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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)

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.”

- 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

(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.”;

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

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.

As at the date of this announcement, our executive Directors are Dr. Lam Yin Lok, Mr. Hung Ching Fung and Mr. Chau Chit; and our independent non-executive Directors are Mr. Daniel Domingos António, Mr. Kwok Chi Chung and Mr. Chow Wing Tung.