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IRICO

彩虹集團新能源股份有限公司

IRICO GROUP NEW ENERGY COMPANY LIMITED*

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

(Stock Code: 0438)

PLACING OF H SHARES

Placing Agents



中信建投國際
CHINA SECURITIES INTERNATIONAL



國泰君安國際
GUOTAI JUNAN INTERNATIONAL

The Board hereby announces that, on 17 August 2020 (after trading hours), the Company entered into the Placing Agreement I with CSCI in relation to the Placing I. Pursuant to which, CSCI agreed to, on a best-effort basis, place a maximum of 1.4 billion new H Shares at the Placing Price of HK\$1.12 per Placing Share. On the same day, the Company entered into the Placing Agreement II with Guotai Junan in relation to the Placing II. Pursuant to which, Guotai Junan agreed to, on a best-effort basis, place a maximum of 0.4 billion new H Shares at the Placing Price of HK\$1.12 per Placing Share. The Placing Shares will be placed to not less than six but not more than ten Places in total.

The maximum of 1.4 billion Placing Shares under the Placing Agreement I represents 221.91% and 62.71%, respectively, of the total issued H share capital and the total issued share capital of the Company existing as at the date of this announcement and 57.59% and 34.72%, respectively, of the total issued H share capital and the total issued share capital of the Company as enlarged by the issue of the Placing Shares.

The maximum of 0.4 billion Placing Shares under the Placing Agreement II represents 63.40% and 17.92%, respectively, of the total issued H share capital and the total issued share capital of the Company existing as at the date of this announcement and 16.45% and 9.92%, respectively, of the total issued H share capital and the total issued share capital of the Company as enlarged by the issue of the Placing Shares.

Pursuant to the Placing Agreement I and the Placing Agreement II, CSCI and Guotai Junan will place the Placing Shares at the Placing Price of HK\$1.12 per Placing Share, respectively, represents: (i) a premium of approximately 2.75% to the closing price of HK\$1.09 per H Share as quoted on the Stock Exchange on date of the entering into of the Placing Agreements; and (ii) equals to the average closing price of approximately HK\$1.12 per H Share as quoted on the Stock Exchange for the five consecutive trading days prior to the entering into of the Placing Agreement.

The Placing Shares will be issued pursuant to the Specific Mandate. The Placing is not subject to any further approval of the Shareholders.

Application will be made to the Listing Committee of the Stock Exchange for listing of, and permission to deal in, the Placing Shares on the Stock Exchange.

As the completion of the Placing is subject to the fulfilment of multiple conditions set out in this announcement, the Placing may or may not proceed. Shareholders and potential investors are therefore advised to exercise caution when dealing in the H Shares.

INTRODUCTION

Reference is made to the announcements of the Company dated 24 July 2017, 16 October 2017, 1 February 2018, 18 April 2018, 6 December 2018, 10 December 2018, 23 January 2019, 6 June 2019, 6 December 2019 and 20 January 2020 and the circulars dated 31 December 2018 and 31 December 2019, in relation to (among others), the Proposed H Share Issue pursuant to the Specific Mandate.

The Board hereby announces that, on 17 August 2020 (after trading hours), the Company entered into the Placing Agreement I with CSCI in relation to the Placing I. Pursuant to which, CSCI agreed to, on a best-effort basis, place a maximum of 1.4 billion new H Shares at the Placing Price of HK\$1.12 per Placing Share. On the same day, the Company entered into the Placing Agreement II with Guotai Junan in relation to the Placing II. Pursuant to which, Guotai Junan agreed to, on a best-effort basis, place a maximum of 0.4 billion new H Shares at the Placing Price of HK\$1.12 per Placing Share. The Placing Shares will be placed to not less than six but not more than ten Places in total.

THE PLACING AGREEMENT

The principal terms of the Placing Agreement I and the Placing Agreement II are about the same, which are summarized as follows:

Date: 17 August 2020 (after trading hours)

Parties: Parties to the Placing Agreement I:

(i) The Company; and

(ii) CSCI

Parties to the Placing Agreement II:

(i) The Company; and

(ii) Guotai Junan

To the best of the Directors' knowledge, information and belief, and having made all reasonable enquiries, CSCI and Guotai Junan and their respective ultimate beneficial owner are all third parties independent of the Company and the connected persons of the Company.

