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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 shares in **China Energy Engineering Corporation Limited***, you should at once hand this circular and the accompanying proxy forms and the reply slips to the purchaser or transferee or to the bank or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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中國能源建設股份有限公司

CHINA ENERGY ENGINEERING CORPORATION LIMITED*

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

(Stock Code: 3996)

**(1) THE EXTENSION OF THE VALIDITY PERIOD OF THE RESOLUTIONS
ON THE ISSUANCE OF A SHARES TO SPECIFIC SUBSCRIBERS**

**(2) THE EXTENSION OF THE VALIDITY PERIOD OF AUTHORIZATION
TO THE BOARD TO DEAL WITH RELEVANT MATTERS IN RELATION TO
THE ISSUANCE OF A SHARES TO SPECIFIC SUBSCRIBERS**

**NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2024
AND
NOTICE OF THE FIRST H SHAREHOLDERS' CLASS MEETING OF 2024**

The EGM, the A Shareholders' Class Meeting and H Shareholders' Class Meeting will be held in sequence by the Company at Room 2702, Building 1, No. 26A West Dawang Road, Chaoyang District, Beijing, the PRC on Thursday, 28 March 2024 at 8:30 a.m. Notices of the EGM and the H Shareholders' Class Meeting are set out on pages 20 to 23 of this circular.

Reply slips and proxy forms for use at the EGM and the H Shareholders' Class Meeting are enclosed herewith and also published on both websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.ceec.net.cn>). If you intend to appoint a proxy to attend the EGM and/or the H Shareholders' Class Meeting, you are requested to complete, sign and return the enclosed proxy forms in accordance with the instructions printed thereon by 8:30 a.m. on Wednesday, 27 March 2024. Completion, signing and return of the proxy forms will not preclude you from attending and voting in person at the EGM and/or the H Shareholders' Class Meeting. Shareholders who intend to attend the EGM and/or the H Shareholders' Class Meeting in person or by proxy should complete, sign and return the reply slips in accordance with the instructions printed thereon on or before Tuesday, 26 March 2024.

13 March 2024

* For identification purpose only

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DEFINITIONS

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

“A Share(s)”	the ordinary Shares of the Company with a nominal value of RMB1.00 each, which have been listed and traded in RMB on the Shanghai Stock Exchange
“A Shareholder(s)”	holder(s) of the A Share(s)
“A Shareholders’ Class Meeting”	the first A Shareholders’ class meeting of 2024 of the Company to be held at 9:30 a.m. (or immediately after the conclusion of the EGM or any adjournment thereof) on Thursday, 28 March 2024 at Room 2702, Building 1, No. 26A West Dawang Road, Chaoyang District, Beijing, the PRC, and any adjournment thereof (as the case may be)
“Applicable Opinions No. 18”	the Applicable Opinions on the Relevant Provisions of Article 9, Article 10, Article 11, Article 13, Article 40, Article 57 and Article 60 of the Administrative Measures for Registration of the Issuance of Securities by Listed Companies – Applicable Opinions No. 18 on the Securities and Futures Laws
“Articles of Association”	the Articles of Association of China Energy Engineering Corporation Limited adopted by the Company, as amended, revised or otherwise supplemented from time to time
“Board” or “Board of Directors”	the board of Directors of the Company
“Class Meeting(s)”	the A Shareholders’ Class Meeting and/or the H Shareholders’ Class Meeting
“Company”	China Energy Engineering Corporation Limited* (中國能源建設股份有限公司), a joint stock limited company incorporated in the PRC on 19 December 2014, whose H Shares are listed on the Hong Kong Stock Exchange (Stock Code: 3996) and A Shares are listed on the Shanghai Stock Exchange (Stock Code: 601868)
“Company Law”	the Company Law of the People’s Republic of China
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company

DEFINITIONS

“EGM”	the first extraordinary general meeting of 2024 of the Company to be held at 8:30 a.m. on Thursday, 28 March 2024 at Room 2702, Building 1, No. 26A West Dawang Road, Chaoyang District, Beijing, the PRC, and any adjournment thereof (as the case may be)
“Energy China Group”	China Energy Engineering Group Co., Ltd. (中國能源建設集團有限公司), a wholly state-owned company established in the PRC on 28 September 2011, the controlling shareholder of the Company
“EPPE”	Electric Power Planning & Engineering Institute Co., Ltd. (電力規劃總院有限公司), a limited liability company established in the PRC on 17 July 2014 and a wholly-owned subsidiary of Energy China Group
“H Share(s)”	the ordinary Shares of the Company with a nominal value of RMB1.00 each, which are listed and traded in HK dollars on the Hong Kong Stock Exchange
“H Shareholder(s)”	holder(s) of the H Share(s)
“H Shareholders’ Class Meeting”	the first H Shareholders’ class meeting of 2024 of the Company to be held at 10 a.m. (or immediately after the conclusion of the A Shareholders’ Class Meeting or any adjournment thereof) on Thursday, 28 March 2024 at Room 2702, Building 1, No. 26A West Dawang Road, Chaoyang District, Beijing, the PRC, and any adjournment thereof (as the case may be)
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Issuance to Specific Subscribers”, “Issuance” or “Issuance of A Shares to Specific Subscribers”	the proposed issuance of not more than 8,338,232,727 A Shares by the Company to specific subscribers
“Latest Practicable Date”	7 March 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information included herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“Plan of the Issuance of A Shares to Specific Subscribers”	the plan of the Issuance of A Shares to Specific Subscribers by the Company as approved by the Board on 28 February 2023 and as adjusted and amended by the authorized person by the Board on 19 July 2023

