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 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 ("**Company**"), you should at once hand this circular and the accompanying form of proxy to the purchaser, the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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)

VERY SUBSTANTIAL DISPOSAL
AND
NOTICE OF SPECIAL GENERAL MEETING

A notice convening the special general meeting of the Company to be held at 9:00 a.m. on Tuesday, 20 November 2012 at Chairman Room II, Level 2, Royal Park Hotel, 8 Pak Hok Ting Street, Shatin, New Territories, Hong Kong is set out on pages SGM-1 and SGM-2 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, 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.

31 October 2012

CONTENTS

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

"a-Si"	amorphous silicon (a-Si or α-Si), the non-crystalline allotropic form of silicon
"a-Si Thin-Film Solar PV Business"	the development, production and sale of a-Si Thin-Film Solar PV Modules
"a-Si Thin-Film Solar PV Modules"	a-Si thin-film solar photovoltaic modules
"After-tax Profit"	after-tax profit of Henan Gogreen Energy calculated from the revenue generated directly and indirectly by Henan Gogreen Energy for any given financial year, deducting all costs and expenses in relation to the operation and management of Henan Gogreen Energy and payable tax(es), which such profit shall be audited under PRC GAAP
"Announcement"	the announcement of the Company dated 7 October 2012 in relation to the Disposal
"Board"	the board of Directors
"Business Day"	a day (other than a Saturday) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours
"Business Hunter"	Business Hunter Company Limited, a company incorporated in the BVI with limited liability and wholly-owned by the Target
"BVI"	the British Virgin Islands
"China Gogreen Energy"	China Gogreen Energy Limited, a company incorporated in Hong Kong with limited liability and wholly-owned by Business Hunter
"Company"	China Gogreen Assets Investment Limited, a company incorporated in Bermuda with limited liability and the shares of which are listed on the Main Board of the Stock Exchange
"Completion"	completion of the Disposal
"Completion Date"	the date on which Completion is to take place

"Condition Precedent"	the condition precedent to the completion of the SP Agreement as set out in the paragraph headed "Condition precedent" in the "Letter from the Board" contained in this circular
"Consideration"	the total consideration of HK$50,000,000 payable by the Purchaser to the Company for the Disposal
"Director(s)"	the director(s) of the Company
"Disposal"	the disposal of the Sale Share and the Sale Loan by the Company to the Purchaser pursuant to the terms of the SP Agreement
"EBITDA"	earnings before interest, taxes, depreciation and amortisation, which such earnings shall be audited under PRC GAAP
"Group"	the Company and its subsidiaries from time to time
"GS-Solar Fujian"	福建鈞石能源有限公司 (GS-Solar (Fujian) Company Limited), a company established with limited liability in the PRC
"GS-Solar (Qinghai)"	青海鈞石能源有限公司 (unofficial English translation as GS-Solar (Qinghai) Company Limited), a company established with limited liability in the PRC and a non wholly-owned subsidiary of the Company
"Henan Gogreen Energy"	河南保綠能源有限公司 (Henan Gogreen Energy Limited), a sino-foreign equity joint venture established in the PRC and beneficially owned by China Gogreen Energy as to 65% with the remaining 35% owned by Zhengzhou High-Tech
"Henan Jun Yang"	河南君陽電力有限公司 (unofficial English translation as Henan Jun Yang Electricity Company Limited), a wholly foreign owned enterprise established in the PRC with limited liability and a non wholly-owned subsidiary of the Company
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Independent Third Party"	a party who is a third party independent of the Company and connected persons of the Company and its subsidiaries

"Latest Practicable Date"	29 October 2012, 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
"Long Stop Date"	31 December 2012 (or such later date as the Company and the Purchaser may agree in writing)
"Operation Management Period"	the period from 1 January 2011 and up to (inclusive of) 31 December 2014
"PRC"	the People's Republic of China excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the People's Republic of China and Taiwan
"PRC GAAP"	the generally accepted accounting principles of the PRC
"Production Trial Period"	a period commencing after the first day after Henan Gogreen Energy's production of the first batch of qualified a-Si Thin-Film Solar PV Modules as agreed under the consultancy contract dated 25 February 2010 entered into between GS-Solar Fujian and Henan Gogreen Energy in relation to the consultancy service provided by GS-Solar Fujian for pre-production preparatory work for the production of the a-Si Thin-Film Solar PV Modules
"Purchaser"	Brilliant Tube International Limited, a company incorporated in the BVI with limited liability and wholly and beneficially owned by the Purchaser Guarantor
"Purchaser Guarantor"	Mr. Li Minshou, the sole shareholder and sole director of the Purchaser
"Remaining Group"	the Group immediately after Completion
"Sale Loan"	the shareholder's loan due by the Target to the Company as at the Completion Date (the amount outstanding as at the Latest Practicable Date was approximately HK$422.2 million) and all obligations, liability and debts owing or incurred by the Target to the Company on or at any time prior to the Completion Date whether actual, contingent or deferred and irrespective of whether or not the same is due and payable on the Completion Date

"Sale Share"	one issued share of US$1.00 each in the capital of the Target, representing the entire issued share capital of the Target
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"SGM"	the special general meeting of the Company to be held at 9:00 a.m. on Tuesday, 20 November 2012 at Chairman Room II, Level 2, Royal Park Hotel, 8 Pak Hok Ting Street, Shatin, New Territories, Hong Kong for the purposes of considering and, if thought fit, approving, among other matters (if any), the SP Agreement and the Disposal contemplated thereunder
"Share(s)"	share(s) of HK$0.02 each in the share capital of the Company
"Shareholder(s)"	shareholder(s) of the Company
"SP Agreement"	the sale and purchase agreement dated 5 October 2012 entered into between the Company, the Purchaser and the Purchaser Guarantor in relation to the Disposal
"Stock Exchange"	the Stock Exchange of Hong Kong Limited
"Target"	China Gogreen Energy Investment Holdings Limited, a company incorporated in the Cayman Islands with limited liability and wholly-owned by the Company as at the Latest Practicable Date
"Target Group"	the Target and its subsidiaries
"Thin-Film Solar PV Modules"	the amorphous silicon/amorphous silicon-germanium based thin-film solar photovoltaic modules
"Zhengzhou High-Tech"	鄭州高科技創業投資有限公司 (unofficial English translation as Zhengzhou High-Tech Start-up Investment Co., Ltd.), a limited liability company established in the PRC and is principally engaged in investment holding, and investment management and consultancy
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"%"	per cent.

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:
Mr. Bai Liang *(Chairman)*
Mr. Siu Kam Chau
Mr. Lawrence Tang
Mr. Xue Feng

Independent non-executive Directors:
Mr. Chan Chi Yuen
Mr. Chik Chi Man
Mr. Yu Chun Fai

Registered office:
Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

Head office and principal place of business in Hong Kong:
Workshop no. 16
9th Floor, Corporation Park
No. 11 On Lai Street, Shatin
New Territories, Hong Kong

31 October 2012

To the Shareholders

Dear Sir or Madam

VERY SUBSTANTIAL DISPOSAL

INTRODUCTION

Reference is made to the Announcement in which the Company announced that on 5 October 2012 (after trading hours), the Company, the Purchaser and the Purchaser Guarantor entered into the SP Agreement pursuant to which the Company has conditionally agreed to sell, and the Purchaser has conditionally agreed to acquire, the Sale Share and Sale Loan at the total consideration of HK$50,000,000.

The Disposal as contemplated under the SP Agreement constitutes a very substantial disposal for the Company under Chapter 14 of the Listing Rules and is subject to, among other matters, the Shareholders' approval at the SGM.

The purpose of this circular is to give you, among other matters, (i) details of the Disposal; and (ii) a notice of the SGM at which an ordinary resolution will be proposed to consider and, if thought fit, to approve the SP Agreement and the transactions contemplated thereunder.

THE SP AGREEMENT

Major terms of the SP Agreement are set out below.

Date:

5 October 2012

Parties:

(1) The Company;

(2) the Purchaser; and

(3) the Purchaser Guarantor.

The Purchaser, which is wholly-owned by the Purchaser Guarantor, is principally engaged in investment holding. The Purchaser Guarantor is the sole director and sole shareholder of the Purchaser. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of the Purchaser and the Purchaser Guarantor is an Independent Third Party.

Assets to be disposed of:

The Sale Share, representing 100% of the issued share capital of the Target, and the Sale Loan, representing the entire of the shareholder's loan owed by the Target to the Company as at the Completion Date.

As disclosed in the Announcement, the amount of the Sale Loan as at the date of the SP Agreement was HK$390.3 million. As at the Latest Practicable Date, the Sale Loan amounted to approximately HK$422.2 million. The increase in the amount of the Sale Loan from the date of SP Agreement to that as at the Latest Practicable Date was due to the fact the Company had made further advance to the Target Group to enable it to repay bank borrowings by Henan Gogreen Energy. The increased portion of the Sale Loan represented the Company's proportionate share of the funds required by the Target Group to repay bank borrowings. The amount of the Sale Loan is not expected to be further increased after the Latest Practicable Date. No adjustment to the Consideration will be made as a result of the increase in the amount of the Sale Loan.

Condition Precedent:

Completion of the SP Agreement is conditional upon all necessary consents and approvals in relation to the transaction contemplated under the SP Agreement, having been obtained and such consents and approvals should be valid up to the Completion Date, including the passing of ordinary resolution(s) by the Shareholders at the SGM approving the sale of Sale Share and Sale Loan.

No party is entitled to waive the Condition Precedent. If the Condition Precedent shall not have been fulfilled on or before 5:00 p.m. on the Long Stop Date, all transactions contemplated under the SP Agreement shall be terminated. All provisions (save for the survival clauses in relation to notice and miscellaneous matters) of the SP Agreement shall cease to be enforceable and the obligations of the parties thereunder shall cease and terminate. No party shall have any claim against the other save for the claim in respect of any antecedent breach of the SP Agreement.

The Company may, by notice in writing to the Purchaser, terminate the SP Agreement any time prior to the Completion. Upon the Company issuing the said written notice, all provisions (save for the survival clauses in relation to notice and miscellaneous matters) of the SP Agreement shall cease to be enforceable and the obligations of the parties thereunder shall cease and terminate. The Purchaser shall not have any claim against the Company for damages, specific performance or any other remedies.

Consideration

The total Consideration payable by the Purchaser for the Disposal is HK$50,000,000.

The Consideration shall be settled by the Purchaser in cash (or in such other manner as the Company may agree) in the following manner:

(i) upon signing of the SP Agreement, the Purchaser shall pay a deposit of HK$10,000,000 to the Company; and

(ii) the Purchaser shall pay the balance of HK$40,000,000 to the Company within 30 days of the Completion Date.

The Company has already received HK$10,000,000 from the Purchaser in accordance with the SP Agreement up to the Latest Practicable Date.

If the Condition Precedent shall not have been fulfilled on or before the Long Stop Date, the Company shall refund the deposit of HK$10,000,000 (without interest) to the Purchaser within 10 days after the Long Stop Date.

The Consideration was determined after arm's length negotiations between the Company and the Purchaser with reference to (i) the amount of the Sale Loan which as at the date of the SP Agreement amounted to HK$390.3 million; (ii) the net liabilities of the Target Group of approximately HK$425.4 million as at 30 June 2012 (the net liabilities of the Target Group of approximately HK$430.8 million as at 30 June 2012 as disclosed in the Announcement was unaudited financial information which has not been reviewed by the auditor of the Company. After the review of the same by the Company's auditor, the amount of net liabilities was adjusted by an opening adjustment on the inventory of Henan Gogreen Energy of approximately HK$7.7 million and an inventory impairment of Henan Gogreen Energy of approximately HK$2.4 million, resulting in the net liabilities of the Target Group of approximately HK$425.4 million); and (iii) the fact that the Company has been making impairment to its investment in the Target Group over the current and past financial years.

Completion

Completion of the SP Agreement will take place on the Business Day after the fulfillment of all Condition Precedent (or such later date as the Company and the Purchaser may agree in writing).

INFORMATION ON THE TARGET GROUP

Structure and business activities of the Target Group

The Target is a company incorporated in the Cayman Islands with limited liability and is wholly-owned by the Company. The Target is principally engaged in investment holding.

Business Hunter is a company incorporated in the BVI with limited liability and wholly-owned by the Target. Business Hunter is principally engaged in investment holding and is the legal and beneficial owner of the entire issued share capital of China Gogreen Energy, a company incorporated in Hong Kong with limited liability. China Gogreen Energy is principally engaged in investment holding.

Henan Gogreen Energy is a sino-foreign equity joint venture established in the PRC on 20 January 2010 and is legally and beneficially owned as to 65% by China Gogreen Energy with the remaining 35% owned by Zhengzhou High-Tech, which is a state-owned enterprise established in the PRC by 鄭州高新技術產業開發區管理委員會 (the Administration Committee of Zhengzhou High and New Technology Industries Development Zone) and controlled by the Zhengzhou Municipal People's Government, Henan Province, the PRC, being an Independent Third Party. Before the formation of Henan Gogreen Energy, Zhengzhou High-Tech has no business and/or other relationship with the Company. As at the Latest Practicable Date, the total investment contributed by the Company and Zhengzhou High-Tech is approximately HK$422.2 million and HK$192.2 million respectively.

Prior to the cessation of production activity in the first half of 2012, Henan Gogreen Energy was principally engaged in the a-Si Thin-Film Solar PV Business. According to the sino-foreign equity joint venture contract in relation to Henan Gogreen Energy entered into between China Gogreen Energy and Zhengzhou High-Tech dated 16 December 2009, China Gogreen Energy is principally responsible for (i) managing the operation of the a-Si Thin-Film Solar PV Business; (ii) providing technical and management expertise to oversee the operation of Henan Gogreen Energy; and (iii) procuring the trial production of the first phase of the development of a-Si Thin-Film Solar PV Business by Henan Gogreen Energy to be completed in August 2010, while Zhengzhou High-Tech was principally responsible for (i) coordinating with various PRC governmental authorities in relation to the construction of the production facilities; (ii) providing land and buildings for use of Henan Gogreen Energy; (iii) coordinating with the relevant PRC governmental authorities to provide subsidies in respect of the finance expenses incurred by Henan Gogreen Energy; and (iv) procuring for the grant of preferential tax treatment, approvals, subsidies by PRC governmental authorities to Henan Gogreen Energy.

