
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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Shuifa Singyes Energy Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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China Shuifa Singyes Energy Holdings Limited

中國水發興業能源集團有限公司

(incorporated in Bermuda with limited liability)

(Stock Code: 750)

**(1) GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE NEW SHARES**
(2) RE-ELECTION OF DIRECTORS
(3) PROPOSED DISTRIBUTION OF FINAL DIVIDEND
(4) SHARE PREMIUM REDUCTION
AND
(5) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting (the “AGM”) of the Company to be held at i.Link Group Limited at Room 901-905, 9/F, China Insurance Group Building, 141 Des Voeux Road Central, Central, Hong Kong on Friday, 10 June 2022 at 11:00 a.m. is set out on pages 16 to 20 of this circular.

A form of proxy for use at the AGM is also enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, as soon as possible but in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the AGM or any adjourned meeting thereof should you so wish.

29 April 2022

PRECAUTIONARY MEASURES FOR THE AGM

To safeguard the health and safety of Shareholders of the Company and to prevent the spreading of the novel coronavirus (COVID-19) pandemic, the following precautionary measures will be implemented at the AGM:

- (1) Limiting the number of the attendees to avoid over-crowding
- (2) Compulsory body temperature screening/checks
- (3) Compulsory wearing of face mask
- (4) Maintaining an appropriate social distancing between seats
- (5) No provision of food or beverages and no distribution of gifts

It is possible that Shareholders and/or their representatives may not be able to attend in person at the AGM venue depending on prevailing regulations imposed by the Hong Kong Government. For the health and safety of Shareholders of the Company, the Company strongly encourages Shareholders to exercise their right to vote at the AGM by appointing the chairman of the AGM as their proxy and to return their forms of proxy by the time specified above, instead of attending the AGM in person.

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the AGM arrangements at short notice. Shareholders should check the website of the Company at <http://www.sfsyenergy.com/> and the website of the Hong Kong Exchanges and Clearing Limited at <http://www.hkexnews.hk> for future announcements and updates on the AGM arrangements when necessary.

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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 Group. 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.

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at i.Link Group Limited at Room 901-905, 9/F, China Insurance Group Building, 141 Des Voeux Road Central, Central, Hong Kong on Friday, 10 June 2022 at 11:00 a.m., the notice of which is set out on pages 16 to 20 of this circular
“associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Business Day”	means any day on which securities are traded on the Stock Exchange
“Bye-laws”	the bye-laws of the Company
“close associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Company”	China Shuifa Singyes Energy Holdings Limited, an exempted company incorporated in Bermuda with limited liability, and the Shares of which are listed on the Main Board of the Stock Exchange
“Contributed Surplus Account”	the contributed surplus account of the Company
“core connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Effective Date”	the date on which the Share Premium Reduction shall become effective, being the next Business Day immediately following the date of the AGM at which the relevant special resolution approving the Share Premium Reduction will be considered and, if thought fit, approved by the Shareholders
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to allot, issue and deal with new Shares not exceeding 20% of the total number of the Shares of the Company in issue as at the date of passing of the ordinary resolution in relation thereof
“Latest Practicable Date”	22 April 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Record Date”	17 June 2022, being the record date for the determination of entitlement of the Shareholders to the final dividend
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to repurchase the fully paid-up Shares up to 10% of the total number of the Shares of the Company in issue as at the date of passing of the ordinary resolution in relation thereof
“Share Premium Account”	the share premium account of the Company
“Share Premium Reduction”	the proposed cancellation of the amount of RMB70,000,000 (equivalent to an amount between approximately US\$10,000,000 and approximately US\$10,938,000) standing to the credit of the Share Premium Account to be approved by Shareholders at the AGM
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of US\$0.01 each in the share capital of the Company
“Shareholders”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the same meaning ascribed to it under the Listing Rules

DEFINITIONS

“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs of Hong Kong
“US\$”	US dollar, the lawful currency of the United States of America
“%”	per cent

LETTER FROM THE BOARD



China Shuifa Singyes Energy Holdings Limited

中國水發興業能源集團有限公司

(incorporated in Bermuda with limited liability)

(Stock Code: 750)

Executive Directors:

