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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 your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Primary Energy Holdings Limited (the “**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee, or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.



中國基礎能源控股有限公司
China Primary Energy Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8117)

**(1) GENERAL MANDATES TO ISSUE NEW SHARES AND
REPURCHASE ITS OWN SHARES;
(2) RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (the “**AGM**”) of the Company to be held at Suite 701, Ocean Centre, 5 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Tuesday, 12 May 2020 at 11:00 a.m. is set out on pages 12 to 16 of this circular.

A form of proxy for the AGM is enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s Hong Kong branch share registrar, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

This circular will remain on the website of GEM of the Stock Exchange at <http://www.hkgem.com> on the “Latest Listed Company Information” page for at least 7 days from the date of its posting and the Company’s designated website at <http://china-p-energy.etnet.com.hk>.

31 March 2020

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

| | |
|--------------------------------------|--|
| “2019 Annual Report” | the audited consolidated financial statements and the reports of the directors and auditors of the Company for the year ended 31 December 2019 |
| “AGM” or “Annual General Meeting” | the annual general meeting of the Company to be held at Suite 701, Ocean Centre, 5 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Tuesday, 12 May 2020 at 11:00 a.m. |
| “Articles of Association” | the articles of association of the Company |
| “Board” | the board of Directors |
| “close associate(s)” | has the meaning ascribed thereto in the GEM Listing Rules |
| “Commission” | Securities and Futures Commission in Hong Kong |
| “Company” | China Primary Energy Holdings Limited, a company incorporated in the Cayman Islands with limited liability |
| “Directors” | directors of the Company |
| “GEM” | GEM of the Stock Exchange |
| “GEM Listing Rules” | Rules Governing the Listing of Securities on GEM |
| “Group” | the Company and its subsidiaries |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China |
| “Issue Mandate” | the general mandate to allot, issue and deal with Shares not exceeding 20% of the number of issued Shares as at the date of passing of such resolution |
| “Latest Practicable Date” | 25 March 2020, being the latest practicable date prior to the printing of this circular |
| “Repurchase Mandate” | the general mandate to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the number of the issued Shares as at the date of passing of such resolution |
| “SFO” | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) |

DEFINITIONS

| | |
|-----------------------|---|
| “Share(s)” | ordinary share(s) of HK\$0.0625 each in the share capital of the Company |
| “Shareholder(s)” | holder(s) of the Share(s) |
| “Share Option Scheme” | the share option scheme adopted by the Company by way of resolution of Shareholders on 8 May 2012 |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Takeovers Code” | the Codes on Takeovers and Mergers and Share Buy-backs |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “%” | per cent. |

LETTER FROM THE BOARD



中國基礎能源控股有限公司 China Primary Energy Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8117)

Executive Directors:

Ms. MA Zheng (*Chairman*)

Mr. WONG Pui Yiu

Non-Executive Director:

Mr. JI Jianguhua

Independent Non-Executive Directors:

Mr. WAN Tze Fan Terence

Mr. CHUNG Chin Keung

Mr. WANG Xiao Bing

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

*Head Office and Principal Place
of Business in Hong Kong:*

Suite 701, Ocean Centre

5 Canton Road

Tsim Sha Tsui

Kowloon

Hong Kong

31 March 2020

To the Shareholders

Dear Sir or Madam,

**(1) GENERAL MANDATES TO ISSUE NEW SHARES AND
REPURCHASE ITS OWN SHARES;
(2) RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding certain ordinary resolutions to be proposed at the AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

At the AGM, resolutions will be proposed for the Shareholders to approve, among other things, (i) the grant of Issue Mandate (including the extended Issue Mandate) to the Directors; (ii) the grant of Repurchase Mandate to the Directors; and (iii) the re-election of Directors.

LETTER FROM THE BOARD

On 9 May 2019, the resolutions were passed by the then Shareholders giving general unconditional mandates to the Directors to:

- (a) allot, issue and deal with Shares not exceeding 20% of the number of Shares in issue at the date of passing such resolution;
- (b) to repurchase Shares not exceeding 10% of the number of Shares in issue at the date of passing such resolution; and
- (c) add to the allotment mandate for issuing Shares set out in (a) above the number of Shares repurchased by the Company pursuant to the repurchase mandate set out in (b) above.

