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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 CHAIRMAN;  
(2) CHANGE OF DIRECTORS;  
(3) CHANGE OF COMPOSITION OF AUDIT COMMITTEE,  
NOMINATION COMMITTEE, REMUNERATION COMMITTEE  
AND INVESTMENT STEERING COMMITTEE OF  
THE COMPANY; AND  
(4) CHANGE OF AUTHORISED REPRESENTATIVE AND  
PROCESS AGENT**

The Board hereby announces the following changes in the Chairman, directorate, chairman and membership of Board committees, the Authorised Representative and Process Agent with effect from 3 November 2014:

- (1) Mr. Chau Chit has resigned as the Chairman, the chairman of each of the investment steering committee and the nomination committee of the Company and a member of the remuneration committee of the Company, and ceased to act as the Authorised Representative and the Process Agent, but will continue to serve the Company as an executive Director;
- (2) Mr. Tang Hao has resigned as an executive Director and as a member of the investment steering committee of the Company;

- (3) Mr. Lum Pak Sum, Mr. Wong Wai Kwan and Ms. Zhou Jianhong have each resigned as an independent non-executive Director;
- (4) Mr. Lum Pak Sum has also resigned as the chairman of the audit committee and a member of each of the remuneration committee, the nomination committee and the investment steering committee of the Company;
- (5) Mr. Wong Wai Kwan has also resigned as a member of each of the audit committee, the remuneration committee, the nomination committee and the investment steering committee of the Company;
- (6) Ms. Zhou Jianhong has also resigned as the chairman of the remuneration committee of the Company and a member of each of the audit committee and the nomination committee of the Company;
- (7) Dr. Lam Yin Lok has been appointed as an executive Director, the Chairman and the chairman of each of the nomination committee and the investment steering committee of the Company;
- (8) Mr. Daniel Domingos António, Mr. Kwok Chi Chung and Mr. Chow Wing Tung have been appointed as independent non-executive Directors;
- (9) Each of Mr. Daniel Domingos António and Mr. Kwok Chi Chung has been appointed as a member of each of the audit committee, the remuneration committee, the nomination committee and the investment steering committee of the Company. Mr. Chow Wing Tung has been appointed as the chairman of each of the audit committee and the remuneration committee of the Company; and
- (10) Mr. Hung Ching Fung, an executive Director, has been appointed as the Authorised Representative and the Process Agent.

## RESIGNATION OF THE CHAIRMAN

The board (the “**Board**”) of directors (the “**Directors**” and each a “**Director**”) of Sinogreen Energy International Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that Mr. Chau Chit (“**Mr. Chau**”) has tendered his resignation, with effect from 3 November 2014, as the chairman of the Company (the “**Chairman**”), the chairman of each of the investment steering committee and the nomination committee of the Company, a member of the remuneration committee of the Company, one of the authorised representatives of the Company (the “**Authorised Representative**”) under the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), and the authorised representative of the Company for accepting service of process and notices in Hong Kong (the “**Process Agent**”) on its behalf under Part 16 of the Companies Ordinance (Chapter 622, Laws of Hong Kong) due to the re-designation of his duties in the Company. Mr. Chau will continue to serve the Company as an executive Director and a director of other members of the Group.

Mr. Chau confirmed that he has no disagreement with the Board and that there are no matters that need to be brought to the attention of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and shareholders of the Company (the “**Shareholders**”) in relation to his resignation as the Chairman and cessation to act as the Authorised Representative and the Process Agent.

The Board would like to express its sincere gratitude to Mr. Chau for his valuable contribution to the Company during his tenure of office as the Chairman.

## RESIGNATION OF DIRECTORS

The Board announces that with effect from 3 November 2014:

- (i) Mr. Tang Hao (“**Mr. Tang**”) has resigned as an executive Director since he plans to devote more attention and dedication to his other business engagement; and
- (ii) Mr. Lum Pak Sum (“**Mr. Lum**”), Mr. Wong Wai Kwan (“**Mr. Wong**”) and Ms. Zhou Jianhong (“**Ms. Zhou**”) have each resigned as an independent non-executive Director since they wish to devote more attention and dedication to their other business engagements.

Each of Mr. Tang, Mr. Lum, Mr. Wong and Ms. Zhou confirmed that they have no disagreement with the Board and that there are no matters relating to their resignations that need to be brought to the attention of the Stock Exchange and the Shareholders.

