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

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

If you have sold or transferred all your securities in China Renewable Energy Investment Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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**CHINA RENEWABLE ENERGY INVESTMENT LIMITED**

**中國再生能源投資有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 987)**

*(website: [www.cre987.com](http://www.cre987.com))*

**PROPOSALS INVOLVING  
(I) GRANTING OF THE GENERAL MANDATES  
TO ISSUE NEW SHARES  
AND REPURCHASE SHARES,  
(II) RE-ELECTION OF DIRECTORS,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of China Renewable Energy Investment Limited to be held at 9th Floor, Tower 1, South Seas Centre, 75 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Thursday, 2 June 2022 at 11:00 a.m. is set out on pages 17 to 21 of this circular.

If you are not able to attend the meeting, you are strongly advised to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the principal place of business of the Company in Hong Kong at 9th Floor, Tower 1, South Seas Centre, 75 Mody Road, Tsimshatsui East, Kowloon, Hong Kong or the Company's branch share registrar and transfer agent in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjourned meeting should you so wish.

**PRECAUTIONARY MEASURES FOR THE AGM**

Please see page 3 of this document for measures being taken to try to prevent and control the spread of the Coronavirus Disease 2019 (COVID-19) at the AGM, including:

- each attendee is required to wear a surgical face mask properly throughout the meeting and inside the meeting venue, and seating in the venue will also be arranged so as to allow for appropriate social distancing
- no refreshment will be served, and there will be no corporate gift

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the meeting venue. The Company reminds Shareholders that they may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting as an alternative to attending the meeting in person.

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 9th Floor, Tower 1, South Seas Centre, 75 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Thursday, 2 June 2022 at 11:00 a.m.
“Articles of Association”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“Company”	China Renewable Energy Investment Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKC”	HKC (Holdings) Limited, a limited liability company incorporated in Bermuda, is holding approximately 56.00% interest in the Company as at the Latest Practicable Date
“HKC Group”	HKC and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the granting to the Directors a general mandate to allot and issue Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of the relevant resolution
“Latest Practicable Date”	7 April 2022, 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, as amended from time to time
“Notice of AGM”	the notice convening the AGM as set out at the end of this circular

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## DEFINITIONS

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“Repurchase Mandate”	the granting to the Directors a general mandate to repurchase Shares not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of the relevant resolution
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial or controlling shareholders”	has the same meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

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## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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The health of our Shareholders, staff and stakeholders is of paramount importance to us. In view of the ongoing Coronavirus Disease 2019 (COVID-19) pandemic, the Company will implement the following precautionary measures at the AGM to protect attending Shareholders, staff and stakeholders from the risk of infection:

- (i) Each attendee is required to wear a surgical face mask properly throughout the meeting and inside the meeting venue, and seating in the venue will also be arranged so as to allow for appropriate social distancing.
- (ii) No refreshment will be served, and there will be no corporate gift.
- (iii) Each attendee may be asked whether (a) he/she travels outside of Hong Kong within the 21-day period immediately before the AGM; and (b) he/she is subject to any Hong Kong Government prescribed quarantine. Anyone who responds positively to any of these questions may be denied entry into the meeting venue or be required to leave the meeting venue, but will be able to vote by submitting a voting slip to the scrutineer at the entrance of the venue.

In addition, the Company reminds all Shareholders that physical attendance in person at the meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting instead of attending the meeting in person, by completing and return the proxy form attached to this document.

If any Shareholder chooses not to attend the meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the Board, he/she is welcome to send such question or matter in writing to our principal place of business in Hong Kong or to our e-mail at [info@cre987.com](mailto:info@cre987.com).

