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If you have sold or transferred all your shares in Sinogreen Energy International Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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

**Independent financial adviser to the Independent Board Committee and
the Independent Shareholders**

VEDA | CAPITAL
智略資本

Capitalised terms used in this cover page shall have the same meanings as those defined in this circular.

A letter from the Board is set out on pages 5 to 15 of this circular. A letter from the Independent Board Committee containing its recommendation to the Independent Shareholders is set out on page 16 of this circular. A letter from the Independent Financial Adviser containing its advice to the Independent Board Committee and the Independent Shareholders in respect of the proposed refreshment of the General Mandate is set out on pages 17 to 26 of this circular.

A notice convening the SGM to be held at Empire Room 1, 1/F., Empire Hotel Hong Kong • Wan Chai, 33 Hennessy Road, Wan Chai, Hong Kong on Thursday, 18 December 2014 at 11:00 a.m. is set out on pages 31 to 35 of this circular.

Whether or not you are able to attend the SGM, please complete and return the relevant form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM (or any adjournment, as the case may be) to the Hong Kong branch share registrar of the Company, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM (or any adjournment thereof) should you so wish.

24 November 2014

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DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:

“2012 AGM”	the annual general meeting of the Company for the year ended 31 December 2011 held on 1 June 2012
“2014 AGM”	the annual general meeting of the Company for the year ended 31 December 2013 held on 18 June 2014
“associate(s)”	having the meaning as ascribed to it under the Listing Rules, unless otherwise specified
“Board”	the board of Directors
“Business Day”	a day (other than Saturday, Sunday, public holidays and days on which a tropical cyclone warning no.8 or above or black rainstorm warning signal is hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.) on which banks are open in Hong Kong for general banking business
“Bye-laws”	the bye-laws of the Company
“Capital Reorganisation”	the capital reorganisation of the Company that has become effective on 12 September 2014 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
“Companies Act”	the Companies Act 1981 of Bermuda
“Company”	Sinogreen Energy International Group Limited, a company incorporated in Bermuda with limited liability and its Shares are listed on the Main Board of the Stock Exchange (stock code: 1159)
“Convertible Notes”	the convertible notes issued by the Company to Reach Luck, details of which were set out in the announcement of the Company dated 25 July 2014

DEFINITIONS

“controlling Shareholders”	having the meaning ascribed to it under the Listing Rules, unless otherwise specified
“Directors”	the directors of the Company
“Dr. Lam”	Dr. Lam Yin Lok, an executive Director and the chairman of the Company
“General Mandate”	the general mandate approved and granted to the Directors at the 2014 AGM to allot, issue and deal with Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the 2014 AGM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	an independent board committee of the Company, consisting of Mr. Daniel Domingos António, Mr. Kwok Chi Chung and Mr. Chow Wing Tung, who are independent non-executive Directors, formed for the purpose of advising the Independent Shareholders in respect of the refreshment of the General Mandate
“Independent Shareholder(s) ”	any Shareholder(s) other than controlling Shareholders and their associates or, where there are no controlling Shareholders, any Shareholder(s) other than Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates
“Independent Financial Adviser” or “Veda Capital”	Veda Capital Limited, a corporation licensed to carry out Type 6 (advising on corporate finance) regulated activities under the SFO

DEFINITIONS

“Latest Practicable Date”	18 November 2014, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Macau”	Macau Special Administration Region of the PRC
“PRC”	The People’s Republic of China
“Reach Luck”	Reach Luck International Limited, a company incorporated in the British Virgin Islands wholly and beneficially owned by Dr. Lam and was beneficially interested in 295,023,200 Shares (representing approximately 59.77% of the existing issued share capital of the Company) and the Convertible Notes as at the Latest Practicable Date
“Refreshed General Mandate”	the new mandate proposed to be sought at the SGM to authorise the Directors to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the relevant resolution at the SGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“SGM”	the special general meeting of the Company to be held and convened at Empire Room 1, 1/F., Empire Hotel Hong Kong • Wan Chai, 33 Hennessy Road, Wan Chai, Hong Kong on Thursday, 18 December 2014 at 11:00 a.m. for the Shareholders to consider and, if thought fit, approve the resolutions proposed in the SGM Notice
“SGM Notice”	the notice convening the SGM as set out on pages 31 to 35 of this circular
“Share Option Scheme”	the share option scheme adopted by an ordinary resolution passed at the 2012 AGM

DEFINITIONS

“Share Option Scheme Limit”	the scheme mandate limit duly approved and granted by the Shareholders at the 2012 AGM to the Directors to allot and issue Shares upon exercise of the options to be granted under the Share Option Scheme, with a maximum of 14,047,120 new Shares (after taking into account the effect of Capital Reorganisation), being 10% of the total number of Shares in issue as at the date of adoption of the Share Option Scheme
“Share Subscription”	the subscription of 325,000,000 Shares in aggregate (upon the Capital Reorganisation becoming effective) by Reach Luck, Creative Cosmo Limited and New Elect International Limited which was completed on 19 September 2014, details of which were set out in the circular of the Company dated 18 August 2014
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time)
“Shareholder(s)”	holder(s) of issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Dr. Lam Yin Lok (*Chairman*)

Mr. Hung Ching Fung

Mr. Chau Chit

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Independent Non-executive Directors:

Mr. Daniel Domingos António

Mr. Kwok Chi Chung

Mr. Chow Wing Tung

Principal place of business

in Hong Kong:

Room 703-704, 7th Floor

Shanghai Industrial Investment Building

48-62 Hennessy Road, Wanchai

Hong Kong

24 November 2014

To the Shareholders

Dear Sir or Madam,

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

1. INTRODUCTION

The purpose of this circular is to provide Shareholders with information in respect of the resolutions to be proposed at the SGM for (i) the proposed refreshment of the General Mandate; (ii) the proposed refreshment of the Share Option Scheme Limit; (iii) the proposed change of the

LETTER FROM THE BOARD

name of the Company; (iv) 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; (v) the proposed re-election of Directors; and the notice of the SGM to be convened and held for the purpose of considering and, if thought fit, approving 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.

