
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 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 Thursday, 1 June 2017 at 11:00 a.m. is set out on pages 18 to 22 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.sino-energyint.com.hk>).

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.

28 April 2017

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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 Thursday, 1 June 2017 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 18 to 22 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), 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
“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”	18 April 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

DEFINITIONS

“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 Repurchase Mandate”	shall have the meaning as set out in paragraph 3(a) of the Letter from the Board
“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

(Chairman and Joint Chief Executive Officer)

Mr. Wang Wei *(Vice-chairman)*

Ms. Cai Xiuman

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

Mr. Wang Qingshan

Non-executive Director:

Mr. Song Pengcheng

Independent non-executive Directors:

Mr. Chen Jinzhong, Roy

Mr. Lee Ho Yiu Thomas

Mr. Gu Renliang

Mr. Wang Xianzhang

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:*

Flat 4201, 42/F

China Resources Building

26 Harbour Road

Wan Chai, Hong Kong

28 April 2017

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
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; and (ii) the grant to the Directors of the Share Repurchase Mandate and the Issuance Mandate.

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. Wang Wei, Ms. Cai Xiuman and Mr. Zhang Wenbin will retire at the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election. Mr. Wang Wei will be appointed for a term of 1 year commencing from the Annual General Meeting upon the approval of the Shareholders.

In accordance with the Articles, any Director appointed by the Board to fill a causal vacancy shall hold office until the first general meeting after his appointment and be subject to re-election at such meeting. Mr. Song Pengcheng and Mr. Wang Xianzhang will hold office only until the Annual General Meeting and, being eligible, will offer themselves for re-election. Mr. Song Pengcheng and Mr. Wang Xianzhang will be appointed for a term of 1 year commencing from the Annual General Meeting upon the approval of the Shareholders.

Hence, the Company recommends Mr. Wang Wei, Ms. Cai Xiuman and Mr. Zhang Wenbin to be re-elected as executive Directors, Mr. Song Pengcheng to be re-elected as a non-executive Director, and Mr. Wang Xianzhang to be re-elected as an independent non-executive Director.

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 28 June 2016, 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 4 of the notice of the Annual General Meeting as set out on pages 18 to 22 of this circular (i.e. an aggregate amount of 160,649,842 Shares) on the basis that the issued shares 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 5 of the notice of the Annual General Meeting as set out on pages 18 to 22 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.

4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 18 to 22 of this circular.

LETTER FROM THE BOARD

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.

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.sino-energyint.com.hk>). 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.

5. 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 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
Chen Jianbao
Chairman

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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. Wang Wei (“Mr. Wang”)

Position, experience and relationship

Mr. Wang Wei (王煒), aged 60, is the vice-chairman of the Group and an executive Director. Mr. Wang was appointed as a Director on 15 September 2015. Mr. Wang 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.

(2) Ms. Cai Xiuman (“Ms. Cai”)

Position, experience and relationship

Ms. Cai Xiuman (蔡秀滿), aged 46, is an executive Director. Ms. Cai was appointed as a Director on 12 February 2010. She is a founder of the Group and primarily responsible for overall strategic business development, management and operation. Ms. Cai joined the Group in 1995 and served as a general manager in Shishi Haomai responsible for strategic planning and sales management. She established Jinmaiwang Fujian in 2003 and served as a deputy manager, responsible for overall finance and administration. She further established Luotuo Quanzhou in 2005. Ms. Cai has over 20 years of experience in sales and marketing in shoe manufacturing industry. Prior to joining the Group, Ms. Cai worked in a shoe manufacturing company, namely Shishi City De Shili Shoes Industry Company Limited (石獅市德士利鞋業有限公司), and was responsible for financial management. Ms. Cai is the wife of Mr. Zhang Wenbin, another executive Director. Save as disclosed above, Ms. Cai 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, Ms. Cai does not have any relationship with other Directors, senior management, substantial Shareholders or controlling Shareholders.

