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## **China Singyes New Materials Holdings Limited**

### **中國興業新材料控股有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 8073)**

## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “SGM”) of China Singyes New Materials Holdings Limited (the “Company”) will be held at the Regus Conference Centre, 35/F Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Thursday, 31 October 2019 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution of the Company as an ordinary resolution:

### **ORDINARY RESOLUTION**

“**THAT:**

- (a) the release and discharge of the obligations (“**Release**”) of Mr. Liu Hongwei and Strong Eagle Holdings Ltd. under the Non-Disposal Undertaking (as defined and described in the Company’s circular dated 16 October 2019 (“**Circular**”), a copy of which is marked “A” and signed by the chairman of the SGM for identification purpose and has been tabled at the SGM) made between the Company and China Singyes Solar Technologies Holdings Limited, Top Access Management Limited, Mr. Liu Hongwei and Strong Eagle Holdings Ltd. (“**Controlling Shareholders**”) which requires each of the Controlling Shareholders not to dispose of, or enter into any agreement to dispose of or otherwise create any options, rights, interests or encumbrances in respect of, any of the shares of the Company owned by it/him, to the extent it/he will cease to be a controlling shareholder (as defined in the GEM Listing Rules) of the Company, other than any pledge or charge made in favour of an authorised institutional (as defined in the Banking Ordinance, Chapter 155 of the Laws of Hong Kong) at any time during the period of 36 months from 21 July 2017 (the “**Restricted Period**”) and that it/he will take any such actions necessary to ensure that it/he will not cease to be a controlling shareholder (as defined in the GEM Listing Rules) of the Company during the Restricted Period be and is hereby approved, confirmed and ratified, and any antecedent breach, non-compliance of or deviation from the Non-disposal Undertaking be and is hereby approved and ratified;

- (b) any one Director be and is hereby authorised to execute all documents and to do all such things and take all such other steps which, in his/her opinion, may be necessary, desirable or expedient to give effect to or in connection with the Release or any transactions contemplated thereunder.”

By Order of the Board  
**China Singyes New Materials Holdings Limited**  
**Liu Hongwei**  
*Chairman*

Hong Kong, 16 October 2019

*Notes:*

1. Any member of the Company entitled to attend and vote at the SGM is entitled to appoint one or more proxies to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the SGM. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorized on its behalf.
3. Where there are joint registered holders of any shares, any one of such persons may vote at the SGM (or any adjournment thereof), either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders by present at the SGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. In order to be valid, the proxy form, 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 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 not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
5. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the SGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. The register of members of the Company will be closed from Monday, 28 October 2019 to Thursday, 31 October 2019 (both days inclusive), during which period the registration of transfer of Shares will be suspended. To entitle to vote at the SGM, all duly completed transfer forms of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Friday, 25 October 2019.
7. A form of proxy for use by shareholders at the SGM is enclosed.

*As at the date of this notice, the non-executive director and the Chairman of the Company is Mr. Liu Hongwei; the executive directors of the Company are Mr. Sun Jinli, Mr. Zhao Feng, Mr. Zhang Chao and Mr. Tang Liwen; and the independent non-executive directors of the Company are Mr. Lee Kwok Tung Louis, Mr. Wei Junfeng and Dr. Li Ling.*

*This notice, for which the Directors collectively and individually accept full responsibility, includes particular given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that, to the best of their knowledge and belief, the information contained in this notice 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 notice misleading.*

*This notice will remain on the “Latest Company Announcements” page of the GEM website ([www.hkgem.com](http://www.hkgem.com)) for at least 7 days from the date of its publication and on the website of the Company ([www.syeamt.com](http://www.syeamt.com)).*