2. PROPOSED REFRESHMENT OF THE GENERAL MANDATE

Background of and reasons for the refreshment of the General Mandate

At 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 33,712,960 Shares (after taking into account the effect of Capital Reorganisation), 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. As at the Latest Practicable Date, the General Mandate has not been utilised and refreshed since the 2014 AGM.

During the period from the date of granting of the General Mandate to the Latest Practicable Date, the Company has undergone the Capital Reorganisation and the Share Subscription. As at the Latest Practicable Date, the Company had 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 and there will be no conversion of any part of the Convertible Notes between the Latest Practicable Date and prior to the date of the SGM). 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; (b) the end of the period within which the next annual general meeting of the Company is required by the 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 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.

LETTER FROM THE BOARD

As disclosed in the composite offer and response document dated 26 September 2014 jointly issued by Reach Luck and the Company, it is the intention of Reach Luck that, leverage on the expertise and experience in gaming business of Dr. Lam, the Group would explore the opportunity of developing the gaming promotion business in Macau. However, as at the Latest Practicable Date, no definitive proposals, terms or timetable in relation to the gaming promotion business had been determined. The Directors believe that the Refreshed General Mandate will allow the Company to retain a flexible means to raise further capital through the issue of new Shares for its future business development and to enable the Company to grasp suitable future investment opportunities in a timely manner, if and when such 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.

Fund raising activities in the past twelve months

Set out below are the fund raising activities conducted by the Company in the past twelve months prior to the Latest Practicable Date:

Date of announcement	Capital raising activity	Net proceeds raised (approximately)	Proposed use of proceeds	Actual use of the net proceeds
25 July 2014	The Share Subscription The issue of Convertible Notes with the principal amount of HK\$55,650,000	HK\$164.4 million	<ul style="list-style-type: none"> (i) as to approximately HK\$96.9 million for establishing its gaming promotion business in Macau (in particular, (a) as to approximately HK\$10.0 million for professional fees for establishing the legal structure of gaming promotion business; (b) as to approximately HK\$20.0 million for operating expenditures including but not limited to office leasing, administrative expenses, staff overheads and marketing; and (c) as to approximately HK\$66.9 million for gaming credit facilities and working capital); (ii) as to approximately HK\$37.5 million for repayment of loans; and (iii) as to approximately HK\$30.0 million for purchasing goods for use in its trading of chemical products and energy conservation and environmental protection products. 	Save for HK\$22.0 million which have been utilised for the repayment of loans, the remaining proceeds have not much been utilised as at the Latest Practicable Date.

Save as disclosed above, the Company has not conducted any other equity fund raising activities in the past twelve months immediately preceding the Latest Practicable Date.

LETTER FROM THE BOARD

Potential dilution to shareholding of the public Shareholders

The table below sets out the shareholding structure of the Company (i) as at the Latest Practicable Date; (ii) for illustrative purposes only, immediately upon full utilisation of the Refreshed General Mandate (assuming no Shares will be issued or repurchased by the Company from the Latest Practicable Date to the date of the SGM); and (iii) for illustrative purpose, immediately upon full conversion of the Convertible Notes from the Latest Practicable Date to the date of the SGM and full utilisation of the Refreshed General Mandate:

	(i) as at the Latest Practicable Date		(ii) Immediately upon full utilisation of Refreshed General Mandate		(iii) Immediately upon full conversion of Convertible Notes from the Latest Practicable Date to the date of the SGM and full utilisation of Refreshed General Mandate	
	Number of Shares	Approximate %	Number of Shares	Approximate %	Number of Shares	Approximate %
Reach Luck (<i>Note 1</i>)	295,023,200	59.77	295,023,200	49.81	454,023,200	57.98
New Elect International Limited (<i>Note 2</i>)	6,500,000	1.32	6,500,000	1.10	6,500,000	0.83
Mega Start Limited (<i>Note 3</i>)	49,693,600	10.07	49,693,600	8.39	49,693,600	6.35
Fount Holdings Limited (<i>Note 4</i>)	18,188,800	3.69	18,188,800	3.07	18,188,800	2.32
Public Shareholders						
Existing public Shareholders	124,159,200	25.15	124,159,200	20.96	124,159,200	15.85
Shares to be issued under the Refreshed General Mandate	–	–	98,712,960	16.67	130,512,960	16.67
	493,564,800	100.00	592,277,760	100.00	783,077,760	100.00

Notes:

- The entire issued share capital of Reach Luck is wholly and beneficially owned by Dr. Lam
- The entire issued share capital of New Elect International Limited is wholly and beneficially owned by Mr. Hung Ching Fung, an executive Director. Mr. Hung Ching Fung is the nephew-in-law of Dr. Lam
- The entire issued share capital of Mega Start Limited is wholly and beneficially owned by Mr. Chau Chit, an executive Director
- The entire issued share capital of Fount Holdings Limited is wholly and beneficially owned by Mr. Tang Hao, a former executive Director who has resigned with effect from 3 November 2014

LETTER FROM THE BOARD

3. PROPOSED REFRESHMENT OF THE 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 in force. 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 14,047,120 Shares (after taking into account the effect of Capital Reorganisation). 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 Latest Practicable Date.

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 Latest Practicable Date, the Company had 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 and there will be no conversion of any part of the Convertible Notes between the Latest Practicable Date and prior to the date of the SGM).

LETTER FROM THE BOARD

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. The Board therefore considers that the proposed refreshment of the Share Option Scheme Limit is in the best interests of the Company and Shareholders as a whole.