If any Shareholder has any question relating to the meeting, please contact Computershare Hong Kong Investor Services Limited, the Company's branch share registrar and transfer agent in Hong Kong as follows:

Computershare Hong Kong Investor Services Limited  
17M Floor, Hopewell Centre  
183 Queen's Road East  
Wan Chai, Hong Kong  
Website: [www.computershare.com/hk/contact](http://www.computershare.com/hk/contact)  
Tel: 2862 8555  
Fax: 2865 0990



**CHINA RENEWABLE ENERGY INVESTMENT LIMITED**  
**中國再生能源投資有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 987)**

*(website: [www.cre987.com](http://www.cre987.com))*

*Executive Directors:*

Mr. OEI Kang, Eric (*Chairman and Chief Executive Officer*)  
Mr. LEUNG Wing Sum, Samuel (*Chief Financial Officer*)  
Mr. WONG Jake Leong, Sammy  
Mr. LEE Shiu Yee, Daniel

*Independent Non-executive Directors:*

Mr. CHENG Yuk Wo  
Mr. TIAN Yuchuan  
Mr. ZHANG Songyi

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Principal place of  
business in Hong Kong:*

9th Floor, Tower 1  
South Seas Centre  
75 Mody Road  
Tsimshatsui East  
Kowloon  
Hong Kong

14 April 2022

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS INVOLVING  
(I) GRANTING OF THE GENERAL MANDATES  
TO ISSUE NEW SHARES  
AND REPURCHASE SHARES,  
(II) RE-ELECTION OF DIRECTORS,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with the Notice of AGM and information regarding the resolutions to be proposed at the AGM relating to (i) the grant to the Directors of general mandates to issue and repurchase Shares; and (ii) the re-election of Directors.

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## LETTER FROM THE BOARD

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### ISSUE MANDATE

At the last annual general meeting of the Company held on 11 June 2021, a general and unconditional mandate was given to the Directors to exercise the powers of the Company to issue Shares. Such general mandate will lapse at the conclusion of the AGM. The Board considers that it is appropriate, and also in the interests of the Company, to refresh the Issue Mandate to give general power and flexibility to the Directors to allot and issue of new Shares in a speedy manner as and when opportunities arise, particularly in the current volatile stock market. The Directors believe that a renewal of such mandate is in the interest of the Company and the Shareholders. Accordingly, an ordinary resolution will be proposed at the AGM to approve the granting of a fresh general mandate to the Directors to exercise the powers of the Company to allot and issue new Shares up to 20% of the aggregate nominal amount of the share capital of the Company in issue immediately after the passing of the resolution. Based on 2,506,157,464 Shares in issue as at the Latest Practicable Date and assuming that no further Shares will be issued or repurchased prior to the AGM, the Company will be allowed under the Issue Mandate to allot and issue a maximum of 501,231,492 Shares.

In addition, a further ordinary resolution will also be proposed to extend the authority to issue Shares under the Issue Mandate by an additional amount representing such nominal amount of Shares repurchased under the Repurchase Mandate. The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the Issue Mandate.

### REPURCHASE MANDATE

At the last annual general meeting of the Company held on 11 June 2021, a general and unconditional mandate was also given to the Directors to repurchase Shares. Such general mandate will lapse at the conclusion of the AGM. The Repurchase Mandate would allow the Directors to make repurchases of the Shares on the market if and when it is in the interests of the Company to do so, including where the return to the Shareholder could be enhanced or the capital of the Company could be optimized by repurchases at appropriate terms and time. It is intended that the Board will seek approval from the Shareholders to grant a fresh general mandate for the same purpose. Accordingly, an ordinary resolution will be proposed at the AGM to approve the granting of a general mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the aggregate nominal amount of the share capital of the Company in issue immediately after the passing of the resolution.

An explanatory statement, as required by the Listing Rules, containing all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate is set out in the Appendix to this circular.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF DIRECTORS

At the AGM, Mr. WONG Jake Leong, Sammy and Mr. ZHANG Songyi (“Mr. ZHANG”) will retire from office by rotation in accordance with Article 85 of the Articles of Association and being eligible, will offer themselves for re-election. Further, Mr. CHENG Yuk Wo (“Mr. CHENG”) who was newly appointed by the Board on 1 January 2022 will also retire from office in accordance with Article 84 of the Articles of Association and will offer himself for re-election as Director. In addition, Mr. TIAN (“Mr. TIAN”) Yuchuan who has been appointed as an Independent Non-executive Director for more than nine years will also be subject to a separate resolution to be approved by the Shareholders at the AGM.