Management Contract

As disclosed in the announcement of the Company dated 2 March 2010, Henan Gogreen Energy entered into a management contract ("**Management Contract**") dated 25 February 2010 with GS-Solar Fujian in relation to the management services provided by GS-Solar Fujian for the supervision and management of the operation of Henan Gogreen Energy including research and development, production and sale of the a-Si Thin-Film Solar PV Modules, staff recruitment and dismissal, provision of experienced management and technical staff, submission of annual financial statement to Henan Gogreen Energy, compilation of the financial plan of Henan Gogreen Energy, obtaining of all necessary licences and permits in respect of the conduct of the Thin-Film Solar PV Business. Under the Management Contract, the parties have agreed that Henan Gogreen Energy would retain discretion to decide its overall operation plan, policy on significant matters, upgrading of production equipment, business development, and also have the right to audit its asset usage, operation status and financial statements; supervise the management progress; and set market price of its products to be sold.

Set out below is a summary of the principal terms of the Management Contract.

Management targets

During the term of the Management Contract, GS-Solar Fujian has agreed to achieve the following targets:

(1) from commencement of the management of Henan Gogreen Energy by GS-Solar Fujian till 30 September 2011, the production capacity of the Thin-Film Solar PV Modules produced by the factory premises of Henan Gogreen Energy would reach annual 100 megawatts;

(2) for the first year of the Operation Management Period commencing from 1 January 2011 to 31 December 2011, the targeted total sale of Henan Gogreen Energy ("**Sale Performance Target**") would be RMB533,000,000, the targeted EBITDA of Henan Gogreen Energy would be RMB243,000,000, and the targeted production cost of Henan Gogreen Energy excluding interest, taxes, depreciation and amortisation as audited under the PRC GAAP ("**Cost Performance Target**") would not exceed RMB4.14 per watt respectively; and

(3) for each of the second and third year of the Operation Management Period commencing from 1 January 2012 to 31 December 2014, the Sale Performance Target will be RMB748,000,000, the targeted EBITDA of Henan Gogreen Energy will be RMB338,000,000, and the Cost Performance Target will not exceed RMB4.10 per watt respectively.

The aforesaid targeted EBITDA of Henan Gogreen Energy are targets agreed by Henan Gogreen Energy and GS-Solar Fujian for the assessment of the performance of GS-Solar Fujian under the Management Contract and a basis to calculate the performance bonus. The amounts of the targeted EBITDA of Henan Gogreen Energy are arrived at after arm's length's negotiations between the parties.

In the event that GS-Solar Fujian is not able to meet the Sale Performance Target and/or the Cost Performance Target in any financial year of Henan Gogreen Energy during the Operation Management Period, GS-Solar Fujian shall pay to Henan Gogreen Energy a compensation calculated as follows:

(i) for every 1% that the total sale of Henan Gogreen Energy is less than the relevant Sale Performance Target, GS-Solar Fujian shall compensate Henan Gogreen Energy with a sum of RMB72,000 subject to a maximum cap of RMB7,200,000 per annum; and

(ii) for every 1% that the production cost of Henan Gogreen Energy excluding interest, taxes, depreciation and amortisation as audited under the PRC GAAP is higher than the relevant Cost Performance Target, GS-Solar Fujian shall compensate Henan Gogreen Energy with a sum of RMB1,140,000 subject to a maximum cap of RMB22,800,000 per annum.

Management fees

Management fees payable by Henan Gogreen Energy to GS-Solar Fujian comprise the following:

(1) a monthly fixed management fee of RMB800,000 during the Production Trial Period; and

(2) a monthly fixed management fee of RMB2,500,000 during the Operation Management Period. In addition, GS-Solar Fujian would be entitled to an additional performance bonus during any financial year of the Operation Management Period if Henan Gogreen Energy has After-tax Profit in that year. The amount of the performance bonus would be a certain percentage, ranging from 20% to 30%, of the After-tax Profit of Henan Gogreen Energy in the relevant year which would be determined with reference to the extent that the targeted EBITDA of Henan Gogreen Energy will have been achieved by GS-Solar Fujian.

The aforesaid fixed management fees would only be applicable on the basis of annual 100 megawatts production capacity of the a-Si Thin-Film Solar PV Modules. There would not be any adjustment to the management fees if the production capacity of the System is below annual 100 megawatts. In the event that Henan Gogreen Energy increases its production capacity subsequently, the amount of the aforesaid fixed management fees payable by Henan Gogreen Energy to GS-Solar Fujian shall be subject to adjustment to be agreed between the parties. The Management Contract also provides that in the event there is any unresolved dispute, any party shall be entitled to institute legal proceedings in the competent People's Court in the PRC.

The basis for setting the target in sales, unit cost and EBITDA level was made reference to the planned annual production capacity of Henan Gogreen Energy of 100 megawatts and the then market price of Thin-Film Solar PV Modules.

Term

The term of the Management Contract which comprises both of the Production Trial Period and the Operation Management Period and commenced from the first day after Henan Gogreen Energy's production of the first batch of qualified a-Si Thin-Film Solar PV Modules and will end on 31 December 2014.

Guarantees and indemnities

GS-Solar Fujian guarantees and undertakes that if the After-tax Profit of Henan Gogreen Energy during the Operation Management Period shall fall below zero, it will indemnify Henan Gogreen Energy against all of such operation losses.

P&L Sharing Contract

As disclosed in the announcement of the Company dated 2 March 2010, China Gogreen Energy, the immediate holding company of Henan Gogreen Energy, entered into a profit and loss sharing contract ("**P&L Sharing Contract**") with GS-Solar Fujian regarding the profit and loss sharing arrangements between China Gogreen Energy and Henan Gogreen Energy depending on the performance of Henan Gogreen Energy.

Set out below is a summary of the principal terms of the P&L Sharing Contract.

Profit and loss sharing arrangements

China Gogreen Energy and GS-Solar Fujian have agreed that subject to GS-Solar Fujian's due observance and performance of its duties and obligations under the Management Contract, in the event that Henan Gogreen Energy incurs loss in any financial year during the Operation Management Period with its After-tax Profit falling below zero during the term of the Management Contract, China Gogreen Energy agrees to share 50% of such loss with GS-Solar Fujian. In return, GS-Solar Fujian has agreed to pay to China Gogreen Energy an amount equal to 2.5% of the relevant After-tax Profit of Henan Gogreen Energy if GS-Solar Fujian is entitled to the additional performance bonus under the Management Contract.

Term

The term of the P&L Sharing Contract should commence from the date of signing of the P&L Sharing Contract, and end on the same date on which the Management Contract is terminated or expired.

Other information of the Management Contract and the P&L Sharing Contract

The Operation Management Period under the Management Contract commenced on 1 January 2011. In light of unexpected hardship suffered by the global solar photovoltaic ("**PV**") industry as disclosed in the paragraph headed "Reasons for and benefits of the Disposal" below, the Target Group has not performed well since the commencement of the Operation Management Period and has finally ceased all manufacturing activities in the first half of 2012. In light of the severe business environment, the Management Contract and the P&L Sharing Contract have never been executed and the parties to the Management Contract and those to the P&L Sharing Contract have been in discussion with each other on how to resolve the issues that may arise under these two contracts amicably and none of the parties have taken any legal action to enforce the terms of the Management Contract and the P&L Sharing Contract. Given that the Company has to negotiate and discuss further with Zhengzhou High-Tech, being a state-owned enterprise established in the PRC controlled by the Zhengzhou Municipal People's Government and the joint venture partner of the Group in respect of Henan Gogreen Energy, in relation to the possible settlement with GS-Solar Fujian. As at the Latest Practicable Date, the Management Contract and the P&L Sharing Contract have not been terminated and the discussions for resolving the issues that may arise under these two contracts amongst the parties were still underway.

None of the members of the Remaining Group is a party to the Management Contract and the P&L Sharing Contract. Upon completion of the Disposal, no member of the Remaining Group is in a position to enforce the terms of the Management Contract and/or the P&L Sharing Contract.

To the best knowledge, information and belief of the Directors, the principal business of GS-Solar Fujian is the research and development, manufacturing and sales of thin film solar modules in the PRC. In view of the established history of GS-Solar Fujian in the solar energy industry, at the time when the Management Contract and the P&L Sharing Contract were negotiated and entered into, the Directors believed that GS-Solar Fujian possessed the requisite expertise for the performance of its obligations under the Management Contract.

GS-Solar Fujian and its ultimate beneficial owners are Independent Third Parties. GS-Solar Fujian is a company established with limited liability in the PRC and is principally engaged in the manufacture and sale of silicon based thin film solar PV modules. An ultimate beneficial owner of GS-Solar Fujian was an acquaintance of a Director who had introduced GS-Solar Fujian to the Company. Prior to the entering into of the Management Contract and the P&L Sharing Contract, there was no previous business or other relationship between GS-Solar Fujian and/or its ultimate beneficial owners and the Group.

Other information on the Target Group

The first phase of development of the a-Si Thin-Film Solar PV Business of annual 100-megawatt production lines was completed and commenced production in late 2010.

The Target Group commenced to generate revenue for the year ended 31 December 2011 and the modules produced by Henan Gogreen Energy were supplied to external customers and were also applied to PV power stations projects undertaken by GS-Solar (Qinghai) and Henan Jun Yang.

Large-scale expansion in production capacity in 2010 resulted in the oversupply of the whole solar market since the first half of 2011. Due to an imbalance of supply and demand, the prices of solar products in industrial chain had dropped, the selling price of a-Si Thin-Film Solar PV modules produced by the Group was also affected and fell substantially in the fierce price competition since the first half of 2011, as a result the Target Group has been recording a loss since its inception. Decline in global orders and excessive production capacity, along with the impact of European debt crisis, had inflicted negative effect on the business of solar industry, particularly in the upstream and middle-stream, and this trend was noticeable since the first half of 2011. The solar PV market continued to be overshadowed by the gloom in the first half of 2012. The prolonged debt crisis in the eurozone has left the countries in the world highly indebted when Germany, Spain and other European countries have lowered the subsidies for PV power stations or have even terminated the policy; this revealed the fact that the global solar industry was experiencing a hardship of excessive production capacity and oversupply. In response to the hardship suffered by the global solar PV industry, Henan Gogreen Energy ceased the production of PV modules in the first half of 2012. Currently, the Target Group is not engaged in any commercial activities.

The unaudited financial information of the Target Group for the period from 3 February 2010 (date of incorporation of the Target) to 31 December 2010, year ended 31 December 2011 and the six months ended 30 June 2012 has been reviewed by the independent auditor of the Company, HLB Hodgson Impey Cheng Limited and is set out in Appendix II to this circular. Based on such unaudited financial information, the unaudited consolidated total assets value and the net liabilities of the Target Group as at 30 June 2012 is HK$281.7 million and HK$425.4 million respectively; and certain other unaudited consolidated financial information of the Target Group for the period from 3 February 2010 (date of incorporation of the Target) to 31 December 2010, year ended 31 December 2011 and the six months ended 30 June 2012 are as follows:

	For the period from 3 February 2010 (date of incorporation of the Target) 31 December 2010	Year ended 31 December 2011	For the six months ended 30 June 2012
	HK$'000	*HK$'000*	*HK$'000*
Revenue	–	106,656	7,925
Loss before taxation and extraordinary items	(17,018)	(219,018)	(356,696)
Loss after taxation and extraordinary items	(17,018)	(219,018)	(356,696)
Loss attributable to the owners of the Target	(11,710)	(142,414)	(232,674)

FINANCIAL EFFECTS OF THE DISPOSAL

For illustrative purposes only and subject to audit, it is expected that the Group will record a book gain of approximately HK$31.9 million as a result of the Disposal which represents the difference between the Consideration and the aggregate amount of (i) net liabilities of the Target Group attributable to the Company as at 30 June 2012; (ii) the face value of the Sale Loan as at 30 June 2012; and (iii) the cumulative exchange differences as at 30 June 2012 in respect of the net liabilities of the Target Group reclassified from equity to profit or loss upon the Completion. Please refer to note 5 to the unaudited pro forma consolidated statement of financial position of the Remaining Group as set out in Appendix III to this circular for details of the calculation. However, Shareholders should note that the actual gain or loss in connection with the Disposal will be assessed after Completion and is subject to audit.

Please refer to Appendix III to this circular for the unaudited pro forma financial information of the Remaining Group which illustrates the financial impact of the Disposal on the assets and liabilities, results and cash flows of the Remaining Group and for more details on the bases and assumptions for the preparation of the pro forma financial information of the Remaining Group. Based solely on such unaudited pro forma financial information and the bases and assumptions stated therein, completion of the Disposal would have the following effects of the Group:

– the revenue of the Group for the year ended 31 December 2011 would have decreased from approximately HK$92.8 million to HK$20.6 million;

– the loss for the year of the Group would have increased from approximately HK$599.1 million to approximately HK$654.5 million;

– the total assets of the Group as at 31 December 2011 would have decreased from approximately HK$1,485.9 million to approximately HK$1,324.6 million;

– the total liabilities of the Group as at 31 December 2011 would have decreased from approximately HK$533.4 million to approximately HK$260.4 million; and

– the net assets of the Group as at 31 December 2011 would have increased from approximately HK$952.5 million to approximately HK$1,064.2 million.

Immediately after Completion, each member of the Target Group will cease to be a subsidiary of the Company and the Company will cease to have any interest in the Target Group.

As disclosed in the announcement of the Company dated 25 September 2012, the Company has received net proceeds of approximately HK$210 million by the disposal of all of its shares in Apollo Solar Energy Technology Holdings Limited ("**Apollo Solar**") (Stock Code: 566) in the open market. Following the Disposal, the Company will receive further proceeds of HK$50 million. Such aggregate proceeds have been/will be applied towards repayment of certain bank borrowings by the Group (including the Target Group) (of approximately HK$72 million), the initial funding requirement of the business operation of E Finance Limited (of approximately HK$70 million), for further investment purpose (of approximately HK$80 million) and general working capital of the Group (of approximately HK$38 million). As at the Latest Practicable Date, no potential acquisition or investment target has been identified by the management of the Group.

