
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Sino Energy International Holdings Group Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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 Company. 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 respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

SINO ENERGY INTERNATIONAL HOLDINGS GROUP LIMITED

中能國際控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1096)

PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS, GRANT OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES, REFRESHMENT OF THE EXISTING LIMIT ON THE GRANT OF OPTIONS UNDER THE SHARE OPTION SCHEME AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at Macau Jockey Club, Function Room, 1/F., China Merchants Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Tuesday, 28 June 2016 at 11:00 a.m. is set out on pages 25 to 29 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.active-group.com.cn>).

If you are not able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting if you so wish.

30 April 2016

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DEFINITIONS

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

“Annual General Meeting”	an annual general meeting of the Company to be held at Macau Jockey Club, Function Room, 1/F., China Merchants Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Tuesday, 28 June 2016 at 11:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 25 to 29 of this circular, or any adjournment thereof
“Articles”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Company”	Sino Energy International Holdings Group Limited (中能國際控股集團有限公司) (formerly known as Active Group Holdings Limited (動感集團控股有限公司)), a company incorporated in the Cayman Islands as an exempted company with limited liability under the laws of the Cayman Islands
“Director(s)”	the director(s) of the Company
“Eligible Participants”	any full-time or part-time employees, executives or officers (including executive, non-executive and independent non-executive Directors) of the Company or any of its subsidiaries; and any suppliers, customers, consultants, agents, advisers and related entities who, in the sole opinion of the Board, will contribute or have contributed to the Group
“Existing Scheme Limit”	the maximum number of Shares which may be issued upon exercise of all options granted/to be granted under the Share Option Scheme, being 136,149,842 Shares, representing 10% of the issued share capital of the Company in issue as at the date of passing relevant ordinary resolution on 5 June 2015

DEFINITIONS

“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
“Issuance Mandate”	shall have the meaning as set out in paragraph 3(b) of the Letter from the Board
“Latest Practicable Date”	19 April 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Last Refreshment Resolution”	the ordinary resolution passed at the annual general meeting of the Company held on 5 June 2015 for the refreshment of the Share Option Scheme Limit
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	The People’s Republic of China, for the purpose of this circular, excludes Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.10 each in the capital of the Company
“Share Option Scheme”	the share option scheme conditionally adopted by the Company on 4 September 2011
“Share Repurchase Mandate”	shall have the meaning as set out in paragraph 3(a) of the Letter from the Board

DEFINITIONS

“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong

LETTER FROM THE BOARD

SINO ENERGY INTERNATIONAL HOLDINGS GROUP LIMITED

中能國際控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1096)

Executive Directors:

Mr. Chen Jianbao

(Joint Chairman and Joint Chief Executive Officer)

Ms. Cai Xiuman *(Joint Chairman)*

Mr. Wang Wei *(Vice-chairman)*

Mr. Zhang Wenbin *(Joint Chief Executive Officer)*

Mr. Chen Yuanjian

Mr. Sun Hui Ding

Mr. Wang Qingshan

Independent non-executive Directors:

Mr. Chen Jinzhong, Roy

Mr. Chen Yonghua

Mr. Lee Ho Yiu Thomas

Mr. Gu Renliang

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

*Headquarters and principal place of
business in the PRC:*

Shoes Industrial Park

Baogai Town

Shishi City

Fujian Province

PRC

*Principal place of business
in Hong Kong:*

Room 3509, Floor 35

Shun Tak Centre West Tower

No. 168-200 Connaught Road Central

Sheung Wan, Hong Kong

30 April 2016

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS,
GRANT OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE NEW SHARES,
REFRESHMENT OF THE EXISTING SCHEME LIMIT
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of certain resolutions to be proposed at the Annual General Meeting for (i) the re-election of the retiring Directors; (ii) the grant to the Directors of the Share Repurchase Mandate and the Issuance Mandate; and (iii) the refreshment of the Existing Scheme Limit.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with the Articles, at each annual general meeting one third of the Directors for the time being shall retire from office by rotation, provided that each Director shall be subject to retirement at an annual general meeting at least once every three years. Such Directors shall be eligible for re-election. Mr. Chen Yuanjian and Mr. Lee Ho Yiu Thomas will retire at the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the same meeting.

Mr. Chen Jianbao (the Joint Chairman and Joint Chief Executive Officer of the Company and executive Director), Mr. Wang Wei (the vice-chairman of the Company and executive Director), Mr. Sun Hui Ding (an executive Director), Mr. Wang Qingshan (an executive Director), Mr. Chen Jinzhong, Roy (an independent non-executive Director), Mr. Chen Yonghua (an independent non-executive Director) and Mr. Gu Renliang (an independent non-executive Director) will be appointed for a term of 1 year commencing from the Annual General Meeting upon the approval of the shareholders.