Mr. Zheng Qingtao (*Chairman*)
Mr. Liu Hongwei (*Vice-Chairman*)
Mr. Chen Fushan
Mr. Wang Dongwei

Non-executive Directors:

Mr. Xie Wen
Ms. Li Li

Independent non-executive Directors:

Dr. Wang Ching
Mr. Yick Wing Fat, Simon
Dr. Tan Hongwei

Registered office:

4th Floor North
Cedar House
41 Cedar Avenue
Hamilton HM 12
Bermuda

*Head office and principal place of
business in Hong Kong:*

Unit 3108, 31st Floor
China Merchants Tower
Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

29 April 2022

To the Shareholders,

Dear Sir or Madam,

- (1) GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE NEW SHARES**
(2) RE-ELECTION OF DIRECTORS
(3) PROPOSED DISTRIBUTION OF FINAL DIVIDEND
(4) SHARE PREMIUM REDUCTION
AND
(5) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to give you notice of the AGM and to provide you with information regarding the resolutions to be proposed at the AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

LETTER FROM THE BOARD

REPURCHASE MANDATE

At the annual general meeting of the Company held on 10 June 2021, a general mandate was granted to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the AGM. An ordinary resolution will be proposed at the AGM to grant the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10 percent of the total number of issued Shares of the Company as at the date of passing of the resolution in relation to the Repurchase Mandate. An explanatory statement as required under the Listing Rules to provide the requisite information of the Repurchase Mandate is set out in Appendix I to this circular.

ISSUE MANDATE AND EXTENSION OF ISSUE MANDATE

As at the Latest Practicable Date, the Company has 2,521,081,780 Shares in issue. At the AGM, an ordinary resolution will be proposed that the Directors be given the Issue Mandate in order to ensure flexibility and discretion to the Directors to issue new Shares. Subject to the passing of the proposed ordinary resolution approving the Issue Mandate and on the basis that no further Shares will be issued or allotted or repurchased by the Company prior to the AGM, the exercise of the Issue Mandate in full would result in up to a maximum of 504,216,356 Shares, representing 20% of the total number of Shares in issue and a share capital of US\$5,042,163.56, being issued by the Company during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which the Issue Mandate is revoked or varied by an ordinary resolution passed by the Shareholders at a general meeting of the Company. Any issue of Shares exceeding the number of Shares of 3,200,000,000 under the Issue Mandate will be subject to the passing of the proposed ordinary resolution approving the proposed Authorised Share Capital Increase at the AGM. In addition, an ordinary resolution will also be proposed to extend the Issue Mandate by adding to it the number of such Shares repurchased under the Repurchase Mandate.

RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to Bye-law 87 of the Bye-laws, one-third of the Directors for the time being, or, if their number is not a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation at every annual general meeting of the Company. The retiring Directors shall be eligible for re-election. Pursuant to Bye-law 87 of the Bye-law, any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of members after his appointment and be subject to re-election at such meeting. Accordingly, Mr. Zheng Qingtao, Mr. Wang Dongwei, Mr. Xie Wen and Mr. Yick Wing Fat, Simon are subject to retirement by rotation at the AGM.

LETTER FROM THE BOARD

PROPOSED DISTRIBUTION OF FINAL DIVIDEND

Final Dividend

As stated in the announcement issued by the Company dated 24 March 2022 relating to the audited annual results of the Group for the year ended 31 December 2021, the Board recommends the payment of a final dividend of HK\$0.020 per Share for the year ended 31 December 2021 to the Shareholders whose names appear on the register of members of the Company on the Record Date. The final dividend is intended to be distributed through the Contributed Surplus Account which part of the amount shall be contributed by Share Premium Reduction. The final dividend is conditional upon: (i) the passing of an ordinary resolution by the Shareholders at the AGM approving the final dividend; and (ii) the passing of a special resolution by the Shareholders at the AGM approving the Share Premium Reduction.

Closure of Register of Members

Shareholders whose names appear on the register of members of the Company on the Record Date (i.e. 17 June 2022) will be entitled to the final dividend. The Company's register of members will be closed from Thursday, 16 June 2022 to Friday, 17 June 2022 (both days inclusive), during which period no transfer of Shares will be effected. In order to qualify for the proposed final dividend, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrars and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 15 June 2022. Cheques for final dividend (subject to approval in the AGM mentioned above) will be dispatched to the Shareholders on or before Friday, 15 July 2022.

