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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 OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “EGM”) of Sino Energy International Holdings Group Limited (the “**Company**”) will be held at Tactic Room, Unit 2401-2, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Wednesday, 9 November 2016 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without amendments the following resolution as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

“1. THAT:–

- (a) the subscription agreement dated 23 June 2016 (as supplemented by the supplemental agreement dated 13 July 2016) (“**First Subscription Agreement**”) entered into between the Company and Infinity Growth Capital Limited (“**First Subscriber**”) pursuant to which the Company has conditionally agreed to issue and the First Subscriber has conditionally agreed to subscribe for the convertible bonds in the aggregate principal amount of HK\$92,000,000 (the “**First Convertible Bonds**”) and the transactions contemplated thereunder (the “**First Subscription**”) be and are hereby approved, ratified and confirmed;
- (b) the creation and issue of the First Convertible Bonds by the Company pursuant to the terms of the First Subscription Agreement be and are hereby confirmed and approved;

- (c) the allotment and issue of new shares (the “**First Conversion Shares**”) (subject to adjustment) in the capital of the Company upon the exercise of the conversion rights attaching to the First Convertible Bonds be and are hereby confirmed and approved; and the Directors be and are hereby granted a specific mandate to exercise powers of the Company to allot and issue such number of the First Conversion Shares as may be required to be allotted and issued upon exercise of the conversion rights attaching to the First Convertible Bonds (subject to adjustments in accordance with the terms of the First Convertible Bonds) (including, for the avoidance of doubt, such additional number of shares of the Company that may be required to be allotted and issued upon the exercise of the conversion rights attached to the First Convertible Bonds following adjustments to the conversion price of the First Convertible Bonds); and
- (d) any one director of the Company (“**Director**”) be and is hereby generally and unconditionally authorised to do all such acts and things, to sign and execute all such documents for and on behalf of the Company and, if required, under the common seal of the Company, and to take such steps as he/she may in his/her absolute discretion considers necessary, appropriate, desirable or expedient to give effect to or in connection with the First Subscription and the transactions contemplated thereunder, including but not limited to the allotment and issue of the First Convertible Bonds and the First Conversion Shares.

2. THAT:–

- (a) the subscription agreement dated 31 August 2016 entered into between the Company and Huarong Energy Investment Company Limited (“**Second Subscriber**”) pursuant to which the Company has conditionally agreed to issue and the Second Subscriber has conditionally agreed to subscribe for the convertible bonds in the aggregate principal amount of HK\$120,000,000 (the “**Second Convertible Bonds**”) and the transactions contemplated thereunder (“**Second Subscription**”) be and are hereby approved, ratified and confirmed;
- (b) the creation and issue of the Second Convertible Bonds by the Company pursuant to the terms of the Second Subscription Agreement be and are hereby confirmed and approved;

- (c) the allotment and issue of new shares (the “**Second Conversion Shares**”) (subject to adjustment) in the capital of the Company upon the exercise of the conversion rights attaching to the Second Convertible Bonds be and are hereby confirmed and approved; and the Directors be and are hereby granted a specific mandate to exercise powers of the Company to allot and issue such number of the Second Conversion Shares as may be required to be allotted and issued upon exercise of the conversion rights attaching to the Second Convertible Bonds (subject to adjustments in accordance with the terms of the Second Convertible Bonds) (including, for the avoidance of doubt, such additional number of shares of the Company that may be required to be allotted and issued upon the exercise of the conversion rights attached to the Second Convertible Bonds following adjustments to the conversion price of the Second Convertible Bonds); and
- (d) any one Director be and is hereby generally and unconditionally authorised to do all such acts and things, to sign and execute all such documents for and on behalf of the Company and, if required, under the common seal of the Company, and to take such steps as he/she may in his absolute discretion considers necessary, appropriate, desirable or expedient to give effect to or in connection with the Second Subscription and the transactions contemplated thereunder, including but not limited to the allotment and issue of the Second Convertible Bonds and the Second Conversion Shares.”

By order of the Board
Sino Energy International Holdings Group Limited
Chen Jian Bao
Chairman

Hong Kong, 25 October 2016

Registered Office

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Fujian Province
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Head Office and Principal Place of Business in Hong Kong

Flat 4201, 42/F,
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26 Harbour Road,
Wan Chai, Hong Kong

Notes:

1. Any member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. 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/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person duly authorised to sign the same.
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 notarially certified copy of such power or authority, must be deposited with the share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 48 hours before the time appointed for holding the EGM or any adjourned meeting thereof (as the case may be).

4. Completion and return of the form of proxy will not preclude members from attending and voting in person at the EGM or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoke.
5. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.

As at the date of this notice, the executive Directors of the Company are Mr. Chen Jian Bao, 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. Lee Ho Yiu Thomas and Mr. Gu Renliang.