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**IRICO**

**彩虹集團新能源股份有限公司**

**IRICO GROUP NEW ENERGY COMPANY LIMITED\***

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

(Stock Code: 0438)

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “**EGM**”) of IRICO Group New Energy Company Limited\* (the “**Company**”) will be held at 9:00 a.m. on Wednesday, 18 January 2017 at the conference room of the Company at No. 1 Caihong Road, Xianyang, Shaanxi Province, the People's Republic of China for the purpose of considering and, if thought fit, passing the following resolutions:

### **ORDINARY RESOLUTIONS**

1. To consider and approve the appointment of Mr. Ding Wenhui as a shareholder supervisor (the “**Shareholder Supervisor**”) of the Company.

The full text of this ordinary resolution is set out as follows:

Reference is made to the announcement of the Company dated 29 August 2016.

The board of directors of the Company (the “**Board**”) announced that IRICO Group Corporation, the controlling shareholder of the Company, has nominated Mr. Ding Wenhui (“**Mr. Ding**”) as a Shareholder Supervisor, subject to approval by shareholders of the Company (the “**Shareholders**”) at the EGM. Such appointment is to fill the vacancy arising from the resignation of Mr. Zhu Yiming as a Shareholder Supervisor. The term of the appointment shall commence from the date of passing such resolution at the EGM to the expiry of the term of the third session of the supervisory committee of the Company.

The biological details of Mr. Ding are set out as follows:

**Mr. Ding Wenhui**, aged 55, holds a bachelor's degree and is a member of the Chinese Communist Party and a senior engineer. He had held various positions at No. 2 Colour Picture Tube Factory of IRICO Group including a technician, the supervisor of the workshop, the deputy factory manager and then the factory manager. He served as the deputy general manager and then the general manager of IRICO Display Devices and Accessories Co., Ltd.. He served as the head of human resource department and the head of executive department of the Chinese Communist Party (discipline inspection and supervision department) of IRICO Group Corporation. He currently serves as the deputy secretary of the Chinese Communist Party, the deputy secretary of discipline inspection commission and the chairman of the employee union of IRICO Group Corporation.

Mr. Ding will not receive any remuneration from the Company in respect of his service rendered as a Shareholder Supervisor.

As at the date of this announcement, saved as disclosed above, Mr. Ding confirms for himself that: (i) he has not held any directorships in any public companies, the securities of which are listed on any securities market in Hong Kong and/or overseas in the past three years, nor held any other major appointment and professional qualification; (ii) he does not hold any other position with the Company or its subsidiaries; (iii) he does not have any interests in the shares or securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (iv) he does not have any relationship with current directors, senior management or substantial or controlling shareholders of the Company.

There are no other matters in relation to the appointment of Mr. Ding that need to be brought to the attention of the Shareholders, nor is there other information in relation to the appointment of Mr. Ding that needs to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

2. To consider and approve the dismissal of the Company's current domestic auditor ShineWing Certified Public Accountants (信永中和會計師事務所 (特殊普通合夥)) and overseas auditor ShineWing (HK) CPA Limited (信永中和 (香港) 會計師事務所有限公司) (collectively, the "**ShineWing**") and the appointment of WUYIGE Certified Public Accountants LLP (大信會計師事務所 (特殊普通合夥)) and PKF Hong Kong (大信梁學濂 (香港) 會計師事務所) (collectively, the "**WUYIGE**") as the domestic auditor and overseas auditor of the Company, respectively, as well as the authorisation of the Board to determine their remunerations.

The full text of this ordinary resolution is set out as follows:

Reference is made to the announcement of the Company dated 2 December 2016.

Due to the needs of its business development and future audit, the Company proposes to change its auditors. On 2 December 2016, the Board proposed to dismiss ShineWing as the Company's current domestic and overseas auditors, subject to approval by Shareholders at the EGM. The Board proposed to appoint WUYIGE as the domestic auditor and overseas auditor of the Company, to fill the vacancies arising from the dismissal of ShineWing. It is proposed that the Board shall be authorised at the EGM to determine the remuneration of WUYIGE. The appointment of WUYIGE is subject to approval by the Shareholders at the EGM, the term of which shall commence on the date of approval by the Shareholders at the EGM up to the date of the 2016 annual general meeting of the Company.

ShineWing has confirmed to the Board that there are no other matters in relation to its cessation of serving as the auditors of the Company which should be brought to the attention of the Shareholders. The Board believes that the change of auditors will not affect the annual audit of the Company for the financial year ending 31 December 2016 and that there are no other matters in relation to the change of auditors which should be brought to the attention of the Shareholders.

By order of the Board  
**IRICO Group New Energy Company Limited\***  
**Si Yuncong**  
*Chairman*

Shaanxi Province, the PRC  
2 December 2016

*As at the date of this notice, the Board consists of Mr. Si Yuncong and Mr. Zou Changfu as executive directors, Mr. Huang Mingyan and Mr. Chen Changqing as non-executive directors, and Mr. Feng Bing, Mr. Wang Jialu and Mr. Wang Zhicheng as independent non-executive directors.*

*Notes:*

- (a) The H share register of the Company will be closed from Sunday, 18 December 2016 to Wednesday, 18 January 2017 (both days inclusive). H Shareholders intending to attend the EGM are required to lodge their respective instrument(s) of transfer and the relevant share certificate(s) to the Company's H share registrar, Computershare Hong Kong Investor Services Limited by 4:30 p.m. on Friday, 16 December 2016.
- (b) H Shareholders whose names appear on the Company's register of members at the close of business on Friday, 16 December 2016 are eligible to attend the EGM after completing the registration procedures for attending the EGM, and are entitled to appoint one or more proxies, to attend and vote on his behalf at the EGM according to the Articles of Association of the Company. A proxy needs not be a Shareholder of the Company.
- (c) Shareholder who intends to attend the EGM should complete the reply slip for attending the meeting attached herewith the notice and return it to the Company on or before Wednesday, 28 December 2016. The address of the Company is as follows: No. 1 Caihong Road, Xianyang, Shaanxi Province, the PRC. Reply slip can be delivered to the Company in person, by post or by facsimile. The facsimile no. is (86)29 3333 3852.
- (d) The appointment of the proxy by completing the enclosed "Proxy Form for the EGM to be held on 18 January 2017" (the "**Proxy Form**") must be in writing by hand of the appointer or his attorney duly authorized in writing. If the Proxy Form is signed by the attorney or any other person authorized by the appointer, the power of attorney or other authority must be notarized. If the appointer is a corporation, the Proxy Form shall be executed under seal or shall be executed by its director or a duly authorized person. In respect of the Company's H Shareholders, the notarized power of attorney or other authority together with the Proxy Form must be delivered to the Company's H share registrar, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 24 hours prior to the time designated for convening the EGM or 24 hours before the time designated for taking the poll.
- (e) A Shareholder or proxy attending the EGM should produce his/her identity certificate.
- (f) Voting at the EGM will be taken by poll.
- (g) The EGM is expected to last for half a day. Shareholders (in person or by proxy) attending the EGM are responsible for their own transportation and accommodation expenses.

\* *For identification purpose only*