4. 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:

1. the passing of a special resolution by the Shareholders at the SGM to approve the proposed change of the name of the Company;
2. the approval of the Registrar of Companies in Bermuda having been obtained for the proposed change of the name of the Company; and
3. 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 best interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

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.

5. 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 Latest Practicable Date, the Company had 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 in the best interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

6. PROPOSED RE-ELECTION OF DIRECTORS

References are 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 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 Director.

The respective appointments of Dr. Lam, Mr. Hung Ching Fung, Mr. Daniel Domingos António, Mr. Kwok Chi Chung and Mr. Chow Wing Tung was made by the Board pursuant to Bye-law 86(2) which 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, Mr. Hung Ching Fung, Mr. Daniel Domingos António, Mr. Kwok Chi Chung and Mr. Chow Wing Tung will hold office until the forthcoming SGM. Each of Dr. Lam, Mr. Hung Ching Fung, Mr. Daniel Domingos António, Mr. Kwok Chi Chung and Mr. Chow Wing Tung, being eligible, offers himself 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, Mr. Hung Ching Fung, Mr. Daniel Domingos António, Mr. Kwok Chi Chung and Mr. Chow Wing Tung is set out in Appendix I to this circular.

7. SGM

The SGM will be held at 11:00 a.m. on Thursday, 18 December 2014 at Empire Room 1, 1/F., Empire Hotel Hong Kong • Wan Chai, 33 Hennessy Road, Wan Chai, Hong Kong for (i) the Shareholders to consider and, if thought fit, to approve the relevant resolutions in respect of the refreshment of 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; and (ii) the Independent Shareholders to consider and, if thought fit, to approve the ordinary resolution in respect of the refreshment of the General Mandate. The SGM Notice is set out on pages 31 to 35 of this circular.

LETTER FROM THE BOARD

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you propose to attend the SGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the SGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof (as the case may be), should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. A poll results announcement will be made by the Company after the SGM in accordance with Rule 13.39(5) of the Listing Rules. As at the Latest Practicable Date, a total of 493,564,800 Shares were in issue. The ordinary resolutions will be proposed to approve the refreshment of the General Mandate, the refreshment of the Share Option Scheme Limit, 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 re-election of Directors at the SGM by way of poll. A special resolution will be proposed to approve the proposed change of the name of the Company at the SGM by way of poll.

As the proposed grant of the Refreshed General Mandate is being made prior to the Company's next annual general meeting, pursuant to Rule 13.36(4) of the Listing Rules, the grant of the Refreshed General Mandate will be subject to the Independent Shareholders' approval by way of ordinary resolution at the SGM at which any controlling Shareholders and their associates, or where there are no controlling Shareholders, all Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the proposed resolution approving the grant of the Refreshed General Mandate. As at the Latest Practicable Date, the Company has only one controlling Shareholder, namely Reach Luck, which was wholly owned by Dr. Lam and was holding an aggregate of 295,023,200 Shares (representing 59.77% of the total issued share capital of the Company). Accordingly, Reach Luck and its respective associates (including Dr. Lam) are required to abstain from voting in favour of the relevant resolution approving the refreshment of the General Mandate.

The Board has been advised by Reach Luck and its associates (if any) that they have no intention to vote against the relevant resolution to approve the refreshment of General Mandate at the SGM.

LETTER FROM THE BOARD

No Shareholders has material interest in the proposed refreshment of the Share Option Scheme Limit, the proposed change of the name of the Company and 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 and therefore no Shareholders are required to abstain from voting in relation to the ordinary resolution to approve, among other things, the refreshment of the Share Option Scheme Limit, 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 re-election of Directors, and no Shareholders are required to abstain from voting in relation to the special resolution to approve, among other things, the proposed change of the name of the Company.

8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

9. RECOMMENDATION

Your attention is drawn to (i) the letter from the Independent Board Committee as set out on page 16 of this circular which contains its recommendation to the Independent Shareholders on the refreshment of the General Mandate; and (ii) the letter of advice from the Independent Financial Adviser as set out on pages 17 to 26 of this circular which contains, amongst other things, its advice to the Independent Board Committee and the Independent Shareholders in relation to the refreshment of the General Mandate and the principal factors and reasons considered by it in concluding its advice.

The Board has established the Independent Board Committee comprising all independent non-executive Directors to consider and if appropriate, make a recommendation to the Independent Shareholders (i) as to whether the refreshment of the General Mandate is fair and reasonable and is in the interests of the Company and the Shareholders as a whole; and (ii) to advise the Independent Shareholders on how to vote, taking into account the recommendations of the Independent Financial Adviser. The Company has appointed the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in these regards.

LETTER FROM THE BOARD

Having considered the factors mentioned above and the advice of the Independent Financial Adviser, the Directors (including the independent non-executive Directors) are of the view that the refreshment of the General Mandate is fair and reasonable so far as the Independent Shareholders are concerned, and is in the interests of the Shareholders and the Company as a whole. Accordingly, the Directors recommend the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the SGM to approve the refreshment of the General Mandate.

Yours faithfully,
On behalf of the Board
Sinogreen Energy International Group Limited
Dr. Lam Yin Lok
Chairman

LETTER FROM THE INDEPENDENT BOARD COMMITTEE



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)

24 November 2014

To the Independent Shareholders

Dear Sir or Madam,

We refer to the circular of the Company dated 24 November 2014 (the “**Circular**”), of which this letter forms part. Terms as defined in the Circular shall have the same meanings when used herein unless the context otherwise requires.

We have been formed to advise the Independent Shareholders in connection with the refreshment of the General Mandate. The Independent Financial Adviser has been appointed to advise the Independent Board Committee and the Independent Shareholders in this respect.

