



亚洲新能源集团
REA GROUP

RENEWABLE ENERGY ASIA GROUP LIMITED

(Incorporated in Bermuda)
(Registration No. 33437)

NOTICE OF SPECIAL GENERAL MEETING

Unless otherwise defined, all capitalised terms herein shall bear the same meaning as used in the circular dated 14 March 2014 issued by Renewable Energy Asia Group Limited (the "Circular").

NOTICE IS HEREBY GIVEN that the Special General Meeting of RENEWABLE ENERGY ASIA GROUP LIMITED (the "**Company**") will be held at Royal Room 1 (Level 3), Hotel Royal, 36 Newton Road, Singapore 037964 on Monday, 31 March 2014 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without any amendments, the following resolution:

ORDINARY RESOLUTIONS:

RESOLUTION 1:

RATIFICATION, CONFIRMATION AND APPROVAL OF CERTAIN TRANSACTIONS ENTERED INTO BETWEEN THE GROUP AND EACH OF OCEANTEC INDUSTRIES CO., LTD., JIANGSU MARITIME ENGINEERING SERVICES CO., LTD., NANTONG ZHONGNENG INTERNATIONAL TRADING CO., LTD. AND NANTONG JIAOLONG INDUSTRIAL DEVELOPMENT CO., LTD. AS PAST INTERESTED PERSON TRANSACTION

That the IPTs entered into between the Group and Oceantec Industries Co., Ltd., Jiangsu Maritime Engineering Services Co., Ltd., Nantong Zhongneng International Trading Co., Ltd. and Nantong Jiaolong Industrial Development Co., Ltd. during FY2013, FY2014 Relevant Period 1 and FY2014 Relevant Period 2 (as the case may be) as set out in the Circular dated 14 March 2014 issued by the Company to Shareholders, being past interested person transactions for the purposes of Chapter 9 of the Catalist Rules, be and are hereby ratified, confirmed and approved.

RESOLUTION 2:

PROPOSED DISPOSAL OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF REA POWER PTE. LTD. TO MR XU JIAN AS AN INTERESTED PERSON TRANSACTION

That:

- (a) approval be and is hereby given for the Company to carry out the Proposed Disposal, the details of which are set out in the circular of the Company dated 14 March 2014; and
- (b) any of the Directors be and is hereby authorised to complete and do all such acts and things (including without limitation, to execute all such documents as may be required and to approve any amendments, alterations or modifications to any documents) as they or he may consider desirable, expedient or necessary to give effect to the transactions contemplated by this Resolution in the interest of the Company.

By Order of the Board

Dr Zheng Lei

Deputy Chairman, Chief Executive Officer and Executive Director

14 March 2014

IMPORTANT: Please read notes below.

Notes:

1. If a member of the Company, being a Depositor (as defined in the Bye-Laws) whose name appears in the Depository Register (as defined in the Bye-Laws) wishes to attend and vote at the SGM, then he/it should complete the proxy form and deposit the duly completed proxy form at the office of the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 not less than 48 hours before the time of the SGM.
2. If a Depositor wishes to appoint a proxy/proxies, then the proxy form must be deposited at the office of the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, at least 48 hours before the time of the SGM. Delivery of the proxy form shall not preclude him from attending and voting in person at the SGM and in such event, the proxy form shall be deemed to be revoked.
3. This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor ("**Sponsor**"), RHT Capital Pte. Ltd., for compliance with the relevant rules of the SGX-ST. The Sponsor has not independently verified the contents of this notice.

This Circular has not been examined or approved by the Singapore Exchange Securities Trading Limited ("**SGX-ST**"). The SGX-ST assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained in this Circular.

The details of the contact person for the Sponsor is: -

Name : Mr Chew Kok Liang (Registered Professional, RHT Capital Pte. Ltd.)
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