There had not been any refreshment of the 2019 general issue mandate since the annual general meeting of the Company held on 9 May 2019 and up to the Latest Practicable Date.

As at the Latest Practicable Date, the Board proposes to seek an approval from the Shareholders at the AGM for the grant to the Directors of a general mandate to issue new Shares representing up to 20% of the number of Shares in issue as at the date of passing of the resolution in relation thereto. The Issue Mandate will lapse on the earlier of (a) the conclusion of the next annual general meeting of the Company to be held in 2021; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law to be held; and (c) the date on which the authority given to the Board is revoked or varied by passing of an ordinary resolution of the Shareholders in a general meeting.

ISSUE MANDATE

Pursuant to Rule 17.41(2) of the GEM Listing Rules, an ordinary resolution will be proposed at the AGM which, if passed, will give the Directors the Issue Mandate to allot, issue and deal with Shares not exceeding 20%, that is 204,797,487 Shares (based on the number of issued number of Shares of 1,023,987,439 as at the Latest Practicable Date), of the number of Shares in issue at the date of passing such resolution. In addition, conditional upon the proposed resolution to grant to the Directors the Repurchase Mandate being passed, an ordinary resolution will be proposed to authorise the Directors to allot, issue and otherwise deal with new Shares up to an amount equal to the total number of the Shares repurchased by the Company in order to provide flexibility for issuing new Shares when it is in the interests of the Company.

REPURCHASE MANDATE

Pursuant to Rule 13.09(1) of the GEM Listing Rules, an ordinary resolution will be proposed at the AGM to grant to the Directors the Repurchase Mandate, details of which are set out in ordinary resolution no. 6B in the notice of AGM. The Shares which may be repurchased pursuant to Repurchase Mandate is limited to a maximum of 10% of the number of issued Shares as at the date of passing of the resolution approving the Repurchase Mandate, i.e. 102,398,743 Shares (based on the number of issued Shares of 1,023,987,439 as at the Latest Practicable Date).

An explanatory statement containing information relating to the Repurchase Mandate and as required pursuant to the GEM Listing Rules, in particular Rules 13.08 and 13.09(1) of the GEM Listing Rules, is set out in Appendix I to this circular. This explanatory statement provides you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution relating to the Repurchase Mandate.

LETTER FROM THE BOARD

The Issue Mandate (including the extended Issue Mandate) and Repurchase Mandate will continue in force until date 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 the Articles of Association or any applicable laws of the Cayman Islands to be held; or (iii) the revocation, variation or renewal of the Issue Mandate and Repurchase Mandate by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

Details of the aforesaid ordinary resolutions are set out in ordinary resolution no. 6 in the notice of AGM.

RE-ELECTION OF DIRECTORS

Article 87 of the Articles of Association has provided that at each annual general meeting, one-third of the Directors for the time being (or if their number is not a multiple of three, then the number nearest to one-third) shall retire from office by rotation. Every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years. The Directors to retire in every year will be those who have been longest in office since their last re-election or appointment but as between persons who became or were last re-elected Directors on the same day those to retire will (unless they otherwise agree among themselves) be determined by lot.

In accordance with article 87(1) of the Articles of Association, Ms. Ma Zheng and Mr. Wan Tze Fan Terence shall retire from office by rotation at the AGM. Ms. Ma Zheng and Mr. Wan Tze Fan Terence, being eligible, will offer themselves for re-election at the AGM.

Pursuant to the code provision as set out in paragraph A.4.3 of Appendix 15 of the GEM Listing Rules, any further appointment of independent non-executive director serving more than 9 years should be subject to a separate resolution to be approved by the Shareholders. As Mr. Wan Tze Fan Terence is an independent non-executive Director serving the Company for more than 9 years since March 2004, separate resolution will be proposed for his re-election at the AGM. The Board considers that Mr. Wan Tze Fan Terence continues to be independent as he has satisfied all the criteria for independence set out in Rule 5.09 of the GEM Listing Rules.

Particulars relating to the Directors who offer themselves for re-election are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

A notice of the AGM is set out on pages 12 to 16 of this circular.