Placing

(1) Placing I

Pursuant to the Placing Agreement I, CSCI agreed to, on a best-effort basis, place a maximum of 1.4 billion Placing Shares at the Placing Price of HK\$1.12 per Placing Share. The maximum of 1.4 billion Placing Shares represents approximately 221.91% and 62.71%, respectively, of the total issued H share capital and the total issued share capital of the Company existing as at the date of this announcement and 57.59% and 34.72%, respectively, of the total issued H share capital and the total issued share capital of the Company as enlarged by the issue of the Placing Shares.

The aggregate nominal value of the Placing Shares under the Placing Agreement I will be RMB1.4 billion (equivalent to approximately HK\$1.564 billion).

(2) Placing II

Pursuant to the Placing Agreement II, Guotai Junan agreed to, on a best-effort basis, place a maximum of 0.4 billion Placing Shares at the Placing Price of HK\$1.12 per Placing Share. The maximum of 0.4 billion Placing Shares represents approximately 63.40% and 17.92%, respectively, of the total issued H share capital and the total issued share capital of the Company existing as at the date of this announcement and approximately 16.45% and 9.92%, respectively, of the total issued H share capital and the total issued share capital of the Company as enlarged by the issue of the Placing Shares.

The aggregate nominal value of the Placing Shares under the Placing Agreement II will be RMB0.4 billion (equivalent to approximately HK\$0.447 billion).

The above Placing Shares, when allotted and fully paid, will rank pari passu in all respects with the existing H Shares in issue as at the completion date of Placing, including the right to receive all dividends and other distributions which may be declared, made or paid in respect of the H Shares, the record date for which shall fall on or after the completion date of Placing.

Placees

On 16 October 2017, the Company and Zhangjiagang Investment entered into the Subscription Agreement with Zhangjiagang Investment for the Proposed Subscription by Zhangjiagang Investment, pursuant to which, Zhangjiagang Investment has conditionally agreed to subscribe in cash for, and the Company has conditionally agreed to allot and issue, not more than 500 million new H Shares at a consideration of RMB500 million. For details, please refer to the announcement of the Company dated 16 October 2017 and the circulars of the Company dated 31 December 2018 and 31 December 2019.

In view of the large time span of the Proposed H Share Issue, the Company and Zhangjiagang Investment entered into the Termination Agreement after negotiation so as to terminate the Proposed Subscription by Zhangjiagang Investment under the Subscription Agreement with Zhangjiagang Investment, with effect from 17 August 2020 (after trading hours). Pursuant to the Termination Agreement, the Company and Zhangjiagang Investment will no longer fulfill their respective obligations under the Subscription Agreement with Zhangjiagang Investment and shall not be liable for any breach of contract. The Directors are of the view that the entering into of the Termination Agreement and the termination of the Proposed Subscription by Zhangjiagang Investment did not and will not result in any material negative effect on the current operation, business and finance conditions of the Group.

CSCI will, on a best-effort basis, place the Placing Shares to Placees (including but not limited to Zhongdian IRICO, Yan'an Dingyuan and Hefei Xincheng, please refer to the announcements of the Company dated 24 July 2017 and 18 April 2018 and the circulars of the Company dated 31 December 2018 and 31 December 2019 for details of their respective proposed subscriptions). Guotai Junan will, on a best-effort basis, place the Placing Shares to other Placees.

The Placing Shares will be placed to not less than six but not more than ten Placees. Save for Zhongdian IRICO, Yan'an Dingyuan and Hefei Xincheng, the other Placees will be qualified institutional investors, enterprise investors and professional investors. It is expected that the Placees (save for Zhongdian IRICO) and their respective ultimate beneficial owners are the third parties independent of the Company and its connected persons. It is expected that none of the Placees will become a substantial shareholder of the Company immediately after the Placing.

Placing Price

Pursuant to the Placing Agreement I and the Placing Agreement II, CSCI and Guotai Junan will place the Placing Shares at the Placing Price of HK\$1.12 per Placing Share, respectively, represents:

- (i) a premium of approximately 2.75% to the closing price of HK\$1.09 per H Share as quoted on the Stock Exchange on date of the entering into of the Placing Agreements; and
- (ii) equals to the average closing price of approximately HK\$1.12 per H Share as quoted on the Stock Exchange for the five consecutive trading days prior to the entering into of the Placing Agreement.