We are of the view that the refreshment of the General Mandate, after taking into account the advice of the Independent Financial Adviser as set out on pages 17 to 26 of the Circular, is fair and reasonable so far as the Independent Shareholders are concerned and is in the best interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Shareholders to vote in favour of the resolution to approve the refreshment of the General Mandate.

Yours faithfully,

Independent Board Committee

Mr. Daniel Domingos António

Mr. Kwok Chi Chung

Mr. Chow Wing Tung

Independent Non-Executive Directors

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The following is the text of the letter of advice from Veda Capital in connection with the proposed refreshment of the General Mandate which has been prepared for the purpose of inclusion in this circular.

VEDA | CAPITAL
智 略 資 本

Veda Capital Limited
Suite 3711, 37/F.,
Tower Two, Times Square,
1 Matheson Street, Causeway Bay,
Hong Kong

24 November 2014

*To the Independent Board Committee and the Independent Shareholders of
Sinogreen Energy International Group Limited*

Dear Sir/Madam,

PROPOSED REFRESHMENT OF THE GENERAL MANDATE TO ISSUE SHARES

INTRODUCTION

We refer to our appointment to advise the Independent Board Committee and the Independent Shareholders in respect of the refreshment of the General Mandate, details of which are set out in the letter from the Board (the “**Board Letter**”) contained in the circular dated 24 November 2014 (the “**Circular**”) to the Shareholders, of which this letter forms part. Terms used herein have the same meanings as those defined in the Circular unless the context requires otherwise.

Pursuant to Rule 13.36(4) of the Listing Rules, any refreshment of the general mandate before the next annual general meeting shall be subject to the Independent Shareholders’ approval by way of poll at the general meeting of the Company. Any controlling Shareholders and their associates or where there are no controlling Shareholders, the Directors (excluding the independent non-executive Directors) and chief executives of the Company and their respective associates shall abstain from voting in favour of the resolutions for approving the refreshment of the General Mandate as required under Rule 13.36(4)(a) of the Listing Rules. As at the Latest Practicable Date, to the best knowledge, belief and information of the Directors, Reach Luck International Limited (“**Reach Luck**”), a company wholly owned by Dr. Lam, was holding 295,023,200 Shares, representing approximately 59.77% of the issued Shares, and was the controlling Shareholder. As such, Reach Luck and Dr. Lam, together with their associates who as at the date of the SGM shall hold any Shares, are required to abstain from voting in favour of the resolution at the SGM.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee, comprising Mr. Daniel Domingos António, Mr. Kwok Chi Chung and Mr. Chow Wing Tung, all being the independent non-executive Directors, has been established to advise the Independent Shareholders as to whether the refreshment of the General Mandate is fair and reasonable, and in the interests of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, we were not aware of any relationships or interest between Veda Capital and the Company or any other parties that could reasonably be regarded as hindrance to Veda Capital's independence as defined under Rule 13.84 of the Listing Rules to act as the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the underlying transaction. We are not associated with the Company, its subsidiaries, its associates or their respective substantial shareholders or associates, and accordingly, are eligible to give independent advice and recommendations on the terms of the underlying transaction. Apart from normal professional fees payable to us in connection with this appointment as the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders, no arrangement exists whereby we will receive any fees from the Company, its subsidiaries, its associates or their respective substantial shareholders or associates.

BASIS OF OUR OPINION

In formulating our opinion and advice, we have relied upon accuracy of the information and representations contained in the Circular and information provided to us by the Company, the Directors and the management of the Company. We have assumed that all statements, information and representations made or referred to in the Circular and all information and representations which have been provided by the Company, the Directors and the management of the Company, for which they are solely and wholly responsible, were true at the time they were made and continue to be true as at the Latest Practicable Date. We have also assumed that all statements of belief, opinion and intention made by the Directors in the Circular were reasonably made after due and careful enquiry and were based on honestly-held opinions.

The Directors have collectively and individually accepted full responsibility for the accuracy of the information contained in the Circular and have confirmed, having made all reasonable enquiries that, to the best of their knowledge and belief, there are no other facts the omission of which would make any statements in the Circular misleading. We have no reason to believe that any information and representations relied on by us in forming our opinion is untrue, inaccurate or misleading, nor are we aware of any material facts the omission of which would render the information provided and the representations made to us untrue, inaccurate or misleading. We have not, however, conducted any independent in-depth investigation into the business affairs, financial position or future prospects of the Group, nor have we carried out any independent verification of the information provided by the Directors and the management of the Company.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion in respect of the refreshment of the General Mandate, we have taken the following principal factors and reasons into consideration:

Background

At the 2014 AGM, the Shareholders approved, among other things, an ordinary resolution for granting to the Directors the General Mandate to allot and issue not more than 33,712,960 new Shares (after taking into account the effect of share consolidation of every five issued Shares into one consolidated share of the Company (“**Share Consolidation**”) since 12 September 2014), being 20% of the entire issued share capital as at the date of passing of the relevant resolution.

During the period from granting of the General Mandate to the Latest Practicable Date, the General Mandate had not been utilised.

On 25 July 2014, the Company announced that (i) the Board proposed to put forward to the Shareholders the proposal for the Capital Reorganisation; and (ii) the Company and Reach Luck, Creative Cosmo Limited and New Elect International Limited (the “**Subscribers**”), entered into a subscription agreement on 11 July 2014 (the “**Subscription Agreement**”) pursuant to which (a) the Company has conditionally agreed to issue to each of the Subscribers, and each of the Subscribers had conditionally agreed to subscribe for the subscription shares to be issued by the Company; and (b) the Company has conditionally agreed to issue to Reach Luck, and Reach Luck had conditionally agreed to subscribe for, the convertible notes to be issued by the Company (the “**Convertible Notes**”) (collectively, the “**Subscriptions**”). The Capital Reorganisation and the entering into of the Subscription Agreement were approved by the then Shareholders at the special general meeting of the Company on 11 September 2014.

