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**China Gogreen Assets Investment Limited**  
**中國保綠資產投資有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 397)**

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the special general meeting of China Gogreen Assets Investment Limited (the “**Company**”) will be held at 9:00 a.m. on Monday, 28 November 2011 at Chairman Room II, Level 2, Royal Park Hotel, 8 Pak Hok Ting Street, Shatin, New Territories, Hong Kong to consider and, if thought fit, pass each of the following resolutions as an ordinary resolution:

**ORDINARY RESOLUTIONS**

1. “**THAT:**

- (a) the investment agreement dated 21 October 2011 entered into between 北京君陽投資有限公司 (unofficial English translation being Beijing Jun Yang Investment Company Limited), an indirect wholly-owned subsidiary of the Company and 許昌新區管理委員會 (unofficial English translation being Xuchang New District Administration Committee) in relation to the construction and operation of solar photovoltaic power stations with an aggregate installed capacity of 20.094 megawatts at the rooftops of various industrial buildings in the New District, Xuchang City, Henan Province, the People’s Republic of China (the “**Investment Agreement**”), and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed in all respects; and
- (b) any one of the directors of the Company be and is hereby authorised to do all such acts and things, to sign and execute all such documents or agreements or deeds on behalf of the Company as he may consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Investment Agreement and the transactions contemplated thereunder.”

2. “**THAT** Mr. Siu Kam Chau be re-elected as an executive director of the Company.”

By order of the Board  
**China Gogreen Assets Investment Limited**  
**Lawrence Tang**  
*Executive Director*

11 November 2011

*Registered office:*  
Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

*Head office and principal place of  
business in Hong Kong:*  
Workshop no.16, 9th Floor  
Corporation Park  
No.11 On Lai Street  
Shatin, New Territories  
Hong Kong

*Notes:*

- (1) A shareholder of the Company entitled to attend and vote at the special general meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the by-laws of the Company, to vote on his/her behalf. A proxy need not be a shareholder of the Company but must be present in person at the special general meeting to represent the shareholder. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (2) In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the special general meeting or any adjournment thereof, should he/she so wish.
- (3) Completion and return of an instrument appointing a proxy should not preclude a shareholder of the Company from attending and voting in person at the meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) As required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the above resolutions will be decided by way of poll.

*As at the date hereof, the executive directors of the Company are Mr. Bai Liang, Mr. Siu Kam Chau, Mr. Lawrence Tang and Mr. Xue Feng; and the independent non-executive directors of the Company are Mr. Chan Chi Yuen, Mr. Lo Chun Nga and Mr. Chik Chi Man.*