PROPOSED SHARE PREMIUM REDUCTION

The Board proposes to put forward to the Shareholders to reduce the share premium of the Company pursuant to the laws of Bermuda and the Bye-laws. The amount standing to the credit of the Share Premium Account of the Company as at 31 December 2021, based on the audited consolidated financial statement of the Company, was RMB2,001,435,000. It is proposed that the amount of RMB70,000,000 (equivalent to an amount between approximately US\$10,000,000 and approximately US\$10,938,000) standing to the credit of the Share Premium Account be cancelled and that the credit arising therefrom be transferred to the Contributed Surplus Account.

Pursuant to the provisions of the Companies Act 1981 in Bermuda, the Company has to publish a notice of reduction of share premium, in which the amount proposed to be reduced has to be presented in US\$ given that the par value of the shares of the Company is denominated in US\$. Hence, based on a fluctuation in the exchange rate between US\$ and RMB, the range of US\$ equivalent amounts of the proposed reduction of RMB70,000,000 in share premium has been disclosed in this circular.

LETTER FROM THE BOARD

Reasons for the Share Premium Reduction

The Directors consider that it is unnecessary to maintain the Share Premium Account at its current level. The Company is subject to the restrictions under Bermuda law on the use of the funds standing to the credit of the Share Premium Account which, in summary, is limited to application towards crediting as fully paid bonus shares to be issued and paying the costs arising on the issue of shares. The Contributed Surplus Account is a distributable reserve which is available to be applied by the Company in a more general manner as the Board may think fit, including but not limited to, payment of dividends to Shareholders, issue of bonus shares and elimination of accumulated losses, if any. The Directors believe that the Share Premium Reduction is beneficial to the Company and the Shareholders as a whole.

Effect of the Share Premium Reduction

The implementation of the Share Premium Reduction does not involve any reduction in the authorised or issued share capital of the Company nor does it involve any reduction in the nominal value of the Shares or the trading arrangements concerning the Shares. The implementation of the Share Premium Reduction will not affect the underlying assets, business operations, management or financial position of the Company or the proportionate interests of the Shareholders, other than related expenses incurred which are immaterial. Save as the aforesaid expenses, the Directors consider that the Share Premium Reduction will not cause any loss in the Shareholders funds of the Company and will not have a material adverse effect on the financial position of the Company.

Conditions of the Share Premium Reduction

The Share Premium Reduction is conditional upon, inter alia, the following being fulfilled: (1) the passing of a special resolution by the Shareholders to approve the Share Premium Reduction at the AGM; (2) compliance with section 46(2) of the Companies Act 1981 of Bermuda, including the publication of a notice of the Share Premium Reduction in an appointed newspaper in Bermuda on a date not more than thirty (30) days and not less than fifteen (15) days before the Effective Date; and (3) the Director having satisfied that on the Effective Date, there are no reasonable grounds for believing that the Company is, or after the Effective Date will be, unable to pay its liabilities as they become due.

AGM

The AGM will be held at i.Link Group Limited at Room 901-905, 9/F, China Insurance Group Building, 141 Des Voeux Road Central, Central, Hong Kong on Friday, 10 June 2022 at 11:00 a.m. A notice of the AGM is set out on pages 16 to 20 of this circular.

LETTER FROM THE BOARD

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return the proxy form will not preclude you from attending and voting at the AGM or any adjourned meeting thereof should you so wish.

The register of members of the Company will be closed from Tuesday, 7 June 2022 to Friday, 10 June 2022 (both days inclusive), during which period no transfer of Shares will be effected. In order to be entitled to attend the forthcoming AGM, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Monday, 6 June 2022.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll, except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions proposed at the AGM shall be voted by poll.

