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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)**

- (1) CHANGE OF BOARD LOT SIZE;**
- (2) PROPOSED REFRESHMENT OF GENERAL MANDATE;**
- (3) PROPOSED REFRESHMENT OF  
SHARE OPTION SCHEME LIMIT;**
- (4) PROPOSED CHANGE OF COMPANY NAME;**
- (5) PROPOSED FIXING OF THE MAXIMUM NUMBER OF  
DIRECTORS AND AUTHORISING DIRECTORS  
TO APPOINT ADDITIONAL DIRECTORS UP  
TO SUCH MAXIMUM NUMBER; AND**
- (6) PROPOSED RE-ELECTION OF DIRECTORS**

#### **CHANGE OF BOARD LOT SIZE**

The Board announces that the board lot size of the Shares for trading on the Stock Exchange will be changed from 4,000 Shares to 500 Shares with effect from 9:00 a.m. on 27 November 2014.

Shareholders may submit their existing share certificates in board lot of 4,000 Shares to the Branch Share Registrar in exchange for new share certificates in board lot of 500 Shares free of charge during business hours from 13 November 2014 to 19 December 2014, both days inclusive.

## **PROPOSED REFRESHMENT OF GENERAL MANDATE**

At the 2014 AGM, the Shareholders approved, among others, the grant of the General Mandate to the Directors. Pursuant to the General Mandate, the Directors were granted an unconditional general mandate to issue, allot and deal with a maximum of 168,564,800 Shares, representing 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the 2014 AGM.

Pursuant to the Capital Reorganisation and the Share Subscription which became effective and completed thereafter, as at the date of this announcement, the Company has 493,564,800 Shares in issue. In this regard, it is proposed that the General Mandate be refreshed to authorise the Directors to issue and allot new Shares up to 98,712,960 Shares, representing 20% of the issued share capital as at the date of passing of the proposed resolution at the SGM (assuming no Shares will be issued or repurchased by the Company prior to the date of the SGM).

## **PROPOSED REFRESHMENT OF SHARE OPTION SCHEME LIMIT**

At the 2012 AGM, an ordinary resolution was passed by the Shareholders to approve the adoption of the Share Option Scheme. Pursuant to the Share Option Scheme, the maximum number of Shares which may be issued upon exercise of all share options to be granted under the Share Option Scheme and any other share option scheme(s) of the Company shall not exceed 10% of the total number of Shares in issue as at the date of adoption of the Share Option Scheme, namely 70,235,600 Shares (before the Capital Reorganisation and the Share Subscription). Since then, the Company has not refreshed the Share Option Scheme Limit. No share option has been granted since the date of the adoption of the Share Option Scheme and up to the date of this announcement.

As at the date of this announcement, the Company has 493,564,800 Shares in issue subsequent to the completion of the Capital Reorganisation and the Share Subscription. In this regard, it is proposed that the Share Option Scheme Limit be refreshed to allow the Directors to grant share options carrying rights to subscribe for up to 49,356,480 Shares under the Share Option Scheme, representing 10% of the issued share capital as at the date of passing of the proposed resolution at the SGM (assuming no Shares will be issued or repurchased by the Company prior to the date of the SGM).

## **PROPOSED CHANGE OF COMPANY NAME**

The Board announces that a special resolution will be proposed at the SGM to approve the change of the English name of the Company from “Sinogreen Energy International Group Limited” to “Jimei International Entertainment Group Limited” and the secondary name of the Company from “中國綠能國際集團有限公司” to “集美國際娛樂集團有限公司”, subject to the conditions as set out in the paragraph headed “Conditions for the Proposed Change of Company Name” below.

## **PROPOSED FIXING OF THE MAXIMUM NUMBER OF DIRECTORS AND AUTHORISING DIRECTORS TO APPOINT ADDITIONAL DIRECTORS UP TO SUCH MAXIMUM NUMBER**

Bye-law 86(1) of the Bye-laws provides that there shall be no maximum number of directors unless otherwise determined by Shareholders in general meeting, and Section 91(1A) of the Companies Act provides that a maximum number of Directors may be determined by the Shareholders at a general meeting of the Company. It is also set out in Bye-law 86(2) that the Directors shall have the power from time to time and at any time to appoint any person as a Director as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Members in general meeting. As at the date of this announcement, the Company has not fixed a maximum number of Directors.