DEFINITIONS

“PRC” or “China”	the People’s Republic of China
“Previous Shareholders’ Meetings”	the first extraordinary general meeting of 2023, the first A Shareholders’ class meeting of 2023 and the first H Shareholders’ class meeting of 2023 of the Company
“Registration Administrative Measures”	the Administrative Measures for Registration of the Issuance of Securities by Listed Companies
“RMB”	Renminbi, the lawful currency of the PRC
“Securities Law”	the Securities Law of the People’s Republic of China
“Share(s)”	share(s) in the share capital of the Company with a nominal value of RMB1.00 each
“Shareholder(s)”	registered holder(s) of Shares of the Company
“Shareholders’ Meetings”	the EGM and the Class Meetings
“SSE”	the Shanghai Stock Exchange
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“%”	per cent

LETTER FROM THE BOARD



中國能源建設股份有限公司
CHINA ENERGY ENGINEERING CORPORATION LIMITED*

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

(Stock Code: 3996)

Executive Directors:

Mr. Song Hailiang (*Chairman*)
Mr. Ma Mingwei

Non-executive Directors:

Mr. Li Shulei
Mr. Liu Xueshi
Mr. Si Xinbo

Independent Non-executive Directors:

Mr. Zhao Lixin
Mr. Cheng Niangao
Dr. Ngai Wai Fung

Registered office:

Room 01-2706, 1-24/F, Building 1
No. 26A West Dawang Road
Chaoyang District
Beijing
PRC

Principal place of business in Hong Kong:

31/F, Tower Two, Times Square
1 Matheson Street, Causeway Bay
Hong Kong

13 March 2024

To the Shareholders

Dear Sir or Madam,

**(1) THE EXTENSION OF THE VALIDITY PERIOD OF THE RESOLUTIONS
ON THE ISSUANCE OF A SHARES TO SPECIFIC SUBSCRIBERS
(2) THE EXTENSION OF THE VALIDITY PERIOD OF AUTHORIZATION
TO THE BOARD TO DEAL WITH RELEVANT MATTERS IN RELATION TO
THE ISSUANCE OF A SHARES TO SPECIFIC SUBSCRIBERS
NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2024
AND
NOTICE OF THE FIRST H SHAREHOLDERS' CLASS MEETING OF 2024**

I. INTRODUCTION

Reference is made to the announcement of the Company dated 29 February 2024 with respect to the resolutions in relation to the extension of the validity period of the resolutions on the Issuance of A Shares to Specific Subscribers and relevant authorization of the Issuance of A Shares to Specific Subscribers and the convening of the Shareholders' Meetings.

* For identification purpose only

LETTER FROM THE BOARD

The purpose of this circular is to give you the notices of the EGM and the H Shareholders' Class Meeting, which are set out on pages 20 to 23 of this circular and to provide you with information reasonably necessary to enable you to make informed decision on voting for or against the resolutions to be proposed at the EGM and the H Shareholders' Class Meeting as described below.

II. MATTERS TO BE CONSIDERED AT THE EGM AND THE H SHAREHOLDERS' CLASS MEETING

At the EGM, special resolutions will be proposed to consider and approve: (1) the resolution on the extension of the validity period of the general meeting and class meetings' resolutions on the Issuance of A Shares to Specific Subscribers by the Company; (2) the resolution on the extension of the validity period of authorization to the Board to deal with relevant matters in relation to the Issuance of A Shares to Specific Subscribers to be submitted at the general meeting and Class Meetings.

Pursuant to Article 125 of the existing Articles of Association, a resolution of a class meeting shall only be passed by two-thirds or more of the voting rights present at the class meeting in accordance with the Articles of Association. All resolutions above will be proposed to consider and approve at the H Shareholders' Class Meeting by way of special resolutions.

(1) The Resolution on the Extension of the Validity Period of the General Meeting and Class Meetings' Resolutions on the Issuance of A Shares to Specific Subscribers by the Company

At the Previous Shareholders' Meetings, the Shareholders passed the resolution to approve the Issuance of A Shares to Specific Subscribers. The validity period of such resolution was 12 months, being calculated from 30 March 2023 (i.e. the date of the Previous Shareholders' Meetings).

For the application of the Issuance of A Shares to Specific Subscribers, the SSE accepted the application on 24 May 2023. Subsequently, on 12 June 2023 and 20 September 2023, the SSE issued inquiry letters to the Company regarding the application. Since 12 June 2023, the Company has been engaged in ongoing communication and has responded to the SSE's review questions. As of the Latest Practicable Date, the application for the Issuance of A Shares to Specific Subscribers is still under review by the SSE. The completion of the Issuance of A Shares to Specific Subscribers is contingent upon the review procedure by the SSE and the completion of registration through the registration system for A shares, as mandated by the CSRC. Therefore, the exact completion time of the Issuance of A Shares to Specific Subscribers is dependent on the final approval from both the SSE and CSRC.

As the validity period of the resolution in relation to the Issuance considered and approved at the Previous Shareholders' Meetings will expire soon, and the matters related to the Issuance are still in progress, in order to ensure smooth progress of the Issuance to Specific Subscribers, the Board resolved to seek the Shareholders' approval at the EGM, A Shareholders' Class Meeting and H Shareholders' Class Meeting, respectively, of the extension of the validity period of the resolution for a period of 12 months commencing on the date when such resolution is considered and approved at the Shareholders' Meetings, meaning that the validity

LETTER FROM THE BOARD

period of the resolution will be extended to 29 March 2025. Other than the extension of the validity period as proposed in this resolution, the other contents of the Plan of the Issuance of A Shares to Specific Subscribers as approved and authorized by such resolution remain unchanged. Details of the resolution are set out below.

Plan of the Issuance of A Shares to Specific Subscribers by the Company

Pursuant to the requirements of the Company Law, the Securities Law, the Registration Administrative Measures, the Applicable Opinions No. 18 and relevant laws, regulations and normative documents and in combination with the needs of the Company's operation, the detailed Plan of the Issuance of A Shares to Specific Subscribers is as follows:

A. Class and nominal value of Shares to be issued

The class of Shares under the Issuance to Specific Subscribers is domestically listed RMB denominated ordinary share (A Share) with a nominal value of RMB1.00 each.