RECOMMENDATION

The Directors consider that (1) the grant of the Issue Mandate; (2) the grant of the Repurchase Mandate; (3) the extension of the Issue Mandate by the addition of the number of Shares repurchased pursuant to the Repurchase Mandate; (4) the re-election of the retiring Directors; (5) the proposed Share Premium Reduction and (6) the proposed distribution of final dividend are in the interests of the Company and the Shareholders as a whole and accordingly recommend all the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of
China Shuifa Singyes Energy Holdings Limited
Zheng Qingtao
Chairman

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

This Appendix serves as an explanatory statement as required under the Listing Rules, to provide the requisite information to you for consideration of the Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the Company had 2,521,081,780 Shares in issue or an issued share capital of US\$25,210,817.8. As at the Latest Practicable Date, there were 18,026,332 (as adjusted) outstanding share options under the share option scheme of the Company.

Subject to the passing of the proposed ordinary resolution approving the Repurchase Mandate and on the basis that no outstanding share options of the Company are exercised and no further Shares are issued, allotted or repurchased by the Company prior to the AGM, the exercise of the Repurchase Mandate in full would result in up to a maximum of 252,108,178 Shares, representing 10% of the total number of Shares in issue and a share capital of US\$2,521,081.78, being repurchased by the Company during the period ending on the earlier of the conclusion of (1) the next annual general meeting of the Company; or (2) the date by which the next annual general meeting of the Company is required to be held by law; or (3) the date upon which the Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company.

REASONS FOR SHARES REPURCHASES

Although the Directors have no present intention of exercising the Repurchase Mandate, the Directors believe that the flexibility offered by the Repurchase Mandate would be beneficial to the Company and the Shareholders. At any time in the future when the Shares are trading at a discount to their underlying value, the ability of the Company to repurchase the Shares will be beneficial to the Shareholders who retain their investment in the Company as their proportionate interest in the assets of the Company would increase in proportion to the number of Shares repurchased by the Company from time to time and thereby resulting in an increase in net asset and/or earnings per share of the Company. Such repurchases will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

FUNDING OF SHARES REPURCHASES

The Directors propose that the repurchase of Shares under the Repurchase Mandate would be financed by the Company's internal resources.

In repurchasing the Shares, the Company may only apply funds legally available for such purposes in accordance with the Bye-laws and the applicable laws of Bermuda. The laws of Bermuda provide that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the funds of the company that would otherwise be available for distribution by way of dividend or distribution or the proceeds of a new issue of the shares made for the purpose of the redemption. It is envisaged that the funds required for any repurchase of the Shares would be derived from the capital paid up on the Shares being repurchased and from the distributable profits of the Company.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

The exercise of the Repurchase Mandate in full will not have a material adverse impact on the working capital or the gearing level of the Company (as compared with the position disclosed in its latest published audited accounts as at 31 December 2021).

SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date, were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
April	1.27	1.10
May	1.14	1.00
June	1.42	1.02
July	2.21	1.30
August	1.87	1.36
September	2.56	1.56
October	2.81	2.07
November	2.05	1.76
December	2.05	1.73
2022		
January	1.87	1.32
February	1.50	1.36
March	1.40	1.03
April (up to Latest Practicable Date)	1.19	1.03

UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

To the best of their knowledge having made all reasonable enquiries, none of the Directors or any of their respective close associates has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

No core connected persons of the Company have notified the Company that they have a present intention to sell any Shares to the Company nor have they undertaken not to sell any of the Shares held by them to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

TAKEOVERS CODE

If, as a result of shares repurchase made by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of the Takeovers Code. Accordingly, the Shareholder, or a group of the Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interests, may 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, to the best knowledge and belief of the Directors, the Shareholders who were interested in 5% or more of the issued share capital of the Company, according to the register of interests required to be kept by the Company under the SFO, were as follows:

Shareholder	Long/short position	Capacity/nature of interest	Number of shares	Approximate % of shareholdings
Water Development (HK) Holding Co., Limited ¹	Long position	Beneficial owner	1,687,008,585	66.92%
	Long position	Person having a security interest in shares	180,755,472	7.17%
水發能源集團有限公司 ¹	Long position	Interest of corporation controlled by you	1,867,764,057	74.09%
水發集團有限公司 ¹	Long position	Interest of corporation controlled by you	1,867,764,057	74.09%
Strong Eagle Holdings Ltd. ²	Long position	Beneficial owner	202,038,750	8.01%
Mr. Liu Hongwei	Long position	Interest of corporation controlled by you	202,038,750	8.01%
	Long position	Beneficial owner	1,500,000	0.06%
		Sub total	203,538,750	8.07%

