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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**If you have sold or transferred** all your shares in China Gogreen Assets Investment Limited (the “**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**China Gogreen Assets Investment Limited**

**中國保綠資產投資有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 397)**

**PROPOSALS FOR GRANT OF GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES  
AND  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company to be held at 9:00 a.m. on Tuesday, 1 June 2010 at Chairman Room II, Level 2, Royal Park Hotel, 8 Pak Hok Ting Street, Shatin, New Territories, Hong Kong is set out on pages 11 to 14 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof to the office of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

27 April 2010

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 9:00 a.m. on Tuesday, 1 June 2010 at Chairman Room II, Level 2, Royal Park Hotel, 8 Pak Hok Ting Street, Shatin, New Territories, Hong Kong
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Bye-Laws”	the bye-laws of the Company, as amended from time to time
“Companies Act”	the Companies Act 1981 of Bermuda (as amended)
“Company”	China Gogreen Assets Investment Limited, a company incorporated in Bermuda with limited liability and the Shares are listed on the Stock Exchange
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	22 April 2010, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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## LETTER FROM THE BOARD

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### **China Gogreen Assets Investment Limited**

**中國保綠資產投資有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 397)**

*Executive Directors:*

Dr. Fung Yiu Tong, Bennet (*Chairman*)

Mr. Cho Kwai Yee, Kevin

Mr. Lawrence Tang

Mr. Liu Wenmao

*Registered office:*

Canon's Court

22 Victoria Street

Hamilton HM 12

Bermuda

*Independent non-executive Directors:*

Mr. Chan Chi Yuen

Mr. Lo Chun Nga

Mr. Chik Chi Man

*Head office and principal place of  
business in Hong Kong:*

Shop 2B & 2C, Level 1

Hilton Plaza Commercial Centre

3-9 Shatin Centre Street

Shatin, New Territories

Hong Kong

27 April 2010

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR GRANT OF GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES  
AND  
RE-ELECTION OF DIRECTORS**

#### **INTRODUCTION**

The purpose of this circular is to provide you with information relating to the proposals for (i) grant of general mandates to issue and repurchase Shares; and (ii) re-election of Directors at the Annual General Meeting and to give you notice of the Annual General Meeting.

At the Annual General Meeting, resolutions relating to the grant of general mandates to issue and repurchase Shares, re-election of Directors and certain other resolutions as ordinary business of the Annual General Meeting will be proposed.

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## LETTER FROM THE BOARD

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### GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the Annual General Meeting, separate ordinary resolutions will be proposed to renew the general mandates given to the Directors (i) to allot, issue and otherwise deal with additional Shares not exceeding in aggregate 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of such resolution; (ii) to repurchase Shares comprising the aggregate nominal amount of which does not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of such resolution; and (iii) conditional upon the proposed resolutions to grant to the Directors the general mandates to issue and repurchase Shares being passed, to add the aggregate amount of the Shares repurchased by the Company to the general mandate to the Directors to allot, issue and otherwise deal with new Shares of up to 20% of the issued share capital of the Company.

The mandates to issue and repurchase Shares granted at the Company's annual general meeting held on 28 August 2009 will lapse at the conclusion of the Annual General Meeting. Resolutions nos. 5 to 7 set out in the notice of the Annual General Meeting will be proposed at the Annual General Meeting to renew these mandates.

Based on 1,361,552,486 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are repurchased or issued prior to the date of the Annual General Meeting, subject to the passing of the relevant ordinary resolutions to approve the mandate to issue Shares at the Annual General Meeting, the Directors will be authorised to allot and issue up to a limit of 272,310,497 Shares under the general mandate to issue Shares.

The explanatory statement, required by Rule 10.06(1)(b) of the Listing Rules, to be sent to the Shareholders in connection with the proposed general mandate to repurchase Shares (the “**Repurchase Mandate**”) is set out in Appendix I to this circular which contains all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolutions.

### RE-ELECTION OF DIRECTORS

In accordance with Bye-Law 99 of the Bye-Laws, one-third of the Directors for the time being, or if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office by rotation at each annual general meeting of the Company. In addition, the Listing Rules provide that every director should be subject to retirement by rotation at least once every three years. In view of the above, Mr. Cho Kwai Yee, Kevin, Mr. Chan Chi Yuen and Mr. Lo Chun Nga will retire by rotation and are eligible for re-election at the Annual General Meeting.