The nomination committee of the Company (the “Nomination Committee”) has assessed and review the written confirmations of independence of Mr. CHENG, Mr. ZHANG and Mr. TIAN who have offered themselves for re-election at the AGM based on the independence criteria as set out in Rule 3.13 of the Listing Rules and are satisfied that he remains independent in accordance with Rule 3.13 of the Listing Rules.

In addition, the Nomination Committee has evaluated the contribution of Mr. CHENG, Mr. ZHANG and Mr. TIAN based on criteria set out in the nomination policy adopted by the Company (the “Nomination Policy”) including but not limited to their reputation for integrity, accomplishment and experience that are relevant to the operations of the Group and their commitment in respect of sufficient time, interest and attention to the Company’s affairs. The Nomination Committee is of the view that Mr. CHENG, Mr. ZHANG and Mr. TIAN will bring to the Board perspectives, skills and experience as further described in their biographies below.

Based on the board diversity policy adopted by the Company (the “Board Diversity Policy”), the Nomination Committee considers that Mr. CHENG, Mr. ZHANG and Mr. TIAN can contribute to the diversity of the Board, in particular, with their extensive experience in accounting and finance, multinational business, corporate management, international equity investment and corporate finance.

For the re-election of Mr. CHENG as an independent non-executive Director, Mr. CHENG is currently holding his more than seventh listed company directorship. As Mr. CHENG has a good track record of his devotion of sufficient time to HKC (delisted from the Main Board of the Stock Exchange), the controlling shareholder of the Company, as an independent non-executive Director, the Board believes that Mr. CHENG will still be able to devote sufficient time to the Board and the Company.

Therefore, the Board, with the recommendation of the Nomination Committee, supports Mr. CHENG’s, Mr. ZHANG’s and Mr. TIAN’s re-election as independent non-executive Directors at the AGM.



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## LETTER FROM THE BOARD

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### *Procedures for Re-election of Director at General Meeting*

The Nomination Committee will recommend to the Board for the re-election of a Director (including an independent non-executive Director) in accordance with the following process as set out in the Nomination Policy:

- i. The Nomination Committee reviews the overall contribution to the Company of the retiring Director.
- ii. The Nomination Committee also reviews and determines whether the retiring Director continues to meet the selection criteria set out in the Nomination Policy.
- iii. The Nomination Committee shall recommend to the Board which shall then make recommendation to the Shareholders in respect of the proposed re-election of Director at the general meeting.

Further information about the Board's composition and diversity as well as the summary of the Nomination Policy and Board Diversity Policy are disclosed in the Corporate Governance Report of the Company's 2021 Annual Report.

Biographical details of the Directors who are proposed to be re-elected at the AGM are set out below:

#### **(A) Mr. WONG Jake Leong, Sammy (*Executive Director*)**

Mr. WONG Jake Leong, Sammy, aged 61, has been appointed as Executive Director of the Company since 1 January 2014. He has been instrumental in raising funds for the Group. Mr. WONG is the Investor Relations Director of the Group, and is currently serving as a member of the Executive Committee of the Company. He is also a director of certain subsidiaries of the Group. Since 2007, Mr. WONG has joined HKC, and re-designated as a director of HKC in June 2021 upon the privatization of HKC. He also serves as a director of certain subsidiaries of the HKC Group.