REASONS FOR AND BENEFITS OF THE DISPOSAL

Prior to the entering into of the SP Agreement, the Purchaser Guarantor, being a senior engineer, has prior business dealings with the Group in relation to Group's power station projects in Xuchang, the PRC and Henan, the PRC. The management of the Group and the Purchaser Guarantor were therefore acquainted with each other. In September 2012, the management of the Group and the Purchaser Guarantor have started to evaluate the possibility of selling the Target Group to the Purchaser. To the best knowledge and information of the Directors, there was no relationship between the Purchaser and the purchasers or vendors of the Company's previous acquisitions or disposals conducted in recent years.

The Group is principally engaged in (i) solar energy business with a current focus on power station projects; and (ii) assets investment. The Group also holds approximately 47.89% interest in Luck Key Investment Limited ("**Luck Key**") and its subsidiaries ("**Luck Key Group**") which are principally engaged in the provision of health check and health care related services. The Target Group has been making loss since its inception in 2010. As indicated in the Company's interim report for the six months ended 30 June 2012, the Company has already suspended its production line of the Target Group for the reasons that (i) the global solar industry was experiencing a hardship of excessive production capacity and oversupply; and (ii) the increase in the punitive tariffs imposed by the United States for anti-dumpling and countervailing of the PV modules imported from China in May 2012, which appeared to the Board as a complete blockade against the export of PV modules from China to the United States. In view of such operating environment, the Directors believe that it will be difficult for the Target Group to turn around its financial results in the near future. For the year ended 31 December 2011 and the six months ended 30 June 2012, the Company has made impairment loss of an aggregate amount of approximately HK$471.5 million in respect of the Target Group. Coupled with the fact that the Directors consider that the Target would not be able to repay the Sale Loan in light of its critical financial situation, the Disposal represents a good opportunity for the Group to dispose of its entire investments in the solar PV module production business so as to minimise the adverse effect of the declining industry.

DIRECTORS' VIEW

The Directors (including the independent non-executive Directors) consider that the terms of the SP Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

The Disposal as contemplated under the SP Agreement constitutes a very substantial disposal for the Company and is subject to the Shareholders' approval at the SGM pursuant to the Listing Rules.

SGM

The SGM will be held at 9:00 a.m. on Tuesday, 20 November 2012 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 SGM-1 and SGM-2 of this circular, for the Shareholders to consider and, if thought fit, approve the SP Agreement and the Disposal.

In compliance with the Listing Rules, the resolution will be voted on by way of poll at the SGM.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholder has a material interest in the Disposal and is required to abstain from voting at the SGM.

You will find enclosed a form of proxy for use at the SGM. Whether or not you are able to attend the SGM, 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 SGM 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, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

RECOMMENDATION

The Directors consider that the terms of the SP Agreement and the transactions contemplated thereunder are fair and reasonable and are in the interests of the Company and the Shareholders as a whole. The Board recommends the Shareholders to vote for the ordinary resolution set out in the notice of the SGM.

ADDITIONAL INFORMATION

Your attention is drawn to the information set out in the appendices to this circular.

By order of the Board
China Gogreen Assets Investment Limited
Lawrence Tang
Executive Director

1. INDEBTEDNESS OF THE GROUP

As at the close of business on 30 September 2012, being the latest practicable date for the purpose of this indebtedness statement prior to the printing of this circular, the Group had bank borrowings that contains a repayment on demand clause of RMB53,570,000 (approximately HK$65,355,400) which is supported by a corporate guarantee executed by the Company to the extent of RMB130,000,000 (approximately HK$158,600,000). In addition, the Group's land and buildings and investment properties with carrying amount of approximately HK$231,654,000 as at 30 September 2012 were used to secure the banking facilities granted to the Group.

Save as aforesaid and apart from intra-group liabilities and normal trade payables in the ordinary course of business, as at the close of business on 30 September 2012, the Group did not have any other debt securities issued and outstanding or agreed to be issued, bank overdrafts, loans or other similar indebtedness, liabilities under acceptance or acceptance credits, debentures, mortgages, charges, hire purchase or finance lease commitments, guarantees or other material contingent liabilities.

2. WORKING CAPITAL STATEMENT OF THE GROUP

The Directors are of the opinion that, taking into account the cash flows generated from the operating activities, the financial resources available to the Group including internally generated funds, the available credit facilities, the Group has sufficient working capital for at least the next twelve months from the date of this circular.

3. FINANCIAL AND TRADING PROSPECTS OF THE GROUP

Upon Completion, the Group will cease its investment in the production of a-Si Thin-Film Solar PV Modules and continue to engage in the remaining businesses, namely downstream solar energy business, investment business and health check business (through its associated companies).

Other business of the Group – Downstream solar energy business

The Directors consider that the Disposal would not have any adverse impact on the Group's future business model and strategy despite the fact that the Target Group has supplied its a-Si Thin-Film Solar PV Modules to GS-Solar (Qinghai) and Henan Jun Yang. Given the oversupply of the a-Si Thin-Film Solar PV Modules in the market, GS-Solar (Qinghai) and Henan Jun Yan would not have any difficulty in sourcing the same from substitute suppliers. In particular, the intense competition of the upstream operations has caused a persistent decrease in the costs of solar power project for the downstream operations and thus allowed rooms for profit improvement. With the implementation of practicable subsidy scheme for solar power system under policies including the "Plan for Development of the National Strategic Emerging Industries During the Period of the 12th Five-Year Plan" and a purposeful development objective, the downstream solar power projects are heading to a promising future. During the first half of 2012, the Group exerted more effort in developing the downstream power generation business and achieved encouraging progress in various projects by maintaining the momentum gained during 2011. The Group is currently operating three power station projects, namely, the 10-megawatt grid-connected on-ground solar PV power station in Geermu, Qinghai Province, the 20-megawatt rooftop power station project in Zhengzhou and the 20-megawatt rooftop power station project in Xuchang. Up to 30 June 2012, no revenue or profit has yet generated or contributed by this business segment. While the solar PV power stations in Zhengzhou and Xuchang are at the final stage of their construction processes, the solar PV power station in Qinghai was in operation as at the Latest Practicable Date. It is anticipated that this business segment will start generating revenue for the Remaining Group from the second half of 2012.

Apart from the initial investment of approximately HK$117 million in this business segment by the Group, it is currently expected no immediate further funding needs are required for this business segment.

Other business of the Group – Health Check Business

The Company, through its associated companies, has invested in health check and health care businesses. During the first half of 2012, such health check and health care businesses continued to develop steadily through advanced medical imaging equipment and checking facilities, and the experienced and professional health care team, to provide its customers with one-stop quality medical diagnostic and laboratory services.

Other business of the Group – Investment Business

The Group's investment focus remained in listed and unlisted securities as well as quality properties in Hong Kong. In the first half of 2012, the Group has achieved steady growth in its investment business. Following the disposal of all shares in Apollo Solar by the Company in September 2012 as announced by the Company in its announcement dated 25 September 2012, as at the Latest Practicable Date, the Group's investment portfolio included three investment properties in Hong Kong and over 10 listed and unlisted securities and such securities have a current market value of approximately HK$265 million.

As disclosed in the announcement of the Company dated 25 September 2012, the Group, as purchaser, has unconditionally agreed to acquire the entire issued share capital of E Finance Limited, a company incorporated in Hong Kong with limited liability and is the holder of a valid money lenders licence under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong). In addition to the initial plan of the Group to apply approximately HK$50 million for the operation of the money-lending business of E Finance Limited as disclosed in the said announcement dated 25 September 2012, as at the Latest Practicable Date, the Company has allocated an additional HK$20 million for this business segment. E Finance Limited has already commenced its money-lending business. Where the demand for such services increases and the terms of the lending are considered as in the interest of the Group, the management of the Group may allocate more resources in this business segment. At its initial stage, the Group does not have any specific target market segment for its money-lending business. The Board considers that this has diversified the income stream of the Group.

It is the intention of the Group to continue to expand its investment portfolio so as to enhance the Group's stable income.

Prospects

Apart from the acquisition of E Finance Limited, the Group has no present plan for any other business or asset acquisition. As at the Latest Practicable Date, the Company has no agreement of negotiation for any disposal, termination, and/or scaling-down of the Company's existing business and major assets. Neither the Company has any present plan for fund raising exercise. Nevertheless, the Directors consider that the cash resources made available after Completion will enable the Group to capture attractive business and investment opportunities should they arise. Looking forward, the Group will continue to engage in the remaining businesses after the Disposal and will continue to look for investment opportunities in other green energy business or other attractive business opportunities by way of acquisition of business or assets.

4. MANAGEMENT DISCUSSION AND ANALYSIS OF THE REMAINING GROUP

Set out below is the management discussion and analysis on the Remaining Group for the three years ended 31 December 2011 and for the six months ended 30 June 2012.

FOR THE SIX MONTHS ENDED 30 JUNE 2012

Financial Review

For the six months ended 30 June 2012, the Remaining Group recorded revenue of approximately HK$12,424,000, and the loss attributable to owners of the Company amounted to approximately HK$118,747,000. Such loss was mainly attributable to the unrealized losses arising from the change in fair value of held-for-trading investments. Such loss was non-cash in nature, and did not have any immediate impact on the cash flow nor business operations of the Remaining Group.

Business Review

Solar Power Business

The intense competition of the upstream operations has caused a persistent decrease in the costs of solar power project for the downstream operations and thus allowed rooms for profit improvement. With the implementation of practicable subsidy scheme for solar power system under policies including the "Plan for Development of the National Strategic Emerging Industries During the Period of the 12th Five-Year Plan" and a purposeful development objective, the downstream solar power projects are heading to a promising future. During the first half of 2012, the Remaining Group exerted more effort in developing the downstream power generation business and achieved encouraging progress in various projects by maintaining the momentum gained during 2011. It is anticipated that all of the projects will start generating profit to the Remaining Group from the second half of 2012.

– 10-megawatt large-scale grid-connected on-ground power station project in Geermu, Qinghai Province

The 10-megawatt large-scale solar PV power station project in Geermu, Qinghai Province, which was invested by 北京君陽投資有限公司 (unofficial English translation being Beijing Jun Yang Investment Company Limited) ("**Beijing Jun Yang**") in 2011 and was among the first batch of PV power projects connected to the Qinghai grid, has recently been completed and put into operation. Such project is expected to obtain feed-in-tariff of RMB1.15 per kilowatt-hour, which offers the Remaining Group steady investment returns.

– 20-megawatt rooftop power station project in Zhengzhou

The 20-megawatt rooftop power station project at Zhengzhou High and New Technology Industries Development Zone, Zhengzhou, Henan Province is another investment of Beijing Jun Yang. It is a demonstration project of the government and for the time being, 1.5-megawatt construction has been completed. A financial subsidy of RMB12 per watt from the "Golden Sun Project" launched by the government is granted and some of such subsidies have been received. The Remaining Group has also exclusively set up a professional management team for Zhengzhou project, which is one of the largest rooftop solar power stations in the PRC, and such team has absolute discretion over the construction and operation of the project.

– 20-megawatt rooftop power station project in Xuchang

Xuchang project is another major development plan of the Remaining Group for promoting rooftop solar power station in Henan Province, such project is one of the largest projects in the second batch of "Golden Sun Project" launched by the government and included among the 12th Five-Year Plan. The Ministry of Finance of the PRC and the Department of Finance in Henan Province granted a combined subsidy amounted to RMB180 million in respect of Xuchang project, some of which has been received. The construction of the power station, which is expected to be completed by the end of December 2012, and such power station will mark another chapter of achievement for the Remaining Group's experience in constructing and operating power stations.

During the period under review, the Remaining Group has formulated its initial strategic layout and has made investment as regard to the development of downstream power generation business in Qinghai Province and Henan Province. The Remaining Group will be able to secure stable income upon the commencement of production of such projects.

Health Check Business

The Remaining Group operated health check and health care businesses through the Luck Key Group. During the period under review, the Luck Key Group continued, through advanced medical imaging equipment and checking facilities, and the experienced and professional health care team, to provide its customers with one-stop quality medical diagnostic and laboratory services and its related business has developed steadily.

Investment Business

Our investment focus remained in listed and unlisted securities as well as quality properties in Hong Kong. During the period under review, the Remaining Group has achieved steady growth in its investment business. The Remaining Group will continue to expand its investment portfolio so as to enhance the Remaining Group's stable income.

Business Prospects

The Remaining Group will continue to focus on developing downstream solar energy business and seeking opportunities of investing in other green energy businesses. The solar PV power business will provide a stable source of income to the Remaining Group.

Downstream solar energy business

As the solar PV power stations built and operated by the Remaining Group will commence production in 2012, the downstream solar energy business of the Remaining Group will be consolidated. To secure a stable income for us, the Remaining Group will put its utmost effort to sell the electricity generated by the rooftop and on-ground power stations to the State Grid. Leveraging our professional expertise and scale of operation as well as the edges in technological research and development, together with the support of clean energy business by the local government, the Remaining Group is confident that the downstream solar energy business will demonstrate the greatest economic benefits and lay a solid foundation for becoming a leading green energy enterprise.

The "Plan for Development of the National Strategic Emerging Industries During the Period of the 12th Five-Year Plan" promulgated in July 2012 clearly suggested the proactive construction for the large-scale grid-connected PV power station, the promotion of setting up an integrated PV power applications, and the establishment of a solar energy industry system which is comparable to the most sophisticated international standard. The government will take the lead in building a solar energy model city and facilitating the construction of the grid and operating system which is in line with the development of PV power generation. Meanwhile, a grid operation and management mechanism adapted to the solar PV distributed power generation will be established pursuant to the regulations and the feed-in-tariffs regime will be ameliorated. It is expected that the target of the installed capacity of solar energy will be more than 2.1 gigawatts by 2015 and this target will further increase to over 5 gigawatts by 2020. This enormous market will create opportunities for the Remaining Group to develop its downstream solar energy business.

Tapping market potential while proactively seeking investment opportunities

The Remaining Group, while cautiously taking into account of the possibilities of developing new business, shall spare no effort to gain exposure to various promising investment opportunities which are in line with the progress of internal development, and through a two-pronged approach of seeking market opportunities and promoting external expansion, we will lay a solid and sound foundation for the Remaining Group's future development.

Liquidity and Financial Resources

As at 30 June 2012, the Remaining Group held bank balances and cash of approximately HK$159,197,000. Net current assets amounted to approximately HK$633,910,000. Current ratio (defined as total current assets divided by total current liabilities) was 3.56 times.

The gearing ratio of the Remaining Group (defined as total liabilities to total assets) was approximately 19.9%.