The Capital Reorganisation became effective on 12 September 2014, and after taking into account of the effect of the Share Consolidation, the issued share capital of the Company was consolidated into 168,564,800 Shares.

On 19 September 2014, the Board announced that the completion of the Subscriptions had taken place and pursuant to the terms and conditions of the Subscription Agreement, an aggregate of 325,000,000 Shares were issued and allotted to the Subscribers and the Convertible Notes were issued to Reach Luck.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

As the Latest Practicable Date, there were 493,564,800 Shares in issue and an aggregate principal amount of HK\$55,650,000 of the Convertible Notes conferring rights to convert a total of 159,000,000 Shares were still outstanding. If the refreshment of the General Mandate is approved and on the basis that no further Shares will be issued and/or repurchased by the Company between the Latest Practicable Date and the date of the SGM, the Company would be allowed to allot and issue up to 98,712,960 new Shares, being 20% of the total number of Shares in issue as at the Latest Practicable Date.

Reasons for the refreshment of the General Mandate

As advised by the Company, although the General Mandate has not been utilised, the 33,712,960 new Shares which the Company allowed to allot and issue under the General Mandate only represents approximately 6.83% of the total number of Shares in issue as at the Latest Practicable Date.

As further advised by the Company, the next annual general meeting is expected to be held in about June 2015, which is approximately 7 months away from the Latest Practicable Date. In order to maintain the flexibility for the Company to raise further funds through the issue of new Shares for its future business development and expansion and/or pursuing investment opportunities, the Board proposes to seek refreshment of the General Mandate for the Directors to issue and allot new Shares not exceeding 20% of the issued share capital of the Company as at the date of passing such resolution.

Business of the Group

The Company is an investment holding company and the Group is principally engaged in trading of chemical products, and energy conservation and environmental protection products.

As set out in the Company's interim report 2014 for the six months period ended 30 June 2014 ("**IR 2014**"), the Group recorded an unaudited revenue of approximately HK\$49.42 million for the six months period ended 30 June 2014, representing an increase of approximately 39.22 times as compared to the unaudited revenue of approximately HK\$1.26 million for the six months period ended 30 June 2013. As set out in the IR 2014, the significant increase in revenue for the six months period ended 30 June 2014 was due to the development of the Group's trading businesses in relation to chemical products, and energy conservation and environmental protection products.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

For the six months period ended 30 June 2014, the Group recorded a loss of approximately HK\$8.28 million as compared to a profit of approximately HK\$350.20 million for the six months period ended 30 June 2013. As advised by the Company, despite the Group has significantly improved the revenue for the six months period ended 30 June 2014, the gross profit margin is still on low level, thus it is not able to cover the operating costs of the Group and hence recording a loss for the six months period ended 30 June 2014. Also, as noted from the IR 2014, the huge amount of profits of HK\$350.20 million for the six months ended 30 June 2013 was mainly attributable to the credit amounts of HK\$359.41 million derived from the gain on derecognition of convertible bonds and promissory notes of the Company.

As at 30 June 2014, the Group's bank balances and cash amounted to approximately HK\$24.38 million while the Group had loans of approximately HK\$37.50 million which were scheduled to be repaid within one year.

As noted from the IR 2014, the Group will continue to diversify its trading businesses by exploring various sales channel and possible related products for trading and at the same time, diversify its business and revenue base by developing and providing green solutions to recent critical challenges of energy efficiency and environmental protection. Furthermore, the Company will continue to explore opportunities for investments in companies or projects with solid business platforms and prospects in energy conservation and environmental protection industry as part of its strategies for long-term development.

Upon the completion of the Subscriptions, Reach Luck, Dr. Lam and parties acting in concert with any of them together became interested in an aggregate of 325,000,000 Shares, representing approximately 65.85% of the entire issued share capital of the Company as at the date of the completion of the Subscriptions. Pursuant to Rule 26.1 of the Hong Kong Code on Takeovers and Mergers, Reach Luck, being the offeror, was required to make an unconditional mandatory general offer in cash for all the issued Shares other than those already owned by Reach Luck, Dr. Lam and parties acting in concert with it ("**Share Offer**"). The Share Offer was closed at 4:00 p.m. on Friday, 17 October 2014. Details of the Share Offer are disclosed in the composite offer and response document jointly published by the Company and Reach Luck dated 26 September 2014 (the "**Document**").

As disclosed in the Document, Reach Luck intends that the Group will continue its existing principal activities. Reach Luck will, following the completion of the Subscriptions, conduct a detailed review of the business operations and financial position of the Group for the purpose of developing a sustainable business plan or strategy for the Group. Subject to the result of the review and should suitable investment or business opportunities arise, Reach Luck may diversify the business of the Group with the objective of broadening its sources of income and enhancing its profitability. It is also the intention of Reach Luck that, leveraged on the expertise and experience in gaming business of Dr. Lam, the Group would explore the opportunity of developing the gaming promotion business in Macau.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Upon discussion and as understood from the Directors, the Board is optimistic with the gaming promotion business in Macau as one of the Group's diversification strategies. However, the Board considers that the capital requirement for such diversification could be intensive and could possibly exert pressure on the Group's liquidity position. In addition, if and when such investment opportunity arises and provided that the Group does not have enough financial resources to secure such investment, it would have a negative impact on the Group's future business performance and hence, we are of the view that the refreshment of the General Mandate, which provides the Company an additional equity financing method, is in the interests of the Company and the Shareholders as a whole.