Mr. WONG received a Bachelor's degree in the geophysical sciences from the University of Chicago and an MBA from the Yale School of Management. Before Yale, he worked as a petroleum geologist at Sohio Petroleum. After Yale, Mr. WONG became an investment banker at Kidder, Peabody in New York, where he was involved in project finance. He moved to Hong Kong with Bear Stearns, and was involved in a variety of corporate finance activities, including some of the first H share IPOs out of China. Mr. WONG then worked in equity research at Societe Generale where he was in charge of the research efforts in Shanghai; and later as vice President and head of China Research at Credit Suisse in Hong Kong. Before joining HKC, Mr. WONG served as a Chief Financial Officer for DVN (Holdings) Limited (now known as "Frontier Services Group Limited"), where he was involved in fund raising and introducing strategic investors to the company.

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## LETTER FROM THE BOARD

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Save as disclosed above, Mr. WONG did not hold any other directorships in any other public listed companies in the last three years and does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

There is a service contract entered into between the Company and Mr. WONG which may be terminated by either party serving not less than 3 months' notice in writing to the other. His term of appointment as an Executive Director is subject to retirement by rotation and re-election at annual general meeting of the Company at least once every three years in accordance with the Articles of Association. Mr. WONG receives a director's fee of HK\$75,000 per annum and a remuneration of approximately HK\$1.3 million per annum and discretionary bonuses, which are determined with reference to his experiences and responsibilities with the Company and its subsidiaries, the remuneration benchmarks in the industry and the prevailing market situation and are in line with the director's emolument received by other Executive Directors.

As at the Latest Practicable Date, Mr. WONG has an interest in 2,051,401 shares of the Company.

Save as disclosed above, Mr. WONG does not have any interest in any Shares within the meaning of Part XV of the SFO. There are no other matters relating to the re-election of Mr. WONG that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**(B) Mr. ZHANG Songyi (*Independent Non-executive Director*)**

Mr. ZHANG Songyi, aged 66, has been appointed as Independent Non-executive Director of the Company since 1 January 2016. He is also a member of the Audit Committee, Nomination Committee and Remuneration Committee of the Company. He obtained a Juris Doctor degree from Yale University in 1985. Mr. ZHANG currently serves in senior management and advisory capacities in several companies, including acting as the chairman of Mandra Capital and a director of SINA Corporation, a company listed on the NASDAQ Stock Market. He was also a director of Athenex, Inc., a company listed on the NASDAQ Stock Market. Mr. ZHANG is currently an independent non-executive director of China Longyuan Power Group Corporation Limited, the shares of which are listed on the Main Board of the Stock Exchange. He was a non-executive director of Jimu Group Limited, the shares of which are listed on the GEM of the Stock Exchange. Mr. ZHANG was previously an Independent Non-executive Director of the Company from April 2008 to April 2013.

Save as disclosed above, Mr. ZHANG did not hold any other directorships in any other public listed companies in the last three years and does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

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## LETTER FROM THE BOARD

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There is a service contract entered into between the Company and Mr. ZHANG which may be terminated by either party serving not less than 3 months' notice in writing to the other. His term of appointment as an Independent Non-executive Director is subject to retirement by rotation and re-election at annual general meeting of the Company at least once every three years in accordance with the Articles of Association. Mr. ZHANG receives a director's fee of HK\$180,000 per annum which is determined with reference to his experiences and responsibilities with the Company, the remuneration benchmarks in the industry and the prevailing market situation and is in line with the director's fee received by other Independent Non-executive Directors.

As at the Latest Practicable Date, Mr. ZHANG does not have any interest in any Shares within the meaning of Part XV of the SFO. There are no other matters relating to the re-election of Mr. ZHANG that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**(C) Mr. CHENG Yuk Wo (*Independent Non-executive Director*)**

Mr. CHENG Yuk Wo, aged 61, has been appointed as Independent Non-executive Director of the Company since 1 January 2022. He is also a member of the Audit Committee, Nomination Committee and Remuneration Committee of the Company. He holds a Master of Science Degree in Economics, Accounting and Finance and a Bachelor of Arts (Hons.) Degree in Accounting. He is a fellow of the Institute of Chartered Accountants in England and Wales, the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants of Ontario. His career includes more than 30 years' accounting and corporate advisory services expertise in several listed companies in Hong Kong. Mr. CHENG is the proprietor of a certified public accountancy practice in Hong Kong.

