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**CHINA SMARTER ENERGY GROUP HOLDINGS LIMITED**

**中國智慧能源集團控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1004)**

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**SGM**”) of China Smarter Energy Group Holdings Limited (the “**Company**”) will be held at Portion 2, 12/F The Center, 99 Queen’s Road Central, Central, Hong Kong at 10:00 a.m. on 11 November 2022, to consider and, if thought fit, approve, with or without amendments, the following resolution of the Company. Unless otherwise defined, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 26 October 2022.

**ORDINARY RESOLUTION**

“**That**

1. (a) the sale and purchase agreement (the “**Sale and Purchase Agreement**”), dated 27 January 2021 entered into by and between 青島谷欣電力投資有限公司 (Qingdao Guxin Electricity Investment Company Limited\*), an indirect wholly-owned subsidiary of the Company (the “**Seller**”), and 甘肅錦泰電力有限責任公司(Gansu Jintai Electricity Company Limited\*) (the “**Buyer**”), pursuant to which, among other things, the Buyer conditionally agreed to acquire, and the Seller conditionally agreed to sell, (i) the entire issued share capital of 金昌迪生太陽能發電有限公司(Jinchang Disheng Solar Energy Company Limited\*), and (ii) the sale loan (being the shareholders’ loan of approximately RMB138.48 million) due from Jinchang Disheng to 上海國之杰智慧能源有限公司 (Shanghai Gorgeous Smarter Energy Company Limited\*), a company incorporated in the People’s Republic of China and the holding company of the Seller, at the aggregate consideration of RMB350 million in cash, subject to the terms and conditions contained therein, as set out in the circular of the Company dated 26 October 2022, the terms and conditions thereof and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any one director of the Company be and is hereby authorized to do all such acts and things, sign, executed and deliver all such documents, deeds or instruments (including affixing the common seal of the Company thereon) and to do all such things as the director in his sole opinion and absolute discretion consider necessary, expedient or desirable to implement and/or to give effect to or otherwise in connection with the Sale and Purchase Agreement and the transactions contemplated thereunder.”

\* For identification purposes only

2. To re-elect the following retiring directors of the Company (the “**Director(s)**”):
  - (a) Ms. Yue Lu as an executive Director; and
  - (b) Mr. Kowk Shun Sing as an independent non-executive Director.

By order of the Board  
**China Smarter Energy Group Holdings Limited**  
**Chen Xiaxuan**  
*Chairman and Chief Executive Officer*

Hong Kong, 26 October 2022

*Notes:*

1. Any member of the Company entitled to attend and vote at the SGM is entitled to appoint a proxy to attend and vote on his/her behalf. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her to attend and vote on his/her behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order 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 certified copy of that power or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude a member of the Company from attending and voting in person at the SGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorized.
4. Where there are joint holders of any share, any one of such joint holders may vote at the SGM, either personally or by proxy, in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such joint holders are present at the SGM personally or by proxy, then the one of such joint holders so present whose name stands first on the register of members of the Company shall, in respect of such share, be entitled alone to vote in respect thereof.
5. The resolution at the SGM will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
6. If there is a black rainstorm warning or a tropical cyclone warning signal number 8 or above in force in Hong Kong at or after 7:30 a.m. on 11 November 2022 and/or the Hong Kong Observatory has announced at or before 7:30 a.m. on 11 November 2022 that either of the abovementioned warnings is to be issued within the next two hours, the SGM as convened by this notice shall be rescheduled. The Company will publish an announcement on its website at [https://www.cse1004.com/announcement\\_en.asp](https://www.cse1004.com/announcement_en.asp) and HKEXnews at [www.hkexnews.hk](http://www.hkexnews.hk) to notify Shareholders of the date, time and venue of the rescheduled meeting.

*As at the date of this notice, Mr. Chen Xiaxuan, Mr. Bo Dateng and Ms. Yue Lu are the executive directors of the Company and Mr. Pun Hau Man, Mr. Lo Ka Ki and Mr. Kwok Shun Sing are the independent non-executive directors of the Company.*

## **PRECAUTIONARY MEASURES FOR SPECIAL GENERAL MEETING**

In view of the ongoing COVID-19 pandemic and recent requirements for prevention and control of its spread, the Company will implement the following preventive measures at the SGM to be held at 10:00 a.m. on 11 November 2022 to protect the attending Shareholders of the Company, staff and other stakeholders from the risk of infection:

- (a) compulsory body temperature checks will be conducted on every Shareholder, proxy and attendee at the entrance of the SGM venue. Any person with a body temperature of over 37.5 degrees Celsius may be denied entry into the SGM venue or be required to leave the SGM venue;
- (b) the Company requests attendees to wear surgical face masks inside the SGM venue at all times;
- (c) no refreshments or drinks will be served; and
- (d) designated seating arrangement will be made to ensure appropriate social distancing.

To the extent permitted under law, the Company reserves the right to deny entry into the SGM venue or require any person to leave the SGM venue to ensure the health and safety of the attendees at the SGM.

In the interest of all stakeholders' health and safety and be consistent with recent COVID-19 guidelines for prevention and control, the Company reminds all Shareholders that physical attendance in person at the SGM is not necessary for the purpose of exercising voting rights. As an alternative, by using forms of proxy with voting instructions inserted, Shareholders may appoint the Chairman of the SGM as their proxy to vote on the relevant resolutions at the SGM instead of attending the SGM in person.