Mr. Chen Jinzhong, Roy, Mr. Chen Yonghua and Mr. Gu Renliang have made an annual confirmation of independence pursuant to the independence guidelines set out in Rule 3.13 of the Listing Rules. The Company is of the view that Mr. Chen Jinzhong, Roy, Mr. Chen Yonghua and Mr. Gu Renliang are independent in accordance with the independence guidelines.

Hence, the Company recommends Mr. Chen Jianbao, Mr. Wang Wei, Mr. Sun Hui Ding and Mr. Wang Qingshan to be re-elected as executive Directors and Mr. Chen Jinzhong, Roy, Mr. Chen Yonghua and Mr. Gu Renliang to be re-elected as independent non-executive Directors.

Details of the retiring Directors are set out in Appendix I to this circular.

3. SHARE REPURCHASE MANDATE AND ISSUANCE MANDATE

By the shareholders' resolutions passed on 5 June 2015, general mandates were granted to the Directors to repurchase Shares and issue new Shares respectively. Such mandates will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares and issue new Shares if and when appropriate the following ordinary resolutions will be proposed at the Annual General Meeting to approve:

- (a) the grant of a general and unconditional mandate to the Directors to purchase Shares on the Stock Exchange of not exceeding 10% of the aggregate amount of the issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 3 of the notice of the Annual General Meeting as set out on pages 25 to 29 of this circular (i.e. an aggregate amount of 160,649,842 Shares) on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting);

LETTER FROM THE BOARD

- (b) the grant of a general and unconditional mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the aggregate amount of the issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting as set out on pages 25 to 29 of this circular (i.e. an aggregate amount of 321,299,684 Shares) on the basis that the issued shares of the Company remains unchanged on the date of the Annual General Meeting); and
- (c) the extension of the Issuance Mandate by adding thereto the aggregate amount of Shares repurchased by the Company pursuant to the Share Repurchase Mandate.

The Share Repurchase Mandate and the Issuance Mandate will expire:

- at the conclusion of the next annual general meeting of the Company;
- upon the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; or
- when varied, revoked or renewed by an ordinary resolution of the Shareholders in a general meeting,

whichever is the earliest.

With reference to the Share Repurchase Mandate and the Issuance Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any new Shares pursuant thereto.

An explanatory statement required by the Listing Rules to provide you with requisite information reasonably necessary for you to make an informed decision on whether to vote for or against the grant of the Share Repurchase Mandate is set out in Appendix II to this circular.

LETTER FROM THE BOARD

4. REFRESHMENT OF THE EXISTING SCHEME LIMIT

Pursuant to the ordinary resolution of all the then Shareholders passed on 4 September 2011, the Share Option Scheme was adopted. The Share Option Scheme is established to recognize and acknowledge the contributions the Eligible Participants had or may have made to the Group. The Share Option Scheme will provide the Eligible Participants an opportunity to have a personal stake in the Company with the view to achieving the following objectives:

- (i) motivate the Eligible Participants to optimize their performance efficiency for the benefit of the Group;
- (ii) attract and retain or otherwise maintain on-going business relationship with the Eligible Participants whose contributions are or will be beneficial to the long-term growth of the Group; and/or
- (iii) for such purposes as the Board may approve from time to time.

Pursuant to Chapter 17 of the Listing Rules, the total number of securities which may be issued upon exercise of all options to be granted under a share option scheme and any other schemes of a listed issuer must not in aggregate exceed 10% of the relevant class of securities of the listed issuer in issue as at the date of approval of the scheme. The listed issuer may seek approval by its shareholders in general meeting for “refreshing” the 10% limit under the scheme. However, the total number of securities which may be issued upon exercise of all options to be granted under all of the schemes of the listed issuer under the limit as “refreshed” must not exceed 10% of the relevant class of securities in issue as at the date of approval of the refreshed limit. Options previously granted under the schemes (including those outstanding, cancelled, lapsed in accordance with the scheme or exercised options) will not be counted for the purpose of calculating the limit as “refreshed”. The Listing Rules also provide that the limit on the number of securities which may be issued upon exercise of all outstanding options granted and yet to be exercised under the scheme and any other schemes must not exceed 30% of the relevant class of securities of the listed issuer in issue from time to time.

Pursuant to the Existing Scheme Limit, the Directors may grant options not exceeding 136,149,842 Shares, representing 10% of the issued share capital of the Company as at the date of passing relevant ordinary resolution on 5 June 2015. Since the date of passing of the Last Refreshment Resolution, the issued share capital of the Company has been increased due to placing of Shares, issue of consideration Shares and exercise of options. As at the Latest Practicable Date, no options have been granted under the Existing Scheme Limit.