The above Placing Price was determined after arm's length negotiation between the Company and CSCI or Guotai Junan, respectively, which have taken into account the recent market price of the H Shares and the current market conditions, the interests of the existing Shareholders, the abilities of investors, potential issuance risks, market practices and applicable regulatory requirements, as well as the capital market conditions when issuing the Placing Shares.

The Directors (including independent non-executive Directors) consider that the above Placing Price and the terms of the Placing Agreements are fair and reasonable and on normal commercial terms and are in the interests of the Company and the Shareholders as a whole.

Conditions of the Placing

- (1) Completion of the Placing I is conditional upon the fulfillment of the following conditions:
 - (i) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Placing Shares;
 - (ii) the approval for the Placing issued by relevant PRC government authorities (including but not limited to the SASAC and CSRC) remaining in full force on the completion date of the Placing I; and
 - (iii) the obligations of CSCI under the Placing Agreement I not being terminated in accordance with the provisions of the Placing Agreement I, including those relating to force majeure events.
- (2) Completion of the Placing II is conditional upon the fulfillment of the following conditions:
 - (i) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Placing Shares and such permission not having been withdrawn and revoked subsequently before the completion of the Placing II;
 - (ii) the approval for the Placing issued by relevant PRC government authorities and all necessary approvals and consents under other applicable laws and regulations having been obtained, and remaining in full force on the completion date of the Placing II and not having been withdrawn or revoked;
 - (iii) parties of Placing Agreement II being not in material breach of any of its representations, warranties and undertakings, and none of such representations, warranties and undertakings being deemed as inaccurate, untrue or misleading in any material respects on or before the completion date of the Placing II;
 - (iv) Zhongdian IRICO, Yan'an Dingyuan and Hefei Xincheng having completed each of the subscription of new H Shares according to the subscription amount disclosed in the relevant transaction documents;
 - (v) the obligations of Guotai Junan under the Placing Agreement II not being terminated in accordance with the provisions of the Placing Agreement II, including those relating to force majeure events.

Pursuant to the Placing Agreement II, the non-breaching party can notify the breaching party in writing to waive the conditions set out in paragraphs (iii) and (iv) above. Neither the Company nor Guotai Junan can waive the conditions set out in paragraphs (i) and (ii) above.

As at the date of this announcement, none of the above conditions have been fulfilled or waived.

In the event that any of such conditions not having been fulfilled by 31 December 2020 (or such later date as the Company and CSCI or Guotai Junan may otherwise agree respectively), all the rights, obligations and liabilities in relation to the Placing under the Placing Agreement shall lapse and cease, and none of the parties shall have any claim against the other in respect of any expenses or losses in relation to the Placing, save for any antecedent breaches of the Placing Agreement.

Termination

- (1) CSCI shall have the right to terminate the Placing Agreement I by giving notice to the Company at any time prior to 10:00 a.m. on the completion date of the Placing I if any of the following occurs:
 - (i) any undertakings, warranties and representations included in the Placing Agreement I becoming untrue or incorrect in any material respect; or
 - (ii) the Placing I being materially adversely affected due to the following circumstances:
 - (a) the introduction of any new laws or regulations or the change of any existing laws or regulations (or their judicial interpretation), or the occurrence of any affairs of other nature which may have material adverse impact on the overall business, finance, operating position or prospects of the Company;
 - (b) the occurrence of any force majeure events which may have material adverse impact on the overall business, finance, operating position or prospects of the Company;
 - (c) other material adverse change in the overall business, finance or operating position of the Group;
 - (d) suspension of trading of the Shares of the Company on the Stock Exchange during the period from the execution of the Placing Agreement I to the completion date for reasons other than placing; or

- (iii) the implementation of Placing I will have material adverse impact on the Company due to changes of market conditions (including but not limited to the suspension or material restriction on trading of securities).
- (2) Guotai Junan shall have the right to terminate the Placing Agreement II by giving notice to the Company at any time prior to 10:00 a.m. on the completion date of the Placing II if any of the following occurs:
- (i) any undertakings, warranties and representations included in the Placing Agreement II becoming untrue or incorrect in any material respect; or
 - (ii) the Placing II being materially adversely affected due to the following circumstances:
 - (a) the introduction of any new laws or regulations or the change of any existing laws or regulations (or their judicial interpretation), or the occurrence of any affairs of other nature which may have material adverse impact on the overall business, finance, operating position or prospects of the Company;
 - (b) the occurrence of any force majeure events which may have material adverse impact on the overall business, finance, operating position or prospects of the Company;
 - (c) other material adverse change in the overall business, finance or operating position of the Group;
 - (d) suspension of trading of the Shares of the Company on the Stock Exchange during the period from the execution of the Placing Agreement II to the completion date for reasons other than placing; or
 - (e) a material disruption in Hong Kong commercial banks or securities settlement or clearance services, and/or general suspension of commercial banking activities being announced by relevant Hong Kong institutions.

