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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)

## **REVISED NOTICE OF THE 2016 ANNUAL GENERAL MEETING**

References are made to the notice (the “**Notice**”) of the 2016 annual general meeting (the “**AGM**”) dated 24 April 2017 and the announcement on adjournment of the AGM dated 10 May 2017 of IRICO Group New Energy Company Limited\* (the “**Company**”).

**REVISED NOTICE IS HEREBY GIVEN** that the AGM of the Company will be adjourned to be held at 9:00 a.m. on Friday, 30 June 2017 at the conference room of the Company at No. 1 Caihong Road, Xianyang, Shaanxi Province, the People's Republic of China (the “**PRC**”) for the purpose of considering the following matters including the amended ordinary resolution No. 6:

### **ORDINARY RESOLUTIONS**

1. To consider and approve the report of the board of directors of the Company for the financial year ended 31 December 2016 (“**Year 2016**”).
2. To consider and approve the report of the supervisory committee of the Company for Year 2016.
3. To consider and approve the audited financial statements of the Company for Year 2016.
4. To consider and approve the profit distribution proposal of the Company for Year 2016 (*Note (i)*).

5. To consider and authorize the Board to determine the interim profit distribution for the year ending 31 December 2017 (“**Year 2017**”).
6. To consider and approve the re-appointment of WUYIGE Certified Public Accountants LLP (大信會計師事務所(特殊普通合夥)) as the domestic auditor of the Company for Year 2017 and appointment of PKF Hong Kong Limited (大信梁學濂(香港)會計師事務所有限公司) as the overseas auditor of the Company for Year 2017, and authorize the Board to determine their remunerations.
7. To consider and approve the authorization to the Board to determine the annual remuneration of the directors and the supervisors of the Company for Year 2017.

### **SPECIAL RESOLUTION**

8. To consider and approve the following general mandate:

**“THAT:**

- (a) the Board be and is hereby granted, during the Relevant Period, an unconditional general mandate to exercise all powers of the Company to separately or concurrently issue, allot and deal with additional Domestic Shares and/or H Shares in the share capital of the Company, and to make or grant offers, agreements or options or the rights for conversion into shares in respect thereof, subject to the following conditions:
  - (i) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements or options or the rights for conversion into shares which might require the exercise of such powers after the end of the Relevant Period;
  - (ii) the nominal value of Domestic Shares or H Shares to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board shall not exceed 20% of the aggregate nominal value of Domestic Shares or H Shares (as the case may be) in issue as at the date of passing of this resolution; and
  - (iii) the Board will only exercise its power under such mandate in accordance with the Company Law of the PRC and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as each of them may be amended from time to time) and only if the approvals from China Securities Regulatory Commission and/or other relevant government authorities in the PRC are obtained,

where for the purpose of this resolution:

“Domestic Shares” the domestic shares in the share capital of the Company with a par value of RMB1.00 each, which are subscribed for and credited as fully paid in Renminbi;

“H Shares” the overseas-listed foreign invested shares in the share capital of the Company with a par value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars;

“Relevant Period” the period from the date of passing of this resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the 12-month period following the passing of this resolution; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the Company passed in a general meeting; and

(b) contingent on the Board resolving to issue shares pursuant to sub-paragraph (a) of this resolution, the Board be and is hereby authorized to:

- (i) approve, execute and do or procure to be executed and done, all such documents, deeds and matters as it may consider necessary in connection with the issue and allotment of such new shares including, without limitation, the time, price, quantity and place of issue, making all necessary applications to the relevant authorities, entering into underwriting agreement(s) or any other agreement(s);
- (ii) determine the use of proceeds and to make all necessary filings and registrations with the relevant PRC, Hong Kong and other authorities; and

- (iii) to increase the registered capital of the Company and make such amendments to the Articles of Association of the Company, and make such registration with the relevant authorities, as it thinks fit so as to reflect the increase in registered capital of the Company and to reflect the new share capital structure of the Company under the intended allotment and issue of the shares of the Company pursuant to the resolution under paragraph (a) of this resolution.”

