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## **CNNC INTERNATIONAL LIMITED**

### **中核國際有限公司**

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

**(Stock Code: 2302)**

#### **NOTICE OF EGM**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (“**EGM**”) of CNNC International Limited (the “**Company**”) will be held at Pacific Room, 2/F, Island Pacific Hotel, 152 Connaught Road West, Hong Kong on 30th November, 2018 at 3:00 p.m. for the purpose of considering and, if thought fit, passing, with or without amendments or modifications, the following resolutions as ordinary resolutions:

#### **ORDINARY RESOLUTIONS**

- 1 (a) **“THAT** the Transfer Framework Agreement (as defined in a circular of the Company dated 12th November, 2018 (the “**Circular**”)) dated 12th March, 2018 (as supplemented by the TA Extension Confirmation and the Transfer Agreement Confirmation (as defined in the Circular) dated 30th July and 6th September 2018 respectively) entered into among CNNC International (HK) Limited (中核國際(香港)有限公司) (a direct wholly-owned subsidiary of the Company) (the “**Investor**”), Xie He Kong Company Limited (協和港有限公司) (“**XHK**”) and CNNC Financial Leasing Company Limited (中核融資租賃有限公司) (“**CNNC Leasing**”), copies of which are tabled at the meeting and marked “A1”, “A2” and “A3” and initialed by the chairman of the meeting for identification purpose, in relation to the transfer of the Contribution Rights (as defined in the Circular) and the First Tranche Investment (as defined in the Circular), and the transactions contemplated thereunder, be and are hereby confirmed, approved and ratified; and

- (b) **THAT** any one director of the Company be and is hereby authorised, for and on behalf of the Company, to execute all such documents, deeds, instruments and agreements (including the affixing of the seal of the Company thereon, where required), and to do all such acts, or things which he deems necessary, desirable or expedient for the implementation of and giving effect to the Transfer Framework Agreement, the TA Extension Confirmation and the Transfer Agreement Confirmation (as defined in the Circular) and the transactions contemplated thereunder.”; and
- 2 (a) “**THAT** the Investment Framework Agreement (as defined in the Circular) dated 12th March, 2018 (as supplemented by the IA Extension Confirmation and the Investment Agreement Confirmation (as defined in the Circular) dated 30th July and 6th September 2018 respectively) entered into between the Investor and CNNC Leasing, copies of which are tabled at the meeting and marked “B1”, “B2” and “B3” and initialed by the chairman of the meeting for identification purpose, in relation to the Second Tranche Investment (as defined in the Circular), and the transactions contemplated thereunder, be and are hereby confirmed, approved and ratified; and
- (b) **THAT** any one director of the Company be and is hereby authorised, for and on behalf of the Company, to execute all such documents, deeds, instruments and agreements (including the affixing of the seal of the Company thereon, where required), and to do all such acts, or things which he deems necessary, desirable or expedient for the implementation of and giving effect to the Investment Framework Agreement, the IA Extension Confirmation and the Investment Agreement Confirmation (as defined in the Circular) and the transactions contemplated thereunder.”.

By order of the Board  
**CNNC International Limited**  
**Li Philip Sau Yan**  
*Company Secretary*

Hong Kong, 12th November, 2018

*As at the date of this notice, the Board comprises non-executive director and chairman, namely Mr. Yang Chaodong, executive director and chief executive officer, namely Mr. Bai Donghai, non-executive director, namely, Mr. Li Zhihuang and independent non-executive directors, namely, Mr. Cheong Ying Chew Henry, Mr. Cui Liguang and Mr. Zhang Lei.*

*Notes:*

1. The register of members of the Company will be closed from 27th November, 2018 to 30th November, 2018 (both dates inclusive) for determining the identity of the Shareholders who are entitled to attend and vote at the EGM. No transfer of shares of the Company will be registered during this period. Shareholders whose name appear on the register of members of the Company on 30th November, 2018 shall be entitled to attend and vote at the EGM. In order to be eligible to attend and vote at the EGM, unregistered holders of the shares of the Company should ensure that all transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on 26th November, 2018.
2. A member entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the memorandum of association and articles of association of the Company, vote in on his/her behalf. A member may appoint a proxy in respect of part only of his holding of Shares. A proxy need not be a member of the Company but must be present in person at the meeting to represent the member. 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.
3. The form of proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of a form of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such form of proxy on behalf of the corporation without further evidence of the facts.
4. In order to be valid, the form of proxy together with a 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 offices of the Company’s Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of form of proxy will not preclude a shareholder of the Company from attending in person and voting at the EGM or any adjournment thereof, should he/she so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.
5. Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders be present at the 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 of members of the Company in respect of the joint holding.
6. A form of proxy in respect of the EGM is enclosed. Whether or not you intend to attend the EGM in person, all members are urged to complete and return the form of proxy in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the EGM or any adjourned meeting if they so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.
7. Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this notice will be decided by poll at the EGM.

8. If Typhoon Signal No.8 or above, or a “black” rainstorm warning is in effect any time after 12:00 noon on the date of the EGM, the EGM will be postponed. Members may visit the website of the Company for details of the postponement and alternative meeting arrangement.
9. The Chinese translation of this notice is for reference only, and in case of any inconsistency, the English Version shall prevail.