As at 30 June 2012, the Remaining Group had outstanding bank borrowings of approximately HK$40,000,000. As the Remaining Group's bank balances and borrowings were denominated in Hong Kong dollars, risk in exchange rate fluctuation would not be material. The bank borrowings bore interest at prevailing market rates and are repayable in accordance with the relevant loan agreements.

Capital Structure

As at 30 June 2012, the Remaining Group had shareholders' equity of approximately HK$919,170,000.

Charges On Group Assets

As at 30 June 2012, certain property, plant and equipment and investment properties of the Remaining Group with carrying value of approximately HK$97,900,000 were pledged to secure general banking facilities granted to the Remaining Group.

Human Resources and Remuneration Policy

As at 30 June 2012, the Remaining Group employed approximately 53 employees. The Remaining Group continues to maintain and upgrade the capabilities of its workforce by providing them with adequate and regular training. The Remaining Group remunerates its employees mainly based on industry practices and individual's performance and experience. On top of regular remuneration, discretionary bonus and share options may be granted to eligible staff by reference to the Remaining Group's performance as well as individual's performance.

FOR THE YEAR ENDED 31 DECEMBER 2011

Financial Review

For the year ended 31 December 2011, the Remaining Group recorded revenue of approximately HK$20,630,000 from continuing operations, and the loss attributable to owners of the Company amounted to approximately HK$380,064,000. Such loss was mainly attributable to unrealized loss arising on change in fair value of held-for-trading investments. Such factor was non-cash in nature, and did not have any immediate impact on the cash flow nor business operations of the Remaining Group.

Business Review

Solar Power Business

The Remaining Group focused on the development of downstream solar energy business, with special emphasis on large-scale solar PV power stations and rooftop power stations as our strategic direction. It had turned a threat into opportunity by utilizing the cost advantages of decreasing raw material prices. During 2011, Beijing Jun Yang had, after starting the construction work of the roofs and the operation of the 20-megawatt rooftop solar PV power stations for a number of buildings in Zhengzhou, Henan Province, successively obtained the 10-megawatt large-scale grid-connected on-ground solar PV power station project in Geermu, Qinghai Province and the 20-megawatt rooftop solar PV power station in Xuchang, Henan Province. It gradually consolidated the Remaining Group's strategic directions of focusing on the development of downstream solar energy business. Currently, all projects are in progress and achieved targets in different stages of the development. The development strategy of the Remaining Group becomes clear, and the edge of valuable experience in project investment management and sound government relationship are getting more prominent.

– 10-megawatt grid-connected on-ground solar PV power station in Geermu, Qinghai Province

In January 2011, Beijing Jun Yang entered into an equity transfer agreement and in July of the same year completed the transaction of acquiring 99% of GS-Solar (Qinghai) at a consideration of RMB5,900,000, and planned to build a large-scale grid-connected solar PV power station in Geermu, Qinghai Province, where the solar resources is rich. And the project was examined and approved by the Development and Reform Commission of Qinghai Province in December and it met with the grid-connecting requirements of the PRC government and became one of the first batch of PV power projects connected to the Qinghai grid.

After grid connection, the Remaining Group can obtain feed-in-tariff of RMB1.15 per kilowatt-hour, which offers good return for the power station investment of the Remaining Group and ensures the long-term development prospects of the downstream business of the Remaining Group.

– 20-megawatt rooftop power station project in Zhengzhou

Beijing Jun Yang obtained the 20-megawatt rooftop power station project at Zhengzhou High and New Technology Industries Development Zone, Zhengzhou, Henan Province in December 2010, and the project started construction in 2011. The total investment for the project is estimated to be approximately RMB300,000,000. It is a demonstration project of the government and one of the largest rooftop solar PV power stations in China. 1.3-megawatt construction has been completed.

Income of the project is derived from two sources, one of which is the financial subsidy of RMB12 per watt, representing an aggregate amount of approximately RMB15,600,000, granted by the "Golden Sun Project" launched by the PRC government to the 1.3-megawatt project completed by the Remaining Group. The other sources of income is the electricity tariffs to be collected from the users under energy management contract. Currently, the Remaining Group has been actively involved in the development of the rooftop solar PV power station development in Zhengzhou High and New Technology Industries Development Zone, Zhengzhou, Henan Province. For such, the deployment of the Remaining Group in Zhengzhou has taken shape and it has accumulated abundant experience in investment, management and operations of downstream solar power station projects and its capabilities are fully recognized and are greatly supported by the energy department in Henan Province.

– 20-megawatt rooftop power station project in Xuchang

Following the rooftop project in Zhengzhou, Henan Province, Beijing Jun Yang and 許昌市新區管理委員會 (unofficial English translation being Xuchang New District Administration Committee) entered into an investment agreement in October 2011, to invest in the construction of rooftops for a number of industrial buildings and the operation of solar PV power stations, with an aggregate installed capacity up to 20-megawatt. The Remaining Group has 100% interest in the project, and the total investment is estimated to be approximately RMB320,000,000. As one of the largest projects in the second batch of the "Golden Sun Project" launched by the PRC government, the rooftop project in Xuchang is also listed in the 12th Five-Year Plan of the PRC government. The project will obtain a total of RMB180,000,000 financial subsidy from both the Ministry of Finance of PRC and Finance Department of Henan Province.

Adjacent to Zhengzhou, Xuchang is one of the most vibrant cities for economic and social development in Henan Province. As one of the China's livable cities, Xuchang is another important base for the Remaining Group to continuously promote eco-friendly awareness and expand rooftop solar PV power station business. Currently, the progress of the power station construction is sound, and the construction is expected to be completed by the end of June 2012. The project will further enhance the development of construction and operation of downstream power station for the Remaining Group. For such, through steady deployment, the Remaining Group has become one of the most active new energy investment enterprises with most rooftop PV power station projects in Henan Province. With supports of government policies and strong financial subsidy, the Remaining Group is bound to bring good return to its shareholders.

Health Check Business

The Remaining Group operated health check and health care businesses through Luck Key Group. During 2011, with advanced inspection facilities such as medical imaging instruments and experienced professional health care team, Luck Key Group has continued to provide its customers with one-stop quality medical diagnostic and laboratory services and its related business has developed steadily.

Investment Business

Our investment direction continued to focus on listed and unlisted securities and quality properties in Hong Kong. The existing property investment portfolio brought steady rental income to the Remaining Group. The Remaining Group will continue to expand its investment portfolio so as to enhance the Remaining Group's stable income.

Prospects

The domestic uniform PV generation feed-in-tariff in China was finally released in July 2011, and it was specified that projects approved for construction before 1 July 2011 and commenced production before 31 December 2011 would enjoy uniform feed-in-tariff of RMB1.15 per kilowatt-hour. Compared with other supporting policies, uniform feed-in-tariff is more feasible and will help to develop PV power stations and change China's PV enterprises' over-reliance on foreign markets. This initiative greatly increased the confidence of China's solar practitioners, ensured the investment return of solar enterprises, and was bound to promote the development of the solar PV industry and it was a significant turning point for domestic solar industry.

In fact, China's PV market has huge development potential. Besides uniform feed-in-tariff, both the 12th Five-Year Plan of the country and the "Golden Sun Project" showed the government's determination and devotion in supporting eco-friendly energy industry. In the 12th Five-Year Plan of National Energy Science and Technology, the PV installed capacity target of the "12th Five-Year" was raised to 10 gigawatts, and annual average installed capacity was 2 gigawatts. The energy technology roadmap planned to complete the construction of a large-scale grid-connected PV generation system demonstration project by 2016. The PRC government planned to raise the PV installed capacity significantly to 50 gigawatts by 2020.

Transform steadily and focus on the development of solar downstream business

Since the Remaining Group commenced solar power business, it has consistently adhered to the strategy of seizing markets and sizing up the situation, proceeding in an orderly and gradual way and striving for steady development. In 2012, the Remaining Group will continue to follow its development strategy of focusing its development on solar downstream business, especially large-scale solar PV power stations and rooftop power stations, and promoting the steady development of all existing projects. With our professional and scalable expertise, advanced technical research and development advantages and the strong support from the government of Xuchang, the Remaining Group is confident in completing the Golden Sun demonstration project on schedule, and bringing the benefits of Xuchang rooftop projects thoroughly to establish a solid foundation in the green energy enterprise.

Continue to explore and steadily promote various businesses development

The release of PV generation uniform feed-in-tariff in China in July 2011 in addition to the recent price decrease of industrial raw materials, which serves as a catalyst, triggered the trend of full-scale expansion of the China's PV industry. Riding on this favourable trend, the Remaining Group will grasp this rare market opportunity and leveraging on its own advantages, which include, possessing abundant investment and management experience in solar power stations, senior management team with more than ten years' energy industry investment experience and carefully screened suppliers of raw materials; the Remaining Group will continue to bid for government projects, looking for quality environmental protection energy projects in different regions, expanding the business network and market share of the Remaining Group and consolidating the development of downstream solar business. The Remaining Group will also steadily promote the development of various investment businesses.

Watch out for market chances, endeavour to seek investment opportunities

In line with the progress of internal development, the Remaining Group will relentlessly seek various new investment opportunities with good returns, prudently review the feasibilities of developing new business, seek new market opportunities, carry-out external expansions and all these actions will be carried out simultaneously so that the future development of the Remaining Group will be more sound and solid.

Liquidity and Financial Resources

As at 31 December 2011, the Remaining Group held cash and bank balances of approximately HK$141,830,000. Net current assets amounted to approximately HK$764,778,000. Current ratio (defined as total current assets divided by total current liabilities) was 6.16 times.

The gearing ratio of the Remaining Group (defined as total liabilities to total assets) was approximately 12.7%.

As at 31 December 2011, the Remaining Group had no outstanding bank borrowings.

Capital Structure

As at 31 December 2011, the Remaining Group had shareholders' equity of approximately HK$1,062,046,000.

On 21 January 2011, the Company allotted and issued 200,000,000 new Shares, at the price of HK$0.15 per share, pursuant to the conditional subscription agreement dated 13 December 2010 entered into between the Company and CASIL Clearing Limited, further details of which are set out in the announcement of the Company dated 13 December 2010.

In November 2011, the Company repurchased a total of 698,780,000 Shares on the Stock Exchange.

Save as disclosed above, there was no movement in the issued share capital of the Company during the year ended 31 December 2011.

Charges On Group Assets

As at 31 December 2011, certain Remaining Group's investment properties and property, plant and equipment with carrying value of approximately HK$97,900,000 were pledged to secure bank loan and general bank facilities granted to the Group.

Employees and Remuneration Policy

As at 31 December 2011, the Remaining Group employed approximately 41 employees. The Remaining Group continues to maintain and upgrade the capabilities of its workforce by providing them with adequate and regular training. The Remaining Group remunerates its employees mainly based on industry practices and individual's performance and experience. On top of regular remuneration, discretionary bonus and share options may be granted to eligible staff by reference to the Remaining Group's performance as well as individual's performance.

The emoluments of the Directors are decided by the Board, having regard to the Remaining Group's operating results, individual performance and comparable market statistics.

FOR THE YEAR ENDED 31 DECEMBER 2010

Financial Review

For the year ended 31 December 2010, the Remaining Group achieved sound financial performance.

During 2010, the Remaining Group recorded revenue of approximately HK$2,314,000 from continuing operations. Profit attributable to owners of the Company was approximately HK$67,943,000.

Business Review

Solar Power Business

The development of solar energy industry in the PRC is very optimistic. The National Development and Reform Commission announced that by 2020, the country would have invested RMB200 billion in the renewable energy market. In August 2010, the PRC opened large-scale tenders for PV stations projects of a total of 280 megawatts, equaling the sum of capacity of all previous solar PV projects in the PRC. The sharp increase in scale of the tenders indicates a promising future for the solar PV application in the PRC.

At the end of 2010, four state departments jointly announced a further increase in the application of solar energy, and to jointly promote scale application in domestic solar PV energy market, striving to achieve a domestic application scale of no less than 1,000 megawatts annually from 2012 onwards. The PRC government will also increase its investments in the application and construction of solar energy demo projects. The Golden Sun Project will subsidize 50% of the solar PV module cost and RMB4 to RMB6 per watt for the rest of the system cost. There are no limitations on the project construction scale.

Beijing Jun Yang's Solar Power Station

Construct and Operate Solar PV Power Station

During the year under review, the Remaining Group developed its solar energy business on both upstream and downstream sides. Beijing Jun Yang started its business in the development and operation of solar power stations. At the beginning of 2011, the Company announced the acquisition of 99% of the registered capital of GS-Solar (Qinghai). GS-Solar (Qinghai) has obtained approval from the Development and Reform Commission of the Qinghai Province to construct and operate a 10-megawatt grid-connected silicon based thin-film solar PV power station in Geermu, Qinghai Province, the PRC. Upon completion of the acquisition, the Remaining Group will through GS-Solar (Qinghai) participate in such project which will further strengthen the Remaining Group's business in development, construction and operation of solar PV power stations, thus strengthening the Remaining Group's foundation in green energy business.

Completion on the installation of 350-kilowatt Rooftop Power Station

Beijing Jun Yang completed the installation of a 350-kilowatt rooftop solar power station at the Remaining Group's production facility in the Zhengzhou High and New Technology Industries Development Zone. The project involved installation of 7,000 pieces of a-Si Thin-Film Solar PV Modules. The project further demonstrates the enormous potentials of green energy industry.

20-megawatt Rooftop a-Si Thin-Film Solar PV Power Stations Project

In December 2010, Beijing Jun Yang entered into an investment agreement with the Administration Committee of the Zhengzhou High and New Technology Industries Development Zone to invest in a project involving the construction and operation of 20-megawatt a-Si thin-film solar PV power stations at the rooftops of various buildings and structures in the Zhengzhou High and New Technology Industries Development Zone ("**Rooftop Project**"). The total investment for the Rooftop Project is estimated to be approximately RMB300 million and the Remaining Group will be responsible for the management and operation of the Rooftop Project. Rooftop solar PV power stations are in the early stage of development in the PRC and the Rooftop Project is one of the largest rooftop solar PV projects in the country.

Beijing Jun Yang will actively develop solar power projects as well as provide consultancy and advisory services. Leveraging on our rich experience in power station management and successful operation model, Beijing Jun Yang is well qualified to provide consultancy and advisory services to solar energy related corporations. This shows the Remaining Group has completed the establishment of an entire industry chain for the solar energy business with coverage throughout the solar power system segment from engineering, procurement to construction.