Mr. CHENG is currently an independent non-executive director of CSI Properties Limited, Chia Tai Enterprises International Limited, CPMC Holdings Limited, Top Spring International Holdings Limited, Liu Chong Hing Investment Limited, Miricor Enterprises Holdings Limited, Somerley Capital Holdings Limited and Kidsland International Holdings Limited, all being Hong Kong listed companies, and Chong Hing Bank Limited and C.P. Pokphand Co. Ltd. (both companies delisted from the Main Board of the Stock Exchange). Mr. CHENG was an independent non-executive director of Goldbond Group Holdings Limited and DTXS Silk Road Investment Holdings Company Limited (both companies are listed on the Stock Exchange) and C.P. Lotus Corporation (delisted from the Main Board of the Stock Exchange). Mr. CHENG was also an independent non-executive director of HKC (delisted from the Main Board of the Stock Exchange), the controlling shareholder of the Company.

Save as disclosed above, Mr. CHENG did not hold any other directorships in any other public listed companies in the last three years and does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

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## LETTER FROM THE BOARD

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There is a service contract entered into between the Company and Mr. CHENG which may be terminated by either party serving not less than 3 months' notice in writing to the other. Also, under the Articles of Association, Mr. CHENG's appointment as an Independent Non-executive Director will expire at the close of the next following annual general meeting of the Company after such appointment and he will be eligible for re-election by the Shareholders at that meeting. Thereafter, Mr. CHENG will be subject to retirement by rotation and re-election at least once every three years at the annual general meetings in accordance with the provisions of the Articles of Association. Mr. CHENG receives a director's fee of HK\$180,000 per annum which is determined with reference to his experiences and responsibilities with the Company, the remuneration benchmarks in the industry and the prevailing market situation and is in line with the director's fee received by other Independent Non-executive Directors.

As at the Latest Practicable Date, Mr. CHENG does not have any interest in any Shares within the meaning of Part XV of the SFO. There are no other matters relating to the re-election of Mr. CHENG that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**(D) Mr. TIAN Yuchuan (*Independent Non-executive Director*)**

Mr. TIAN Yuchuan, aged 57, has been appointed as Independent Non-executive Director of the Company since 23 April 2013. He is also a member of the Audit Committee, Nomination Committee and Remuneration Committee of the Company. Mr. TIAN holds a Bachelor of Arts Degree from Beijing Foreign Studies University. He also obtained an executive education program certificate from Cheung Kong Graduate School of Management in 2009 and completed a program in leadership and public policy at University of Oxford in 2012. Mr. TIAN has over 36 years of experience in multinational business, corporate management, international equity investment and corporate finance. Mr. TIAN was the President of SITE Centers Capital Management LLC. Previously, Mr. TIAN was the executive director and chief executive officer of CITIC Dameng Holdings Limited (stock code: 1091) (now known as "South Manganese Investment Limited"), a company listed on the Main Board of the Stock Exchange. He also held senior positions in several subsidiaries of CITIC Group between 1986 and 2004. Mr. TIAN was employed as the Senior Vice President, Corporate Strategy and Development and served as a director of some subsidiaries of HKC between April 2006 to March 2008.

Save as disclosed above, Mr. TIAN did not hold any other directorships in any other public listed companies in the last three years and does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

There is a service contract entered into between the Company and Mr. TIAN which may be terminated by either party serving not less than 3 months' notice in writing to the other. His term of appointment as an Independent Non-executive Director is subject to retirement by rotation and re-election at annual general meeting of the Company at least once every three years in accordance with the Articles of Association. Mr. TIAN receives a

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## LETTER FROM THE BOARD

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director's fee of HK\$180,000 per annum which is determined with reference to his experiences and responsibilities with the Company, the remuneration benchmarks in the industry and the prevailing market situation and is in line with the director's fee received by other Independent Non-executive Directors.