B Method and time of Issuance

The Issuance of A Shares is conducted by way of issuance of shares to specific subscribers. The Company will issue Shares at an appropriate time within the validity period upon obtaining the approval by the SSE and the approval for registration by the CSRC.

C. Target subscribers and subscription method

The target subscribers for the Issuance of A Shares to Specific Subscribers will be no more than 35 qualified specific subscribers, including securities investment fund management companies, securities firms, trust companies, finance companies, insurance institutional investors, asset management companies, qualified foreign institutional investors, and other domestic institutional and individual investors, which satisfy relevant requirements of the CSRC. A securities investment fund management company, a securities firm, a qualified foreign institutional investor or an RMB qualified foreign institutional investor subscribing for the Shares through two or more products under its management shall be deemed as one single target subscriber. Target subscribers which are trust companies shall only subscribe for the Shares with their own capital. All target subscribers shall subscribe for the Shares in one lump sum in cash.

Upon obtaining the approval of the SSE and the approval for registration by the CSRC, the final target subscribers shall be determined by the Board of the Company and/or its authorized person(s) (within the scope of authorization granted at the general meeting) with the sponsor (lead underwriter) by way of bidding, based on the prices offered by the target subscribers and in accordance with the requirements of the Registration Administrative Measures and relevant laws, regulations and normative documents.

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To the reasonable knowledge of the Company, the target subscribers and their ultimate beneficial owners of the Issuance do not include the connected persons of the Company. If any target subscriber is a connected person of the Company, the Company will comply with the requirements of reporting, announcement, circular and independent shareholders' approval (if applicable) under Chapter 14A of the Listing Rules before entering into a subscription agreement with such person.

D. Pricing base date, issue price and pricing principles

The pricing base date of the Issuance to Specific Subscribers shall be the first day of the offer period. The issue price shall be no less than 80% of the average trading price of the A Shares for the 20 trading days preceding the pricing base date (excluding the pricing base date; the average trading price of the A Shares for the 20 trading days preceding the pricing base date = total trading value of A Shares for the 20 trading days preceding the pricing base date/total trading volume of A Shares for the 20 trading days preceding the pricing base date), and shall be no less than the latest audited net asset per Share of the Company attributable to the ordinary Shareholders of the parent company before the Issuance to Specific Subscribers (in the event that there occurs any ex-right or ex-dividend activities such as distribution of dividends, grant of bonus shares, conversion of capital reserve into share capital during the period commencing from the balance sheet date of the latest audited financial report as of the pricing base date to the issuance date, adjustments shall be made to the net asset per Share attributable to the ordinary Shareholders of the parent company accordingly). In the event that there occurs any ex-right or ex-dividend activities such as distribution of dividends, grant of bonus shares, conversion of capital reserve into share capital during the 20-trading-day period, the trading prices for those trading days prior to such adjustment shall be adjusted by the ex-right or ex-dividend activities accordingly.

Based on the aforementioned base price for the Issuance, upon obtaining the approval of the SSE and the approval for registration by the CSRC, the final issue price under the Issuance shall be determined by the Board of the Company and/or its authorized person(s) (within the scope of authorization granted at the general meeting) with the sponsor (lead underwriter) by way of bidding, based on the prices offered by the target subscribers and in accordance with the provisions of the Registration Administrative Measures and other laws and regulations, the requirements of regulatory authorities and the principle of price priority, but shall not be lower than the aforementioned base price for the Issuance.

According to Article 56 of the Registration Administrative Measures, if a listed company issues shares to specific subscribers, the issue price shall be no less than 80% of the average trading price of shares of the company for the 20 trading days preceding the pricing base date; the "pricing base date" refers to the base date for calculating the base price of the issuance, i.e. the first day of the offer period. According to Article 58 of the Registration Administrative Measures, if the subscribers under the issuance of shares to specific subscribers fall under the circumstances other than those stipulated in paragraph 2 of Article 57 of the Registration Administrative Measures (i.e., the

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investors who obtain the de facto control of the listed company by subscribing for the shares under the issuance), the listed company shall determine the issue price by way of bidding. Before and after the Issuance, the controlling shareholder of the Company is Energy China Group and the de facto controller is the State-owned Assets Supervision and Administration Commission of the State Council. The Issuance will not result in any change of control of the Company. Accordingly, the pricing principle of the Issuance complies with the relevant requirements of applicable laws and regulations.

In the event that the Company distributes dividends, grants bonus shares, converts capital reserve into share capital or carries out any other ex-right or ex-dividend activities during the period commencing from the pricing base date to the issuance date, adjustments shall be made to the issue price under the Issuance accordingly.

The relevant adjustment mechanisms are as follows:

a. Adjustment mechanism for net asset per Share attributable to the ordinary shareholders of the parent company

In the event that there occur any ex-right or ex-dividend activities such as distribution of dividends, grant of bonus shares, conversion of capital reserve into share capital during the period commencing from the balance sheet date of the latest audited financial report as of the pricing base date to the issuance date, adjustments shall be made to the net asset per Share attributable to the ordinary shareholders of the parent company accordingly. Details are as follows:

Distribution of cash dividend: $N.A_1 = N.A_0 - D$;

Grant of bonus shares or conversion of share capital: $N.A_1 = N.A_0 / (1 + N)$;

The above two events occurring concurrently: $N.A_1 = (N.A_0 - D) / (1 + N)$.

Of which, $N.A_0$ represents the net asset per Share attributable to the ordinary Shareholders of the parent company before adjustment, D represents cash dividend per Share, N represents the number of bonus shares issued for each Share or the number of Shares increased under the share capital conversion for each Share, $N.A_1$ represents the adjusted net asset per Share attributable to the ordinary shareholders of the parent company.

b. Adjustment mechanism for trading prices

In the event that there occur any ex-right or ex-dividend activities such as distribution of dividends, grant of bonus shares, conversion of capital reserve into share capital within 20 trading days before the pricing base date, the trading prices for those trading days prior to such adjustment shall be adjusted by the ex-right or ex-dividend activities accordingly. Details are as follows:

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Distribution of cash dividend: $P_1=P_0-D$;

Grant of bonus shares or conversion of share capital: $P_1=P_0/(1+N)$;

The above two events occurring concurrently: $P_1=(P_0-D)/(1+N)$.