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

Note:

1. Water Development (HK) Holding Co., Limited is 100% beneficially owned by 水發能源集團有限公司 and 水發能源集團有限公司 is 100% beneficially owned by 水發集團有限公司.
2. Strong Eagle Holdings Ltd. is owned by Mr. Liu Hongwei, Mr. Sun Jinli, Mr. Xie Wen, Mr. Xiong Shi and Mr. Zhuo Jianming as to 53%, 15%, 13%, 10%, and 9% respectively.
3. The percentage is calculated on the basis of 2,521,081,780 Shares in issue as at the Latest Practicable Date.

On the basis of the shareholding of the Company, to the best of the knowledge and belief of the Directors, an exercise of the Repurchase Mandate in full will not give rise to an obligation to make a mandatory general offer under Rule 26 of the Takeovers Code.

SHARES REPURCHASES MADE BY THE COMPANY

The Company and its subsidiaries had not purchase, sell, or redeem any listed securities of the Company in the six months preceding the Latest Practicable Date.

The biographical details of the Directors proposed to be re-elected at the AGM are as follows:

Mr. Zheng Qingtao, aged 48, has been appointed as the Chairman and an executive Director of our Company on 28 November 2019. He has taken charge of the Group's Party building, strategic development and the overall work of the Board. He has been the assistant to general manager of Shuifa Group Co., Ltd. (水發集團有限公司) and general secretary of party branch* (黨總委書記), chairman and general manager of Shuifa Energy Group Limited (水發能源集團有限公司) since March 2017. From February 2014 to February 2017 and from November 2012 to February 2014, before that Mr. Zheng served as the general manager and chairman of Shandong Shuifa Tianyuan Water Group Co., Ltd. (山東水發天源水務集團有限公司), and Liangshan County Water Development Co., Ltd.* (梁山縣水務發展有限公司) and Shandong Shengdu Water Development Co., Ltd.* (山東聖都水務發展有限公司), respectively. Mr. Zheng obtained his bachelor's degree in political thoughts education (思想政治教育) at Qufu Normal University* (曲阜師範大學) in the PRC in 2003 and has approximately 20 years of experience in corporate senior management and approximately 20 years of experience in the energy industry.

Mr. Zheng is not entitled to any director remuneration during the year since he also hold other positions under Shuifa Group.

Mr. Wang Dongwei, aged 40, has been appointed as an executive Director of our Company on 28 November 2019 and was appointed as the president of the Group and fully responsible for the day-to-day operation management and safety production of the Group. He has been a deputy general manager of Shuifa Energy Group Limited (水發能源集團有限公司) from June 2018 to October 2019. From May 2018 to June 2018, Mr. Wang was the assistant to general manager at Shandong ENN Energy Development Co., Ltd.* (山東新奧能源發展有限公司), and from November 2014 to April 2018, he was a standing deputy general manager of Jinan ENN Combustion Gas Co., Ltd.* (濟南新奧燃氣有限公司). He served as the chief accountant of Qingdao ENN Jiaocheng Combustion Gas Co., Ltd.* (青島新奧膠城燃氣有限公司) from March 2011 to October 2014. Mr. Wang worked at Laiyang ENN Combustion Gas Co., Ltd.* (萊陽新奧燃氣有限公司) from March 2008 to February 2011 and Qingdao ENN Jiaonan Combustion Gas Co., Ltd.* (青島新奧膠南燃氣有限公司) from April 2006 to February 2008, as an executive of the finance department in both companies. From August 2004 to March 2006, Mr. Wang took the position of a supervising accountant of the finance department of Chucheng ENN Gas Combustion Co., Ltd.* (諸城新奧燃氣有限公司), and from July 2001 to July 2004, he was an accountant of Zibo Huaqing Fire Resistant Materials Company Limited* (淄博華慶耐火材料有限公司). Mr. Wang obtained his master's degree in business administration at Zhongnan University of Economics and Law* (中南財經政法大學) in the PRC in 2012 and his bachelor's degree in accounting at Shandong Economics College* (山東經濟學院) (currently known as Shandong University of Finance and Economics) in the PRC in 2003 and has approximately 15 years of senior management experience in the energy field.