Health Check Business

The Remaining Group operated health check and health care businesses through the Luck Key Group. In October 2010, Luck Key and Dr. Fung Yiu Tong, Bennet ("**Dr. Fung**") entered into a subscription agreement in relation to the allotment and issue of 650 new shares in Luck Key to Dr. Fung, in order to secure his long-term commitment and contribution to Luck Key Group. As a result, the Remaining Group's shareholding interest in Luck Key has been diluted from 51.00% to approximately 47.89%. Accordingly, Luck Key has become an associated company of the Company.

Strategic Investment Business

Owing to the Remaining Group's consistent prudent strategy and management's judgement, the Remaining Group's investment business maintained a growing trend during the year. Investment focus remained in listed and unlisted securities as well as quality properties in Hong Kong. In November 2010, the Company acquired the zero coupon convertible bonds issued by Apollo Solar at a consideration of HK$500 million.

Prospects

The Remaining Group has started its strategic transformation into a focused and professional renewable energy corporation. Through acquisition, the Remaining Group will attempt to expand into other renewable energy related businesses, thus creating a leading renewable energy corporation in the PRC, and progressively expanding its share in both domestic and foreign markets. Below are several key strategies for the Remaining Group's future development:

Consolidate the Foundations of Hardware and Software in the Renewable Energy Business

Following the development into the solar energy business, the management is well aware of the importance of a firm foundation for future development. Hence, the Remaining Group is adamant on its strategy to develop steadily and solidly. In 2011, the Remaining Group will continue its prudent approach towards development. The Remaining Group will continue to push forward with capacity expansion, further enhance introduction of industry experts and optimize resource allocation.

Work Closely with Raw Material Suppliers and Turnkey Solution Provider

The Remaining Group will work closely with Apollo Solar, a turnkey equipment manufacturer and solution provider of silicon based thin-film solar PV modules, to continuously upgrade and enhance its production efficiency, thus boosting economic synergy. Leveraging on Apollo Solar's leading amorphous silicon-germanium based thin-film technology and strong research and development, the Remaining Group will benefit directly from Apollo Solar's technological breakthroughs and development, ensuring high quality in the Remaining Group's upstream products.

In order to strengthen cooperation with suppliers and effectively control our purchasing costs, the Remaining Group will carefully assess all raw material suppliers, providing a comprehensive, detailed, and objective evaluation. We will also consider the suppliers' overall performance in aspects that may affect supply chain, including sales performance, hardware management, quality control, cost control, technology development, customer satisfaction rate and delivery terms.

By working closely with the Remaining Group's turnkey solution provider and raw material suppliers, the Remaining Group will establish a firm foundation for its solar PV business.

Explore Business Opportunities in both Domestic and Foreign Markets

Through a period of active development, the Remaining Group has become one of the manufacturers in the industry with the lowest production cost. The management is confident that with the support from operational partners and assistance from the government, based on the current market share, the Remaining Group will attain sound coverage in the fast growing domestic and foreign solar energy industries. The Remaining Group's sales team is actively exploring overseas markets especially in Europe (such as Italy and Germany, etc.), as well as establishing cooperation and partnerships with several solar power station operators, agents and distributors, thus opening up the foreign markets particularly in Europe.

We are positive that with the unremitting effort of our employees, the Remaining Group will be able to produce better products and extend into wider markets in the PRC and overseas. The Remaining Group will take advantage of the industry's vigorous development, lead in the renewable energy industry and create values for investors.

Focus on Development of Solar PV Power Stations

Assured of the Remaining Group's professional team and solid experience, the Remaining Group will continue its focus in the development of solar PV power business. The Remaining Group will develop large-scale solar PV power station projects as well as domestic rooftop solar PV power station projects, Under the umbrella of local government support and state policy encouragement, the Remaining Group is confident that its solar PV power business will register long-term development.

Concentrate on Development and Investment in Green Energy

In addition to solar energy and hydropower energy business, the Remaining Group is actively exploring other renewable energy related businesses, targeting to further extend the environmental business. The year 2011 is the introductory year of the 12th Five-Year Plan, energy industry is among the seven industries in the "development plan for strategic emerging industries" that receive key recognitions. According to the development plan, accumulative direct investment in the new energy industry will increase by RMB5 trillion during the years 2010 to 2020 and output value from the industry will increase by RMB1.5 trillion annually. With such a huge potential for development, the Remaining Group will actively develop other renewable energy related projects with investments potential and fully devote to expanding its market position in the green energy industry.

Liquidity and Financial Resources

As at 31 December 2010, the Remaining Group held bank balances and cash of approximately HK$575,864,000. Net current assets amounted to approximately HK$1,406,835,000. Current ratio (defined as total current assets divided by total current liabilities) was 35.79 times.

The gearing ratio of the Remaining Group (defined as total liabilities to total assets) was approximately 2.8%.

As at 31 December 2010, the Remaining Group had no outstanding bank borrowings.

Charges on Group Assets

As at 31 December 2010, certain land and buildings of the Remaining Group with fair value of HK$88,500,000 were pledged to secure general banking facilities granted to the Remaining Group.

Human Resources and Remuneration Policy

As at 31 December 2010, the Remaining Group employed approximately 21 employees. The Remaining Group continues to maintain and upgrade the capabilities of its workforce by providing them with adequate and regular training. The Remaining Group remunerates its employees mainly based on industry practices and individual's performance and experience. On top of regular remuneration, discretionary bonus and share option may be granted to eligible staff by reference to the Remaining Group's performance as well as individual's performance. In addition, the Remaining Group provides provident fund to its employees in accordance with the statutory requirements of the respective jurisdictions in where the employees reside.

The emoluments of the Directors are decided by the Board, having regard to the Remaining Group's operating results, individual performance and comparable market statistics.

The Company has adopted a share option scheme and share options may be granted to eligible staff.

FOR THE YEAR ENDED 31 DECEMBER 2009

Financial Review

For the year ended 31 December 2009, the Remaining Group recorded a profit of approximately HK$103.22 million and profit attributable to owners of the Company of approximately HK$111.88 million. The profit for the year was mainly attributed by the gain arising on change in fair value of held-for-trading investments and gain on deemed disposal and disposal of the Remaining Group's interest in China Natural Investment Company Limited (formerly known as Core Healthcare Investment Holdings Limited).

For the year ended 31 December 2009, the Remaining Group recorded a profit on assets investment segment of approximately HK$38.95 million.

Liquidity, Financial Resources and Capital Structure

As at 31 December 2009, the Remaining Group held bank and cash balances of approximately HK$233.27 million. Net current assets amounted to approximately HK$514.64 million.

As at 31 December 2009, the Remaining Group had no outstanding bank and other borrowings. Exchange risk of the Remaining Group is not significant as the Remaining Group mainly operated in Hong Kong and majority of the Remaining Group's transactions and balances as at and for the year ended 31 December 2009 were denominated in Hong Kong dollars.

The gearing ratio of the Remaining Group, expressed as a percentage of total liabilities over total assets, was approximately 0.45% as at 31 December 2009.

On 3 March 2009, the Company announced to implement the capital reorganisation that every 50 existing shares were consolidated into one consolidated share and the issued share capital of the Company was reduced through a cancellation of the paid up capital of the Company to the extent of HK$0.49 on each of the issued consolidated shares such that the nominal value of each issued consolidated share was reduced from HK$0.50 to HK$0.01. The capital reorganization was effective on 6 April 2009. Details were disclosed in an announcement of the Company dated 3 March 2009.

On 30 July 2009, the Company and the placing agents entered into the placing agreement pursuant to which the placing agents have conditionally agreed, as agents for the Company, to place and procure the placing of, a total of 232,500,000 placing shares of the Company, on a several and fully underwritten basis, to four institutional or professional investors who and whose ultimate beneficial owners were third parties independent of the Company and its connected persons and not connected persons of the Company at a price of HK$0.40 per placing share. Details were disclosed in an announcement of the Company dated 30 July 2009. The placing was completed on 3 September 2009.

On 30 July 2009, the placing agents and the Company entered into another placing agreement pursuant to which, the Company has agreed to place, through the placing agents, 134,400,000 placing shares, on a best effort basis, to not fewer than six placees who and whose ultimate beneficial owners were third parties independent of the Company and its connected persons and not connected persons of the Company at a price of HK$0.50 per placing share. Details were disclosed in an announcement of the Company dated 30 July 2009. The placing was completed on 16 September 2009.

On 7 December 2009, the Company and the placing agent entered into the placing agreement pursuant to which the placing agent has conditionally agreed, as agent for the Company, to place and procure the placing of, a total of 73,000,000 placing shares of the Company, on a best effort basis, to placees (expected to be not fewer than six) who and whose ultimate beneficial owners were third parties independent of the Company and its connected persons and not connected persons of the Company at a price of HK$0.40 per placing share. Details were disclosed in an announcement of the Company dated 7 December 2009. The placing was completed on 17 December 2009.

On 7 December 2009, the placing agent and the Company entered into two other placing agreements pursuant to which, the Company has agreed to place, through the placing agent, 276,000,000 placing shares on a best effort basis, and 276,000,000 placing shares on a fully underwritten basis, to placees (expected to be not fewer than six under each agreement) who and whose ultimate beneficial owners were third parties independent of the Company and its connected persons and not connected persons of the Company at a price of HK$0.40 per placing share. Details were disclosed in an announcement of the Company dated 7 December 2009. The placing was completed on 17 March 2010.

Charges on Assets

As at 31 December 2009, the Remaining Group had no material charge on asset.

Contingent Liabilities

As at 31 December 2009, the Company has given corporate guarantees of approximately HK$40 million in respect of banking facilities of the Luck Key Group. No banking facilities have been utilized by the Luck Key Group as at 31 December 2009.

Human Resources and Remuneration Policy

As at 31 December 2009, the Remaining Group employed approximately 10 employees. The Remaining Group continues to maintain and upgrade the capabilities of its workforce by providing them with adequate and regular training. The Remaining Group remunerates its employees mainly based on industry practices and individual's performance and experience. On top of regular remuneration, discretionary bonus and share option may be granted to eligible staff by reference to the Remaining Group's performance as well as individual's performance. In addition, the Remaining Group provides provident fund to its employees in accordance with the statutory requirements of the respective jurisdictions in where the employees reside.

5. MATERIAL ADVERSE CHANGE

The Directors confirm that there has been no material change in the financial or trading position of the Group since 31 December 2011 (being the date to which the latest published audited consolidated financial statements of the Group were made up) and up to and including the Latest Practicable Date.

FINANCIAL INFORMATION OF THE TARGET GROUP

Set out below are the unaudited consolidated statements of comprehensive income, unaudited consolidated statements of changes in equity and unaudited consolidated statements of cash flows of the Target Group for the period from 3 February 2010 (date of incorporation of the Target) to 31 December 2010, year ended 31 December 2011 and six months ended 30 June 2011 and 2012 (the "**Relevant Periods**") and the unaudited consolidated statements of financial position of the Target Group as at 31 December 2010 and 2011 and 30 June 2012 and certain explanatory notes, which have been reviewed by the independent auditor of the Company, HLB Hodgson Impey Cheng Limited, in accordance with the Hong Kong Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants. There was no qualification and modification in the review report issued by the auditors.

Unaudited consolidated statements of comprehensive income
For the period from 3 February 2010 (date of incorporation of the Target) to 31 December 2010, year ended 31 December 2011 and six months ended 30 June 2011 and 2012

	Period from 3 February 2010 to 31 December 2010	Year ended 31 December 2011	Six months ended 30 June 2011	Six months ended 30 June 2012
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Revenue	–	106,656	32,243	7,925
Cost of sales	–	(134,877)	(35,399)	(1,561)
Gross (loss)/profit	–	(28,221)	(3,156)	6,364
Other income	851	4,067	3,400	65
Employee benefits expenses	(1,195)	(1,998)	(807)	(504)
Depreciation of property, plant and equipment	(121)	(16,301)	(376)	(32,026)
Finance costs	–	(12,722)	(3,095)	(7,411)
Gain on disposal of subsidiaries	–	76	76	–
Impairment loss of goodwill	(756)	–	–	–
Impairment loss of property, plant and equipment	–	(59,761)	–	(315,193)
Impairment loss of value-added tax refundable	–	(75,286)	–	–
Write down on inventories	(10,982)	(11,256)	(17,165)	(2,400)
Selling and distribution expenses	–	(2,481)	–	(1,089)
Other operating expenses	(4,815)	(15,135)	(9,545)	(4,502)

	Period from 3 February 2010 to 31 December 2010	Year ended 31 December 2011	Six months ended 30 June 2011	Six months ended 30 June 2012
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Loss before tax	(17,018)	(219,018)	(30,668)	(356,696)
Income tax expense	–	–	–	–
Loss for the period/year	(17,018)	(219,018)	(30,668)	(356,696)
Other comprehensive income for the period/year				
Exchange difference on translating foreign operations	10,578	16,002	10,952	(196)
Total comprehensive expense for the period/year	(6,440)	(203,016)	(19,716)	(356,892)
Loss attributable to:				
Owners of the Target	(11,710)	(142,414)	(21,435)	(232,674)
Non-controlling interests	(5,308)	(76,604)	(9,233)	(124,022)
	(17,018)	(219,018)	(30,668)	(356,696)
Total comprehensive expense attributable to:				
Owners of the Target	(4,834)	(128,151)	(13,164)	(232,870)
Non-controlling interests	(1,606)	(74,865)	(6,552)	(124,022)
	(6,440)	(203,016)	(19,716)	(356,892)

Unaudited consolidated statements of financial position
As at 31 December 2010, 31 December 2011 and 30 June 2012

	As at 31 December 2010	As at 31 December 2011	As at 30 June 2012
	HK$'000	*HK$'000*	*HK$'000*
	(Unaudited)	(Unaudited)	(Unaudited)
Non-current assets			
Property, plant and equipment	630,843	531,396	184,175
Current assets			
Inventories	25,303	11,188	6,898
Trade and other receivables	16,771	14,024	8,896
Amounts due from fellow subsidiaries	12,015	71,114	71,114
Value-added tax refundable	81,234	13,113	10,318
Bank balances and cash	25,633	4,441	265
	160,956	113,880	97,491
Current liabilities			
Trade and other payables	6,593	19,613	15,047
Amount due to ultimate holding company	309,525	352,973	363,021
Amounts due to non-controlling interests	23,600	42,700	42,700
Amount payable for acquisition of property, plant and equipment	317,609	182,634	182,634
Bank borrowings	–	36,600	103,700
	657,327	634,520	707,102
Net current liabilities	(496,371)	(520,640)	(609,611)
Total assets less current liabilities	134,472	10,756	(425,436)
Non-current liabilities			
Bank borrowings	–	79,300	–
Net assets/(liabilities)	134,472	(68,544)	(425,436)