Of which, P_0 represents the trading price before adjustment, D represents cash dividend per Share, N represents the number of bonus shares issued for each Share or the number of Shares increased under the share capital conversion for each Share, P_1 represents the adjusted trading price.

c. *Adjustment mechanism for issue price*

In the event that the Company distributes dividends, grants bonus shares, converts capital reserve into share capital or carries out any other ex-right or ex-dividend activities during the period commencing from the pricing base date (i.e. the first day of the offer period) to the issuance date, adjustments shall be made to the issue price under the Issuance accordingly. Details are as follows:

Distribution of cash dividend: $P_1=P_0-D$;

Grant of bonus shares or conversion of share capital: $P_1=P_0/(1+N)$;

The above two events occurring concurrently: $P_1=(P_0-D)/(1+N)$.

Of which, P_0 represents the issue price before adjustment, D represents cash dividend per Share, N represents the number of bonus shares issued for each Share or the number of Shares increased under the share capital conversion for each Share, P_1 represents the adjusted issue price.

E. *Issue size*

The number of A Shares to be issued under the Issuance to Specific Subscribers shall be calculated by dividing the total proceeds by the issue price (where the calculation result is less than 1 share, the mantissa shall be rounded down to the nearest integer, with the corresponding subscription amount to the fractional part deducted from the total subscription amount accordingly), and shall not exceed 20% of the total share capital of the Company prior to the Issuance, i.e. 8,338,232,727 Shares (inclusive). Subject to the aforesaid, the final number of Shares to be issued under the Issuance will be negotiated and determined by the Board of the Company and/or its authorized person(s) (within the scope of authorization granted at the general meeting) with the sponsor (lead underwriter) in accordance with relevant requirements of laws and regulations and requirements of regulatory authorities, upon obtaining the approval for registration by the CSRC. Within the scope of not exceeding 20% of the total share capital of the Company prior to the Issuance, i.e. 8,338,232,727 Shares (inclusive), subject to the approval for registration by the CSRC, the final number of Shares under the Issuance

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will be determined according to the actual subscription of target subscribers, and there is no compulsory requirements from relevant laws, regulations and by relevant regulatory authorities.

In the event that the Company distributes dividends, grants bonus shares, converts capital reserve into share capital or carries out any other ex-right or ex-dividend activities resulting in changes in the share capital of the Company or any other events take place resulting in changes in the total share capital of the Company during the period from the date of the announcement of resolutions of the Board meeting for the Issuance to the issuance date, the number and maximum number of Shares to be issued under the Issuance shall be adjusted accordingly.

F. Lock-up period

The A Shares under the Issuance shall not be transferred within six months commencing from the date of end of the Issuance (i.e. the date of completion of registration of the Shares under the Issuance in the name of the relevant parties). Within the abovementioned lock-up period of the Shares, Shares derived from events such as the grant of bonus shares and conversion of capital reserve into share capital by the Company and obtained by the target subscribers shall also comply with the above lock-up arrangement. The reduction in holding of Shares by target subscribers who receive shares under the Issuance upon the expiry of the lock-up period shall comply with the requirements of the CSRC and the SSE. The Company is not aware of any potential reduction in holding of Shares of the Company at present. In the event that the shareholding reduction by investors triggers the information disclosure obligation of listed company after the end of the lock-up period, the Company shall perform relevant disclosure obligation in due course.

G. Listing venue

The Shares to be issued under the Issuance to Specific Subscribers will be listed and traded on the SSE after the expiry of the lock-up period.

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H. Amount and the use of proceeds

The total proceeds from the Issuance of A Shares to Specific Subscribers (inclusive of issuance expenses) will not exceed RMB14.850 billion (inclusive), and the net proceeds after deducting the issuance expenses will be used for the following projects:

Unit: RMB'00 million

No.	Name of project	Total project investment	Proceeds proposed to be utilized
1	China Energy Engineering Hami “Photovoltaic (Heat) Storage” Multienergy Complementary Integrated Green Power Demonstration Project	80.82	30.00
2	Gansu Qingyang “East and West” Source-Network-Load-Storage Integrated Smart Zero Carbon Big Data Industrial Park Demonstration Project	41.81	15.00
3	Solar Thermal Power + Photovoltaic Power Integrated Project of China Energy Engineering Group Zhejiang Thermal Power Construction Co., Ltd.	61.12	30.00
4	Hubei Yingcheng 300MW Compressed Air Energy Storage Power Station Demonstration Project	18.37	5.00
5	Uzbekistan Bash and Zankeldi Wind Power Project	67.68	25.00
6	Supplement of working capital	43.50	43.50
	Total	313.30	148.50

Note: The contract amount of the Uzbekistan Bash and Zankeldi Wind Power Project is USD997 million, which is translated at the mid-price of the exchange rate between RMB and USD as published by the People’s Bank of China on 10 February 2023.

If the net proceeds raised under the Issuance, after deducting issuance expenses, are less than the total amount of proceeds proposed to be invested in the abovementioned projects, the shortfall will be made up by the Company with its self-raised funds. Prior to the actual receipt of the proceeds to be raised under the Issuance, the Company may, depending on the actual conditions of the progress of the investment projects funded with the proceeds, finance these projects using self-raised funds which will be replaced with the proceeds later raised according to the requirements and procedures under relevant laws and regulations. Subject to relevant laws and regulations, the Board and/or its authorized person(s) will adjust and determine the usage arrangements of the proceeds such as the final specific investment projects funded with the proceeds, order of priority and the specific investment amounts of each project based on the actual amount of net proceeds and the priority of each project.