In the event that CSCI or Guotai Junan terminates the Placing Agreement in accordance with the aforementioned provisions, all obligations of each of the parties, save for certain rights and obligations under the Placing Agreement, shall cease and terminate immediately, and no party shall have any claim against any other party in respect of any matter arising from or in connection with the Placing except for any antecedent breach of the Placing Agreement.

Completion of the Placing

The Placing is expected to be completed on the second Business Day after the date on which the conditions of the Placing are fulfilled, or such later date as the Company and CSCI or Guotai Junan may otherwise agree respectively.

EFFECT ON THE SHAREHOLDING STRUCTURE

Set out below is the shareholding structure of the Company: (i) as at the date of this announcement, (ii) immediately after the completion of the Placing I but prior to the completion of the Placing II (assuming that an aggregate of 1.4 billion Placing Shares will be issued under the Placing I), (iii) immediately after the completion of the Placing II but prior to the completion of the Placing I, (assuming that an aggregate of 0.4 billion Placing Shares will be issued under the Placing II), and (iv) immediately after the completion of both of the Placing I and the Placing II:

	On the date of this announcement		immediately after the completion of the Placing I but prior to the completion of the Placing II		immediately after the completion of the Placing II but prior to the completion of the Placing I		immediately after the completion of both of the Placing I and the Placing II	
	Number of Shares	Percentage of the total issued share capital	Number of Shares	Percentage of the total issued share capital	Number of Shares	Percentage of the total issued share capital	Number of Shares	Percentage of the total issued share capital
Domestic Shares								
IRICO Group	1,601,468,000	71.74%	1,601,468,000	44.09%	1,601,468,000	60.84%	1,601,468,000	39.72%
H Shares								
Rui Bou Electronics ⁽¹⁾	61,554,000	2.76%	61,554,000	1.69%	61,554,000	2.34%	61,554,000	1.53%
Other Public Shareholders	569,327,400	25.50%	569,327,400	15.67%	569,327,400	21.63%	569,327,400	14.12%
Placees under the Placing Agreement I	–	–	1,400,000,000	38.54%	–	–	1,400,000,000	34.72%
Placees under the Placing Agreement II	–	–	–	–	400,000,000	15.20%	400,000,000	9.92%
Total	2,232,349,400	100%	3,632,349,400	100%	2,632,349,400	100%	4,032,349,400	100%

Notes:

- (1) Rui Bou Electronics is a wholly-owned subsidiary of IRICO Group as at the date of this announcement;
- (2) any discrepancies in this table between totals and sums of amounts listed herein are due to rounding.

SPECIFIC MANDATE TO ISSUE THE PLACING SHARES

As disclosed in the circular dated 31 December 2018 and the poll results announcement of the Company dated 23 January 2019, the Specific Mandate was approved at the extraordinary general meeting and the H share class meeting of the Company held on 23 January 2019. As disclosed in the circular dated 31 December 2019 and the poll results announcement of the Company dated 20 January 2020, the validity period of the Specific Mandate was extended for a period of 12 months from 20 January 2020 at the extraordinary general meeting and the H share class meeting of the Company held on 20 January 2020.

The Company is permitted to place and issue not more than 2.3 billion new H Shares under the Specific Mandate. As at the date of this announcement, the Company has not issued any new H Shares pursuant to the Specific Mandate. The Placing Shares will be issued pursuant to the Specific Mandate. The issuance of the Placing Shares under the Placing Agreement I and Placing Agreement II will use approximately 78.26% of the Specific Mandate in aggregate and therefore the Placing is not subject to any further approval of the Shareholders.

REASONS FOR AND BENEFITS OF THE PLACING

The Directors consider that the placing of the Placing Shares offers a good opportunity for the Company to raise capital and broaden the Shareholder base and capital base. Therefore, the Directors consider that the Placing is in the interests of the Company and the Shareholders as a whole.