Mr. Wang's director remuneration, including salary and bonus during the year was approximately RMB1,909,000.

Xie Wen, aged 58, has been appointed as a non-executive Director of the Group since 17 February 2022. Xie Wen graduated from Zhengzhou Textile Engineering College* (鄭州紡織工學院) in 1987. Xie Wen was certified as a Level 1 Project Manager by the PRC Ministry of Construction in 2002, certified as a senior engineer by the Guangdong Province Personnel Bureau in 2004, and awarded as a registered constructor by the Ministry of Construction in 2008. He has nearly 30 years of experience in green building sector and has nearly 20 years of experience in the photovoltaic power application sector. Xie Wen is a director of Strong Eagle Holdings Ltd.

Mr. Xie is not entitled to any director remuneration since he also hold other positions under Shuifa Group. His remuneration, as a senior executive of the Group prior to the appointment as non-executive director, including salary and bonus during the year was approximately RMB2,127,000.

Yick Wing Fat, Simon, aged 64, is our independent non-executive director and chairman of the audit committee. Mr. Yick holds a Bachelor's degree in Business Administration from the Chinese University of Hong Kong, majoring in Accounting. He is a fellow of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants in England. Mr. Yick has over 30 years of experience in audit, direct investment, investment banking and corporate advisory services.

Mr. Yick also serves as an independent non-executive director and chairman of the audit committee of Shenzhen Neptunus Interlong Bio-technique Co., Ltd. and Shanghai International Shanghai Growth Investment Limited (both are listed on the Stock Exchange). Mr. Yick is an independent non-executive director and chairman of audit committee and remuneration committee, member of nomination committee of Modern Media Holdings Limited (listed on Stock Exchange, Stock Code: 72).

Mr. Yick's director remuneration during the year was approximately HK\$300,000.

Save as disclosed in this circular, as at the Latest Practicable Date, each of the above Directors proposed for re-election at the AGM did not (i) have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company; (ii) hold any other position with the Company and other members of the Group; (iii) hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iv) hold any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed in this circular, so far as the Directors are aware, there are no matters concerning the re-election of each of Mr. Zheng Qingtao, Mr. Wang Dongwei, Mr. Xie Wen and Mr. Yick Wing Fat, Simon that need to be brought to the attention of the Shareholders or the Stock Exchange nor is there any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF THE AGM



China Shuifa Singyes Energy Holdings Limited

中國水發興業能源集團有限公司

(incorporated in Bermuda with limited liability)

(Stock Code: 750)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of China Shuifa Singyes Energy Holdings Limited (the “**Company**”) will be held at i.Link Group Limited at Room 901-905, 9/F, China Insurance Group Building, 141 Des Voeux Road Central, Central, Hong Kong on Friday, 10 June 2022 at 11:00 a.m. for the following purposes:

AS ORDINARY BUSINESS:

ORDINARY RESOLUTIONS

1. To receive and consider the audited financial statements and the reports of the directors of the Company (the “**Directors**”) and the report of PricewaterhouseCoopers, being the auditors of the Company for the year ended 31 December 2021.
2. Subject to the special resolution no. 9 below being passed:

to approve and the declaration of a final dividend of HK\$0.020 per share of the Company (the “**Share**”) for the year ended 31 December 2021 out of the contributed surplus account of the Company;
3.
 - (i) To re-elect Mr. Zheng Qingtao as an executive Director;
 - (ii) To re-elect Mr. Wang Dongwei as an executive Director;
 - (iii) To re-elect Mr. Xie Wen as a non-executive Director;
 - (iv) To re-elect Mr. Yick Wing Fat, Simon as an independent non-executive director.
4. To authorise the board of Directors (the “**Board**”) to determine the remuneration of the Directors.
5. To re-appoint PricewaterhouseCoopers as the auditors (the “**Auditors**”) of the Company for the year ended 31 December 2022 and to authorise the Board to determine the remuneration of the Auditors.