LETTER FROM THE BOARD

I. Arrangement of accumulated undistributed profits of the Company prior to completion of the Issuance to Specific Subscribers

After the Issuance, both new Shareholders and existing Shareholders shall be entitled to the undistributed profits of the Company accumulated prior to completion of the Issuance based on the shareholding proportion after the Issuance.

J. Validity period of the resolutions for the Issuance to Specific Subscribers

The validity period of the resolutions for the Issuance is 12 months from the date when the plan of the Issuance is considered and approved at the EGM and the Class Meetings of the Company.

In the event that the Issuance to Specific Subscribers would not be completed within the 12 months from the date when the plan of the Issuance was considered and approved at the EGM and the Class Meetings, the Company will propose to extend the validity period of the Issuance to Specific Subscribers at the general meeting and class meetings for approval depending on the actual situation.

The matters related to the Issuance to Specific Subscribers by the Company will be reported to the SSE in accordance with relevant procedures after consideration and approval at the general meeting and Class Meetings of the Company, and will ultimately be subject to the plan approved by the CSRC for registration.

The above resolution has been considered and passed by the Board and is hereby submitted to the EGM and the Class Meetings for consideration and approval by the Shareholders.

(2) The Resolution on the Extension of Validity Period of Authorization to the Board to Deal with Relevant Matters in relation to the Issuance of A Shares to Specific Subscribers to be Submitted at the General Meeting and Class Meetings

At the Previous Shareholders' Meetings, the Shareholders passed the resolution to authorize the Board to deal with relevant matters in relation to the Issuance of A Shares to Specific Subscribers with full discretion. The validity period of such resolution was 12 months, being calculated from 30 March 2023 (i.e. the date of the Previous Shareholders' Meetings).

As the validity period of the authorization considered and approved at the Previous Shareholders' Meetings will expire soon, and the matters related to the Issuance are still in progress, in order to ensure smooth progress of the Issuance to Specific Subscribers, the Board resolved to seek the Shareholders' approval at the EGM, A Shareholders' Class Meeting and H Shareholders' Class Meeting, respectively, of the extension of the validity period of the authorization for a period of 12 months commencing on the date when such resolution is considered and approved at the Shareholders' Meetings, meaning that the validity period of the authorization will be extended to 29 March 2025. Other than the extension of the validity

LETTER FROM THE BOARD

period as proposed in this resolution, the other contents of the Plan of the Issuance of A Shares to Specific Subscribers as approved and authorized by such resolution remain unchanged. Details of the resolution are set out below.

Resolution on authorization to the Board to deal with matters in relation to the Issuance of A Shares to Specific Subscribers to be submitted at the general meeting and Class Meetings

For the purpose of successful implementation of the Issuance to Specific Subscribers, the Company intends to propose to the general meeting and Class Meetings to authorize the Board to deal with matters in relation to the Issuance to Specific Subscribers within the scope of relevant laws and regulations, including but not limited to:

- i. authorize the Board of the Company to deal with the reporting matters of the Issuance to Specific Subscribers.
- ii. authorize the Board of the Company to engage the sponsor (lead underwriter) and other intermediaries to deal with the reporting matters of the Issuance to Specific Subscribers, and sign all agreements and documents related to the Issuance to Specific Subscribers and share subscription, including but not limited to the underwriting agreement, sponsor agreement, and agreement of engagement of intermediary agencies.
- iii. authorize the Board of the Company to make corresponding adjustments to the specific plan of the Issuance to Specific Subscribers and to supplement, revise and adjust the application documents of the Issuance to Specific Subscribers according to the changes in the policies of the issuance of shares to specific subscribers and the opinions of relevant regulatory authorities on the application for the Issuance to Specific Subscribers.
- iv. authorize the Board of the Company to formulate and organize the implementation of the specific plan of the Issuance to Specific Subscribers according to the specific condition, including but not limited to the specific issues such as the issuance time, the issue price consultees, the specific issue price, the final number of Shares to be issued, the size of proceeds, the selection of target subscribers, etc.
- v. authorize the Board of the Company to sign, modify, supplement, submit, report and execute all documents and agreements related to the Issuance to Specific Subscribers.
- vi. authorize the Board of the Company to deal with matters such as the opening of special accounts for proceeds, and sign relevant documents and agreements during the operation of the investment projects funded with proceeds from the Issuance to Specific Subscribers.
- vii. authorize the Board of the Company to deal with the capital verification procedures related to the Issuance to Specific Subscribers.

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- viii. authorize the Board of the Company to adjust the investment projects funded with proceeds and their specific arrangements according to the requirements of relevant authorities and the actual situation of the securities market, within the scope of authorization of the general meeting, and based on the approval and filing or implementation and the actual progress of the investment projects funded with the proceeds from the Issuance to Specific Subscribers and the actual amount of proceeds; subject to relevant laws and regulations, provided that there are new national regulations for issuance of shares to specific subscribers, new requirements of regulatory authorities and any change in market condition, to adjust the plan of the Issuance to Specific Subscribers and the use of proceeds according to the requirements of national regulations and regulatory authorities (including any comments upon review of the application for the Issuance to Specific Subscribers) except for matters that are required to be re-voted at the general meeting according to relevant laws and regulations and the Articles of Association.
- ix. authorize the Board of the Company to deal with capital increase, shareholder's loan and other matters related to the use of proceeds.
- x. authorize the Board of the Company to deal with the matters related to share subscription, share registration, share locking and listing after the completion of the Issuance to Specific Subscribers.
- xi. authorize the Board of the Company to deal with the change of the registered capital of the Company, the amendment to corresponding articles of the Articles of Association and the change of industrial and commercial registration according to the actual situation of the issuance after the completion of the Issuance to Specific Subscribers.
- xii. authorize the Board of the Company to deal with other matters related to the Issuance to Specific Subscribers.
- xiii. the authorization shall be valid within 12 months after the approval at the general meeting of the Company.