The Board announces that ordinary resolutions will be proposed at the SGM to fix the maximum number of Directors at 20, and to authorise Directors to appoint any person as a Director as an addition to the existing Board up to the maximum number so determined.

## **PROPOSED RE-ELECTION OF DIRECTORS**

Bye-law 86(2) provides that the Directors shall have the power from time to time and at any time to appoint any person as a Director to fill a casual vacancy on the Board and any Director so appointed by the Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting.

In accordance with Bye-law 86(2), each of Dr. Lam Yin Lok, Mr. Hung Ching Fung, Mr. Daniel Domingos António, Mr. Kwok Chi Chung and Mr. Chow Wing Tung will hold office until the forthcoming SGM and, being eligible, offer themselves for re-election.

## **GENERAL**

A SGM will be convened to consider and, if thought fit, approve, among other things, the proposed refreshment of each of the General Mandate and the Share Option Scheme Limit, the proposed change of Company name, the proposed fixing of the maximum number of Directors and proposed granting of authorisation to Directors to appoint additional Directors up to such maximum number, and the proposed re-election of Directors.

An Independent Board Committee, comprising all the independent non-executive Directors, will be formed to advise the Independent Shareholders on the proposed refreshment of the General Mandate. The Company will appoint an independent financial adviser to advise the Independent Board Committee in this regard.

A circular containing, among other things, (i) details of the proposed refreshment of each of the General Mandate and the Share Option Scheme Limit, the proposed change of the Company name, the proposed fixing of the maximum number of Directors and proposed granting of authorisation to Directors to appoint additional Directors up to such maximum number; (ii) a letter from the Independent Board Committee to the Independent Shareholders; (iii) a letter of advice from the independent financial adviser in relation to the proposed refreshment of the General Mandate; (iv) details of Directors proposed to be re-elected; and (v) a notice of SGM will be despatched to the Shareholders as soon as practicable. It is expected that the circular will be despatched to the Shareholders on or before 25 November 2014.

## **CHANGE OF BOARD LOT SIZE**

The board (the “**Board**”) of directors (the “**Directors**”) of Sinogreen Energy International Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that the board lot size of the shares of the Company with nominal value of HK\$0.1 each (the “**Shares**”) for trading on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) will be changed from 4,000 Shares to 500 Shares with effect from 9:00 a.m. on 27 November 2014.

As at the date of this announcement, the Shares are traded on the Stock Exchange in board lot of 4,000 Shares. Based on the closing price of HK\$13.94 per Share as at the date of this announcement, the value of each board lot of 4,000 Shares is HK\$55,760. After the reduction of the board lot size of the Shares from 4,000 Shares to 500 Shares, the estimated market value per board lot of the Shares will be reduced to HK\$6,970 (based on the closing price of HK\$13.94 per Share as quoted on the Stock Exchange on the date of this announcement). The Board is of the view that the reduction in board lot size of the Shares may enable more investors who are interested in the Company to buy the Shares on the Stock Exchange, which may improve the liquidity of the Shares and broaden the Company's shareholder base. The change in board lot size will not affect any of the relative rights of the shareholders of the Company (the "Shareholders"). The Board considers that the change in board lot size is in the interests of the Company and the Shareholders as a whole.

The expected timetable for the trading arrangement in respect of the change in board lot size is set out below:

**EXPECTED TIMETABLE**

**2014**

First day of free exchange of Existing Share Certificates in board lot of 4,000 Shares for New Share Certificates in board lot of 500 Shares .....	Thursday, 13 November
Last day for trading of the shares with old board lot of 4,000 Shares in the original counter .....	Wednesday, 26 November
Effective date of the change in board lot size from 4,000 Shares to 500 Shares .....	Thursday, 27 November
Original counter for trading of the Shares in board lot size of 4,000 Shares becomes counter for trading of the Shares in board lot size of 500 Shares .....	9:00 a.m., Thursday, 27 November
Temporary counter for trading of the Shares in board lot of 4,000 Shares opens .....	9:00 a.m., Thursday, 27 November