	As at 31 December 2010 *HK$'000* (Unaudited)	As at 31 December 2011 *HK$'000* (Unaudited)	As at 30 June 2012 *HK$'000* (Unaudited)
Capital and reserves			
Share capital	–	–	–
Reserves	(4,834)	(132,985)	(365,855)
Equity attributable to the owners of the Target	(4,834)	(132,985)	(365,855)
Non-controlling interests	139,306	64,441	(59,581)
Total equity	134,472	(68,544)	(425,436)

Unaudited consolidated statements of changes in equity
For the period from 3 February 2010 (date of incorporation of the Target) to 31 December 2010, year ended 31 December 2011 and six months ended 30 June 2011 and 2012

	Share capital	Translation reserve	Accumulated losses	Non-controlling interests	Equity attributable to owners of the Target
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Issuance of share upon incorporation *(note)*	–	–	–	–	–
Acquisition of a subsidiary	–	–	–	140,912	140,912
Total comprehensive expense for the period	–	6,876	(11,710)	(1,606)	(6,440)
Balance as at 31 December 2010	–	6,876	(11,710)	139,306	134,472
Total comprehensive expense for the year	–	14,263	(142,414)	(74,865)	(203,016)
Balance as at 31 December 2011	–	21,139	(154,124)	64,441	(68,544)
Total comprehensive expense for the period	–	(196)	(232,674)	(124,022)	(356,892)
Balance as at 30 June 2012	–	20,943	(386,798)	(59,581)	(425,436)
Balance as at 1 January 2011	–	6,876	(11,710)	139,306	134,472
Total comprehensive expense for the period	–	8,271	(21,435)	(6,552)	(19,716)
Balance as at 30 June 2011	–	15,147	(33,145)	132,754	114,756

Note: The Target was incorporated with an initial authorized share capital of US$50,000 divided into 50,000 ordinary shares of US$1 each. On 3 February 2010 (date of incorporation), the Target allotted and issued 1 ordinary share of US$1 each at par for cash.

Unaudited consolidated statements of cash flows
For the period from 3 February 2010 (date of incorporation of the Target) to 31 December 2010, year ended 31 December 2011 and six months ended 30 June 2011 and 2012

	Period from 3 February 2010 to 31 December 2010	Year ended 31 December 2011	Six months ended 30 June 2011	Six months ended 30 June 2012
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Cash flows from operating activities				
Loss for the period/year	(17,018)	(219,018)	(30,668)	(356,696)
Adjustments for:				
Loss on disposals of property, plant and equipment	–	5	–	–
Finance costs	–	12,722	3,095	7,411
Interest income	(258)	(1)	(19)	(1)
Depreciation of property, plant and equipment	14,140	64,249	31,588	32,026
Gain on disposal of subsidiaries	–	(76)	(76)	–
Impairment of goodwill	756	–	–	–
Impairment loss of property, plant and equipment	–	59,761	–	315,193
Impairment loss of value-added tax refundable	–	75,286	–	–
Write down on inventories	10,982	11,256	17,165	2,400
Operating cash flows before movements in working capital	8,602	4,184	21,085	333
Inventories	(36,285)	2,859	(55,562)	1,890
Trade and other receivables	226,060	2,724	(39,217)	5,128
Amounts due from fellow subsidiaries	(11,992)	(59,099)	7,632	–
Value-added tax refundable	(81,234)	(8,420)	(1,915)	2,795
Trade and other payables	6,563	13,026	9,444	(9,034)
Amounts due to fellow subsidiaries	(179,895)	–	–	–
Net cash generated from/(used in) operating activities	(68,181)	(44,726)	(58,533)	1,112

	Period from 3 February 2010 to 31 December 2010	Year ended 31 December 2011	Six months ended 30 June 2011	Six months ended 30 June 2012
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Cash flows from investing activities				
Interest received	258	1	19	1
Payments for property, plant and equipment	(315,615)	(142,370)	(124,806)	–
Net cash inflow on acquisition of subsidiaries	159,453	–	–	–
Net cash outflow on disposal of subsidiaries	–	(323)	(323)	–
Net cash generated from/(used in) investing activities	(155,904)	(142,692)	(125,110)	1
Cash flows from financing activities				
Interest paid	–	(8,254)	(3,095)	(7,411)
Advance from non-controlling interests	23,600	19,100	19,640	–
Advance from ultimate holding company	226,901	39,396	38,475	14,516
Advance from borrowings	–	122,000	120,000	–
Repayment of borrowings	–	(6,100)	–	(12,200)
Net cash generated from/(used in) financing activities	250,501	166,142	175,020	(5,095)
Net increase/(decrease) in cash and cash equivalents	26,416	(21,276)	(8,623)	(3,982)
Cash and cash equivalents at the beginning of period/year	–	25,633	25,633	4,441
Effect of foreign exchange rate changes	(783)	84	608	(194)
Cash and cash equivalents at the end of period/year	25,633	4,441	17,618	265
Analysis of the balances of cash and cash equivalents				
Bank balances and cash	25,633	4,441	17,618	265

NOTES TO THE UNAUITED FINANCIAL INFORMATION OF THE TARGET GROUP

1. GENERAL INFORMATION

China Gogreen Energy Investment Holdings Limited ("**Target**") is a limited company incorporated in the Cayman Islands and its principal activity is investment holding. Its parent company and ultimate holding company is the Company with its shares listed on the Main Board of The Stock Exchange of Hong Kong Limited.

The principal activities of the Target Group are investment holding and production of silicon based thin-film solar photovoltaic modules. The unaudited financial information of the Target Group for the period from 3 February 2010 (date of incorporation of the Target) to 31 December 2010, year ended 31 December 2011 and six months ended 30 June 2011 and 2012 ("**Relevant Periods**") are presented in thousands of units of Hong Kong dollars (HK$'000), while the functional currency of a subsidiary is presented in Renminbi. The Target has selected Hong Kong dollars as its presentation currency because the management considered it is more beneficial to the user of the unaudited financial information.

2. Basis of preparation and presentation of unaudited financial information of the Target Group

The unaudited financial information of the Target Group for the Relevant Periods has been prepared in accordance with paragraph 14.68(2)(a)(i) of the Listing Rules and solely for the purpose of inclusion in the circular dated 31 October 2012 issued by the Company in connection with the proposed disposal of its entire equity interest in the Target.

Except for the matters explained below, the amounts included in the unaudited financial information of the Target Group have been recognized and measured in accordance with the relevant accounting policies of the Company adopted in the preparation of its consolidated financial statements for the financial years ended 31 December 2010, 31 December 2011 and for the six months ended 30 June 2011 and 2012, which conform with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants.

The unaudited financial information of the Target Group does not contain sufficient information to constitute a complete set of financial statements as defined in Hong Kong Accounting Standard 1 (Revised) "Presentation of Financial Statements" issued by the Hong Kong Institute of Certified Public Accountants.

A. UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE REMAINING GROUP

Introduction

On 5 October 2012, the Company entered into a SP Agreement with the Purchaser where the Company has conditionally agreed to dispose of, and the Purchaser has conditionally agreed to acquire, the entire equity interest in the Target and the shareholder's loan due by the Target Group to the Company outstanding as of the completion date of the Disposal at a cash consideration of HK$50,000,000.

The unaudited pro forma financial information of the Remaining Group (the "**Unaudited Pro Forma Financial Information**"), comprising the unaudited pro forma consolidated statement of financial position, the unaudited pro forma consolidated statement of comprehensive income and unaudited pro forma consolidated statement of cash flows, has been prepared in accordance with Rule 4.29 of the Listing Rules for the illustrating the effect of the Disposal.

The unaudited pro forma consolidated statement of financial position is prepared based on the unaudited consolidated statement of financial position of the Target Group as at 30 June 2012 (as set out in Appendix II to this circular) and the unaudited condensed consolidated statement of financial position of the Group as at 30 June 2012 (as extracted from the Company's interim report for the six months ended 30 June 2012), after making pro forma adjustments relating to the Disposal, as if the Completion had taken place at the date reported on (i.e. 30 June 2012).

The unaudited pro forma consolidated statement of comprehensive income and the unaudited pro forma consolidated statement of cash flows of the Remaining Group are prepared based on unaudited consolidated statement of comprehensive income and unaudited consolidated statement of cash flows of the Target Group for the year ended 31 December 2011 (as set out in Appendix II to this circular) and the audited consolidated statement of comprehensive income and the audited consolidated statement of cash flows of the Group for the year ended 31 December 2011 (as extracted from the Company's annual report for the year ended 31 December 2011), after making pro forma adjustments relating to the Disposal, as if the Completion had taken place at the commencement of the period reported on (i.e. 1 January 2011).

The Unaudited Pro Forma Financial Information should be read in conjunction with the financial information of the Group as set out in Appendix I to this circular, the financial information of the Target Group as set out in Appendix II to this circular, and other financial information included elsewhere in this circular. The Unaudited Pro Forma Financial Information does not take account of any trading or other transactions subsequent to the date of the respective financial statements of the companies comprising the Remaining Group included in the Unaudited Pro Forma Financial Information.

The Unaudited Pro Forma Financial Information has been prepared for illustrative purposes only, based on the judgments and assumptions of the Directors, and, because of its hypothetical nature, it may not give a true picture of the financial position, results of operation or cash flows of the Remaining Group that would have been attained had the Completion actually occurred on the dates indicated therein. Furthermore, the Unaudited Pro Forma Financial Information of the Remaining Group does not purport to predict the Remaining Group's future financial position, results of operation or cash flows.

Unaudited pro forma consolidated statement of financial position of the Remaining Group

	The Group as at 30 June 2012 *HK$'000* (Unaudited)	The Target Group as at 30 June 2012 *HK$'000* (Unaudited) *(Note 1)*	Pro forma adjustments *HK$'000* (Unaudited)	*Notes*	Pro forma Remaining Group *HK$'000* (Unaudited)
Non-current assets					
Property, plant and equipment	456,478	(184,175)			272,303
Investment properties	97,900				97,900
Goodwill	2,941				2,941
Interest in an associate	20,390				20,390
	577,709				393,534
Current assets					
Inventories	6,900	(6,898)			2
Trade and other receivables	100,765	(8,896)			91,869
Amount due by the Remaining Group to the Target Group	–	(71,114)	71,114	2	–
Value-added tax refundable	27,173	(10,318)			16,855
Amount due from an associate	77,138				77,138
Held-for-trading investments	536,728				536,728
Bank balances and cash	159,462	(265)	50,000	3	208,497
			(700)	4	
	908,166				931,089
Current liabilities					
Amount due by the Target Group to the Company	–	(363,021)	363,021	5	–
Amount due to the Target Group	–	–	71,114	2	71,114
Amounts due to non-controlling interests	42,700	(42,700)			–
Trade and other payables	157,578	(15,047)			142,531
Amount payable for acquisition of property, plant and equipment	182,634	(182,634)			–
Tax payable	923				923
Bank borrowings	143,700	(103,700)			40,000
	527,535				254,568
Net current assets	380,631				676,521
Total assets less current liabilities	958,340				1,070,055
Non-current liabilities					
Deferred income	5,819				5,819
Net assets	952,521				1,064,236

	The Group as at 30 June 2012 *HK$'000* (Unaudited)	The Target Group as at 30 June 2012 *HK$'000* (Unaudited) *(Note 1)*	Pro forma adjustments *HK$'000* (Unaudited)	*Notes*	Pro forma Remaining Group *HK$'000* (Unaudited)
Capital and reserves					
Share capital	126,180				126,180
Reserves	783,467	20,943	31,891	*5*	835,601
			(700)	*4*	
Equity attributable to owners of the Company	909,647				961,781
Non-controlling interests	42,874	59,581			102,455
Total equity	952,521				1,064,236

Notes to the unaudited pro forma consolidated statement of financial position of the Remaining Group

1. The adjustment represents the exclusion of the assets and liabilities of the Target Group (as extracted from the unaudited consolidated statement of financial position of the Target Group as at 30 June 2012 as set out in Appendix II to the circular), as if the Completion had taken place at the date reported on (i.e. 30 June 2012).

2. The adjustment represents the reinstatement of the inter-company balances between the Remaining Group and the Target Group as at 30 June 2012, which should not be eliminated, as if the Completion had taken place at the date reported on (i.e. 30 June 2012).

3. The adjustment reflects the receipt of cash consideration of HK$50,000,000 in connection with the Disposal, as if the Completion had taken place at the date reported on (i.e. 30 June 2012) and the consideration of HK$50,000,000 were received in full on 30 June 2012.

4. The adjustment represents the related estimated expenses attributable to the Disposal of approximately HK$700,000.

5. The adjustment represents the recognition of (i) the gain on the Disposal of approximately HK$31,891,000 in the reserves on the unaudited pro forma consolidated statement of financial position of the Remaining Group as at 30 June 2012 and (ii) the disposal of the Sale Loan of approximately HK$363,021,000 as at 30 June 2012 (representing the amount due by the Target Group to the Company of approximately HK$363,021,000 as at 30 June 2012), as if the Completion had taken place at the date reported on (i.e. 30 June 2012).

   The gain on the Disposal is calculated as follows:

	Note	*HK$'000*
Cash consideration		50,000
Net liabilities of the Target Group disposed of	*(i)*	425,436
Non-controlling interests of the Target Group as at 30 June 2012	*(i)*	(59,581)
Amount due by the Target Group to the Company as at 30 June 2012	*(i)*	(363,021)
Cumulative exchange differences as at 30 June 2012 in respect of the net liabilities of the Target Group reclassified from equity to profit or loss upon the Completion	*(ii)*	(20,943)
Gain on the Disposal as if the Completion had taken place on 30 June 2012		31,891

   Notes:

   (i) These figures are extracted from the unaudited consolidated statement of financial position of the Target Group as at 30 June 2012 as set out in Appendix II to this circular.

