2014

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Principal place of business:

Room 703-704, 7th Floor
Shanghai Industrial Investment Building
48-62 Hennessy Road, Wanchai
Hong Kong

Notes:

1. Any member entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorised.

3. In the case of joint holders of any shares in the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares shall be accepted to the exclusion of the votes of the other joint registered holders.
4. In order to be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney or authority, must be deposited at the branch share registrar of the Company at Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the meeting or any adjourned meeting.
5. Delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting convened and in such event, the form of proxy shall be deemed to be revoked.
6. If a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time between 8:00 a.m. and 5:00 p.m. on the date of the SGM, then the SGM will be postponed and members will be informed of the date, time and venue of the postponed SGM by a supplementary notice posted on the respective websites of the Company and Hong Kong Exchanges and Clearing Limited.

If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is cancelled at or before 8:00 a.m. on the date of the SGM, and where conditions permit, the SGM will be held as scheduled. The SGM will be held as scheduled when an amber or red rainstorm warning signal is in force. Members should decide on their own whether they would attend the SGM under a bad weather condition bearing in mind their own situations and if they do so, they are advised to exercise care and caution.

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