LETTER FROM THE BOARD

The Directors consider that the Company should refresh the Existing Scheme Limit so that the Company could have more flexibility to provide incentives to the Eligible Participants by way of granting share options to them. If the refreshment of the Existing Scheme Limit is approved at the Annual General Meeting, based on the 1,606,498,422 Shares in issue as at the Latest Practicable Date and assuming that the issued shares of the Company remains unchanged on the date of the Annual General Meeting, the Company will be allowed under the “refreshed limit” to grant options carrying the rights to subscribe for up to a total of 160,649,842 Shares, representing 10% of the issued shares of the Company as at the Annual General Meeting.

Apart from the Share Option Scheme, the Company has no other share option scheme currently in force. The following table shows the details of the share options granted/exercised/lapsed/cancelled/outstanding under the Share Option Scheme up to the Latest Practicable Date:

Class of Eligible Participants	Number of options granted	Number of options exercised	Number of options lapsed	Number of options cancelled	Number of outstanding options
Directors	15,500,000	(13,000,000)	–	–	2,500,000
Employees of the Group	35,000,000	(24,000,000)	–	–	11,000,000
Business partners and consultants of the Group	<u>69,500,000</u>	<u>(69,500,000)</u>	<u>–</u>	<u>–</u>	<u>–</u>
Total	<u>120,000,000</u>	<u>(106,500,000)</u>	<u>–</u>	<u>–</u>	<u>13,500,000</u>

In summary, the total outstanding options from the Share Option Scheme as at the Latest Practicable Date carrying the right to subscribe for 13,500,000 Shares, representing approximately 0.84% of the total number of Share in issue.

None of the grantees has been granted with options which exceed the limit of 1% of the issued shares of the Company in the 12-month period up to and including the respective dates of grant as set out in Rule 17.03(4) of the Listing Rules.

If the refreshment of the Existing Scheme Limit is approved at the Annual General Meeting, the existing outstanding options of the Company and the options to be granted under the “refreshed limit” will not exceed 30% of the issued shares of the Company.

The Directors consider that the refreshment of the Existing Scheme Limit is in the interests of the Group and the Shareholders as a whole because it enables the Company to reward and motivate its employees and other Eligible Participants under the Share Option Scheme.

LETTER FROM THE BOARD

The refreshment of the Existing Scheme Limit is conditional upon:

- (i) the passing of an ordinary resolution at the Annual General Meeting to approve the said refreshment; and
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in any new Shares which may fall to be allotted and issued upon the exercise of the subscription rights attaching to the options that may be granted under the refreshed limit of the Share Option Scheme up to 10% of the issued share capital of the Company as at the date of passing of the relevant ordinary resolution at the Annual General Meeting.

Application will be made to the Listing Committee of the Stock Exchange for granting the listing of, and permission to deal in any new Shares which may fall to be allotted and issued upon the exercise of the subscription rights attaching to the options that may be granted under the refreshed limit of the Share Option Scheme up to 10% of the issued share capital of the Company as at the date of passing of the relevant ordinary resolution at the Annual General Meeting.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 25 to 29 of this circular.

Pursuant to the Listing Rules and the Articles, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates to purely a procedural or administrative matter to be voted on by a show of hands in accordance with the note to Rule 13.39(4) of the Listing Rules. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

To the extent that the Directors are aware, having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on the proposed resolutions at the Annual General Meeting.

LETTER FROM THE BOARD

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.active-group.com.cn>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

6. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, grant of the Share Repurchase Mandate and Issuance Mandate and the extension of the Issuance Mandate and the refreshment of the Existing Scheme Limit are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
Cai Xiuman
Joint Chairman

Pursuant to the Listing Rules, the details of the Directors, who will retire and offer themselves for re-election at the Annual General Meeting, are provided below.

(1) Mr. Chen Jianbao (“Mr. Chen”)

Position, experience and relationship

Mr. Chen Jianbao (陳建寶), aged 41, is the joint chairman and joint chief executive officer of the Group and an executive Director. Mr. Chen graduated from Xian Politics Institute, China where he majored in Economics and Management and holds a master’s degree from the School of Economics and Management of Tsinghua University, China. Since 2011, Mr. Chen has been the managing director of Beijing Bai Na Sheng Shi International Culture Company Limited. Mr. Chen has also been the managing director of Beijing Ideva Energy Management Company Limited since 2013. Before that, Mr. Chen was an officer of the media project team of News and Information Centre of Xinhua News Agency. Mr. Chen was appointed as an executive director of North Mining Shares Company Limited (北方礦業股份有限公司), a company listed on the Stock Exchange (stock code: 433), from April 2015 to August 2015. Mr. Chen was also appointed as an executive director of the Company from July 2015 to September 2015. Mr. Chen has extensive experience in corporate management. Save as disclosed above, Mr. Chen did not hold any directorship in any other listed companies in the past three years.