Shareholders are requested to consider and vote on the re-election of Mr. Cho Kwai Yee, Kevin, Mr. Chan Chi Yuen and Mr. Lo Chun Nga, separately and individually, under resolution no. 2 of the notice of the Annual General Meeting. Biographical details of the Directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### ANNUAL GENERAL MEETING

The Annual General Meeting will be held at 9:00 a.m. on Tuesday, 1 June 2010 at Chairman Room II, Level 2, Royal Park Hotel, 8 Pak Hok Ting Street, Shatin, New Territories, Hong Kong, the notice of which is set out on pages 11 to 14 of this circular, to consider certain resolutions (including re-election of Directors) as ordinary business of the Annual General Meeting. In addition, Shareholders are requested to consider resolutions nos. 5 to 7 in the notice of the Annual General Meeting relating to the grant of the general mandates to the Directors to issue and repurchase Shares, which are proposed as ordinary resolutions.

You will find enclosed a form of proxy for use at the Annual General Meeting. Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof to the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

All the resolutions put to vote at the Annual General Meeting will be decided by way of poll as required by the Listing Rules.

### RECOMMENDATION

The Directors consider that the resolutions, including but without limitation, regarding the grant of general mandates to issue and repurchase Shares and re-election of Directors, as set out respectively in the notice of the Annual General Meeting are all in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of such resolutions to be proposed at the Annual General Meeting.

On behalf of the Board  
**China Gogreen Assets Investment Limited**  
**Fung Yiu Tong, Bennet**  
*Chairman*

The following explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) of the Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to approve the grant of the Repurchase Mandate to the Directors.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,361,552,486 Shares. Subject to the passing of resolution no. 6 approving the Repurchase Mandate as set out in the notice convening the Annual General Meeting on pages 11 to 14 of this circular, and assuming that no Shares are issued or repurchased by the Company prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 136,155,248 Shares until (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws, the Companies Act or any other applicable laws of Bermuda to be held; or (iii) the revocation or variation by ordinary resolution of the Shareholders in general meeting, whichever is the earliest.

### **2. REASONS FOR REPURCHASES**

The Directors believe that it is in the interests of the Company and the Shareholders as a whole to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

### **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and the Bye-Laws, and the applicable laws of Bermuda.

The Companies Act provides that a company may only repurchase its own shares out of capital paid up on its shares to be repurchased, or out of funds of the company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of shares made by the company for the purpose. Any amount of premium payable on a repurchase over the par value of the shares may only be effected out of either funds of the company that would otherwise be available for dividend or distribution, or out of the company's share premium account. Further, such repurchase may not be made if, on the date on which the repurchase is to be effected, there are reasonable grounds for believing that the company is, or after the repurchase would be, unable to pay its liabilities as they become due.

**4. IMPACT ON WORKING CAPITAL OR GEARING POSITION**

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or gearing position of the Company as compared with the position as at 31 December 2009, the date to which the latest audited financial statements of the Company were made up. However, the Directors do not intend to exercise the Repurchase Mandate to such an extent as would, in circumstances, have a material adverse effect on the working capital or gearing levels of the Company which, in the opinion of the Directors, are from time to time appropriate for the Company.

**5. SHARE PRICES**

In each of the previous 12 months and up to the Latest Practicable Date, the highest and lowest prices at which the Shares were traded on the Stock Exchange are as follows:

<b>Year</b>	<b>Month</b>	<b>Highest (HK\$)</b>	<b>Lowest (HK\$)</b>	
2009	April	0.500	0.290	
	May	1.010	0.335	
	June	0.820	0.530	
	July	0.710	0.480	
	August	0.780	0.550	
	September	0.690	0.440	
	October	0.570	0.415	
	November	0.600	0.430	
	December	0.790	0.460	
	2010	January	0.700	0.580
		February	0.660	0.485
		March	0.550	0.450
April (up to the Latest Practicable Date)		0.490	0.420	

**6. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate, in the event that the Repurchase Mandate is approved at the Annual General Meeting by the Shareholders.

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company and no such person has undertaken not to sell any Shares held by him/her/it to the Company, in the event that the Repurchase Mandate is approved at the Annual General Meeting by the Shareholders.



**7. UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases of the Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of Bermuda, and the memorandum of association of the Company and the Bye-Laws.

**8. TAKEOVERS CODE CONSEQUENCES**

If as a result of a share repurchase a shareholder's proportionate interest in the voting rights of the repurchasing company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. As a result, a shareholder or a group of shareholders acting in concert could obtain or consolidate control of a repurchasing company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best of the Directors' knowledge and belief having made all reasonable enquiries, they are not aware of any consequence which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to such extent that will result in the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25%.

**9. SHARE REPURCHASE MADE BY THE COMPANY**

No repurchase has been made by the Company of the Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

The following are the biographical details of Mr. Cho Kwai Yee, Kevin, Mr. Chan Chi Yuen and Mr. Lo Chun Nga, all of whom will retire by rotation at the Annual General Meeting and being eligible, offer themselves for re-election.