The Board would like to express its sincere gratitude to Mr. Tang, Mr. Lum, Mr. Wong and Ms. Zhou for their valuable contributions to the Company during the tenure of their office.

## **APPOINTMENT OF DIRECTORS AND THE CHAIRMAN**

The Board announces that with effect from 3 November 2014:

- (i) Dr. Lam Yin Lok has been appointed as an executive Director and the Chairman; and
- (ii) Mr. Daniel Domingos António, Mr. Kwok Chi Chung and Mr. Chow Wing Tung have been appointed as independent non-executive Directors.

Biographical details of Dr. Lam Yin Lok, Mr. Daniel Domingos António, Mr. Kwok Chi Chung and Mr. Chow Wing Tung are as follows:

### **(i) Dr. LAM Yin Lok (“Dr. Lam”)**

Dr. Lam (林英樂), aged 53, has over 30 years of experience in the gaming industry including casino operations and gaming promotion business in Macau (“**Macau**”) Special Administration Region of the People’s Republic of China (“**PRC**”), the Philippines and Australia. He also has engaged in other businesses and has investments in real estate development, hotel and resort operation, and securities and investments covering markets in Hong Kong, the PRC and the Philippines. Dr. Lam serves as 中國人民政治協商會議廣東省委員會委員 (a Member of Guangdong Provincial Committee of The Chinese People’s Political Consultative Conference\*), 澳門娛樂博彩業中介人協會榮譽會長 (the Honorable President of the Association of Gaming & Entertainment Promoters of Macau\*), the Honorable President of the General Association of Administrators and Promoters for Macau Gaming Industry, the Permanent Honorable President, General Chairman and Council Member of the Federation of Hong Kong Guangdong Community Organisations and a director of the China Overseas Friendship Association. Dr. Lam was awarded as an Honorable Doctor of Sinte Gleska University of California, United States of America and received a World Outstanding Chinese Award, both in 2007. Dr. Lam is the uncle-in-law of Mr. Hung Ching Fung, an executive Director.

Dr. Lam is currently the (A) sole shareholder and director of (i) Fine State International Limited (a company incorporated in the British Virgin Islands), (ii) International Junket Promoter Company Limited (a company established under the laws of Macau), (iii) Luminary Holdings Limited (a company incorporated in the British Virgin Islands); and (B) one of the directors and ultimate shareholders of Great Creation Group Limited (a company incorporated in the British Virgin Islands). Through the aforementioned companies and their subsidiaries, Dr. Lam has invested in casino and gaming promotion businesses in Philippines and Macau and securities and futures trading and assets management services in Hong Kong.

As at the date of this announcement, Dr. Lam was deemed to be interested in 295,000,000 shares of the Company (the “**Shares**”) (representing approximately 59.77% of the existing issued share capital of the Company) and convertible notes convertible into 159,000,000 Shares (representing approximately 32.21% of the existing issued share capital of the Company), both held by Reach Luck International Limited which is wholly and beneficially owned by Dr. Lam, within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong).

**(ii) Mr. Daniel Domingos ANTÓNIO (“Mr. António”)**

Mr. António, aged 63, joined the Gaming Inspection and Coordination Bureau of the Government of Macau in 1978, was appointed as the Inspector Principal, First Class\* (Inspector Principal, 1º escalão) in 1989 and served as the Inspector Adviser since April 2005 until his retirement in July 2011. During his office as an Inspector Adviser of the Gaming Inspection and Coordination Bureau of the Government of Macau, Mr. António was responsible for the management of casino inspectors, ensuring all casinos in Macau adhere to the relevant gaming regulations.

**(iii) Mr. KWOK Chi Chung (“Mr. Kwok”)**

Mr. Kwok (郭志忠), aged 59, graduated from Huaqiao University with a Bachelor’s degree in law in 2002 and obtained a Master’s degree in economic law from Huaqiao University in 2006. Mr. Kwok joined the Macau Judiciary Police in 1985 and was appointed as the first of Chief Coordinator of Gaming-related Crimes Division in March 2003 which he was responsible for the prevention and investigation of crimes committed inside casinos and other gaming venues, or gaming-related crimes committed around those facilities. He acted as the first of Head of Gaming-related and Economic Crimes Investigation Department since September 2006 until his retirement in August 2010 and was mainly responsible for management of the Gaming-related Crimes Division, Economic Crimes Division and Anti-Money Laundering Division in the Macau Judiciary Police. Mr. Kwok currently is the president of Association of Gaming & Entertainment Promoters of Macau.