Save as disclosed above, as far as the Directors are aware, Mr. Chen does not have any relationship with other Directors, senior management, substantial Shareholders or controlling Shareholders.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Chen does not have any interests in the securities of the Company which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Length of service and Director’s emoluments

With respect to his directorship with the Company, Mr. Chen will be appointed for a term of 1 year commencing from the Annual General Meeting upon the approval of the Shareholders. He will be entitled to an annual remuneration of HK\$1,000,000 without discretionary bonus. The remuneration is determined by the remuneration committee of the Company with reference to the remuneration policy, his duties and the prevailing market level of remuneration for executives of similar positions.

(2) Mr. Wang Wei (“Mr. Wang”)***Position, experience and relationship***

Mr. Wang Wei (王偉), aged 59, is the vice-chairman of the Group and an executive Director. Mr. Wang was appointed as a Director on 15 September 2015. Mr. Wang, Han, graduated from 中國西安建築科技大學 (Xi'an University of Architecture and Technology of China) with a bachelor degree in civil engineering and a master degree in building economics. Mr. Wang has worked at 陝西省建築總公司 (Shaanxi Provincial Construction Corporation) as the project leader, the director of the Agency and the company manager. Mr. Wang has won 國家五一勞動獎章 (the National Labor Medal) and 優秀企業管理者 (the title of outstanding business managers). He was also appointed as the general manager of 南非金巢國際集團 (the South African Golden Nest international Group), the chairman of the board and the president of 非洲中國工程協會 (Africa and China Engineering Association). With more than twenty years of experience in the construction business in Africa, Mr. Wang is committed to China-Africa economic and trade exchanges with no spare effort. He did not hold any directorship in any other listed companies in the past three years.

Save as disclosed above, as far as the Directors are aware, Mr. Wang does not have any relationship with other Directors, senior management, substantial Shareholders or controlling Shareholders.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Wang does not have any interests in the securities of the Company which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Length of service and Director's emoluments

With respect to his directorship with the Company, Mr. Wang will be appointed for a term of 1 year commencing from the Annual General Meeting upon the approval of the shareholders. He will be entitled to an annual remuneration of HK\$120,000 without discretionary bonus. The remuneration is determined by the remuneration committee of the Company with reference to the remuneration policy, his duties and the prevailing market level of remuneration for executives of similar positions.

(3) Mr. Chen Yuanjian (“Mr. Chen”)

Position, experience and relationship

Mr. Chen Yuanjian (陳元建), aged 52, is an executive Director. Mr. Chen joined the Group in 2009 and was appointed as an executive Director. Mr. Chen was appointed as a Director on 2 February 2011. He is responsible for the financial management of the Group. He has over 23 years of experience in financial management. Prior to joining the Group, Mr. Chen served as an assistant to the chief executive officer and a chief financial officer of Putian Aililai Xiefu Company Limited (莆田艾力艾鞋服有限公司) from 2007 to 2009. He was an accountant in Putian City Shengfeng Asset Auction Company Limited (莆田市盛峰資產拍賣有限公司) from 2004 to 2006. Mr. Chen was appointed as an executive director of Quality Food International Limited (later renamed as China Power New Energy Development Company Limited), a company listed on the Stock Exchange (stock code: 735), from 1999 to 2002. Between 1996 to 2003, he served as a chief financial controller in Fujian Sanhua Shiyue Company Limited (福建省三華實業有限公司). Mr. Chen was a financial manager of Fujian Xinwei Electronics Industry Co. Ltd. (福建省新威電子工業有限公司) from 1994 to 1996. From 1991 to 1993, he was the manager of finance department of Fujian Yaowah Glass Industry Group Co., Ltd. (福建耀華玻璃工業集團股份有限公司). Mr. Chen graduated from Xiamen University (廈門大學) with a diploma of accounting in 1985. Mr. Chen did not hold any directorship in any other listed companies in the past three years.

Save as disclosed above, as far as the Directors are aware, Mr. Chen does not have any relationship with other Directors, senior management, substantial Shareholders or controlling Shareholders.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Chen does not have any interests in the securities of the Company which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Length of service and Director's emoluments

Mr. Chen has entered into a service contract with the Company for a term of three years commencing from 4 September 2011, which may be terminated by not less than three months' notice in writing served by either party on the other and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles. Pursuant to the service contract, Mr. Chen is entitled to a monthly salary of HK\$10,000.

