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**中聯能源投資集團有限公司**  
**Sino Union Energy Investment Group Limited**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00346)**

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “SGM”) of Sino Union Energy Investment Group Limited (the “Company”) will be held at Suite 1512, 15th Floor, One Pacific Place, 88 Queensway, Hong Kong on Monday, 31 October 2011 at 3:00 p.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as an ordinary resolution of the Company:

**ORDINARY RESOLUTION**

**“THAT:**

- (a) the sale and purchase agreement dated 26th July, 2011 (the “Acquisition Agreement”) entered into between Golden Soar Investments Limited (the “Vendor”), and Sino Union Energy International Limited (the “Purchaser”), a wholly-owned subsidiary of the Company (a copy of the Acquisition Agreement has been tabled at the meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification) whereby the Vendor agrees to sell to the Purchaser and the Purchaser agrees to acquire from the Vendor the entire issued share capital of Forever Peace Investment Limited at a consideration of HK\$285,993,470 (equivalent to approximately RMB236,488,000) (the “Acquisition”) upon the terms and subject to the conditions set out in the Acquisition Agreement, and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;

- (b) the issue of a interest-free promissory note (the “Promissory Note”) up to the principal amount of HK\$84,653,525 (equivalent to approximately RMB70,000,000) by the Company to the Vendor pursuant to the terms and conditions of the Acquisition Agreement and for the purpose of satisfying part of the consideration for the Acquisition be and is hereby approved;
- (c) the allotment and issue by the Company to the Vendor of 226,109,400 new ordinary shares of HK\$0.02 each in the capital of the Company (the “Consideration Shares”) at an agreed issue price of HK\$0.73 each for the purpose of satisfying part of the consideration for the Acquisition be and is hereby approved;
- (d) the allotment and issue by the Company to the Vendor of 210,000,000 options (the “Options”) at a consideration of HK\$1,050,000, whereby the Options can be converted into 210,000,000 new ordinary shares of HK\$0.02 each in the capital of the Company (the “Option Shares”) at the exercise price of HK\$0.73 per Option Share pursuant to and subject to the terms and conditions of the Acquisition Agreement be and is hereby approved;
- (e) the grant of a specific mandate (the “Specific Mandate”) to the directors of the Company to issue and allot the Consideration Shares and the Options Shares be and is hereby approved; and
- (f) any one director of the Company be and is hereby authorized to do all such acts and things and sign all such documents and to take such steps as he/she considers necessary or expedient or desirable in connection with the implementation of and giving effect to the Acquisition Agreement, the issuance of the Promissory Note, the issuance and allotment of the Consideration Shares, the issuance of the Options, the grant of the Specific Mandate to the directors of the Company to issue and allot the Consideration Shares and the Options Shares and the transactions contemplated thereunder and to agree to such variation, amendment or waiver as are, in the opinion of the board of directors of the Company, in the interests of the Company.”

By Order of the Board  
**Sino Union Energy Investment Group Limited**  
**Zhuo Ze Fan**  
*Chairman*

Hong Kong, 13 October 2011

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head Office and Principal*

*Place of Business in Hong Kong:*  
Suite 1512  
15th Floor  
One Pacific Place  
88 Queensway  
Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the SGM is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
3. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the SGM.
4. Completion and return of the form of proxy will not preclude members from attending and voting at the SGM.

*Executive Directors:*

Dr. Zhuo Ze Fan (*Chairman*)  
Dr. William Rakotoarisaina (*Vice Chairman*)  
Mr. Shen Hao  
Mr. Feng Da Wei  
Mr. Li Jiangdong  
Mr. Hu Zongmin  
Ms. Xie Yiping  
Mr. Liu Xingyuan

*Independent Non-Executive Directors:*

Mr. Ng Wing Ka  
Mr. Leung Ting Yuk  
Mr. Ng Tang