It is proposed to the general meeting and Class Meetings to approve the Board, after obtaining the authorization at the general meeting, to further authorize the chairman of the Board as the delegate person for the Issuance to Specific Subscribers (then there is no necessity to further convene a Board meeting to consider relevant authorization matters), to deal with specific matters of above authorization and relevant issuance on behalf of the Company according to the resolutions of the general meeting and the Class Meetings as well as the Board's authorization. The term of authorization by the Board to the chairman of the Board shall be consistent with that by the general meeting and Class Meetings to the Board.

The above resolution has been considered and passed by the Board and is hereby submitted to the EGM and Class Meetings for consideration and approval by the Shareholders.

LETTER FROM THE BOARD

III. IMPACT OF THE ISSUANCE ON THE COMPANY'S SHAREHOLDING STRUCTURE

For reference and illustration purposes only, assuming that there are no changes to the total issued share capital of the Company prior to the completion of the Issuance and that subject to the regulatory requirements of the places where the Shares of the Company are listed, a maximum of 8,338,232,727 A Shares will be issued under the Issuance (which represents approximately 20% of the total issued share capital of the Company as of the Latest Practicable Date and approximately 16.67% of the total issued share capital of the Company as enlarged by the issuance of the A Shares under the Issuance), the shareholding structure of the Company immediately before and after the completion of the Issuance is set out as follows:

	Immediately before the completion of the Issuance		Immediately after the completion of the Issuance	
	Number of Shares held (share)	Approximate percentage of the Company's total issued share capital	Number of Shares held (share)	Approximate percentage of the Company's total issued share capital
Energy China Group and its close associates ^{Note}	18,220,310,773.00	43.70%	18,220,310,773.00	36.42%
(Individual) Core connected persons and their close associates ^{Note}	270,022.00	0.00%	270,022.00	0.00%
Other A Shareholders	14,208,146,841.00	34.08%	22,546,379,568.00	45.07%
A Shares in total	32,428,727,636.00	77.78%	40,766,960,363.00	81.49%
Energy China Group	578,884,000.00	1.39%	578,884,000.00	1.16%
(Individual) Core connected persons and their close associates ^{Note}	428,000.00	0.00%	428,000.00	0.00%
Other H Shareholders	8,683,124,000.00	20.83%	8,683,124,000.00	17.36%
H Shares in total	9,262,436,000.00	22.22%	9,262,436,000.00	18.51%
Total share capital	41,691,163,636.00	100%	50,029,396,363.00	100%

Notes:

- (i) To the reasonable knowledge of the Company, the target subscribers and the ultimate beneficial owners of the Issuance exclude the connected persons of the Company. The Company has not yet determined the final target subscribers. If any final target subscriber is a connected person of the Company, the Company will comply with the relevant provisions under Chapter 14A of the Listing Rules.
- (ii) As of the Latest Practicable Date, Energy China Group holds 18,121,768,122 A Shares of the Company; EPPE, a wholly-owned subsidiary of Energy China Group, has interests in 98,542,651 A Shares of the Company. Therefore, Energy China Group is deemed to have interests in the A Shares held by EPPE. The Shares of the Company held by Energy China Group and its close associates are not counted as part of the public float.

LETTER FROM THE BOARD

- (iii) As of the Latest Practicable Date, Mr. He Jiansheng, the supervisor of the Company, has interests in 214,000 H Shares and 266,022 A Shares of the Company through the restricted stock incentive plan; Mr. Wu Daozhuan, the supervisor of the Company, has interests in 214,000 H Shares of the Company through the restricted stock incentive plan; and Mr. Si Xinbo, the Director of the Company, is deemed to have interests in 4,000 A Shares of the Company. Such Shares are not counted as part of the public float.
- (iv) Any discrepancies between the arithmetic sum of each figure and the total figure presented in the table are due to rounding adjustments.

As of the Latest Practicable Date, the public float of the Company complies with relevant provisions of Rule 8.08 of the Listing Rules. After the completion of the Issuance, the percentage of H Shares held by the public in the total number of Shares after the completion of the Issuance is expected to be approximately 17.36%, and the percentage of Shares held by the public (both A Shares and H Shares) in the total number of Shares after the completion of the Issuance is expected to be approximately 62.43%. Upon the completion of the Issuance, the public float is expected to remain no less than 25%. The Company will ensure that it meets the public float requirements before and after the completion of the Issuance.

IV. REASONS FOR AND BENEFITS OF THE ISSUANCE

(1) **Energy Demand and Energy Construction Demand Maintain a Strong Momentum, and Low-carbon and Efficient Use of Clean Energy has been Vigorously Promoted**

In recent years, the state has persisted to deeply follow the Xi Jinping's ideology on ecological civilization, implemented the "carbon peaking and carbon neutralization" strategies, and successively released several top-level design documents such as the Guiding Opinions on Promoting the Integration of Power Sources, Networks, Loads and Storage and the Development of Multi-energy Complementary Development (《關於推進電力源網荷儲一體化和多能互補發展的指導意見》), providing guidelines for improving the clean and low carbon level and systematic overall efficiency of the power industry while maintaining the safety. The construction needs of traditional energy maintained steady growth under the requirements of national policies of energy supply guarantee and economy security.

LETTER FROM THE BOARD

(2) Business Scale of the Company Grows Rapidly Which Requires Sufficient Fund Support

The Company is the national team, leader and main force in traditional energy power construction. In the field of thermal power construction, the Company represents the highest level in the world. In the field of hydropower engineering, the Company's construction market share exceeded 30% (over 50% for large-scale hydropower). The Company has undertaken the survey and design of more than 90% of the conventional islands of nuclear power that have been put into operation in China, the construction of more than 66% of the conventional island projects, and the survey and design of almost all large-scale clean energy transmission channel projects. As a pioneer and promoter of the development of new energy and integrated smart energy industry, the Company actively responds to the national energy strategy development. In terms of the implementation of new energy projects for survey and design tasks and construction task, the Company's cumulative installed capacity exceeds 170 million kilowatts and 110 million kilowatts, respectively. In addition, the Company also maintains the market position in the fields of water conservancy, environmental protection, transportation, construction and manufacturing, etc. The civil engineering construction industry in which the Company is engaged is capital-intensive, and the project construction relies on extensive capital investment. With the continuous expansion of the Company's business scale, the Company's demand for working capital will further increase. The Issuance to Specific Subscribers will be conducive to the Company for replenishing funds, meeting the Company's growing business needs, and ensuring the steady advancement of the Company's newly signed projects.