First day of parallel trading of the Shares  
 (in board lot of 4,000 Shares and board lot of  
 500 Shares) ..... 9:00 a.m., Thursday, 27 November

Temporary counter for trading of the Shares in  
 board lot of 4,000 Shares closes ..... 4:00 p.m., Wednesday, 17 December

Last day of parallel trading of the Shares  
 (in board lot of 4,000 Shares and  
 board lot of 500 Shares) ..... 4:00 p.m., Wednesday, 17 December

Last day for free exchange of Existing Share Certificates  
 for New Share Certificates ..... Friday, 19 December

### **Exchange of New Share Certificate**

Shareholders may submit their existing share certificates of the Company (the “**Existing Share Certificates**”) to the Company’s Hong Kong branch share registrar (“**Branch Share Registrar**”), Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong in exchange for new share certificates of the Company (the “**New Share Certificates**”) at the expense of the Company during business hours from 13 November 2014 to 19 December 2014, both days inclusive. Thereafter, the Existing Share Certificates will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) for each New Share Certificate in board lot of 500 Shares issued or each Existing Share Certificate submitted, whichever number of share certificates involved is higher. It is expected that the New Share Certificates will be available for collection from the Branch Share Registrar by the Shareholders within 10 business days after submission of the Existing Share Certificates for exchange.

With effect from 27 November 2014, any New Share Certificates will be issued in board lot of 500 Shares (except for odd lots or where the Branch Share Registrar is otherwise instructed). All Existing Share Certificates will continue to be good evidence of legal title to such Shares and continue to be valid for trading, delivery and settlement purposes. Save and except for the change in the number of Shares for each board lot, New Share Certificates will be in the same format and colour as the Existing Share Certificates.

## PROPOSED REFRESHMENT OF GENERAL MANDATE

At the annual general meeting of the Company held on 18 June 2014 (the “**2014 AGM**”), the Shareholders approved, among others, the grant of the general mandate to the Directors to allot, issue and deal with no more than 168,564,800 Shares, representing 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution (the “**General Mandate**”).

During the period from the date of granting of the General Mandate to the date of this announcement, the Company has undergone (i) capital reorganisation which involved, among others, consolidation of every five Shares then in issue into one consolidated Share of par value of HK\$0.50 and capital reduction by cancelling HK\$0.40 of the paid-up capital on each consolidated Share from HK\$0.50 to HK\$0.10, details of which have been disclosed in the circular of the Company dated 18 August 2014 (the “**Capital Reorganisation**”); and (ii) the subscription of 325,000,000 Shares in aggregate by Reach Luck International Limited, Creative Cosmo Limited and New Elect International Limited (the “**Share Subscription**”).

As at the date of this announcement, the Company has 493,564,800 Shares in issue. In this regard, it is proposed that the General Mandate be refreshed to authorise the Directors to issue and allot new Shares up to 98,712,960 Shares, representing 20% of the issued share capital as at the date of passing of the proposed resolution at the special general meeting of the Company (the “**SGM**”) (assuming no Shares will be issued or repurchased by the Company prior to the date of the SGM) (the “**Refreshed General Mandate**”). The Refreshed General Mandate will, if granted at the SGM, remain effective until the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the end of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company (“**Bye-laws**”) or any applicable laws to be held; or (c) when revoked or varied by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

The refreshment of the General Mandate before the next annual general meeting of the Company is subject to the approval of the Independent Shareholders at the SGM, pursuant to rule 13.36(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). Any controlling Shareholders and their respective associate(s) or, where there are no controlling Shareholders, Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associate(s) are required to abstain from voting in favour of the proposed resolution approving the refreshment of the General Mandate.

The Directors believe that the Refreshed General Mandate will allow the Company to retain a flexible means to raise further funds through the issue of new Shares for its future business development if and when opportunities arise. Accordingly, the Directors consider that the approval of the grant of the Refreshed General Mandate is in the best interests of the Company and the Shareholders as a whole.