According to the Statistics and Census Service of the Macau Government, visitors to Macau from the PRC and Hong Kong accounted for 63.5% and 23.1% respectively, of the total arrivals in 2013. Driven by the continued development and prosperity of the PRC, total visitors to Macau from the PRC grew at compound annual growth rate of 12.5% from 2003 to 2013. Macau's proximity to major cities in Asia improves its appeal as a popular gaming destination for overseas travelers. International visitation levels have also experienced rapid growth from 2003 to 2013. Macau's economy and gaming sector anticipated to continue to benefit from the fast growing visitations driver by continued economic growth in the PRC and other Asian countries.

Macau is the world's largest gaming market in terms of gross gaming revenues and it is now 7 times bigger than Las Vegas. It is currently the only location in Greater China to offer legalised casino gaming. According to the Gaming Inspection and Coordination Bureau, the Macau market generated HK\$350.2 billion in gross gaming revenues in 2013, a 18.6% increase from 2012 and a 34.7% increase from 2011. Macau also provides various nongaming amenities in the form of retail, hotel, conference and entertainment facilities, and is supported by various Macau Government's infrastructure initiatives.

As advised by the Company, the Board has not yet formulated any concrete plan for the business diversification into the gaming promotion business and no definitive proposals, terms or timetables in relation to the gaming promotion business had been determined as at the Latest Practicable Date. However, as noted from the Board Letter, the Directors believe that the Refreshed General Mandate will allow the Company to retain a flexible means to raise further capital through the issue of new Shares for its future business development and to enable the Company to grasp suitable future investment opportunities in a timely manner, if and when opportunities arise. In addition, the Refreshed General Mandate would allow the Board to respond promptly to the market as fund raising exercise pursuant to a general mandate provides the Company with a more simple and less lead time process than other types of fund raising exercises as well as to avoid the uncertainties in such circumstances that specific mandate may not be obtained in a timely manner. Therefore, 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.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Having considered that (i) the number of Shares which allowed to be issued under the General Mandate only represents approximately 6.83% of the total number of Shares in issue as at the Latest Practicable Date; (ii) the Group has the intention to diversify into the gaming promotion business in Macau which suitable opportunities might possibly arise in the near future; (iii) the potential of the gaming industry in Macau; (iv) the refreshment of the General Mandate would provide the Group with financial flexibility to raise equity capital expeditiously for its operations or diversification as well as to capture investment opportunities that could create returns to the Shareholders; and (v) the refreshment of the General Mandate would strengthen the capital base and financial position of the Company amidst the current uncertain economic and market conditions, we are of the view that the refreshment of the General Mandate is in the interests of the Company and the Shareholders as a whole.

Other financing alternatives

The Board considers equity financing to be an important avenue of resources for the Group since it does not create any interest paying obligations on the Group. In appropriate circumstances, the Group may also consider other financing methods such as debt financing or internal cash resources to fund its business operations, future investment and/or business development. While sufficient for its present requirements, there is no certainty that such cash resources will be adequate or other financing alternatives will be available for business operations and/or expansion of the Group, or possible investment opportunities that may be identified by the Company, in the future. In addition, debt financing may incur interest burden on the Group and it may subject to lengthy due diligence and negotiations with the banks with reference to the Group's financial position, capital structure and the financial market condition at that time. The Directors consider that equity financing such as issuance of new shares may be an appropriate means to fund such investments and provide additional working capital for future development and expansion of the Group.

We consider that the refreshment of General Mandate will provide the Company with an additional alternative and it is reasonable for the Company to have the flexibility in deciding the financing methods for its business operations and future development as well as any potential future investment opportunities when arise, including equity financing. As such, we are of the view that the refreshment of the General Mandate will be in the interests of the Company and the Shareholders as a whole. We also consider it is prudent and reasonable for the Group to maintain a strong capital base while additional funding may be needed for investment and business expansion purposes from time to time. We are of the view that the refreshment of the General Mandate could provide the Company with flexible financing option to raise additional capital for any future needs or as working capital of the Group and therefore is fair and reasonable.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Fund raising activities in the past twelve months

Set out below are the fund raising activities conducted by the Company in the past twelve months prior to the Latest Practicable Date:

Date of announcement	Capital raising activity	Net proceeds raised (approximately)	Proposed use of proceeds	Actual use of the net proceeds
25 July 2014	Issue of 325,000,000 new Shares under the specific mandate Issue of Convertible Notes with the principal amount of HK\$55,650,000	HK\$164.4 million	(i) as to approximately HK\$96.9 million for establishing its gaming promotion business in Macau (in particular, (a) as to approximately HK\$10.0 million for professional fees for establishing the legal structure of gaming promotion business; (b) as to approximately HK\$20.0 million for operating expenditures including but not limited to office leasing, administrative expenses, staff overheads and marketing; and (c) as to approximately HK\$66.9 million for gaming credit facilities and working capital); (ii) as to approximately HK\$37.5 million for repayment of loans; and (iii) as to approximately HK\$30.0 million for purchasing goods for use in its trading of chemical products and energy conservation and environmental protection products.	Save for HK\$22.0 million which have been used on the repayment of loans, the remaining proceeds have not much been utilised as at the Latest Practicable Date.

Save as disclosed herein, the Company has not conducted any other equity fund raising activities in the past twelve months immediately preceding the Latest Practicable Date.