As at the Latest Practicable Date, Mr. TIAN does not have any interest in any Shares within the meaning of Part XV of the SFO. There are no other matters relating to the re-election of Mr. TIAN that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

According to code provision B.2.3 of the Corporate Governance Code under Appendix 14 of the Listing Rules, if an independent non-executive director serves more than nine years, any further appointment of such independent non-executive director should be subject to a separate resolution to be approved by the Shareholders. Mr. TIAN has been appointed as an Independent Non-executive Director for more than nine years. The Company has received from Mr. TIAN a confirmation of independence according to Rule 3.13 of the Listing Rules. Taking into account that Mr. TIAN has not involved in executive management of the Company in the past years since his appointment as an Independent Non-executive Director, the Board considers him to be independent under Rule 3.13 of the Listing Rules. Mr. TIAN has confirmed that he will continue to devote sufficient time for the discharge of his functions and responsibilities as an Independent Non-executive Director. With his background and experience, Mr. TIAN is fully aware of the responsibilities and expected time involvements in the Company. The Board also believes that Mr. TIAN's continued tenure brings considerable stability to the Board and the Board has benefited greatly from the presence of Mr. TIAN who has over time gained valuable insight into the Group. In the past years, Mr. TIAN has successfully brought independent elements and different perspectives to the Board, enhancing the quality and efficiency of the Board discussion. The Board believes that Mr. TIAN should be re-elected so that he will continue to bring to the Board his experience and knowledge which are valuable to the Company.

The Nomination Committee is also of the view that Mr. TIAN would bring to the Board his own perspective, skills and experience. Based on the Board Diversity Policy, the Nomination Committee considers that Mr. TIAN can contribute to the diversity of the Board. In particular, for Mr. TIAN, the Nomination Committee has considered his professional experience in the corporate finance industry. The Board believes that his re-election as an independent non-executive Director is in the best interests of the Company and the Shareholders as a whole, and therefore, with the recommendation of the Nomination Committee, has nominated Mr. TIAN for re-election as an independent non-executive Director. A separate resolution will be proposed for the re-election of Mr. TIAN at the AGM.

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## LETTER FROM THE BOARD

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The appointments of retiring Directors had been reviewed and assessed by the nomination committee, the Board is of the view that Mr. WONG Jake Leong, Sammy, Mr. ZHANG Songyi, Mr. CHENG Yuk Wo and Mr. TIAN Yuchuan are able to continue fulfill their jobs as required and Mr. ZHANG Songyi, Mr. CHENG Yuk Wo and Mr. TIAN Yuchuan meets the independence guidelines set out in Rule 3.13 of the Listing Rules.

### ANNUAL GENERAL MEETING

A notice convening the AGM to be held at 9th Floor, Tower 1, South Seas Centre, 75 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Thursday, 2 June 2022 at 11:00 a.m. is set out at the end of this circular.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published at the Company's website ([www.cre987.com](http://www.cre987.com)) and the HKExnews website ([www.hkexnews.hk](http://www.hkexnews.hk)). Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the principal place of business of the Company in Hong Kong at 9th Floor, Tower 1, South Seas Centre, 75 Mody Road, Tsimshatsui East, Kowloon, Hong Kong or the Company's branch share registrar and transfer agent in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so wish.

### TYPHOON OR BLACK RAINSTORM WARNING ARRANGEMENTS

If typhoon signal No. 8 or above, or a black rainstorm warning is in effect at 9:00 a.m. on the date of the AGM, the meeting will be postponed. The Company will post an announcement on its website ([www.cre987.com](http://www.cre987.com)) and the HKExnews website ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify Shareholders of the date, time and place of the rescheduled meeting.

### VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules and the Articles of Association, resolution(s) at the AGM shall be taken by way of poll and an announcement on the poll results will be made accordingly.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors consider that the proposed resolutions set out in the Notice of AGM, including the grant of the Issue Mandate and the Repurchase Mandate and the re-election of Directors, are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of the ordinary resolutions to be proposed at the AGM.