   (ii) This figure is extracted from the unaudited consolidated statement of changes in equity of the Target Group for the six months ended 30 June 2012 as set out in Appendix II to this circular.

Unaudited pro forma consolidated statement of comprehensive income of the Remaining Group

	The Group for the year ended 31 December 2011	The Target Group for the year ended 31 December 2011	Pro forma adjustments	*Notes*	Pro forma Remaining Group
	HK$'000	*HK$'000*	*HK$'000*		*HK$'000*
	(Audited)	(Unaudited) *(Note 6)*	(Unaudited)		(Unaudited)
Revenue	92,775	(106,656)	34,511	*7*	20,630
Cost of sales	(94,974)	134,877	(42,256)	*7*	(2,353)
Gross (loss)/profit	(2,199)				18,277
Other income	5,107	(4,067)			1,040
Employee benefits expense	(7,160)	1,998			(5,162)
Depreciation of property, plant and equipment	(16,668)	16,301			(367)
Loss arising on change in fair value of held-for-trading investments	(382,658)				(382,658)
Gain/(loss) on disposal of subsidiaries	–	(76)	76 (261,567)	*7* *9*	(261,567)
Finance costs	(8,254)	12,722	(4,468)	*8*	–
Impairment loss of property, plant and equipment	(59,761)	59,761			–
Impairment loss of value-added tax refundable	(75,286)	75,286			–
Share of results of an associate	(1,375)				(1,375)
Gain arising on change in fair value of investment properties	9,400				9,400
Write down on inventories	(19,000)	11,256			(7,744)
Selling and distribution expenses	(2,499)	2,481			(18)
Other operating expenses	(37,107)	15,135	(700)	*4*	(22,672)
Loss before tax	(597,460)				(652,846)
Income tax expense	(1,687)				(1,687)
Loss for the year	(599,147)				(654,533)

	The Group for the year ended 31 December 2011	The Target Group for the year ended 31 December 2011	Pro forma adjustments	Notes	Pro forma Remaining Group
	HK$'000	*HK$'000*	*HK$'000*		*HK$'000*
	(Audited)	(Unaudited) *(Note 6)*	(Unaudited)		(Unaudited)
Other comprehensive income for the year					
Reclassification adjustment of cumulative exchange differences relating to the net assets of the Target Group disposed of during the year	–		(6,876)	*10*	(6,876)
Exchange differences on translating foreign operations	19,457	(16,002)			3,455
Other comprehensive income/(expense)	19,457				(3,421)
Total comprehensive expense for the year	(579,690)				(657,954)

Notes to the unaudited pro forma consolidated statement of comprehensive income of the Remaining Group:

6. The adjustment represents the exclusion of the results of the Target Group for the year ended 31 December 2011 (as extracted from the unaudited consolidated statement of comprehensive income of the Target Group for the year ended 31 December 2011 as set out in Appendix II to this circular), as if the Completion had taken place at the commencement of the period reported on (i.e. 1 January 2011).

7. The adjustments represent the recognition of the intra-group transactions between the Remaining Group and the Target Group for the year ended 31 December 2011 relating to revenue, cost of sales and gain on disposal of subsidiaries amounting to approximately HK$34,511,000, HK$42,256,000 and HK$76,000 respectively, which should not be eliminated, as if the Completion had taken place at the commencement of the period reported on (i.e. 1 January 2011).

8. The adjustment represents the exclusion of the settlement of interest payable by the Target Group to the Remaining Group amounting to approximately HK$4,468,000 for the year ended 31 December 2011 as the related amount due by the Target Group to the Company should be disposed of upon the Completion, as if the Completion had taken place at the commencement of the period reported on (i.e. 1 January 2011).

9. The adjustment reflects the recognition of the loss on the Disposal of approximately HK$261,567,000 in the unaudited consolidated statement of comprehensive income of the Remaining Group for the year ended 31 December 2011, as if the Completion had taken place at the commencement of the period reported on (i.e. 1 January 2011).

The loss on the Disposal is calculated as follows:

	Note	*HK$'000*
Cash consideration		50,000
Net assets of the Target Group disposal of	*(i)*	(134,472)
Non-controlling interests of the Target Group as at 1 January 2011	*(i)*	139,306
Amount due by the Target Group to the Company as at 1 January 2011	*(i)*	(309,525)
Cumulative exchange differences as at 1 January 2011 in respect of the net assets of the Target Group reclassified from equity to profit or loss upon the Completion	*(ii)*	(6,876)
Loss on the Disposal as if the Completion had taken place on 1 January 2011		(261,567)

Notes:

(i) These figures are extracted from the unaudited consolidated statement of financial position of the Target Group as at 31 December 2010 as set out in Appendix II to this circular.

(ii) This figure is extracted from the unaudited consolidated statement of changes in equity of the Target Group for the year ended 31 December 2010 as set out in Appendix II to this circular.

10. The adjustment represents the recognition of reclassification adjustment of cumulative exchange differences relating to the net assets of the Target Group amounting to approximately HK$6,876,000 in the unaudited consolidated statements of comprehensive income of the Remaining Group for the year ended 31 December 2011, as if the Completion had taken place at the commencement of the period reported on (i.e. 1 January 2011).

Unaudited pro forma consolidated statement of cash flows of the Remaining Group

	The Group for the year ended 31 December 2011 *HK$'000* (Audited)	The Target Group for the year ended 31 December 2011 *HK$'000* (Unaudited) *(Note 11)*	Pro forma adjustments *HK$'000* (Unaudited)	*Notes*	Pro forma Remaining Group *HK$'000* (Unaudited)
Operating activities					
Loss for the year	(599,147)	219,018	34,511	*7*	(654,533)
			(42,256)	*7*	
			76	*7*	
			(261,567)	*9*	
			(700)	*4*	
			(4,468)	*8*	
Adjustments for:					
Income tax expense	1,687				1,687
Gain arising on change in fair value of investment properties	(9,400)				(9,400)
Loss arising on change in fair value of held-for-trading investments	382,658				382,658
Loss on disposal of property, plant and equipment	5	(5)			–
(Gain)/loss on disposal of subsidiaries	–	76	(76)	*7*	261,567
			261,567	*9*	
Finance costs	8,254	(12,722)	4,468	*8*	–
Interest income	(778)	1			(777)
Depreciation of property, plant and equipment	64,877	(64,249)			628
Share of results of an associate	1,375				1,375
Impairment loss of property, plant and equipment	59,761	(59,761)			–
Impairment loss of value-added tax refundable	75,286	(75,286)			–
Write down of inventories	19,000	(11,256)			7,744
Operating cash flows before movements in working capital	3,578				(9,051)
Inventories	2,791	(2,859)			(68)
Held-for-trading investments	(245,565)				(245,565)
Trade and other receivables	8,418	(2,724)			5,694
Value-added tax refundable	(6,049)	8,420			2,371
Trade and other payables	32,828	(13,026)	700	*4*	20,502
Amount due to the Target Group	–	59,099			59,099
Deferred income	5,819				5,819
Cash used in operations	(198,180)				(161,199)
Hong Kong profits tax paid	(432)				(432)
Net cash used in operating activities	(198,612)				(161,631)

	The Group for the year ended 31 December 2011 *HK$'000* (Audited)	The Target Group for the year ended 31 December 2011 *HK$'000* (Unaudited) *(Note 11)*	Pro forma adjustments *HK$'000* (Unaudited)	*Notes*	Pro forma Remaining Group *HK$'000* (Unaudited)
Investing activities					
Interest received	778	(1)			777
Payments for property, plant and equipment	(309,806)	142,370			(167,436)
Payments for investment property	(52,500)				(52,500)
Net cash outflow on acquisition of subsidiaries	(7,008)				(7,008)
Net cash inflow on acquisition of subsidiaries from the Target Group	–	323			323
Net cash inflow on disposal of the Target Group	–		24,367	*12*	24,367
Repayment from an associate	19,410				19,410
Net cash used in investing activities	(349,126)				(182,067)
Financing activities					
Interest paid	(8,254)	8,254			–
Proceeds from issue of shares	30,000				30,000
Payment for repurchase of shares	(66,278)				(66,278)
Advance to the Target Group	–	(39,396)			(39,396)
Advance from non-controlling interests	19,100	(19,100)			–
Advance from borrowings	122,000	(122,000)			–
Repayment of borrowings	(6,100)	6,100			–
Net cash generated from financing activities	90,468				(75,674)
Net decrease in cash and cash equivalents	(457,270)				(419,372)
Cash and cash equivalents at the beginning of year	601,497				601,497
Effect of foreign exchange rate changes	2,045	(84)			1,961
Cash and cash equivalents at the end of year	146,272				184,086

Notes to the unaudited pro forma consolidated statement of cash flows of the Remaining Group

11. The adjustment represents the exclusion of the cash flows of the Target Group for the year ended 31 December 2011 (as extracted from the unaudited consolidated statement of cash flows of the Target Group for the year ended 31 December 2011 as set out in Appendix II to this circular), as if the Completion had taken place at the commencement of the period reported on (i.e. 1 January 2011).

12. The adjustment represents the recognition of the cash inflow on the Disposal of approximately HK$24,367,000, as if the Completion had taken place at the commencement of the period reported on (i.e. 1 January 2011).

    The cash inflow on the Disposal is calculated as follows:

	HK$'000
Cash consideration	50,000
Bank balance and cash of the Target Group as at 1 January 2011 (as extracted from the unaudited consolidated statement of financial position of the Target Group as at 31 December 2010 as set out in Appendix II to this circular)	(25,633)
	24,367

B. ACCOUNTANTS' REPORT ON THE UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE REMAINING GROUP

The following is the text of a report, prepared for the sole purpose of inclusion in this circular, received from the reporting accountants of the Company, HLB Hodgson Impey Cheng Limited, Chartered Accountants, Certified Public Accountants, Hong Kong.

HLB 國衛會計師事務所有限公司
Hodgson Impey Cheng Limited
Chartered Accountants
Certified Public Accountants

31/F, Gloucester Tower
The Landmark
11 Pedder Street
Central
Hong Kong

31 October 2012

The Directors
China Gogreen Assets Investment Limited

Dear Sirs,

ACCOUNTANTS' REPORT ON THE UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE REMAINING GROUP

Introduction

We report on the unaudited pro forma financial information of China Gogreen Assets Investment Limited (the "**Company**") and its subsidiaries (hereinafter collectively referred to as the "**Group**") and excluding China Gogreen Energy Investment Holdings Limited and its subsidiaries (hereinafter collectively referred to as the "**Remaining Group**") as set out in Section A entitled "Unaudited Pro Forma Financial Information of the Remaining Group" of Appendix III (the "**Unaudited Pro Forma Financial Information**") to the Company's circular dated 31 October 2012 (the "**Circular**") in connection with the proposed very substantial disposal relating to the disposal of its entire interest in a wholly-owned subsidiary, China Gogreen Energy Investment Holdings Limited (the "**Disposal**") pursuant to a sale and purchase agreement dated 5 October 2012. The Unaudited Pro Forma Financial Information has been prepared by the directors of the Company for illustrative purposes only, to provide information about how the Disposal might have affected the financial information presented. The basis of preparation of the Unaudited Pro Forma Financial Information is set out in Section A of Appendix III to the Circular.

Respective responsibilities of the directors of the Company and the reporting accountants

It is the responsibility solely of the directors of the Company to prepare the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and with reference to Accounting Guideline 7 "Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars" issued by the Hong Kong Institute of Certified Public Accountants (the "**HKICPA**").

It is our responsibility to form an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the Unaudited Pro Forma Financial Information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Unaudited Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

Basis of opinion

We conducted our engagement in accordance with Hong Kong Standard on Investment Circular Reporting Engagements (HKSIR) 300 "Accountants' Reports on Pro Forma Financial Information in Investment Circulars" issued by the HKICPA. Our work consisted primarily of comparing the unadjusted financial information with source documents, considering the evidence supporting the adjustments and discussing the Unaudited Pro Forma Financial Information with the directors of the Company. This engagement did not involve independent examination of any of the underlying financial information.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the Unaudited Pro Forma Financial Information has been properly compiled by the directors of the Company on the basis stated, that such basis is consistent with the accounting policies of the Group and that the adjustments are appropriate for the purposes of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

The Unaudited Pro Forma Financial Information is for illustrative purposes only, based on the judgments and assumptions of the directors of the Company, and, because of its hypothetical nature, does not provide any assurance or indication that any event will take place in future and may not be indicative of:

- the financial position of the Remaining Group as at 30 June 2012 or any future date; or

- the results and cash flows of the Remaining Group for the year ended 31 December 2011 or for any future periods.

Opinion

In our opinion:

(a) the Unaudited Pro Forma Financial Information has been properly compiled by the directors of the Company on the basis stated;

(b) such basis is consistent with the accounting policies of the Group; and

(c) the adjustments are appropriate for the purposes of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

Yours faithfully,
HLB Hodgson Impey Cheng Limited
Chartered Accountants
Certified Public Accountants
Jonathan T. S. Lai
Practising Certificate Number: P04165
Hong Kong, 31 October 2012

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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.

2. DISCLOSURE OF INTERESTS OF DIRECTORS

As at the Latest Practicable Date, the interests and short positions of each Director or the chief executive of the Company in the Shares or underlying Shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he was taken or deemed to have under such provisions of the SFO); or (ii) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules were as follows:

Long position in shares of associated corporation

Name of Director	Name of associated corporation	Capacity	Number of shares interested in the associated corporation	Approximate percentage of the total issued shares of the associated corporation
Bai Liang	Jun Yang Solar Power Investment Holdings Limited *(Note)*	Beneficial owner	2,000 ordinary shares of US$ 1.00 each	5.62%

Note: Jun Yang Solar Power Investment Holdings Limited is a non wholly-owned subsidiary of the Company.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors nor the chief executive of the Company had or was deemed to have any interest and short position in the Shares, underlying Shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules.

