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**CHINA RENEWABLE ENERGY INVESTMENT LIMITED**

**中國再生能源投資有限公司**

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

**(Stock code: 987)**

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

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be held at 9th Floor, Tower 1, South Seas Centre, 75 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Friday, 31 May 2024 at 11:00 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31 December 2023.
2. To declare a final dividend for the year ended 31 December 2023.
3. To re-elect Directors.
4. To appoint an Executive Director.
5. To authorise the Board of Directors to fix the remuneration of the Directors.
6. To re-appoint auditor of the Company and authorize the Directors to fix their remuneration.

As special business, to consider and, if thought fit, pass with or without modifications the following resolution nos. 7 to 9 as ordinary resolutions:

7. **“THAT:**

- (a) subject to paragraph (c) of this Resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of conversion under any existing warrants, bonds, debentures, notes, options or other securities convertible into shares of the Company; (iii) any option scheme or similar arrangement for the time being adopted for the grant or issue to the eligible persons of shares or rights to acquire shares in the share capital of the Company; or (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this Resolution:
  - “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the expiration of the period within which the next annual general meeting of Company is required by any applicable law or the articles of association of the Company to be held; and

- (iii) the revocation or variation of this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

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

8. **“THAT:**

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

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

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

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

### **SPECIAL RESOLUTION**

10. To consider as special business and, if thought fit, pass the following resolution as a Special Resolution:

“**THAT**:

(A) the existing second amended and restated articles of association of the Company (the “**Articles**”) be amended in the following manner (the “**Proposed Amendments**”) with immediate effect:

- (a) Article 152 be deleted in its entirety and replaced with a new Article 152 as follows:

“152. The requirement to send to a person referred to in Article 150 the documents referred to in that article or a summary financial report in accordance with Article 151 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, the Company publishes copies of the documents referred to in Article 150 and, if applicable, a summary financial report complying with Article 151, on the Company’s computer network or in any other permitted manner (including by sending any form of electronic communication).”

- (b) The first paragraph of the Article 159 be deleted in its entirety and replaced with the following new paragraph:
- “(1) Any Notice or document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Articles from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and, subject to compliance with the Listing Rules, any such Notice and document may be given or issued by the following means:”
- (c) Article 159(e) be deleted in its entirety and replaced with a new Article 159(e) as follows:
- “(e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 159(5) without the need for any additional consent or notification;”
- (d) Article 159(f) be deleted in its entirety and replaced with a new Article 159(f) as follows:
- “(f) by publishing it on the Company’s website or the website of the Designated Stock Exchange without the need for any additional consent or notification; or”
- (e) Article 159(2) be deleted in its entirety and replaced with the following:
- “[intentionally deleted].”
- (f) Article 159(4) be deleted in its entirety and replaced with the following:
- “[intentionally deleted].”
- (g) Article 160(b) be deleted in its entirety and replaced with a new Article 160(b) as follows:
- “(b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent provided that no notification that the electronic communication has not reached its recipient has been received by the Company or its agent. A Notice, document or publication placed on either the Company’s website or the website of the Designated Stock Exchange, is deemed given or served by the

Company on the day it first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules;”

- (h) Article 160(c) be deleted in its entirety and replaced with the following:

“[intentionally deleted].”

- (i) Article 161(1) be deleted in its entirety and replaced with a new Article 161(1) as follows:

“161(1) Any Notice or other document delivered or sent to any Member in such manner as provided in Article 159 in pursuance of these Articles shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has Notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such Notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.”

- (j) Article 161(2) be deleted in its entirety and replaced with a new Article 161(2) as follows:

“161(2) A Notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member in such manner as provided in Article 159 addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address (including the electronic address), if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.”

(k) Article 161(3) be deleted in its entirety and replaced with a new Article 161(3) as follows:

“161(3) Any person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every Notice in respect of such share which prior to his name and address (including the electronic address) being entered on the Register shall have been duly given to the person from whom he derives his title to such share.”

(B) any director, secretary or registered office provider of the Company be and is hereby authorised to do all acts and things and execute all such documents, deeds and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws, rules and regulations in the Cayman Islands and Hong Kong.”

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

Hong Kong, 30 April 2024

*Registered Office:*

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

*Principal Place of Business*

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

*Notes:*

(1) The record date for determining the entitlement of shareholders of the Company to attend and vote at the forthcoming annual general meeting of the Company which will be held on Friday, 31 May 2024 (“2024 AGM”) is Monday, 27 May 2024 after close of business. In order to be eligible to attend and vote at the 2024 AGM, shareholders of the Company must lodge all transfer documents accompanied by the relevant share certificates for registration with the Company’s branch share registrar and transfer agent in Hong Kong, Computershare Hong Kong Investor Services Limited (“Computershare”), Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Monday, 27 May 2024.

- (2) Subject to the approval of shareholders of the Company at the 2024 AGM, the final dividend will be paid on Friday, 21 June 2024. The record date for the proposed final dividend is Thursday, 13 June 2024. The Company's register of members will be closed from Wednesday, 12 June 2024 to Thursday, 13 June 2024 (both days inclusive) in order to determine entitlements to the proposed final dividend. During such period, no transfer of shares will be effected. In order to qualify for the proposed final dividend, all transfers documents accompanied by the relevant share certificates must be lodged with Computershare at the abovementioned address for registration no later than 4:30 p.m. on Tuesday, 11 June 2024.
- (3) A member of the Company entitled to attend and vote at the above meeting is entitled to appoint another person as his proxy to attend and to vote on his behalf. A proxy need not be a member of the Company.
- (4) To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the principal place of business of the Company in Hong Kong at 9th Floor, Tower 1, South Seas Centre, 75 Mody Road, Tsimshatsui East, Kowloon, Hong Kong or the Company's branch share registrar and transfer agent in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than forty-eight (48) hours before the time appointed for holding of the meeting.
- (5) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.
- (6) If typhoon signal No. 8 or above, or a black rainstorm warning, or extreme condition is in effect at 9:00 a.m. on the date of the annual general meeting, the meeting will be postponed. The Company will post an announcement on its website ([www.cre987.com](http://www.cre987.com)) and HKExnews website ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

*As at the date of this announcement, the Board comprises six directors, of which Mr. OEI Kang, Eric, Mr. WONG Jake Leong, Sammy and Mr. LEE Shiu Yee, Daniel, are executive directors; and Mr. CHENG Yuk Wo, Mr. TIAN Yuchuan and Mr. ZHANG Songyi are independent non-executive directors.*