Interests in Shares

As at the Latest Practicable Date, Ms. Cai is interested or deemed to be interested in 170,950,000 Shares, representing approximately 10.64% of the total issued shares of the Company, among which 150,000,000 Shares were held by Festive Boom Limited, a company wholly-owned by Ms. Cai and the remaining 20,950,000 Shares were held by Ms. Cai directly. Save as disclosed above, as far as the Directors are aware, as at the Latest Practicable Date, Ms. Cai 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 her directorship, Ms. Cai has entered into a service contract with the Company for a term of three years commencing from 4 September 2014 and would be renewable automatically for a successive term of three years each commencing from the next day after the expiry of the then current term of her appointment, which may be terminated by not less than three months' notice in writing served by the Company or Ms. Cai on the other or otherwise pursuant to the terms of the service contract expiring at the end of the initial term or at any time thereafter and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles. Her total emoluments of RMB454,164 included (a) a director's fee of HK\$240,000 (equivalent to approximately RMB190,164) and discretionary bonuses of RMB24,000, both under her service contract, and (b) salaries, allowances and benefits in kind of RMB240,000. Ms. Cai's emoluments were determined by the Board taking into account her time commitment and responsibilities, and salaries paid by comparable companies.

(3) **Mr. Zhang Wenbin ("Mr. Zhang")**

Position, experience and relationship

Mr. Zhang Wenbin (張文彬), aged 50, is the Joint chief executive officer of the Group and an executive Director. Mr. Zhang was appointed as a Director on 2 February 2011. He is a founder of the Group and has over 20 years of experience in shoes manufacturing industry. Mr. Zhang established Shishi Haomai in 1995 and served as a deputy general manager. He has been appointed as the chief executive director and general manager of Jinmaiwang Fujian since 2003. In 2007, Mr. Zhang was appointed as the deputy council chairman of the 3rd Bao Gai Business Association of Shishi City (石獅市寶蓋商會) and was a representative of the 4th National People's Congress of the People's Republic of Congress of Shishi City from 2003 to 2006. Prior to joining the Group, Mr. Zhang worked in a shoe manufacturing company, namely Shishi City De Shili Shoes Industry Company Limited (石獅市德士利鞋業有限公司), and was responsible for sales management. Mr. Zhang is currently a committee member of Shishi Industrial and Commercial Commission (石獅市工商業聯合會) and Shishi Association for Quality and Technical Supervision (石獅市質量技術監督協會). Mr. Zhang is the husband of Ms. Cai Xiuman, another executive Director. Save as disclosed above, Mr. Zhang 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. Zhang does not have any relationship with other Directors, senior management, substantial Shareholders or controlling Shareholders.

Interests in Shares

As at the Latest Practicable Date, Mr. Zhang is interested or deemed to be interested in 170,950,000 Shares, representing approximately 10.64% of the total issued share capital of the Company, which were held by his spouse Ms. Cai Xiuman. Save as disclosed above, as far as the Directors are aware, as at the Latest Practicable Date, Mr. Zhang 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, Mr. Zhang has entered into a service contract with the Company for a term of three years commencing from 4 September 2014 and would be renewable automatically for a successive term of three years each commencing from the next day after the expiry of the then current term of his appointment, which may be terminated by not less than three months' notice in writing served by the Company or Mr. Zhang on the other or otherwise pursuant to the terms of the service contract expiring at the end of the initial term or at any time thereafter and is subject to termination provisions therein and provisions on retirement by rotation of Directors as set out in the Articles. His total emoluments of RMB479,967 included (a) a director's fee of HK\$240,000 (equivalent to approximately RMB190,164) and discretionary bonuses of RMB25,000, both under his service contract, and (b) salaries, allowances and benefits in kind of RMB262,000 and retirement scheme contributions of RMB2,803. Mr. Zhang's emoluments were determined by the Board taking into account his time commitment and responsibilities, and salaries paid by comparable companies.

(4) Mr. Song Pengcheng (“Mr. Song”)***Position, experience and relationship***

Mr. Song Pengcheng (宋鵬程), aged 30, was appointed as a non-executive Director. Mr. Song is a member of the CFA Institute. Mr. Song obtained a bachelor degree in Economics from Renmin University of China (中國人民大學) and doctoral degree in Finance from University of Hong Kong in 2012. Mr. Song was an investment manager of VantagePoint, a senior investment manager of Arbor Ventures and head of M&A department of China Huarong Overseas Investment Holdings Co., Limited. He has profound expertise and insight in fields of financial technology, asset-backed securitization and cross-border transactions. Mr. Song did not hold any directorship in any other listed companies in the past three years.