A form of proxy for the AGM is enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's Hong Kong branch share registrar, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

LETTER FROM THE BOARD

All the resolutions proposed to be approved at the AGM will be taken by poll and an announcement will be made by the Company after the AGM on the results of the AGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars 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 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 other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors are of the opinion that (i) the grant of Issue Mandate (including the extended Issue Mandate) to the Directors; (ii) the grant of Repurchase Mandate to the Directors; and (iii) the re-election of Directors are in the best interests of the Company and the Shareholders and recommend all Shareholders to vote in favor of all the relevant resolutions to be proposed at the AGM.

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM. The Board confirm that to the best of their knowledge, information and belief having made all reasonable enquiries, as at the Latest Practicable Date, there was no voting trust or other agreement or other arrangement or understanding (other than an outright sale) entered into by or binding upon any Shareholder and there was no obligation or entitlement of any Shareholder whereby he has or may have temporarily or permanently passed control over the exercise of the voting right in respect of his Shares to a third party, either generally or on a case-by-case basis.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
For and on behalf of the Board
China Primary Energy Holdings Limited
Ma Zheng
Chairman

This is an explanatory statement given to all Shareholders relating to the resolution to be proposed at the AGM authorising the Repurchase Mandate. This explanatory statement contains all the information required pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules and the Stock Exchange.

1. REPURCHASE OF SECURITIES FROM CORE CONNECTED PERSON

The GEM Listing Rules prohibit a company from knowingly purchasing securities on the Stock Exchange from a “core connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates and a core connected person is prohibited from knowingly selling his/her/its securities to the Company.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

2. SHARE CAPITAL

The Repurchases Mandate will authorise the Directors to repurchase Shares on the Stock Exchange or on another exchange recognised for this purpose by the Commission and the Stock Exchange under the Takeovers Code up to a maximum of 10% of the issued share capital of the Company as at the date on which the resolution approving the Repurchase Mandate is passed.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,023,987,439 Shares. Subject to the passing of the ordinary resolution 6B set out in the notice of AGM and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 102,398,743 Shares during the period until the date 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 the Articles of Association or any applicable laws of the Cayman Islands to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

3. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have general authority from Shareholders to enable the Company to repurchase Shares in the market. Repurchases of Shares will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per share.

4. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available from the Company's distributable profits or proceeds of a fresh issue of shares in accordance with its memorandum and articles of association, the GEM Listing Rules and the applicable laws of the Cayman Islands. The Company may not repurchase its own Shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

5. GENERAL

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2019) in the event that the Repurchase Mandate is exercised in full. The repurchased shares under the Repurchase Mandate, which would be automatically cancelled according to rule 13.14 of the GEM Listing Rules. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

6. SHARE PRICES

The highest and lowest prices at which the Shares were traded on GEM in each of the twelve calendar months preceding the date of this circular are as follows:

| Month | Highest <i>HK\$</i> | Lowest <i>HK\$</i> |
|---|-------------------------------|------------------------------|
| 2019 | | |
| March | 0.490 | 0.350 |
| April | 0.430 | 0.350 |
| May | 0.405 | 0.300 |
| June | 0.335 | 0.249 |
| July | 0.340 | 0.250 |
| August | 0.360 | 0.300 |
| September | 0.380 | 0.300 |
| October | 0.380 | 0.300 |
| November | 0.360 | 0.290 |
| December | 0.330 | 0.260 |
| 2020 | | |
| January | 0.320 | 0.255 |
| February | 0.300 | 0.249 |
| March (up to the Latest Practicable Date) | 0.250 | 0.249 |

7. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the memorandum of association of the Company and Articles of Association and the applicable laws of the Cayman Islands.

8. TAKEOVERS CODE CONSEQUENCE

If as a result of a repurchase of Shares, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a shareholder, or a group of shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the shareholder's interests, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the following Shareholders are interested in more than 10% of the Shares then in issue:

| Name of shareholders | Type of interests | Number of the issued shares held | Percentage over existing issued share capital | Percentage over issued capital on the full exercise of the Repurchase Mandate |
|--------------------------------|-------------------|----------------------------------|---|---|
| Ma Zheng | Beneficial | 371,051,632 | 36.24% | 40.26% |
| Excel Sino Investments Limited | Beneficial | 123,867,678 | 12.10% | 13.44% |
| Ultra Vantage Holdings Limited | Beneficial | 110,000,000 | 10.74% | 11.94% |
| Winmaxi (BVI) Company Limited | Beneficial | 93,089,767 | 9.09% | 10.10% |

On the basis of the current shareholdings of the above Shareholders, an exercise of the Repurchase Mandate in full will result in Ms. Ma Zheng becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of the above Shareholders, or any other persons to make a general offer under the Takeovers Code or the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25%.