Your attention is also drawn to the Appendix to this circular.

Yours faithfully,  
For and on behalf of the Board  
**China Renewable Energy Investment Limited**  
**OEI Kang, Eric**  
*Chairman and Chief Executive Officer*



This Appendix serves as an explanatory statement, as required under the Listing Rules, to provide requisite information to Shareholders in connection with the Repurchase Mandate.

### **SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company was HK\$25,061,574.64 comprising 2,506,157,464 Shares. Subject to the passing of the relevant ordinary resolution at the AGM approving the Repurchase Mandate and on the basis that no further Shares will be issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 250,615,746 Shares.

### **REASONS FOR REPURCHASES**

The Directors believe that the proposed grant of the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. The Repurchase Mandate will give the Company the flexibility to repurchase Shares as and when appropriate. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

### **FUNDING OF REPURCHASES**

Repurchases of Shares must be made out of funds legally available for the purpose and in accordance with the Articles of Association and the laws of the Cayman Islands, being profits available for distribution and proceeds of a new issue of Shares made for such purpose or if authorised by the Articles of Association and subject to the Companies Law of the Cayman Islands, out of capital, and in case of any premium payable on repurchase, out of profit or share premium account or, if authorised by the Articles of Association and subject to the Companies Law of the Cayman Islands, out of capital. It is envisaged that the funds required for any repurchase would be derived from such sources.

There could be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the Company's audited financial statements for the year ended 31 December 2021) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.



**DISCLOSURE OF INTERESTS**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the Listing Rules) have a present intention to sell Shares to the Company if the Repurchase Mandate is approved by the Shareholders. No connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Company is authorized to make repurchases of Shares.

**UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

**EFFECT OF THE TAKEOVERS CODE**

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, HKC was beneficially interested in 1,403,352,050 Shares, representing approximately 56.00% of the issued share capital of the Company. Based on such shareholdings and in the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, the attributable shareholdings of HKC in the Company would be increased to approximately 62.22% of the issued share capital of the Company. As far as the Directors are aware, such increase would not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

The Board shall ensure that no purchase of Shares would result in the aggregate number of Shares held by public Shareholders falling below the minimum percentage specified by the Stock Exchange in respect of the Company.

**SHARE PRICES**

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve calendar months before and up to the Latest Practicable Date were as follows:

	<b>Per Share</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2021</b>		
April	0.220	0.200
May	0.234	0.205
June	0.219	0.200
July	0.219	0.200
August	0.345	0.206
September	0.435	0.285
October	0.415	0.330
November	0.380	0.285
December	0.340	0.255
<b>2022</b>		
January	0.350	0.300
February	0.325	0.290
March	0.305	0.240
April (up to the Latest Practicable Date)	0.280	0.270

**SHARE PURCHASES MADE BY THE COMPANY IN THE LAST SIX MONTHS**

Neither the Company nor any of its subsidiaries has repurchased any of the Shares (whether on the Stock Exchange or otherwise) in the last six months preceding the Latest Practicable Date.

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## NOTICE OF ANNUAL GENERAL MEETING

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### CHINA RENEWABLE ENERGY INVESTMENT LIMITED 中國再生能源投資有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 987)**

*(website: [www.cre987.com](http://www.cre987.com))*

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be held at 9th Floor, Tower 1, South Seas Centre, 75 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Thursday, 2 June 2022 at 11:00 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31 December 2021.
2. To declare a final dividend for the year ended 31 December 2021.
3. To re-elect Directors.
4. To authorise the Board of Directors to fix the remuneration of the Directors.
5. To re-appoint auditor of the Company and authorize the Directors to fix their remuneration.