(4) Mr. Sun Hui Ding (“Mr. Sun”)***Position, experience and relationship***

Mr. Sun Hui Ding (孫惠定), aged 66, is an executive Director. Mr. Sun was appointed as a Director on 15 September 2015. He was appointed as the division head of 上海廣播器材廠 (Shanghai Changjiang Machinery Factory) in 1979. In 1985, Mr. Sun was appointed as the secretary of the communist party committee of 上海新光電訊廠 (Shanghai Xinguang Telecom Factory). Since 1990, Mr. Sun has been the director of 上海航天局 (Shanghai Aerospace Bureau). From 1993 to 2006, Mr. Sun had been the president of 上海保稅商品交易市場第二市場有限公司 (Shanghai Secondary Bonded Commodities Market Company Limited*), general manager of 上海新發展進出口貿易實業有限公司 (Shanghai New Development Import & Export Enterprises Company Limited*), chairman of 上海新發展進出口公司 (the Shanghai New Development Commercial Advisory Co. Ltd.), chairman of Shanghai New Development International Logistics Co. Ltd., president of Shanghai Wai Gaoqiao Modern Service Trading Co. Ltd., chairman of 上海外高橋進出口貿易有限公司 (Shanghai Wai Gaoqiao Import & Export Trade Company Limited*) and the chairman of the clock and watch market of Shanghai Wai Gaoqiao Free Trade Zone. Later, from 2006 to 2012, he acted as the standing deputy general manager of national base for international cultural trade in Shanghai Wai Gaoqiao Free Trade Zone. Since 2015, Mr. Sun has been appointed as the chairman and general manager of Shanghai Yipan Cultural Development Co. Ltd. He did not hold any directorship in any other listed companies in the past three years.

Save as disclosed above, as far as the Directors are aware, Mr. Sun does not have any relationship with other Directors, senior management, substantial Shareholders or controlling Shareholders.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Sun does not have any interests in the securities of the Company which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Length of service and Director’s emoluments

With respect to his directorship with the Company, Mr. Sun will be appointed for a term of 1 year commencing from the Annual General Meeting upon the approval of the shareholders. He will be entitled to an annual remuneration of HK\$120,000 without discretionary bonus. The remuneration is determined by the remuneration committee of the Company with reference to the remuneration policy, his duties and the prevailing market level of remuneration for executives of similar positions.

* For identification purposes only

(5) Mr. Wang Qingshan (“Mr. Wang”)

Position, experience and relationship

Mr. Wang Qingshan (王慶三), aged 76, was appointed as an executive Director on 14 April 2016. He obtained a degree in Refinery and Chemical Engineering from Xi'an Shiyou Institute (now known as Xi'an Shiyou University). Following graduation, Mr. Wang joined Fushun Petroleum Institute under the Ministry of Petroleum Industry (石油工業部撫順石油學院) which is currently subordinated to Petro Factory I of PetroChina Fushun Petrochemical Company (中石油撫順石化公司石油一廠) and had taken up positions of factory director and chief engineer. Later, he joined Shenzhen Nanyou (Holdings) Ltd. (深圳南油集團公司) in 1989 and had served as chairman and general manager of Nanyou Petroleum & Chemicals Co., Ltd. (南油石化公司). From 2001 to 2005, Mr. Wang worked in Geomaxima Holdings Company Limited, a company listed in the Stock Exchange as vice general manager. During 2006, Mr. Wang was chief engineer and consultant of Dongguan Yelian Petroleum Bitumen Co., Ltd (東莞市嘩聯改性道路瀝青有限公司). Mr. Wang has gained extensive experience in aspect of operation and management within petrochemical enterprises (including production, storage and transportation), early stage preparation and construction for petrochemical engineering (refinery, petrochemical and storage), as well as construction and management for railway lines and petrochemical terminals dedicated for transportation of hazardous articles. Save as disclosed above, Mr. Wang did not hold any directorship in any other listed companies in the past three years.

Save as disclosed above, as far as the Directors are aware, Mr. Wang does not have any relationship with other Directors, senior management, substantial Shareholders or controlling Shareholders.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Wang does not have any interests in the securities of the Company which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Length of service and Director's emoluments

With respect to his directorship with the Company, Mr. Wang will be appointed for a term of 1 year commencing from the forthcoming annual general meeting of the Company but shall be eligible for re-election in accordance with the articles of association of the Company. He will be entitled to an annual remuneration of HK\$120,000 without discretionary bonus. The remuneration is determined by the remuneration committee of the Company with reference to the remuneration policy, his duties and the prevailing market level of remuneration for executives of similar positions.

(6) Mr. Chen Jinzhong, Roy (“Mr. Chen”)***Position, experience and relationship***

Mr. Chen Jinzhong, Roy (陳錦忠), aged 44, graduated from the Finance Institute of Nankai University and majored in International Finance. He also obtained a master’s degree in Business and Administration from the University of South Australia. Mr. Chen joined Fujian Huaxing Trust and Investment Company Limited (福建華興信託投資公司) in 1993. Later, in 1997, he took up the position of general manager of Securities Operation Department in Golden Sino (Holdings) Limited (香港華財集團控股有限公司), responsible for conducting analysis and research into economic situation, selection of equity investment, research into listed companies and the company’s equity investment. From 2004 to 2011, Mr. Chen worked in China Packaging Group Company Limited, a company listed in Hong Kong (stock code: 572), as general manager assistant, responsible for the company’s financial investment and conducting timely in-depth research into investing sectors, bank and investor relations coordination, and assisting the company in capital market activities such as merger and acquisition, assets restructuring and business reorganization. From 2011 and 2013, Mr. Chen worked for Huafeng Group Holdings Limited (now known as Ping Shan Tea Group Limited), a company listed in Hong Kong (stock code: 364), as general manager assistant, responsible for bank and investor relations coordination. Save as disclosed above, Mr. Chen did not hold any directorship in any other listed companies in the past three years.