As advised by the Company, the Board had not yet formulated any fund raising plan as at the Latest Practicable Date.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Potential dilution on shareholdings

We set out below the table depicting the shareholding structure of the Company (i) as at the Latest Practicable Date; (ii) for illustrative purpose, immediately upon full utilisation of the Refreshed General Mandate assuming no Shares will be issued or repurchased by the Company from the Latest Practicable Date to the date of the SGM; and (iii) for illustrative purpose, immediately upon full conversion of the Convertible Notes from the Latest Practicable Date to the date of the SGM and full utilisation of the Refreshed General Mandate:

	(i) as at the Latest Practicable Date		(ii) Immediately upon full utilisation of Refreshed General Mandate		(iii) Immediately upon full conversion of Convertible Notes from the Latest Practicable Date to the date of the SGM and full utilisation of Refreshed General Mandate	
	Number of Shares	Approximate %	Number of Shares	Approximate %	Number of Shares	Approximate %
Reach Luck (<i>Note 1</i>)	295,023,200	59.77	295,023,200	49.81	454,023,200	57.98
New Elect International Limited (<i>Note 2</i>)	6,500,000	1.32	6,500,000	1.10	6,500,000	0.83
Mega Start Limited (<i>Note 3</i>)	49,693,600	10.07	49,693,600	8.39	49,693,600	6.35
Fount Holdings Limited (<i>Note 4</i>)	18,188,800	3.69	18,188,800	3.07	18,188,800	2.32
Public Shareholders						
Existing public Shareholders	124,159,200	25.15	124,159,200	20.96	124,159,200	15.85
Shares to be issued under the Refreshed General Mandate	–	–	98,712,960	16.67	130,512,960	16.67
	<u>493,564,800</u>	<u>100.00</u>	<u>592,277,760</u>	<u>100.00</u>	<u>783,077,760</u>	<u>100.00</u>

Notes:

- The entire issued share capital of Reach Luck is wholly and beneficially owned by Dr. Lam.
- The entire issued share capital of New Elect International Limited is wholly and beneficially owned by Mr. Hung Ching Fung, an executive Director. Mr. Hung Ching Fung is the nephew-in-law of Dr. Lam.
- The entire issued share capital of Mega Start Limited is wholly and beneficially owned by Mr. Chau Chit, an executive Director.
- The entire issued share capital of Fount Holdings Limited is wholly and beneficially owned by Mr. Tang Hao, a former executive Director who has resigned with effect from 3 November 2014.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

As illustrated in the table above, assuming no Shares will be issued or repurchased by the Company from the Latest Practicable Date to the date of the SGM, 98,712,960 new Shares can be issued upon full utilisation of the Refreshed General Mandate, representing 20% of the issued share capital as at the date of SGM, and the aggregate shareholding of the existing public Shareholders will decrease from approximately 25.15% as at the Latest Practicable Date to (i) approximately 20.96% upon full utilisation of the Refreshed General Mandate, representing a potential maximum decrease in shareholding of approximately 4.19%; or (ii) approximately 15.85% upon full conversion of the Convertible Notes from the Latest Practicable Date to the date of the SGM and full utilisation of the Refreshed General Mandate, representing a potential maximum decrease in shareholding of approximately 9.30%.

Having considered the refreshment of the General Mandate will (i) provide alternative means for the Company to raise capital; (ii) empower the Directors to issue new Shares when necessary, providing the Company the necessary financial flexibility to raise further capital should profitable investment opportunities arise and/or improving the liquidity position of the Group; and (iii) the fact that the shareholding of the Shareholders will be diluted proportionally to their respective shareholdings upon any utilisation of the Refreshed General Mandate, we consider such potential dilution to shareholdings of the existing public Shareholders to be justifiable.

RECOMMENDATION

Despite the fact that (i) the General Mandate had not yet been utilised as at the Latest Practicable Date; (ii) the Company had not yet formulated any fund raising plan as at the Latest Practicable Date; (iii) the Board had not yet formulated any concrete plan for the business diversification into the gaming promotion business and no definitive proposals, terms or timetables in relation to the gaming promotion business had been determined as at the Latest Practicable Date; and (iv) the possible dilution effect on public Shareholders as mentioned in the section headed "Potential dilution on shareholdings", having considered the above mentioned principal factors and reasons in connection with the refreshment of the General Mandate, we consider that the refreshment of the General Mandate is fair and reasonable so far as the Independent Shareholders are concerned and is in the interests of the Company and the Shareholders as a whole. Accordingly we advise the Independent Shareholders, and the Independent Board Committee to recommend to the Independent Shareholders, to vote in favour of the resolution in respect of the refreshment of the General Mandate to be proposed at the SGM.

Yours faithfully,
For and on behalf of
Veda Capital Limited
Julisa Fong
Managing Director

Note: Ms. Julisa Fong is a licensed person under the SFO to engage in Type 6 (advising on corporate finance) regulated activities and has over 18 years of experience in investment banking and corporate finance.

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

Dr. LAM Yin Lok (林英樂) (“Dr. Lam”)

Dr. Lam, aged 53, has over 30 years of experience in the gaming industry including casino operations and gaming promotion business in Macau, 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 (A) the 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 Latest Practicable Date, Dr. Lam was deemed to be interested in 454,023,200 Shares, (comprising 295,023,200 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), within the meaning of Part XV of the SFO.

Mr. HUNG Ching Fung (洪清峰) (“Mr. Hung”)

Mr. Hung Ching Fung, aged 30, obtained a Bachelor Degree in Commerce from Macquarie University in Australia in 2007. Mr. Hung worked as an auditor in Deloitte Touche Tohmatsu and Grant Thornton from 2007 to 2010. He is a full member of CPA Australia. He has been the financial controller of Jimei Group since 2010 and has been an executive director of China Bio Cassava Holdings Limited, a company whose shares are listed on the Stock Exchange (stock code: 8129), since August 2013.

Mr. Hung was the sole director and beneficial owner of New Elect International Limited, which was interested in 6,500,000 Shares (representing approximately 1.32% of the issued share capital of the Company) as at the Latest Practicable Date. Accordingly, Mr. Hung is deemed to be interested in 6,500,000 Shares within the meaning of Part XV of the SFO.

Mr. Hung is also the nephew-in-law of Dr. Lam.

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.