**(iv) Mr. CHOW Wing Tung (“Mr. Chow”)**

Mr. Chow (周永東), aged 40, graduated from the University of Toronto with a Bachelor’s degree in Commerce in 1997. He is the financial controller of Synear Food Holdings Limited (“**Synear**”) since April 2005. Synear and its subsidiaries engage in the manufacture and sales of quick freeze food products in the PRC and whose shares were listed on the Main Board of Singapore Exchange Securities Trading Limited and has voluntarily delisted since December 2013. He worked as an auditor in Deloitte Touche Tohmatsu from January 1998 to December 2003. From January 2004 to January 2005, Mr. Chow was the financial controller of China Paper Holdings Limited, a company engaged in the manufacture and sales of paper and paper chemical products in the PRC and whose shares are listed on the Main Board of Singapore Exchange. Mr. Chow has been an independent non-executive director of China Bio Cassava Holdings Limited, a company whose shares are listed on the Stock Exchange (stock code: 8129), since June 2013. He is a member of the American Institute of Certified Public Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants.

Each of Dr. Lam, Mr. António, Mr. Kwok and Mr. Chow has entered into a letter of engagement with the Company for a term of 3 years (for Dr. Lam only, which will be automatically renewed for a further term of 1 year each), and is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the by-laws of the Company. Dr. Lam is entitled to an annual director's fee of HK\$1,200,000, whereas each of Mr. António, Mr. Kwok and Mr. Chow is entitled to an annual director's fee of HK\$180,000 which are determined by the Board with reference to their respective duties and responsibilities and the market rate for the position.

Save as disclosed above, each of Dr. Lam, Mr. António, Mr. Kwok and Mr. Chow (i) has no relationship with other Directors, senior management or substantial shareholders of the Company; and (ii) does not hold any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments and professional qualifications immediately preceding the date of this announcement.

Save for Dr. Lam as disclosed above, as at the date of this announcement, each of Mr. António, Mr. Kwok and Mr. Chow was not interested (within the meaning of Part XV of the SFO) in the shares of the Company.

Each of Mr. António, Mr. Kwok and Mr. Chow has confirmed with the Company of their independence pursuant to Rule 3.13 the Listing Rules. The Company considers that each of Mr. António, Mr. Kwok and Mr. Chow meets the independence guidelines set out in Rule 3.13 of the Listing Rules and hence is independent.

There is no information which is discloseable nor any of Dr. Lam, Mr. António, Mr. Kwok and Mr. Chow was involved in any of the events required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules and there are no other matters in relation to the appointment of the aforesaid Directors that need to be brought to the attention of the Stock Exchange and the Shareholders.

The Board would like to take this opportunity to express its warmest welcome to Dr. Lam, Mr. António, Mr. Kwok and Mr. Chow in joining the Board.

## **CHANGE OF COMPOSITION OF BOARD COMMITTEES**

Following the aforesaid changes of Directors, the Board announces that, in addition to Mr. Chau's resignation as more particularly set out in the section headed "Resignation of the Chairman" in this announcement, with effect from 3 November 2014:

- (i) Mr. Tang has resigned as a member of the investment steering committee of the Company;
- (ii) Mr. Lum has resigned as the chairman of the audit committee and a member of each of the remuneration committee, the nomination committee and the investment steering committee of the Company;
- (iii) Mr. Wong has resigned as a member of each of the audit committee, the remuneration committee, the nomination committee and the investment steering committee of the Company;
- (iv) Ms. Zhou has resigned as the chairman of the remuneration committee and a member of each of the audit committee and the nomination committee of the Company;
- (v) Each of Mr. António and Mr. Kwok has been appointed as a member of each of the audit committee, the remuneration committee, the nomination committee and the investment steering committee of the Company. Mr. Chow has been appointed as the chairman of each of the audit committee and the remuneration committee of the Company; and
- (vi) Dr. Lam has been appointed as the chairman of each of the nomination committee and the investment steering committee of the Company.



## **CHANGE OF AUTHORISED REPRESENTATIVE AND PROCESS AGENT**

The Board announces that Mr. Hung Ching Fung, an executive Director, has been appointed as the Authorised Representative and the Process Agent following the resignation of Mr. Chau from the aforesaid positions.

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

Hong Kong, 3 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.*

*\* for identification purpose only*