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## **NEW SMART ENERGY GROUP LIMITED**

**駿新能源集團有限公司**

*(Incorporated in Hong Kong with limited liability)*

(Stock Code: 91)

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of the shareholders of New Smart Energy Group Limited (the “**Company**”) will be held at The Lily Room of Ramada Hong Kong Hotel at 3rd Floor, 308 Des Voeux Road West, Hong Kong at 11:00 a.m. on 16 September 2011 for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company.

#### **ORDINARY RESOLUTIONS**

1. “**THAT** subject to the fulfillment of all the conditions set out in the section headed “Conditions of the Share Consolidation” in the circular of the Company dated 24 August 2011 (the “**Circular**”, a copy of which has been tabled at the meeting marked “**A**” and initialed by the chairman of the meeting for the purpose of identification), with effect from Monday, 19 September 2011, being the business day immediately after the date of passing this resolution:
  - (a) every two (2) issued and unissued shares of HK\$0.04 each in the share capital of the Company be consolidated into one (1) share of HK\$0.08 each (the “**Consolidated Share**”) in the share capital of the Company (the “**Share Consolidation**”), and any fractional Consolidated Shares resulting from the Share Consolidation shall be disregarded and not issued to the shareholder(s) concerned, but all such fractional Consolidated Shares shall be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors of the Company (the “**Directors**”) may think fit;
  - (b) the Directors be and are hereby authorised to do all things and acts and sign all documents which they consider necessary, desirable, or expedient in connection with the implementation of the Share Consolidation.”

2. **“THAT** subject to (i) the Share Consolidation becoming effective; and (ii) the fulfilment of the conditions in the underwriting agreement dated 4 August 2011 entered into between Guotai Junan Securities (Hong Kong) Limited, Tung Tai Securities Company Limited and Emperor Securities Limited (the **“Underwriters”**) and the Company (the **“Underwriting Agreement”**, a copy of which has been tabled at the meeting marked “B” and initialed by the chairman of the meeting for the purpose of identification):
- (a) the allotment and issue by way of open offer (the **“Open Offer”**) of 3,319,236,603 Consolidated Shares (the **“Offer Shares”**) to the shareholders of the Company (the **“Shareholders”**) at the subscription price of HK\$0.098 per Offer Share on the basis of one (1) Offer Share for every one (1) Consolidated Share then held by the Shareholders whose names appear on the register of members of the Company at the close of business on a date to be fixed by the Directors (the **“Record Date”**), other than those Shareholders whose addresses as shown on the register of members of the Company are outside Hong Kong on the Record Date and whom the Directors, after making enquiry as required under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, consider it necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place not to offer the Offer Shares to such Shareholders, and on the terms and conditions as set out in the Circular, and such other terms and conditions as may be determined by the Directors be and is hereby approved;
  - (b) the Underwriting Agreement be and is hereby approved, confirmed and ratified and any Director be and is hereby authorised to do such acts or execute such documents which may be necessary, desirable or expedient in his or her opinion to carry into effect or to give effect to the terms of the Underwriting Agreement; and
  - (c) the Directors be and are hereby authorised to allot and issue the Offer Shares pursuant to and in connection with the Open Offer and to do all such acts and things and execute all such documents which in their opinion may be necessary, desirable or expedient to carry out or give effect to or in connection with the Open Offer or any transactions contemplated thereby.”

By Order of the Board  
**New Smart Energy Group Limited**  
**Tam Tak Wah**  
*Executive Director*

Hong Kong, 24 August 2011

*Notes:*

1. A member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a member. A proxy so appointed shall also have the same right as the member to speak at the EGM.
2. Where there are joint holders of any share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto, provided that if more than one of such joint holders be present at the EGM personally or by proxy, the person whose name stands first in the register in respect of such share shall alone be entitled to vote in respect thereof.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if such appointor is a corporation, under its common seal or under the hand of some officer of the corporation duly authorised in that behalf.
4. The form of proxy and, if required by the Company, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy or office copy of such power or authority, shall be deposited at the Company's share registrar, Tricor Standard Limited, of 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not later than 24 hours before the time appointed for holding the EGM and taking the poll or the adjourned meeting, as the case may be, at which the person named as proxy in the form of proxy proposes to vote; and in default the form of proxy shall not be treated as valid.
5. The form of proxy for use at the EGM is enclosed herewith.

*As at the date of this announcement, the executive directors of the Company are Mr. Cheng Wai Keung, Mr. Lo Tai In, Mr. Tam Tak Wah, Mr. Tong Nai Kan and Ms. Tsang Ching Man and the independent non-executive directors of the Company are Mr. Chan Tsz Kit, Mr. Chan Yim Por Bonnie and Mr. Wang Li.*