Mr. KWOK Chi Chung (郭志忠) (“Mr. Kwok”)

Mr. Kwok, 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.

Mr. CHOW Wing Tung (周永東) (“Mr. Chow”)

Mr. Chow, 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 engaged 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 Securities Trading Limited. 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. Hung, 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 Bye-laws of the Company. Dr. Lam is entitled to an annual director’s fee of HK\$1,200,000, Mr. Hung is entitled to an annual director’s fee of HK\$960,000, whereas each of Mr. António, Mr. Kwok and Mr. Chow is entitled to an annual director’s fee of HK\$180,000, all of which were determined by the Board with reference to their respective duties and responsibilities with the Company and the market rate for the positions.

Save as disclosed above, each of Dr. Lam, Mr. Hung, 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 Latest Practicable Date.

Save for Dr. Lam and Mr. Hung as disclosed above, as at the Latest Practicable Date, 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 of 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. Hung, 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.

** for identification purpose only*

NOTICE OF THE SGM



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)

NOTICE OF THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Sinogreen Energy International Group Limited (the “**Company**”) will be held at Empire Room 1, 1/F., Empire Hotel Hong Kong • Wan Chai, 33 Hennessy Road, Wan Chai, Hong Kong on Thursday, 18 December 2014 at 11:00 a.m. for the purpose of considering, and, if thought fit,

- A) Passing with or without amendments the following resolution as special resolution of the Company:

SPECIAL RESOLUTION

1. “**THAT** subject to the entry of “Jimei International Entertainment Group Limited” as the new English name and the entry of “集美國際娛樂集團有限公司” as the new secondary name of the Company in the register maintained by the Registrar of Companies in Bermuda:
 - (a) the English name of the Company be changed to “Jimei International Entertainment Group Limited” and a new Chinese name “集美國際娛樂集團有限公司” be adopted and registered as the new secondary name of the Company with effect from the date of registration as set out in the certificate of incorporation on change of name and the certificate of secondary name issued by the Registrar of Companies in Bermuda; and
 - (b) the directors of the Company be and are hereby authorised to do all such acts and things and to sign and execute all such documents and instruments for and on behalf of the Company as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with paragraph (a) of this resolution.”

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- B) Passing with or without amendments the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

2. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make and grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company; or (iii) the exercise of any option under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers, employees of the Company and/or any of its subsidiaries or other eligible participants of shares or rights to acquire shares in the Company; or (iv) any script dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of the cash payment for a dividend on shares of the Company in accordance with the bye-laws of the Company, shall not exceed the aggregate of 20% of the share capital of the Company in issue at the date of passing of this resolution and the said approval shall be limited accordingly; and

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(d) for the purposes of this resolution,

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws or any applicable laws to be held; or
- (iii) the date of which the authority set out in this resolution is revoked or varied by an ordinary resolution by the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares or other securities of the Company open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside the Hong Kong Special Administrative Region of the People’s Republic of China).”

3. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the ordinary shares of HK\$0.10 each in the share capital of the Company (the “**Shares**”) to be issued pursuant to the exercise of share options which may be granted under the share option scheme adopted by the Company on 1 June 2012 (the “**Share Option Scheme**”), the refreshment of the scheme limit on grant of share options under the Share Option Scheme and any other share option schemes of the Company up to 10% of the Shares in issue as at the date of passing this resolution (the “**Refreshed Scheme Limit**”) be and is hereby approved and Directors be and are hereby authorised subject to compliance with the Rules Governing the Listing of Securities on the Stock Exchange, to grant options under the Share Option Scheme up to the Refreshed Scheme Limit and to exercise all the powers of the Company to allot, issue and deal with Shares pursuant to the exercise of such options and to do such acts and execute such documents for and incidental to such purpose.”;

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4. “**THAT** the maximum number of Directors be fixed at 20 and THAT the Directors be and are hereby authorised to appoint additional Directors up to such maximum number”;
5. “**THAT** Mr. Hung Ching Fung be and is re-elected as an executive Director of the Company”;
6. “**THAT** Dr. Lam Yin Lok be and is re-elected as an executive Director of the Company”;
7. “**THAT** Mr. Daniel Domingos António be and is re-elected as an independent non-executive Director of the Company to hold office until the conclusion of the annual general meeting of the Company of 2017”;
8. “**THAT** Mr. Kwok Chi Chung be and is re-elected as an independent non-executive Director of the Company to hold office until the conclusion of the annual general meeting of the Company of 2017”; and
9. “**THAT** Mr. Chow Wing Tung be and is re-elected as an independent non-executive Director of the Company to hold office until the conclusion of the annual general meeting of the Company of 2017”.

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

Hong Kong, 24 November 2014

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business:
Room 703-704, 7th Floor,
Shanghai Industrial Investment Building,
48-62 Hennessy Road, Wanchai
Hong Kong

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Notes:

1. Any member entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorised.
3. In the case of joint holders of any shares in the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares shall be accepted to the exclusion of the votes of the other joint registered holders.
4. In order to be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney or authority, must be deposited at the branch share registrar of the Company, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the meeting or any adjourned meeting.
5. Delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting convened and in such event, the form of proxy shall be deemed to be revoked.
6. If a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time between 8:00 a.m. and 5:00 p.m. on the date of the SGM, then the SGM will be postponed and members will be informed of the date, time and venue of the postponed SGM by a supplementary notice posted on the respective websites of the Company and Hong Kong Exchanges and Clearing Limited.

If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is cancelled at or before 8:00 a.m. on the date of the SGM, and where conditions permit, the SGM will be held as scheduled. The SGM will be held as scheduled when an amber or red rainstorm warning signal is in force. Members should decide on their own whether they would attend the SGM under a bad weather condition bearing in mind their own situations and if they do so, they are advised to exercise care and caution.