As special business, to consider and, if thought fit, pass with or without modifications the following resolution nos. 6 to 8 as ordinary resolutions:

6. **“THAT:**
  - (a) subject to paragraph (c) of this Resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) of this Resolution shall authorise the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

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## NOTICE OF ANNUAL GENERAL MEETING

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(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of conversion under any existing warrants, bonds, debentures, notes, options or other securities convertible into shares of the Company; (iii) any option scheme or similar arrangement for the time being adopted for the grant or issue to the eligible persons of shares or rights to acquire shares in the share capital of the Company; or (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution and the said approval shall be limited accordingly; and

(d) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of Company is required by any applicable law or the articles of association of the Company to be held; and
- (iii) the revocation or variation of this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of or the requirements of any recognized regulatory body or any stock exchange in any territory outside Hong Kong).”

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## NOTICE OF ANNUAL GENERAL MEETING

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7. “THAT:

- (a) subject to paragraph (b) of this Resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.01 each in the share capital of the Company on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares to be purchased by the Company pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10 per cent of the aggregate nominal amount of share capital of the Company in issue at the date of passing this Resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; and
- (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of ordinary resolution of the shareholders of the Company in general meeting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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8. “**THAT**, subject to the passing of Ordinary Resolution Nos. 6 and 7 set out in the notice convening this meeting, the general mandate granted to the directors of the Company to allot, issue and deal with additional shares pursuant to Resolution No. 6 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares in the capital of the Company repurchased by the Company under the authority granted pursuant to Ordinary Resolution No. 7 set out in the notice convening this meeting, provided that such amount of shares shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution.”

By order of the Board  
**China Renewable Energy Investment Limited**  
**OEI Kang, Eric**  
*Chairman and Chief Executive Officer*

Hong Kong, 14 April 2022

*Registered Office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Principal Place of Business*

*in Hong Kong:*  
9/F., Tower 1, South Seas Centre  
75 Mody Road  
Tsimshatsui East  
Kowloon, Hong Kong

*Notes:*

- (1) The record date for determining the entitlement of shareholders of the Company to attend and vote at the forthcoming annual general meeting of the Company which will be held on Thursday, 2 June 2022 (“2022 AGM”) is Friday, 27 May 2022 after close of business. In order to be eligible to attend and vote at the 2022 AGM, shareholders of the Company must lodge all transfer documents accompanied by the relevant share certificates for registration with the Company’s branch share registrar and transfer agent in Hong Kong, Computershare Hong Kong Investor Services Limited (“Computershare”), Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, no later than 4:30 p.m. on Friday, 27 May 2022.
- (2) Subject to the approval of shareholders of the Company at the 2022 AGM, the final dividend will be paid on Thursday, 23 June 2022. The record date for the proposed final dividend is Wednesday, 15 June 2022. The Company’s register of members will be closed from Tuesday, 14 June 2022 to Wednesday, 15 June 2022 (both days inclusive) in order to determine entitlements to the proposed final dividend. During such period, no transfer of shares will be effected. In order to qualify for the proposed final dividend, all transfers documents accompanied by the relevant share certificates must be lodged with Computershare at the abovementioned address for registration no later than 4:30 p.m. on Monday, 13 June 2022.
- (3) A member of the Company entitled to attend and vote at the above meeting is entitled to appoint another person as his proxy to attend and to vote on his behalf. A proxy need not be a member of the Company.

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## NOTICE OF ANNUAL GENERAL MEETING

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- (4) To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notorially certified copy thereof, must be deposited at the principal place of business of the Company in Hong Kong at 9th Floor, Tower 1, South Seas Centre, 75 Mody Road, Tsimshatsui East, Kowloon, Hong Kong or the Company's branch share registrar and transfer agent in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than forty-eight (48) hours before the time appointed for holding of the meeting.
- (5) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.
- (6) If typhoon signal No. 8 or above, or a black rainstorm warning is in effect at 9:00 a.m. on the date of the annual general meeting, the meeting will be postponed. The Company will post an announcement on its website ([www.cre987.com](http://www.cre987.com)) and HKExnews website ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify shareholders of the Company of the date, time and place of the rescheduled meeting.