(3) Optimizing the Company's Financial Structure and Further Reducing the Liquidity Risk

The Company's gearing ratio is at a high level. Through raising funds from the Issuance of Shares to Specific Subscribers, the Company will further optimize its financial structure, increase its liquidity, reduce its financial leverage, avoid financial risks and promote its sustainable and healthy development.

The Directors consider that the Issuance is in the interests of the Company and the Shareholders as a whole.

V. CAPITAL RAISING ACTIVITIES

The Company has not conducted any capital raising activities in relation to the issue of the equity securities in the 12 months immediately preceding the Latest Practicable Date.

LETTER FROM THE BOARD

VI. RESPONSIBILITY STATEMENT

This circular, for which the Directors of the Company collectively and individually accept full responsibility, provides information with regard to the Company in compliance with the provisions of the Listing Rules. 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 facts the omission of which would make any of the contents of this circular or otherwise misleading.

VII. EGM AND H SHAREHOLDERS' CLASS MEETING

The EGM, the A Shareholders' Class Meeting and the H Shareholders' Class Meeting will be held in sequence by the Company at Room 2702, Building 1, No. 26A West Dawang Road, Chaoyang District, Beijing, the PRC on Thursday, 28 March 2024 at 8:30 a.m. Notices of the EGM and the H Shareholders' Class Meeting are set out on pages 20 to 23 of this circular.

The holders of H Shares whose names appear on the register of members of the Company on Thursday, 28 March 2024 are entitled to attend and vote at the EGM and the H Shareholders' Class Meetings. The register of members of H Shares of the Company will be closed from Monday, 25 March 2024 to Thursday, 28 March 2024 (both days inclusive), during which no transfer of H Shares can be registered. All H Shares transfer documents together with the relevant share certificates must be lodged with the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 22 March 2024.

Reply slips and proxy forms for use at the EGM and the H Shareholders' Class Meeting are enclosed herewith and also published on both websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.ceec.net.cn>). If you intend to appoint a proxy to attend the EGM and/or the H Shareholders' Class Meeting, you are requested to complete, sign and return the enclosed proxy forms in accordance with the instructions printed thereon by 8:30 a.m. on Wednesday, 27 March 2024. Completion, signing and return of the proxy forms will not preclude you from attending and voting in person at the EGM and/or the H Shareholders' Class Meeting. Shareholders who intend to attend the EGM and/or the H Shareholders' Class Meeting in person or by proxy should complete, sign and return the reply slips in accordance with the instructions printed thereon on or before Tuesday, 26 March 2024.

VIII. VOTING BY POLL

According to Rule 13.39(4) of the Listing Rules, apart from certain exceptions, any vote of Shareholders at the general meeting must be taken by poll. All resolutions at the EGM and Class Meetings will be voted by way of poll. An announcement on the poll results will be published on the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.ceec.net.cn>), respectively by the Company after the EGM and Class Meetings in the manner prescribed under the Listing Rules.

LETTER FROM THE BOARD

IX. RECOMMENDATION

The Board believes that the resolutions mentioned in this circular are in the best interests of the Company and its all Shareholders as a whole. Accordingly, the Board recommends that all Shareholders vote in favor of the relevant resolutions to be proposed at the EGM and the H Shareholders' Class Meeting as set out in the enclosed notices of the EGM and the H Shareholders' Class Meeting.

Yours faithfully,
By order of the Board
China Energy Engineering Corporation Limited*
Song Hailiang
Chairman

* *For identification purpose only*

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2024



中國能源建設股份有限公司

CHINA ENERGY ENGINEERING CORPORATION LIMITED*

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

(Stock Code: 3996)

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2024

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting of 2024 (the “EGM”) of China Energy Engineering Corporation Limited (the “Company”) will be held at Room 2702, Building 1, No. 26A West Dawang Road, Chaoyang District, Beijing, the PRC on Thursday, 28 March 2024 at 8:30 a.m. to consider and, if thought fit, to pass the following resolutions. Unless the context otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 13 March 2024:

AS SPECIAL RESOLUTIONS

- (1) The resolution on the extension of the validity period of the general meeting and class meetings' resolutions on the Issuance of A Shares to Specific Subscribers by the Company
- (2) The resolution on the extension of the validity period of authorization to the Board to deal with relevant matters in relation to the Issuance of A Shares to Specific Subscribers to be submitted at the general meeting and Class Meetings

Particulars of the resolutions referred to in this notice are set out in the circular of the Company dated 13 March 2024.

By order of the Board

CHINA ENERGY ENGINEERING CORPORATION LIMITED*

Song Hailiang

Chairman

Beijing, the PRC

13 March 2024

As at the date of this notice, the executive directors of the Company are Mr. Song Hailiang and Mr. Ma Mingwei; the non-executive directors are Mr. Li Shulei, Mr. Liu Xueshi and Mr. Si Xinbo; and the independent non-executive directors are Mr. Zhao Lixin, Mr. Cheng Niangao and Dr. Ngai Wai Fung.