Save as disclosed above, as far as the Directors are aware, Mr. Chen does not have any relationship with other Directors, senior management, substantial Shareholders or controlling Shareholders.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Chen does not have any interests in the securities of the Company which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Length of service and Director’s emoluments

With respect to his directorship with the Company, Mr. Chen will be appointed for a term of 1 year commencing from the forthcoming annual general meeting of the Company but shall be eligible for re-election in accordance with the articles of association of the Company. He will be entitled to an annual remuneration of HK\$120,000 without discretionary bonus. The remuneration is determined by the remuneration committee of the Company with reference to the remuneration policy, his duties and the prevailing market level of remuneration for executives of similar positions.

(7) Mr. Chen Yonghua (“Mr. Chen”)

Position, experience and relationship

Mr. Chen Yonghua (陳永華), aged 50, was appointed as an independent non-executive Director. He graduated from School of Law, Xiamen University. From 1988 to 1995, Mr. Chen was a lawyer at Fujian Lawyers Association (福建省律師協會). In 1996, Mr. Chen was a partner and director at Fujian Guofu Law Firm (福建國富律師事務所) and became a partner of Trend Associates (福建創元律師事務所) in 2000. Since 2014, Mr. Chen has been a senior equity partner lawyer and the chief of the management committee of Beijing Yingke (Fuzhou) Law Firm (北京市盈科(福州)律師事務所). In December 2001, Mr. Chen attended the training course for independent director of listed companies jointly organised by China Securities Regulatory Commission and Fudan University School of Management and acquired a graduation certificate of “the training course for independent director of listed companies”. In his long-lasting career as a lawyer, Mr. Chen accumulated profound expertise and practical experience. He is particularly sophisticated at the front of offshore and onshore company restructuring, corporate finance and listing. Mr. Chen is familiar with the operation rules of the security market in Hong Kong, Singapore, Australia, Europe and the United States of America and has accumulated experience from successful listing of a number of enterprises in Korea, Germany, the United Kingdom and Australia. Mr. Chen was a member of the standing committee and disciplinary committee of Fujian Lawyer Association Provincial Branch (福建省律師協會省直分會理事會及懲戒委員會) and the head of the professional legal litigation and arbitration committee of Fujian Lawyer Association Provincial Branch (福建省律師協會省直分會訴訟與仲裁法律專業委員會). Save as disclosed above, Mr. Chen did not hold any directorship in any other listed companies in the past three years.

Save as disclosed above, as far as the Directors are aware, Mr. Chen does not have any relationship with other Directors, senior management, substantial Shareholders or controlling Shareholders.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Chen does not have any interests in the securities of the Company which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Length of service and Director's emoluments

With respect to his directorship with the Company, Mr. Chen will be appointed for a term of 1 year commencing from the forthcoming annual general meeting of the Company but shall be eligible for re-election in accordance with the articles of association of the Company. He will be entitled to an annual remuneration of HK\$120,000 without discretionary bonus. The remuneration is determined by the remuneration committee of the Company with reference to the remuneration policy, his duties and the prevailing market level of remuneration for executives of similar positions.

(8) Mr. Lee Ho Yiu Thomas (“Mr. Lee”)***Position, experience and relationship***

Mr. Lee Ho Yiu Thomas (李浩堯), aged 38, was appointed as an independent non-executive Director on 4 September 2011. Mr. Lee has 14 years of experience in auditing, accounting and financial management. He is now the partner of Lee, Au & Co. Certified Public Accountant. Mr. Lee previously worked as an assistant financial controller in The Beauty Group and also worked at KPMG from 2000 to 2005. Mr. Lee is a fellow of the Association Chartered Certified Accountants, a practising member of the Hong Kong Institute of Certified Public Accountants, a certified tax adviser and a member of the Hong Kong Taxation Institute, a certified internal auditor and a member of the Institute of Internal Auditors, a certified information systems auditor and a member of the ISACA. Mr. Lee holds a bachelor's degree of science in accounting and finance from University of Warwick and a second bachelor's degree in Law from the Tsinghua University. Mr. Lee served as an independent non-executive director of ABC Communications (Holdings) Limited (stock code: 0030), a company listed on the Main Board of the Stock Exchange between January 2011 to February 2013. Mr. Lee is currently an independent non-executive director of Suncorp Technologies Limited (stock code: 1063) and Dongwu Cement International Limited (stock code: 695), both companies are listed on the Main Board of the Stock Exchange. He is also an independent non-executive director of Inno-Tech Holdings Limited (stock code: 8202), a company listed on the GEM Board of the Stock Exchange. Save as disclosed above, Mr. Lee did not hold any directorship in any other listed companies in the past three years.