NOTICE OF THE AGM

AS SPECIAL BUSINESS, to consider and, if thought fit, to pass, with or without amendments, the following Resolution nos. 6, 7 and 8 as Ordinary Resolutions of the Company:

ORDINARY RESOLUTIONS

6. “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares of US\$0.01 each in the share capital of the Company (the “**Shares**”), subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to repurchase the Shares at a price determined by the Directors;
- (c) the total number of the Shares which are authorised to be repurchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10 per cent of the total number of the issued Shares of the Company as at the date of passing of 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 date of passing of this Resolution until whichever is the earliest 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 the bye-laws of the Company (the “**Bye-laws**”) or any applicable laws to be held; or
 - (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF THE AGM

7. “THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue, grant, distribute and deal with additional Shares and to make, issue or grant offers, agreements, options (including bonds, warrants and debentures convertible into Shares) and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to make, issue or grant offers, agreements, options (including bonds, warrants and debentures convertible into Shares) and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);
- (c) the total number of the Shares allotted, issued, granted, distributed or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued, granted, distributed or otherwise dealt with (whether pursuant to an option, a conversion or otherwise) by the Directors pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) any option scheme or similar arrangement of the Company for the granting or issuance of Shares or rights to acquire Shares; or (iii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into Shares; or (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Bye-laws from time to time, shall not exceed 20 per cent of the total number of the issued Shares of the Company as at the date of passing of this Resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this Resolution:

“**Relevant Period**” shall have same meaning as that ascribed to it under the Resolution no. 6 above; and “**Right Issue**” means an offer of Shares open for a period fixed by the Directors to the holders of Shares 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 may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong).”

NOTICE OF THE AGM

8. “**THAT** conditional upon the passing of the Resolutions nos. 6 and 7 above, the general mandate granted to the Directors to allot, issue, grant, distribute and deal with additional Shares pursuant to the Resolution no. 7 above be and is hereby extended by the addition thereof of an amount representing the total number of the Shares of the Company repurchased by the Company under the authority granted pursuant to the Resolution no. 7 above, provided that such amount shall not exceed 10 per cent of the total number of the issued Shares of the Company as at the date of passing of this Resolution.”

SPECIAL RESOLUTION

9. “**THAT** conditional upon compliance with Section 46(2) of the Companies Act 1981 of Bermuda, and with effect from the business day immediately following the day of passing this resolution:
- (a) the amount of RMB70,000,000 (equivalent to an amount between approximately US\$10,000,000 and approximately US\$10,938,000) standing to the credit of the share premium account of the Company be cancelled and that the credit arising therefrom be transferred to the contributed surplus account of the Company;
 - (b) the Directors of the Company be and are hereby authorised generally to carry out all acts and things which they may consider appropriate, necessary or desirable to give effect to or to implement the foregoing.”

By Order of the Board of
China Shuifa Singyes Energy Holdings Limited
Zheng Qingtao
Chairman

Hong Kong, 29 April 2022

Notes:

1. Any Shareholder entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a Shareholder.
2. Where there are joint holders of any share any one of such joint holder may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register in respect of the joint holding.

NOTICE OF THE AGM

3. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the Meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
4. With respect to the Resolution no. 2 as set out in this notice, the profiles of Mr. Zheng Qingtao, Mr. Wang Dongwei, Mr. Xie Wen and Mr. Yick Wing Fat, Simon have been set out in a circular (the "Circular") of the Company dated 29 April 2022 containing details of the Meeting.
5. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions proposed at the Meeting shall be voted by poll.
6. The Circular and the accompanying proxy form have been sent to the shareholders of the Company.
7. The register of members will be closed from Tuesday, 7 June 2022 to Friday, 10 June 2022, both days inclusive. In order to qualify for the purpose of ascertaining the members entitlement to the attendance of the Meeting, all share transfers documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, namely Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4: 30 p.m. on Monday, 6 June 2022.
8. An explanatory statement containing further details regarding ordinary resolution no. 5 as required by the Listing Rules will be despatched to the members of the Company together with the Circular.

As at the date of this notice, the executive Directors are Mr. Zheng Qingtao (Chairman), Mr. Liu Hongwei (Vice Chairman), Mr. Chen Fushan and Mr. Wang Dongwei, the non-executive Directors are Mr. Xie Wen and Ms. Li Li, and the independent non-executive Directors are Dr. Wang Ching, Mr. Yick Wing Fat, Simon and Dr. Tan Hongwei.