* For identification purpose only

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2024

Notes:

1. The holders of H Shares whose names appear on the register of members of the Company on Thursday, 28 March 2024 are entitled to attend and vote at the EGM. The register of H Shareholders of the Company will be closed from Monday, 25 March 2024 to Thursday, 28 March 2024 (both days inclusive), during which no transfer of Shares can be registered. All H Share transfer documents together with the relevant share certificates must be lodged with the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 22 March 2024.
2. H Shareholders who intend to attend the EGM in person or by proxy should complete and sign the reply slip accompanying the notice of the EGM and return it by hand, by post or by fax to the address of the Company's H Share registrar (as mentioned below) (for holders of H Shares) on or before Tuesday, 26 March 2024. Completion and return of the reply slip do not affect the right of a Shareholder to attend the EGM.
3. Any Shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote at the meeting on his/her behalf. A proxy needs not be a Shareholder of the Company.
4. A proxy shall be appointed by an instrument in writing (including the proxy form). Such instrument shall be signed by the appointer or his/her attorney duly authorized in writing. If the appointer is a legal person, then the instrument shall be signed under a legal person's seal or signed by its director or an attorney duly authorized in writing. The instrument appointing the proxy shall be deposited at the Company's H Share registrar (for holders of H Shares) by 8:30 a.m. on Wednesday, 27 March 2024. If the instrument appointing the proxy is signed by a person authorized by the appointer, the power of attorney or other document of authority under which the instrument is signed shall be notarized. The notarized power of attorney or other document of authority shall be deposited together and at the same time with the instrument appointing the proxy at the Company's H Share registrar (for holders of H Shares).
5. Shareholders or their proxies are required to produce their identification documents when attending the EGM.
6. Miscellaneous
 - i. It is expected that the EGM will last for half a day. All attending Shareholders shall arrange for their transportation and accommodation and shall bear all their own expenses in connection with their attendance.
 - ii. The address of the Company's H Share registrar:
Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong
(For lodging share transfer documents)

17M Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong
(For deposit of reply slip or proxy form)

Tel: +852 2862 8555
Fax: +852 2865 0990

NOTICE OF THE FIRST H SHAREHOLDERS' CLASS MEETING OF 2024



中國能源建設股份有限公司

CHINA ENERGY ENGINEERING CORPORATION LIMITED*

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

(Stock Code: 3996)

NOTICE OF THE FIRST H SHAREHOLDERS' CLASS MEETING OF 2024

NOTICE IS HEREBY GIVEN that the first H Shareholders' class meeting of 2024 (the "**H Shareholders' Class Meeting**") of China Energy Engineering Corporation Limited (the "**Company**") will be held at Room 2702, Building 1, No. 26A West Dawang Road, Chaoyang District, Beijing, the PRC on Thursday, 28 March 2024 at 10 a.m. (or immediately after the conclusion of the first A shareholders' class meeting of 2024 or any adjournment thereof) to consider and, if thought fit, to pass the following resolutions. Unless the context otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 13 March 2024:

AS SPECIAL RESOLUTIONS

- (1) The resolution on the extension of the validity period of the general meeting and class meetings' resolutions on the Issuance of A Shares to Specific Subscribers by the Company
- (2) The resolution on the extension of the validity period of authorization to the Board to deal with relevant matters in relation to the Issuance of A Shares to Specific Subscribers to be submitted at the general meeting and Class Meetings

Particulars of the resolutions referred to in this notice are set out in the circular of the Company dated 13 March 2024.

By order of the Board

CHINA ENERGY ENGINEERING CORPORATION LIMITED*

Song Hailiang

Chairman

Beijing, the PRC

13 March 2024

As at the date of this notice, the executive directors of the Company are Mr. Song Hailiang and Mr. Ma Mingwei; the non-executive directors are Mr. Li Shulei, Mr. Liu Xueshi and Mr. Si Xinbo; and the independent non-executive directors are Mr. Zhao Lixin, Mr. Cheng Niangao and Dr. Ngai Wai Fung.

* For identification purpose only

NOTICE OF THE FIRST H SHAREHOLDERS' CLASS MEETING OF 2024

Notes:

1. The holders of H Shares whose names appear on the register of members of the Company on Thursday, 28 March 2024 are entitled to attend and vote at the H Shareholders' Class Meeting. The register of H Shareholders of the Company will be closed from Monday, 25 March 2024 to Thursday, 28 March 2024 (both days inclusive), during which no transfer of Shares can be registered. All H Share transfer documents together with the relevant share certificates must be lodged with the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 22 March 2024.
2. H Shareholders who intend to attend the H Shareholders' Class Meeting in person or by proxy should complete and sign the reply slip accompanying the notice of the H Shareholders' Class Meeting and return it by hand, by post or by fax to the address of the Company's H Share registrar (as mentioned below) on or before Tuesday, 26 March 2024. Completion and return of the reply slip do not affect the right of a Shareholder to attend the H Shareholders' Class Meeting.
3. Any Shareholder of the Company entitled to attend and vote at the H Shareholders' Class Meeting is entitled to appoint one or more proxies to attend and vote at the meeting on his/her behalf. A proxy needs not be a Shareholder of the Company.
4. A proxy shall be appointed by an instrument in writing (including the proxy form). Such instrument shall be signed by the appointer or his/her attorney duly authorized in writing. If the appointer is a legal person, then the instrument shall be signed under a legal person's seal or signed by its director or an attorney duly authorized in writing. The instrument appointing the proxy shall be deposited at the Company's H Share registrar by 10 a.m. on Wednesday, 27 March 2024. If the instrument appointing the proxy is signed by a person authorized by the appointer, the power of attorney or other document of authority under which the instrument is signed shall be notarized. The notarized power of attorney or other document of authority shall be deposited together and at the same time with the instrument appointing the proxy at the Company's H Share registrar.
5. Shareholders or their proxies are required to produce their identification documents when attending the H Shareholders' Class Meeting.
6. Miscellaneous
 - i. It is expected that the H Shareholders' Class Meeting will last for half a day. All attending Shareholders shall arrange for their transportation and accommodation and shall bear all their own expenses in connection with their attendance.
 - ii. The address of the Company's H Share registrar:
Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor, Hopewell Centre
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