**Mr. Cho Kwai Yee, Kevin**, aged 48, Chief Executive Officer of the Company, has been an executive Director since March 2006. Mr. Cho graduated from Newcastle Upon Tyne University in the United Kingdom with a bachelor degree in 1990. He also holds a Diploma in Management Studies from The Hong Kong Polytechnic University. Mr. Cho has been holding various senior executive positions in a number of corporations. He is a director of a number of subsidiaries of the Company. Mr. Cho was an executive director of Town Health International Holdings Company Limited (stock code: 3886) from July 2001 to September 2008.

Save as disclosed above, Mr. Cho has not held any other positions with the Company or any of its subsidiaries, and he did not hold any directorships in other listed companies in the last three years. Save as disclosed above, Mr. Cho has no other major appointments and professional qualifications.

There is no service contract entered into between the Company and Mr. Cho. Mr. Cho has no fixed term of service with the Company but he is subject to retirement by rotation and re-election at general meeting of the Company in accordance with the Bye-Laws. Mr. Cho is entitled to (i) an annual emolument of HK\$360,000 which was determined by the Board with reference to his duties and responsibilities with the Company; and (ii) a discretionary bonus which will depend on the financial results of the Group and on his performance.

As at the Latest Practicable Date, Mr. Cho did not have any interest in any Shares within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Cho does not have any relationship with any Directors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, there is no other matter concerning Mr. Cho that needs to be brought to the attention of the Shareholders and there is no other information that is required to be disclosed pursuant to any of the requirements set out in Rule 13.51(2)(h) to (v) of the Listing Rules.

**Mr. Chan Chi Yuen**, aged 44, has been an independent non-executive Director since January 2005. Mr. Chan holds a bachelor degree with honours in Business Administration and a master of science degree in Corporate Governance and Directorship. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants and is an associate member of The Institute of Chartered Accountants in England and Wales. Mr. Chan is a practicing certified public accountant and has extensive experience in financial management, corporate finance and corporate governance.

Mr. Chan is currently an independent non-executive director of Asia Energy Logistics Group Limited (stock code: 351), China Gamma Group Limited (stock code: 164), China Grand Forestry Green Resources Group Limited (stock code: 910), Richly Field China Development Limited (stock code: 313), Rojam Entertainment Holdings Limited (stock code: 8075), Superb Summit International Timber Company Limited (stock code: 1228) and The Hong Kong Building and Loan Agency Limited (stock code: 145). Mr. Chan was an executive director of New Times Energy Corporation Limited (stock code: 166) since 10 May 2006 and was re-designated as a non-executive director from 25 October 2006 onwards. He was also an executive director of Amax Holdings Limited (stock code: 959) from August 2005 to January 2009, China E-Learning Group Limited (stock code: 8055) from July 2007 to September 2008 and Kong Sun Holdings Limited (stock code: 295) from February 2007 to November 2009. Mr. Chan is also the chairman of the audit committee and a member of the remuneration committee of the Company.

Save as disclosed above, Mr. Chan has not held any other positions with the Company or any of its subsidiaries, and he did not hold any directorships in other listed companies in the last three years. Save as disclosed above, Mr. Chan has no other major appointments and professional qualifications.

There is no service contract entered into between the Company and Mr. Chan. Mr. Chan has no fixed term of service with the Company but he is subject to retirement by rotation and re-election at general meeting of the Company in accordance with the Bye-Laws. Mr. Chan is entitled to an annual emolument of HK\$96,000 which was determined by the Board with reference to his duties and responsibilities with the Company.

As at the Latest Practicable Date, Mr. Chan did not have any interest in any Shares within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Chan does not have any relationship with any Directors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, there is no other matter concerning Mr. Chan that needs to be brought to the attention of the Shareholders and there is no other information that is required to be disclosed pursuant to any of the requirements set out in Rule 13.51(2)(h) to (v) of the Listing Rules.

**Mr. Lo Chun Nga**, aged 59, has been an independent non-executive Director since May 2006. Mr. Lo has over 30 years experience in business management in Hong Kong and the People's Republic of China. He is currently a director of Hong Kong Commerce and Industry Associations Limited and also a director of Hong Kong Shatin Industries and Commerce Association Limited. Mr. Lo is also a member of the audit committee and the chairman of the remuneration committee of the Company.

Save as disclosed above, Mr. Lo has not held any other positions with the Company or any of its subsidiaries, and he did not hold any directorships in other listed companies in the last three years. Save as disclosed above, Mr. Lo has no other major appointments and professional qualifications.