3. MATERIAL CONTRACTS

The following contracts (not being contracts in the ordinary course of business of the Group) have been entered into by members of the Group within two years immediately preceding the Latest Practicable Date which are or may be material:

(a) the sale and purchase agreement dated 1 November 2010 entered into between the Company and GS-Solar (Cayman) Company Ltd. in relation to the Company's acquisition of the zero coupon convertible bonds issued by Apollo Solar on 25 November 2009 due on the 4th anniversary of the issue date thereof at a consideration of HK$500 million, further details of which are set out in the circular of the Company dated 30 November 2010;

(b) the investment agreement dated 9 December 2010 entered into between Beijing Jun Yang and 鄭州高新技術產業開發區管理委員會 (Administration Committee of Zhengzhou High and New Technology Industries Development Zone) in relation to the construction and operation of 20-megawatt amorphous silicon thin-film solar PV power stations at the rooftops of various buildings and structures in the Zhengzhou High and New Technology Industries Development Zone, further details of which are set out in the circular of the Company dated 7 January 2011;

(c) the conditional subscription agreement dated 13 December 2010 entered into between the Company and CASIL Clearing Limited in relation to the subscription of 200,000,000 new shares of HK$0.02 each in the share capital of the Company by CASIL Clearing Limited at the price of HK$0.15 per share, further details of which are set out in the circular of the Company dated 31 December 2010;

(d) the conditional equity transfer agreement entered into between Beijing Jun Yang and Mr. Wang Zhiwei dated 10 January 2011 in respect of the conditional acquisition of 99% of the registered capital of GS-Solar (Qinghai), further details of which are set out in the circular of the Company dated 28 January 2011;

(e) the agreement dated 17 March 2011 for the sale and purchase of the entire registered capital of 麗江五郎河水電開發有限公司 (unofficial English translation being Lijiang Wulanghe Hydropower Development Company Limited) ("**Lijiang Wulanghe**") entered into between 北京榮泰能源投資有限公司 (unofficial English translation being Beijing Rongtai Energy Investment Company Limited) ("**Beijing Rongtai**") and Value Trend Limited ("**Value Trend**"), a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company, further details of which are set out in the announcement of the Company dated 17 March 2011;

(f) the supplemental agreement dated 8 April 2011 entered into between Beijing Jun Yang and Mr. Wang Zhiwei regarding the extension of long stop date in relation to the acquisition of 99% of the registered capital of GS-Solar (Qinghai), further details of which are set out in the announcement of the Company dated 8 April 2011;

(g) the consent letter dated 30 May 2011 executed by Beijing Rongtai and Value Trend regarding the extension of long stop date in relation to the acquisition of the entire registered capital of Lijiang Wulanghe, further details of which are set out in the announcement of the Company dated 31 May 2011;

(h) the second supplemental agreement dated 30 June 2011 entered into between Beijing Jun Yang and Mr. Wang Zhiwei regarding the further extension of long stop date in relation to the acquisition of 99% of the registered capital of GS-Solar (Qinghai), further details of which are set out in the announcement of the Company dated 4 July 2011;

(i) the second consent letter dated 29 July 2011 executed by Beijing Rongtai and Value Trend regarding the further extension of long stop date in relation to the acquisition of the entire registered capital of Lijiang Wulanghe, further details of which are set out in the announcement of the Company dated 29 July 2011;

(j) the investment agreement dated 21 October 2011 and entered into between Beijing Jun Yang and 許昌新區管理委員會 (unofficial English translation being Xuchang New District Administration Committee) in relation to the construction and operation of 20.094-megawatt solar PV power stations at the rooftops of various industrial buildings in the New District, Xuchang City, Henan Province, the PRC, further details of which are set out in the circular of the Company dated 11 November 2011;

(k) the termination agreement dated 31 October 2011 entered into between Beijing Rongtai and Value Trend relating to termination of the agreement dated 17 March 2011 for acquisition of the entire registered capital of Lijiang Wulanghe by Value Trend, further details of which are set out in the announcement of the Company dated 31 October 2011;

(l) the assignment dated 16 December 2011 entered into between EPRO Systems (HK) Limited and Speedway Profit Limited for the sale and purchase of Unit Nos.1, 2, 3, 5, 6, 7, 8 and 9 on 19th Floor together with Private Car Parking Space Nos.2032, 2033, 2034, 2035, 2036, 2037, 2038 and 2050 on 2nd Floor, Citimark, No.28 Yuen Shun Circuit, Shatin, New Territories, Hong Kong at the consideration of HK$52,500,000, further details of which are set out in the announcement of the Company dated 16 December 2011;

(m) the agreement for sale and purchase entered into between Full Will Industrial Limited and Speedway Profit Limited dated 20 February 2012 in relation to sale and purchase of Unit Nos.1, 2, 3, 5, 6, 7, 8 and 9 on 19th Floor together with Private Car Parking Space Nos.2032, 2033, 2034, 2035, 2036, 2037, 2038 and 2050 on 2nd Floor, Citimark, No.28 Yuen Shun Circuit, Shatin, New Territories, Hong Kong at the consideration of HK$54,500,000, further details of which are set out in the announcement of the Company dated 27 January 2012;

(n) the subscription agreement dated 16 May 2012 and entered into between Jun Yang Solar Power Investment Holdings Limited and Sun Reliant International Limited in relation to the subscription of 11,415 new shares of Jun Yang Solar Power Investment Holdings Limited at the subscription price of HK$85,800,000, further details of which are set out in the announcements of the Company dated 16 May 2012 and 25 May 2012;

(o) the memorandum of agreement ("**GCL Memorandum**") dated 18 May 2012 and entered into between the Company, GCL Energy Storage Technology Holdings (BVI) Limited ("**GCL (BVI)**") and GCL Energy Storage Technology Holdings Inc. ("**GCL Energy Storage**"), in relation to the possible acquisition of 1,291 shares of US$1 each in the share capital of GCL Energy Storage at the consideration of HK$82,080,000 and the possible subscription of a maximum of 2,989 new shares of US$1 each in the share capital of GCL Energy Storage at a maximum subscription price of HK$190 million, further details of which are set out in the announcement of the Company dated 18 May 2012;

(p) the deed of waiver dated 31 May 2012 and entered into between Town Health International Investments Limited ("**Town Health**"), the Company, 廣東康健醫院管理有限公司 (Guangdong Town Health Hospital Management Co., Ltd.) ("**GDTH**") and 廣東港康醫院管理有限公司 (Guangdong Townsfolk Hospital Management Co., Ltd.) ("**Townsfolk**") in relation to the waiver of all claims, rights and remedies against Town Health and/or Townsfolk by the Company and GDTH in respect of any indebtedness or liabilities arising from the agency agreement dated 29 March 2008 and entered into by Town Health and the Company (as supplemented by the agency agreement dated 24 June 2008 entered into between the Company, Town Health, GDTH and Townsfolk) (collectively, "**Town Health Agency Agreement**") for the period up to and including 31 May 2012;

(q) the investment agreement dated 25 June 2012 ("**GCL Investment Agreement**") and entered into between the Company, GCL (BVI) and GCL Energy Storage in relation to the acquisition of 1,291 shares of US$1 each in the share capital of GCL Energy Storage at the consideration of HK$82,080,000 to be satisfied by the Company's allotting and issuing 1,440,000,000 Shares at the issue price of HK$0.057 each and the subscription of a maximum of 2,989 new shares of US$1 each in the share capital of GCL Energy Storage at a maximum subscription price of HK$190 million, further details of which are set out in the announcement of the Company dated 25 June 2012;

(r) the termination agreement dated 13 July 2012 and entered into between Town Health and the Company for the termination of the agency agreement dated 29 March 2008 entered into between Town Health and the Company regarding the services referred to in such agency agreement;

(s) the deed of waiver dated 13 July 2012 and entered into between Town Health, the Company, GDTH and Townsfolk in relation to the waiver of all claims, rights and remedies against Town Health and/or Townsfolk by the Company and GDTH in respect of any indebtedness or liabilities arising there from the Town Health Agency Agreement for the period from 1 June 2012 up to and including 13 July 2012;

(t) the sale and purchase agreement dated 24 August 2012 ("**GCL SP Agreement**") and entered into between the Company, GCL Energy Storage Technology Holdings (BVI) Limited and GCL Energy Storage for the termination of all transactions contemplated under the GCL Memorandum and GCL Investment Agreement and in relation to the acquisition of the entire issued capital of GCL Energy Storage at the maximum amount of the purchase price of HK$270,000,000, further details of which are set out in the announcement of the Company dated 24 August 2012;

(u) the sale and purchase agreement entered into between Speedway Profit Limited and Wu Mei Chu in relation to the acquisition of the entire issued capital of E Finance Limited by Speedway Profit Limited at the consideration of HK$150,000, further details of which are set out in the announcement of the Company dated 25 September 2012;

(v) the termination agreement dated 28 September 2012 entered into between the Company, GCL Energy Storage Technology Holdings (BVI) Limited and GCL Energy Storage in relation to the termination of the GCL SP Agreement, further details of which are set out in the announcement of the Company dated 28 September 2012; and

(w) the SP Agreement.

4. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contract with any member of the Group (excluding contracts expiring or determinable by the employer within one year without payment of compensation other than statutory compensation).

5. EXPERT AND CONSENT

The following is the qualification of the expert who has been named in this circular or has given opinions, letters or advice contained in this circular:

Name	Qualification
HLB Hodgson Impey Cheng Limited	Chartered Accountants, Certified Public Accountants

HLB Hodgson Impey Cheng Limited has given and has not withdrawn its written consent to the issue of this circular with the inclusion therein of its letter and/or reference to its name, in the form and context in which they appear.

As at the Latest Practicable Date, HLB Hodgson Impey Cheng Limited was not beneficially interested in the share capital of any member of the Group nor had any right, whether legally enforceable or not, to subscribe for or to nominate persons to subscribe for securities in any member of the Group, nor did it have any interest, either directly or indirectly, in the assets which have been acquired or disposed of by or leased to any member of the Group since 31 December 2011, being the date to which the latest published audited consolidated financial statements of the Group were made up.

6. LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation or arbitration of material importance and there was no litigation or claim of material importance known to the Directors to be pending or threatened against any member of the Group.

7. DIRECTORS' COMPETING INTERESTS

To the best knowledge of the Directors, as at the Latest Practicable Date, none of the Directors nor their respective associates had any interests in a business, which competes or is likely to compete either directly or indirectly with the business of the Group which would be required to be disclosed under Rule 8.10 of the Listing Rules, if the Directors were controlling Shareholders.

8. DIRECTORS' INTEREST IN CONTRACTS OR ARRANGEMENTS

None of the Directors was materially interested in any contract or arrangement subsisting as at the Latest Practicable Date which is significant in relation to the business of the Group, nor had any Director had any direct or indirect interests in any assets which have been acquired or disposed of by or leased to, or are proposed to be acquired or disposed of by or leased to, any member of the Group since 31 December 2011, being the date to which the latest published audited consolidated financial statements of the Group were made up.

9. GENERAL

(a) The registered office of the Company is at Canon's Court, 22 Victoria Street, Hamilton HM12, Bermuda.

(b) The head office and principal place of business of the Company in Hong Kong is at Workshop no.16, 9th Floor, Corporation Park, No. 11 On Lai Street, Shatin, New Territories, Hong Kong.

(c) The company secretary of the Company is Mr. Lam Chun Kei, who is a fellow member of the Association of Chartered Certified Accountants and a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants.

(d) The Company's branch share registrar and transfer office in Hong Kong is Tricor Tengis Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong.

(e) This circular has been prepared in both English and Chinese. In the event of inconsistency, the English text of this circular shall prevail over the Chinese text.

10. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection during normal business hours (Saturdays and public holidays excepted) from 10:00 a.m. to 1:00 p.m. and from 2:00 p.m. to 5:00 p.m. at the office of Leung & Lau, Solicitors at 3rd Floor, Agricultural Bank of China Tower, 50 Connaught Road C., Central, Hong Kong from the date of this circular up to and including the date of the SGM:

(a) the memorandum of association and the bye-laws of the Company;

(b) the annual reports of the Company for the years ended 31 December 2009, 2010 and 2011 and the interim report of the Company for the six months ended 30 June 2012;

(c) the written consents referred to in the section headed "Expert and consent" in this appendix;

(d) the material contracts referred to in the section headed "Material contracts" in this appendix; and

(e) the letter on the unaudited pro forma financial information of the Remaining Group issued by HLB Hodgson Impey Cheng Limited set out in Appendix III to this circular.

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 SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of China Gogreen Assets Investment Limited ("**Company**") will be held at 9:00 a.m. on Tuesday, 20 November 2012 at Chairman Room II, Level 2, Royal Park Hotel, 8 Pak Hok Ting Street, Shatin, New Territories, Hong Kong to consider and, if thought fit, pass the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

"**THAT**:

(A) the conditional sale and purchase agreement dated 5 October 2012 ("**SP Agreement**") entered into between the Company, Brilliant Tube International Limited ("**Purchaser**") and Mr. Li Minshou ("**Purchaser Guarantor**"), the sole shareholder and sole director of the Purchaser, (a copy of which has been produced to the meeting and marked "A" and initialled by the chairman of the meeting for the purpose of identification) in relation to, among other matters, the sale and purchase of the entire issued share capital of China Gogreen Energy Investment Holdings Limited ("**Target Company**") and the loan owing by the Target Company to the Company as at the date of completion at an aggregate consideration of HK$50,000,000 and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and

(B) any one director of the Company ("**Director**") be and is hereby authorised to execute such all other documents, to do all other acts and things and take such action as may in the opinion of the Director(s) be necessary, desirable or expedient to implement and give effect to the SP Agreement and any other transactions contemplated under the SP Agreement, and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally different from those as provided in the SP Agreement) as are, in the opinion of such Director or the duly authorised committee of the board of Directors, in the interest of the Company and its shareholders as a whole."

By order of the Board
China Gogreen Assets Investment Limited
Lawrence Tang
Executive Director

Hong Kong, 31 October 2012

Registered office:
Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

Head Office and Principal Place of Business in Hong Kong:
Workshop no. 16, 9th Floor
Corporation Park
No. 11 On Lai Street
Shatin, New Territories
Hong Kong

Notes:

(1) A member of the Company entitled to attend and vote at the special 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 special 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, 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 special general meeting or any adjournment thereof, should he/she so wish.

(3) Completion and return of an instrument appointing a proxy will not preclude a member of the Company from attending and voting in person at the meeting and/or any adjourment thereof 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 are Mr. Bai Liang, Mr. Siu Kam Chau, Mr. Lawrence Tang and Mr. Xue Feng, and the independent non-executive Directors are Mr. Chan Chi Yuen, Mr. Chik Chi Man and Mr. Yu Chun Fai.