As far as the Directors are aware, Mr. Song 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. Song 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, there is no service contract between the Company and him and Mr. Song was appointed for a term of 1 year and for no emoluments. Mr. Song shall only hold office until the next annual general meeting of the Company but shall be eligible for re-election in accordance with the Articles of Association.

(5) Mr. Wang Xianzhang (“Mr. Wang”)

Position, experience and relationship

Mr. Wang Xianzhang (王憲章), aged 74, was appointed as an independent non-executive Director. Mr. Wang is a member of the 10th National People’s Political Consultative Conference (NPPCC) Committee. He was appointed as a party representative of the 16th National Congress of Chinese Communist Party, the dean and honorary dean of the insurance department of the Central University of Finance and Economics as well as the director of the Insurance Association of China. Mr. Wang also served as the deputy general manager of People’s Insurance Company of China (Dalian Branch)* (中國人民保險公司大連分公司), the general manager of People’s Insurance Company of Liaoning Province* (遼寧省人民保險公司), and held various positions at China Life Insurance Company Limited, including the deputy general manager, vice chairman of the board, secretary of party committee and general manager. In addition, Mr. Wang was appointed as directors of a number of listed companies in Hong Kong, including serving as the chairman of the board of China Life Insurance Co. Ltd. (stock code: 2628), the executive director of Pacific Century Insurance Holdings Limited and the independent non-executive director of Beijing Enterprises Holdings Limited (stock code: 392). Currently, he serves as the independent non-executive director of Eagle Ride Investments Limited (stock code: 901). Mr. Wang did not hold any directorship in any other listed companies in the past three years.

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. Song 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, there is no service contract between the Company and him and Mr. Wang was appointed for a term of 1 year with an annual remuneration of HK\$120,000 without discretionary bonus. The remuneration is recommended 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. Mr. Wang shall only hold office until the next annual general meeting of the Company but shall be eligible for re-election in accordance with the Articles of Association.

(6) 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 2016) 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 <i>HK\$</i>	Lowest <i>HK\$</i>
2016		
April	0.485	0.310
May	0.500	0.370
June	0.445	0.340
July	0.500	0.395
August	0.485	0.390
September	0.450	0.390
October	0.450	0.300
November	0.450	0.360
December	0.620	0.360
2017		
January	0.630	0.540
February	0.610	0.480
March	0.590	0.480
April (up to the Latest Practicable Date)	0.560	0.485

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, Huarong Energy Investment Company Limited are interested in 465,884,543 Shares representing approximately 29.0% of the total issued shares 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 Huarong Energy Investment Company Limited would be increased to approximately 32.2% of the total issued shares of the Company and may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. 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 Thursday, 1 June 2017 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 2016.
2. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:
 - (a) to re-elect Mr. Wang Wei as an executive director;
 - (b) to re-elect Ms. Cai Xiuman as an executive director;
 - (c) to re-elect Mr. Zhang Wenbin as an executive director;
 - (d) to re-elect Mr. Song Pengcheng as a non-executive director;
 - (e) to re-elect Mr. Wang Xianzhang as an independent non-executive director; and
 - (f) to authorize the board of directors to fix the directors’ remuneration.
3. To re-appoint ZHONGHUI ANDA CPA Limited as auditors of the Company and to authorize the board of directors of the Company to fix their remuneration.

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

4. **“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.”

5. **“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).”

6. “**THAT** conditional upon the passing of resolutions set out in items 4 and 5 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 5 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 4 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.”

By Order of the Board
Chen Jianbao
Chairman

Hong Kong, 28 April 2017

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.

NOTICE OF ANNUAL GENERAL MEETING

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 2016, the register of members of the Company will be closed from 25 May 2017 to 1 June 2017 (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 24 May 2017.
5. As at the date of this notice, the executive directors of the Company are Mr. Chen Jianbao, Mr. Wang Wei, Ms. Cai Xiuman, Mr. Zhang Wenbin and Mr. Wang Qingshan; the non-executive director of the Company is Mr. Song Pengcheng; and the independent non-executive directors of the Company are Mr. Chen Jinzhong, Roy, Mr. Lee Ho Yiu Thomas, Mr. Gu Renliang and Mr. Wang Xianzhang.