There is no service contract entered into between the Company and Mr. Lo. Mr. Lo has no fixed term of service with the Company but he is subject to retirement by rotation and re-election at general meeting of the Company in accordance with the Bye-Laws. Mr. Lo is entitled to an annual emolument of HK\$57,600 which was determined by the Board with reference to his duties and responsibilities with the Company.

As at the Latest Practicable Date, Mr. Lo did not have any interest in any Shares within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Lo does not have any relationship with any Directors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, there is no other matter concerning Mr. Lo that needs to be brought to the attention of the Shareholders and there is no other information that is required to be disclosed pursuant to any of the requirements set out in Rule 13.51(2)(h) to (v) of the Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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### China Gogreen Assets Investment Limited

### 中國保綠資產投資有限公司

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 397)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of China Gogreen Assets Investment Limited (the “**Company**”) will be held at 9:00 a.m. on Tuesday, 1 June 2010 at Chairman Room II, Level 2, Royal Park Hotel, 8 Pak Hok Ting Street, Shatin, New Territories, Hong Kong for the following purposes:

1. To receive and adopt the audited financial statements and the reports of the directors and the auditors of the Company for the financial year ended 31 December 2009.
2. To re-elect the following retiring directors of the Company:
  - (a) Mr. Cho Kwai Yee, Kevin as an executive director of the Company.
  - (b) Mr. Chan Chi Yuen as an independent non-executive director of the Company.
  - (c) Mr. Lo Chun Nga as an independent non-executive director of the Company.
3. To authorise the board of directors of the Company to fix the directors’ remuneration.
4. To re-appoint HLB Hodgson Impey Cheng as auditors of the Company and authorise the board of directors of the Company to fix their remuneration.

As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

### ORDINARY RESOLUTIONS

5. “**THAT:**
  - (a) subject to paragraph (c) below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares (each a “**Share**”) of HK\$0.01 each in the share capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers, be and is hereby generally and unconditionally approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers after the expiration of the Relevant Period;
  
- (c) the aggregate nominal amount of share capital allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted or issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to or in consequence of: (i) a Rights Issue (as defined below); or (ii) the exercise of any option granted under any share option scheme or similar arrangements adopted by the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants, convertible bonds, debentures, notes or any securities issued by the Company which are convertible into Shares, shall not exceed the aggregate of:
  - (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution; and
  - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act 1981 of Bermuda (as amended) or any other applicable laws of Bermuda to be held; or

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## NOTICE OF ANNUAL GENERAL MEETING

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- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors under this resolution;

“**Rights Issue**” means an offer of Shares, or an offer of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares whose names appear on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

6. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined below) of all powers of the Company to repurchase shares (each a “**Share**”) of HK\$0.01 each in the share capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act 1981 of Bermuda (as amended) or any other applicable laws of Bermuda to be held; or
  - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors under this resolution.”

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## NOTICE OF ANNUAL GENERAL MEETING

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7. “**THAT** conditional upon the passing of resolutions nos. 5 and 6 above, the general mandate granted to the directors of the Company (the “**Directors**”) pursuant to resolution no. 5 above be and is hereby extended by the addition to the aggregate nominal amount of shares of HK\$0.01 each in the share capital of the Company which may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to or in accordance with such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company pursuant to or in accordance with the authority granted under resolution no. 6 above.”

On behalf of the Board  
**China Gogreen Assets Investment Limited**  
**Fung Yiu Tong, Bennet**  
*Chairman*

Hong Kong, 27 April 2010

*Registered office:*  
Canon’s Court  
22 Victoria Street  
Hamilton HM 12  
Bermuda

*Head office and principal place of  
business in Hong Kong:*  
Shop 2B & 2C, Level 1  
Hilton Plaza Commercial Centre  
3-9 Shatin Centre Street  
Shatin, New Territories  
Hong Kong

*Notes:*

- (1) A member of the Company entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his/her behalf. A proxy need not be a member of the Company but must be present in person at the annual general meeting to represent the member. 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.
- (2) In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the office of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the annual general meeting or any adjournment thereof, should he/she so wish.
- (3) Completion and return of an instrument appointing a proxy should not preclude a member of the Company from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) As required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the above resolutions will be decided by way of poll.

*As at the date hereof, the executive directors of the Company are Dr. Fung Yiu Tong, Bennet, Mr. Cho Kwai Yee, Kevin, Mr. Lawrence Tang and Mr. Liu Wenmao, and the independent non-executive directors of the Company are Mr. Chan Chi Yuen, Mr. Lo Chun Nga and Mr. Chik Chi Man.*