Save as disclosed above, as far as the Directors are aware, Mr. Lee does not have any relationship with other Directors, senior management, substantial Shareholders or controlling Shareholders.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Lee was interested in 500,000 underlying Shares, representing approximately 0.03% of the total issued share capital of the Company.

Save as disclosed above, as far as the Directors are aware, as at the Latest Practicable Date, Mr. Lee does not have any interests in the securities of the Company which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Length of service and Director's emoluments

Mr. Lee has entered into an appointment letter with the Company for a term of three years commencing from 4 September 2014, which may be terminated by not less than one month's notice in writing served by the Company and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles. Pursuant to the appointment letter, Mr. Lee is entitled to a monthly salary of HK\$15,000.

(9) Mr. Gu Renliang ("Mr. Gu")

Position, experience and relationship

Mr. Gu Renliang (顧人樑), aged 59, was appointed as an independent non-executive Director on 28 July 2015. He graduated from the Shanghai University with a bachelor degree in engineering in 1981, the California State University, Northridge with a master degree in mathematics in 1984 and the Drexel University with a master degree in computer science in 1986. In 1991, Mr. Gu worked in the headquarters of the World Bank in Washington, D.C. and in 1993, he was promoted as a consultant to the Ministry of Finance, the Government of Saudi Arabia in Riyadh. In 1999, he established Palm International in Dubai, which assisted various Chinese corporations and government entities to develop projects in the Gulf Country. In 2006, Mr. Gu was appointed as the Chief Representative of Al Obayya Group in Beijing. From 2006 to 2007, Mr. Gu was also appointed as a consultant to SAMA Dubai. In March 2015, Mr. Gu was appointed as the Director's Assistant for Middle East and Africa of Renewable Energy Center of China Investment Association. Mr. Gu did not hold any directorship in any other listed companies in the past three years.

Save as disclosed above, as far as the Directors are aware, Mr. Gu does not have any relationship with other Directors, Senior management, substantial Shareholders or controlling Shareholders.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Gu does not have any interests in the securities of the Company which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Length of service and Director's emoluments

With respect to his directorship with the Company, Mr. Gu will be appointed for a term of 1 year commencing from the Annual General Meeting upon the approval of the shareholders. He will be entitled to an annual remuneration of HK\$120,000 without discretionary bonus. The remuneration is determined by the remuneration committee of the Company with reference to the remuneration policy, his duties and the prevailing market level of remuneration for executives of similar positions.

(10) General

Save as disclosed above, there are no other matters relating to the re-election of the retiring Directors that are required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules and no other matters need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the grant of the Share Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,606,498,422 Shares.

Subject to the passing of the ordinary resolution set out in item 3 of the notice of the Annual General Meeting in respect of the grant of the Share Repurchase Mandate and on the basis that the issued shares of the Company remains unchanged on the date of the Annual General Meeting i.e. being 1,606,498,422 Shares, the Directors would be authorized under the Share Repurchase Mandate to repurchase (during the period in which the Share Repurchase Mandate remains in force) an aggregate amount of 160,649,842 Shares, representing 10% of the aggregate amount of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR REPURCHASE OF SHARES

The Directors believe that the grant of the Share Repurchase Mandate is in the best interests of the Company and the Shareholders.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association of the Company and the Articles, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2015) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months were as follows:

Month	Highest HK\$	Lowest HK\$
2015		
April	1.100	0.730
May	0.930	0.670
June	0.930	0.690
July	1.150	0.240
August	0.980	0.740
September	0.930	0.740
October	0.820	0.500
November	0.590	0.420
December	0.610	0.395
2016		
January	0.660	0.470
February	0.510	0.410
March	0.465	0.350
April (up to the Latest Practicable Date)	0.365	0.315

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the grant of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the grant of the Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Directors, as at the Latest Practicable Date, Ms. Cai Xiuman, Mr. Zhang Wenbin and Festive Boom Limited, being parties acting in concert as defined under the Takeovers Code, were interested or deemed to be interested in 713,878,000 Shares representing approximately 44.44% of the total issued share capital of the Company. In the event that the Directors exercise the proposed Share Repurchase Mandate in full, the interest or deemed interest in shareholding of Ms. Cai Xiuman, Mr. Zhang Wenbin and Festive Boom Limited would be increased to approximately 49.37% of the total issued share capital of the Company.