## **PROPOSED REFRESHMENT OF SHARE OPTION SCHEME LIMIT**

At the annual general meeting of the Company held on 1 June 2012 (the “**2012 AGM**”), an ordinary resolution was passed by the Shareholders to approve the adoption of the share option scheme currently in force (the “**Share Option Scheme**”). Apart from the Share Option Scheme, the Company has no other share option scheme currently in force. Pursuant to the Share Option Scheme, the maximum number of Shares which may be issued upon exercise of all share options to be granted under the Share Option Scheme and any other share option scheme(s) of the Company shall not exceed 10% of the total number of Shares in issue as at the date of adoption of the Share Option Scheme, namely 70,235,600 Shares (the “**Share Option Scheme Limit**”) (before the Capital Reorganisation and the Share Subscription). Since then, the Company has not refreshed the Share Option Scheme Limit. No share option has been granted since the date of the adoption of the Share Option Scheme and up to the date of this announcement.

The Company may refresh the Share Option Scheme Limit by ordinary resolution of the Shareholders at general meeting provided that:

1. the total number of Shares which may be issued upon the exercise of all share options to be granted under the Share Option Scheme and any other share option scheme(s) under the limit as “refreshed” shall not exceed 10% of the Shares in issue as at the date on which the Shareholders approve the “refreshed” limit;
2. share options previously granted under the Share Option Scheme and share options granted under any other share option scheme(s) (including those outstanding, cancelled and lapsed in accordance with the terms of the relevant scheme, or exercised options) will not be counted for calculating the Share Option Scheme Limit as refreshed; and



3. the total number of Shares which may be issued upon exercise of all outstanding share options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company must not in aggregate exceed 30% of the total number of Shares in issue from time to time.

As at the date of this announcement, the Company has 493,564,800 Shares in issue subsequent to the completion of the Capital Reorganisation and the Share Subscription. In this regard, it is proposed that the Share Option Scheme Limit be refreshed to allow the Directors to grant share options carrying rights to subscribe for up to 49,356,480 Shares under the Share Option Scheme, representing 10% of the issued share capital as at the date of passing of the proposed resolution at the SGM (assuming no Shares will be issued or repurchased by the Company prior to the date of the SGM).

The purpose of the refreshment of the Share Option Scheme Limit is to allow the Company to have flexibility in providing incentives or rewards to the eligible persons for their contributions to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group.

## **PROPOSED CHANGE OF COMPANY NAME**

The Board proposes to change the English name of the Company from “Sinogreen Energy International Group Limited” to “Jimei International Entertainment Group Limited” and the secondary name of the Company from “中國綠能國際集團有限公司” to “集美國際娛樂集團有限公司”, subject to the conditions below.

### **Conditions for the Proposed Change of Company Name**

The proposed change of the name of the Company will be subject to the following:

- (i) the passing of a special resolution by the Shareholders at the SGM to approve the proposed change of the name of the Company;
- (ii) the approval of the Registrar of Companies in Bermuda having been obtained for the proposed change of the name of the Company; and
- (iii) if necessary, the approval of Companies Registry in Hong Kong having been obtained for the proposed change of the name of the Company.

## **Reasons for the Proposed Change of Company Name**

The Board is of the opinion that the proposed change of the name of the Company will provide the Company with a new corporate image and identity and in light of the business development and diversification of the Group, the Board considers that the new name of the Company of “Jimei International Entertainment Group Limited” can more accurately reflect the corporate nature of the Group.

The Board considers that the proposed change of the name of the Company is in the interests of the Company and the Shareholders as a whole.

## **Effects of Change of Company Name**

The proposed change of the name of the Company will not affect any rights of the holders of securities of the Company or the Company’s daily business operation and its financial position.

Once the proposed change of the name of the Company becomes effective, share certificates of the Company will be issued in the new name of the Company. However, all existing share certificates in issue bearing the existing name of the Company will, after the proposed change of the name of the Company has become effective, continue to be effective as documents of title to the Shares and will continue to be valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates bearing the new English and secondary name of the Company.