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

Shaanxi Province, the PRC  
15 May 2017

*Notes:*

- (a) Please refer to the Company’s 2016 annual results announcement dated 22 March 2017, the Board has resolved not to distribute any final dividends for Year 2016 subject to approval by shareholders of the Company at the AGM of the Company.
- (b) H shareholders of the Company whose names appear on the Company’s register of members at the close of business on Monday, 8 May 2017 are eligible to attend the AGM after completing the registration procedures for attending the AGM, and are entitled to appoint one or more proxies, to attend and vote on his behalf at the AGM according to the articles of association of the Company. A proxy need not be a shareholder of the Company.
- (c) Since the proxy form for the AGM which was despatched on 24 April 2017 (the “**Old Proxy Form**”) does not contain the amended resolution No. 6 as set out in the revised notice of AGM, a new proxy form for the AGM (the “**New Proxy Form**”) has been prepared and is enclosed with the revised notice of AGM dated 15 May 2017.

Whether or not you are able to attend the AGM, you are reminded to complete the New Proxy Form in accordance with the instructions printed thereon and send the proxy form to the office of the secretary of the Board at No. 1 Caihong Road, Xianyang, Shaanxi Province, the PRC (for shareholders of domestic shares of the Company), or to the Company’s H share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for shareholders of H shares of the Company) as soon as possible but in any event not later than 24 hours before the time appointed for the holding of the AGM (i.e. before 9:00 a.m. on Thursday, 29 June 2017).

A shareholder who has not yet lodged the Old Proxy Form with the Company or the Company’s H share registrar is requested to lodge the New Proxy Form if he or she wishes to appoint proxies to attend the AGM on his or her behalf. In this case, the Old Proxy Form should not be lodged with the Company or the Company’s H share registrar.

A shareholder who has already lodged the Old Proxy Form with the Company or the Company's H share registrar should note that:

- (i) **If no New Proxy Form is lodged with the Company or the Company's H share registrar, the Old Proxy Form will be treated as a valid proxy form lodged by him or her if correctly completed.** The proxy so appointed by the shareholder will be entitled to vote at his or her discretion or to abstain on any resolution properly put to the AGM other than those referred to in the notice of AGM of the Company dated 24 April 2017 and the Old Proxy Form, including the amended resolution as set out in the revised notice of AGM for the Year 2016 of the Company dated 15 May 2017.
- (ii) **If the New Proxy Form is lodged with the Company or the Company's H share registrar before 9:00 a.m. on 29 June 2017, the New Proxy Form will revoke and supersede the Old Proxy Form previously lodged by him or her. The New Proxy Form will be treated as a valid proxy form lodged by the shareholder if correctly completed.**
- (iii) **If the New Proxy Form is lodged with the Company or the Company's H share registrar after 9:00 a.m. on 29 June 2017, the New Proxy Form will be invalid.** It will not revoke the Old Proxy Form previously lodged by the shareholder. The Old Proxy Form will be treated as a valid proxy form lodged by him or her if correctly completed. The proxy so appointed by the shareholder will be entitled to vote at his or her discretion or to abstain on any resolution properly put to the AGM other than those referred to in the notice of AGM of the Company dated 24 April 2017 and the Old Proxy Form, including the amended resolution as set out in the revised notice of AGM of the Company dated 15 May 2017.

Shareholders are reminded that completion and delivery of the Old Proxy Form and/or the New Proxy Form will not preclude shareholders from attending and voting in person at the AGM or at any adjourned meeting(s) should they so wish.

- (d) Shareholder or proxy attending the AGM should produce his/her identity certificate.
- (e) The H share register of the Company will be closed from Tuesday, 9 May 2017 to Friday, 30 June 2017 (both days inclusive), during which no transfer of the Company's H shares will be effected. H shareholders of the Company intending to attend the AGM 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 Monday, 8 May 2017.
- (f) Shareholder who intends to attend the AGM should complete the reply slip for attending the meeting and return it to the Company on or before Friday, 9 June 2017. 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.

- (g) Voting at the AGM will be taken by poll.
- (h) The AGM is expected to last for half a day. Shareholders (in person or by proxy) attending the AGM are responsible for their own transportation and accommodation expenses.

*As at the date of this announcement, 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.*

*\* For identification purposes only*