The Directors are not aware of any consequence which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not consider such increase would reduce the issued share capital in the public to less than 25% (or the relevant prescribed minimum percentage required by the Stock Exchange). The Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

8. REPURCHASE OF SHARES MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING

SINO ENERGY INTERNATIONAL HOLDINGS GROUP LIMITED

中能國際控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1096)

Notice is hereby given that an Annual General Meeting of Sino Energy International Holdings Group Limited (the “**Company**”) will be held at Macau Jockey Club, Function Room, 1/F., China Merchants Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Tuesday, 28 June 2016 at 11:00 a.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2015.
2. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:
 - (a) to re-elect Mr. Chen Jianbao as director;
 - (b) to re-elect Mr. Wang Wei as director;
 - (c) to re-elect Mr. Chen Yuanjian as director; and
 - (d) to re-elect Mr. Sun Hui Ding as director;
 - (e) to re-elect Mr. Wang Qingshan as director;
 - (f) to re-elect Mr. Chen Jinzhong, Roy as director;
 - (g) to re-elect Mr. Chen Yonghua as director;
 - (h) to re-elect Mr. Lee Ho Yiu Thomas as director;
 - (i) to re-elect Mr. Gu Renliang as director; and
 - (j) to authorize the board of directors to fix the directors’ remuneration.

NOTICE OF ANNUAL GENERAL MEETING

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

3. **“THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to purchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total amount of shares of the Company to be purchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the aggregate amount of the issued shares of the Company as at the date of passing of this resolution and the said mandate shall be limited accordingly; and
- (c) 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 articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

4. **“THAT:**

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the mandate in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate amount of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company;
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the aggregate amount of the issued shares of the Company on the date of the passing of this resolution and the said mandate 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 articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

NOTICE OF ANNUAL GENERAL MEETING

“**Rights Issue**” means an offer of shares 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 entitlement or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

5. “**THAT** conditional upon the passing of resolutions set out in items 3 and 4 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 4 of the Notice be and is hereby extended by the addition to the aggregate amount of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of an amount representing the aggregate amount of shares purchased by the Company pursuant to the mandate referred to in resolution set out in item 3 of the Notice, provided that such amount shall not exceed 10% of aggregate amount of the issued shares of the Company on the date of the passing of this resolution.”
6. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, such number of shares of the Company which may fall to be allotted and issued pursuant to the exercise of the options which may be granted under the share option scheme adopted by the Company on 4 September 2011 (the “**Share Option Scheme**”), representing 10% of the issued share capital of the Company as at the date on which this resolution is passed:
 - (a) approval be and is hereby granted for refreshing the 10% mandate under the Share Option Scheme (the “**Refreshed Scheme Mandate**”) provided that the total number of shares of the Company which may be allotted and issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company and its subsidiaries (the “**Group**”) under the limit as refreshed hereby shall not exceed 10% of the total number of issued shares of the Company as at the date on which this resolution is passed (options previously granted under the Share Option Scheme and any other share option schemes of the Group (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other share option schemes of the Group) shall not be counted for the purpose of calculating the Refreshed Scheme Mandate); and

NOTICE OF ANNUAL GENERAL MEETING

- (b) the directors of the Company or a duly authorized committee thereof be and they are hereby authorized: (i) at their absolute discretion, to grant options to subscribe for shares of the Company within the Refreshed Scheme Mandate in accordance with the rules of the Share Option Scheme, and (ii) to allot issue and deal with shares of the Company pursuant to the exercise of options granted under the Share Option Scheme within the Refreshed Scheme Mandate.”

By Order of the Board

Cai Xiuman
Joint Chairman

Hong Kong, 30 April 2016

Notes:

1. All resolutions at the meeting will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates to purely a procedural or administrative matter to be voted on by a show of hands in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy (or more than one proxy if he is the holder of two or more shares) to attend and vote instead of him. A proxy need not be a member of the Company. 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.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. In order to determine the entitlement to attend the Annual General Meeting for the year ended 31 December 2015, the register of members of the Company will be closed from 23 June 2016 to 28 June 2016 (both days inclusive), during which period no transfer of shares can be registered. In order to qualify for attending the Annual General Meeting, all transfer of shares accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration by not later than 4:30 p.m. on 22 June 2016.
5. As at the date of this notice, the executive directors of the Company are Mr. Chen Jianbao, Ms. Cai Xiuman, Mr. Wang Wei, Mr. Zhang Wenbin, Mr. Chen Yuanjian, Mr. Sun Hui Ding and Mr. Wang Qingshan; and the independent non-executive directors of the Company are Mr. Chen Jinzhong, Roy, Mr. Chen Yonghua, Mr. Lee Ho Yiu Thomas and Mr. Gu Renliang.