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their close associates has notified the Company of any present intention, if the Repurchase Mandate is approved by the Shareholders to sell shares to the Company or its subsidiaries.

No core connected person (as defined in the GEM Listing Rules) has notified the Company that it has a present intention to sell shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

9. SHARES REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on GEM or otherwise) during the period from the six calendar months immediately preceding the date of this circular.

The following are the particulars of the Directors proposed to be re-elected at the AGM:

Ms. Ma Zheng, aged 53, joined the Group in February 2004. She is currently the chairman and the major shareholder of the Company. Ms. Ma Zheng has over 30 years of experience in international trade, electronic industry and corporation management. She graduated from Wuhan University majoring in construction structure engineering.

Ms. Ma Zheng is appointed by way of service contract with a term of two years and is renewable at the same terms. Her appointment will be subject to normal retirement and re-election by the Shareholders pursuant to the Articles of Association. She is entitled to an annual emolument of HK\$1,062,960 and a discretionary year end bonus which are determined by the Board with reference to her duties and responsibilities with the Company.

On 10 April 2015, pursuant to the Share Option Scheme of the Company adopted on 8 May 2012, the Company had granted 820,000 Options to Ms. Ma Zheng, the Options granted to Ms. Ma Zheng had been conferring the right to subscribe for 820,000 Shares at the exercise price of HK\$0.87 per Share. As at the Latest Practicable Date, Ms. Ma Zheng was interested in 371,051,632 Shares. Other than disclosed above, Ms. Ma Zheng did not have any interests or underlying interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Ma Zheng is not connected with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company. She did not hold any directorships in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, there is no other information relating to Ms. Ma Zheng that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Save as disclosed above, there is no other matter concerning Ms. Ma Zheng that needs to be brought to the attention of the shareholders pursuant to Rule 17.50(2)(w) of the GEM Listing Rules.

Mr. Wan Tze Fan Terence, aged 55, joined the Group in March 2004. Mr. Wan Tze Fan Terence holds a bachelor degree in commerce and a master degree in business administration. Mr. Wan Tze Fan Terence has years of experience in accounting and financial management. He had worked for international accounting firms and listed companies in Hong Kong. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and a Certified Practicing Accountant of CPA Australia. Currently, he is an executive director of Sino Oil and Gas Holdings Limited which is listed on the Main Board of The Stock Exchange of Hong Kong Limited.

Mr. Wan Tze Fan Terence is not appointed for a specific term but he is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Wan Tze Fan Terence is entitled the fee of HK\$13,800 per month and a discretionary year end bonus which is determined by reference to his duties and responsibility within the Company. Mr. Wan Tze Fan Terence did not have any interests or underlying interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

On 10 April 2015, pursuant to the Share Option Scheme of the Company adopted on 8 May 2012, the Company had granted 700,000 Options to Mr. Wan Tze Fan Terence, the Options granted to Mr. Wan Tze Fan Terence had been conferring the right to subscribe for 700,000 Shares at the exercise price of HK\$0.87 per Share. Other than disclosed above, Mr. Wan Tze Fan Terence did not have any interests or underlying interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Wan Tze Fan Terence is not connected with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company. He did not hold any directorships in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, there is no other information relating to Mr. Wan Tze Fan Terence that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Save as disclosed above, there is no other matter concerning Mr. Wan Tze Fan Terence that needs to be brought to the attention of the shareholders pursuant to Rule 17.50(2)(w) of the GEM Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



中國基礎能源控股有限公司 China Primary Energy Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8117)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of China Primary Energy Holdings Limited (the “**Company**”) will be held at 11:00 a.m. on Tuesday, 12 May 2020 at Suite 701, Ocean Centre, 5 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong to transact the following business:

1. to receive and consider the audited consolidated financial statements and the reports of the directors (the “**Directors**”) of the Company and auditors for the year ended 31 December 2019;
2. to re-elect Ms. Ma Zheng as executive Director;
3. to re-elect Mr. Wan Tze Fan Terence, who has served as an independent non-executive Director of the Company for more than 9 years since March 2004, as an independent non-executive Director;
4. to authorise the board of Directors to fix the Directors’ remuneration;
5. to re-appoint BDO Limited, Certified Public Accountants, as the Company’s auditors and to authorise the board of Directors to fix their remuneration; and
6. as special business, to consider and, if thought fit, passing the following resolutions (with or without modifications) (the “**Resolution(s)**”) as ordinary Resolutions:

A. “**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) operated by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as herein defined) of all the powers of the Company to allot, issue and deal with unissued shares (each a “**Share**”) of HK\$0.0625 each in the share capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
- (i) a Rights Issue (as herein defined); or
 - (ii) the exercise of any options granted under the share option scheme of the Company; or
 - (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or
 - (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, according to rule 17.41(2) of the GEM Listing Rules, shall not exceed the aggregate of:
 - (aa) 20% of the number of issued shares of the Company on the date of the passing of this Resolution; and
 - (bb) (if the Directors are so authorised by a separate ordinary Resolution of the shareholders of the Company) the number of Shares repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10% of the number of issued shares of the Company on the date of the passing of that Resolution), and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
- (d) for the purposes of this Resolution:
- “**Relevant Period**” means the period from the date of the passing of this Resolution until whichever is the earliest 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 the articles of association of the Company or any applicable laws to be held; and
 - (iii) the passing of an ordinary Resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution;

NOTICE OF ANNUAL GENERAL MEETING

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

B. “**THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as herein defined) of all powers of the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the GEM Listing Rules and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the number of issued shares of the Company as at the date of the passing of this Resolution according to rule 13.09(1) of the GEM Listing Rules and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
- (c) for the purposes of this Resolution, “**Relevant Period**” means the period from the date of the passing of this Resolution until whichever is the earliest 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 the articles of association of the Company or any applicable laws to be held; and
 - (iii) the passing of an ordinary Resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution.”

NOTICE OF ANNUAL GENERAL MEETING

- C. “**THAT** conditional upon the passing of resolutions numbered 6A and 6B as set out in the notice convening the AGM of which this resolution forms part, the general mandate granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares pursuant to the said resolution numbered 6A be and is hereby extended by the addition thereto of an amount representing the number of Shares repurchased by the Company under the authority granted pursuant to the said resolution numbered 6B, provided that such amount shall not exceed 10% of the number of Shares in issue as at the date of passing of the said resolution numbered 6B.”

By Order of the Board of
China Primary Energy Holdings Limited
Ma Zheng
Chairman

Hong Kong, 31 March 2020

Registered office:

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

*Head office and principal place
of business in Hong Kong:*

Suite 701, Ocean Centre
5 Canton Road
Tsim Sha Tsui
Kowloon
Hong Kong

Notes:

1. A member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.
2. A form of proxy for use at the AGM is enclosed. 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 notarially certified copy of that power or authority, must be duly completed and signed in accordance with the instructions printed thereon and deposited by 11:00 a.m. (Hong Kong time) on Sunday, 10 May 2020 or not less than 48 hours before the time for holding the AGM or adjourned meeting at the offices of the Company’s Hong Kong branch share registrar, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong.
3. In relation to the proposed Resolutions nos. 6A and 6C above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares under the GEM Listing Rules. The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by the shareholders of the Company.
4. In relation to the proposed Resolution no. 6B above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed Resolution as required by the GEM Listing Rules is set out in the accompanying document.
5. Delivery of an instrument appointing a proxy will not preclude a member from attending and voting in person at the AGM or any adjournment thereof if the member so desires and in such event, the instrument appointing the proxy shall be deemed to be revoked.

NOTICE OF ANNUAL GENERAL MEETING

6. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the AGM, 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. 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.
7. Record date (being the last date of registration of any share transfer given there will be no book closure) for determining the entitlement of the shareholders of the Company to attend and vote at the AGM will be Wednesday, 6 May 2020. All transfers of shares of the Company accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Share Registrar, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 6 May 2020.
8. Any voting at the AGM shall be taken by poll.