## **PROPOSED FIXING OF THE MAXIMUM NUMBER OF DIRECTORS AND AUTHORISING DIRECTORS TO APPOINT ADDITIONAL DIRECTORS UP TO SUCH MAXIMUM NUMBER**

Bye-law 86(1) of the Bye-laws provides that there shall be no maximum number of directors unless otherwise determined by Shareholders in general meeting, and Section 91(1A) of the Companies Act 1981 of Bermuda (the “**Companies Act**”) provides that a maximum number of Directors may be determined by the Shareholders at a general meeting of the Company. It is also set out in Bye-law 86(2) that the Directors shall have the power from time to time and at any time to appoint any person as a Director as an addition to the existing Board but so that

the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Members in general meeting. As at the date of this announcement, the Company has not fixed a maximum number of Directors.

To allow flexibility to any possible further changes to the composition of the Board in the future, ordinary resolutions will be proposed at the SGM to fix the maximum number of Directors at 20, and to authorise Directors to appoint any person as a Director as an addition to the existing Board up to the maximum number so determined.

Based on the advice of the Bermuda legal adviser of the Company, the board considers that the proposal to fix a maximum number of Directors and to authorise Directors to appoint any additional Directors up to such maximum number complies with the Bye-laws and the Companies Act, and is the best interests of the Company and the Shareholders as a whole.

## **PROPOSED RE-ELECTION OF DIRECTORS**

Reference is made to the announcement of the Company dated 26 September 2014 in respect of, among other matters, the appointment of Mr. Hung Ching Fung as executive Director, and the announcement of the Company dated 3 November 2014 in respect of, among other matters, the appointment of Dr. Lam Yin Lok as executive Director, and the appointment of each of Mr. Daniel Domingos António, Mr. Kwok Chi Chung and Mr. Chow Wing Tung as independent non-executive Directors.

Bye-law 86(2) provides that the Directors shall have the power from time to time and at any time to appoint any person as a Director to fill a casual vacancy on the Board and any Director so appointed by the Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting.

In accordance with Bye-law 86(2), each of Mr. Hung Ching Fung, Dr. Lam Yin Lok, Mr. Daniel Domingos António, Mr. Kwok Chi Chung and Mr. Chow Wing Tung will hold office until the forthcoming SGM and, being eligible, offer themselves for re-election.

A brief biographical details, including matters that are required to be disclosed under Rule 13.51(2) of the Listing Rules, of each of Dr. Lam Yin Lok, Mr. Hung Ching Fung, Mr. Daniel Domingos António, Mr. Kwok Chi Chung and Mr. Chow Wing Tung will be set out in the circular in relation to the SGM pursuant to Rule 13.74 of the Listing Rules.

## GENERAL

A SGM will be convened to consider and, if thought fit, approve, among other things, the proposed refreshment of each of the General Mandate and the Share Option Scheme Limit, the proposed change of the name of the Company, the proposed fixing of the maximum number of Directors and proposed granting of authorisation to Directors to appoint additional Directors up to such maximum number, and the proposed re-election of Directors.

An independent board committee of the Company (the “**Independent Board Committee**”), comprising all the independent non-executive Directors, will be formed to advise the independent shareholders of the Company (the “**Independent Shareholders**”) on the proposed refreshment of the General Mandate. The Company will appoint an independent financial adviser to advise the Independent Board Committee in this regard.

A circular containing, among other things, (i) details of the proposed refreshment of each of the General Mandate and the Share Option Scheme Limit, the proposed change of the name of the Company, the proposed fixing of the maximum number of Directors and proposed granting of authorisation to Directors to appoint additional Directors up to such maximum number, and the proposed re-election of Directors; (ii) a letter from the Independent Board Committee to the Independent Shareholders; (iii) a letter of advice from the independent financial adviser in relation to the proposed refreshment of the General Mandate; (iv) details of the Directors proposed to be re-elected; and (v) a notice of SGM will be despatched to the Shareholders as soon as practicable. It is expected that the circular will be despatched to the Shareholders on or before 25 November 2014.

By Order of the Board  
**Sinogreen Energy International Group Limited**  
**Dr. Lam Yin Lok**  
*Chairman*

Hong Kong, 6 November 2014

*As at the date of this announcement, our executive Directors are Dr. Lam Yin Lok, Mr. Hung Ching Fung and Mr. Chau Chit; and our independent non-executive Directors are Mr. Daniel Domingos António, Mr. Kwok Chi Chung and Mr. Chow Wing Tung.*