USE OF PROCEEDS

The gross proceeds of the Placing I and Placing II are expected to be HK\$1.568 billion and HK\$0.448 billion, respectively, and HK\$2.016 billion in total. As disclosed in the circular of the Company dated 31 December 2018 and 31 December 2019, assuming that the Company raises RMB2.3 billion in full, the gross proceeds of the Placing are proposed to be used as follows: (i) approximately RMB500 million will be used for Yan'an Photovoltaic Glass Project; (ii) approximately RMB500 million will be used for Hefei Photovoltaic Glass Project (Phase II); (iii) approximately RMB500 million will be used for Xianyang Photovoltaic Glass Relocation and Technical Innovation Project; (iv) approximately RMB500 million will be used for IRICO Yongneng 2GW Photovoltaic Modules Project; and (v) approximately RMB300 million will be used to supplement the working capital of the Company after deducting the issuance expenses. If the actual amount of the proceeds raised from the Placing (after deducting the issuance expenses) is insufficient to satisfy the proposed utilization to the projects as set out above, the shortfall shall be made up by bank loans, internal funds or other methods by the Company.

The net proceeds of the Placing I and the Placing II (after deducting all applicable costs and expenses) are expected to be approximately HK\$1.554 billion and HK\$0.435 billion, respectively, and approximately HK\$1.989 billion in total. On such basis, the net price (after deducting all applicable costs and expenses) raised per new H Share upon completion of the Placing I and the Placing II are expected to be approximately HK\$1.11 and HK\$1.09, respectively, and approximately HK\$1.10 in average.

EQUITY FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The Company has not carried out any equity fund raising activities during the past 12 months immediately preceding the date of this announcement.

APPLICATION FOR LISTING

Application will be made to the Listing Committee of the Stock Exchange for listing of, and permission to deal in, the Placing Shares on the Stock Exchange.

As the completion of the Placing is subject to the fulfilment of multiple conditions set out in this announcement, the Placing may or may not proceed. Shareholders and potential investors are therefore advised to exercise caution when dealing in the H Shares.

DEFINITIONS

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

“Board”	the board of directors of the Company
“Business Day”	any day (excluding public holidays, Saturday and Sunday) on which banks are open to the public for business in Hong Kong
“CEC”	China Electronics Corporation* (中國電子信息產業集團有限公司), a wholly state-owned company incorporated in the PRC and the ultimate controlling Shareholder holding approximately 74.50% of the issued share capital of the Company through IRICO Group and its subsidiary, Rui Bou Electronics, as at the date of this announcement

“Company”	IRICO Group New Energy Company Limited* (彩虹集團新能源股份有限公司), a joint stock limited Company incorporated in the PRC, the H Shares of which are listed on the Stock Exchange
“connected person(s)”	has the same meaning ascribed thereto under the Listing Rules
“CSCI”	China Securities (International) Corporate Finance Company Limited (中信建投(國際)融資有限公司), a corporation licensed to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance
“CSRC”	China Securities Regulatory Commission of the PRC (中國證券監督管理委員會)
“Directors”	the directors of the Company
“Domestic Share(s)”	ordinary domestic share(s) of nominal value of RMB1.00 each in the share capital of the Company, which are subscribed for in RMB
“Group”	the Company and its subsidiaries
“Guotai Junan”	Guotai Junan Securities (Hong Kong) Limited (國泰君安證券(香港)有限公司), a corporation licensed to carry out Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities under the Securities and Futures Ordinance
“H Shares”	overseas listed foreign invested shares of nominal value of RMB1.00 each in the share capital of the Company, which are subscribed for and traded in HK\$
“Hefei Xincheng”	Hefei Xincheng State-owned Assets Management Co., Ltd.* (合肥鑫城國有資產經營有限公司), a wholly state-owned company with limited liability incorporated in the PRC and a third party independent of the Company and its connected persons as at the date of this announcement
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“IRICO Group”	IRICO Group Company Limited* (彩虹集團有限公司), formerly known as IRICO Group Corporation* (彩虹集團公司), a wholly state-owned enterprise and the controlling Shareholder, directly and indirectly holding approximately 74.50% of the issued share capital of the Company as at the date of this announcement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited
“Placing”	Placing I and Placing II
“Placing I”	the placing of the Placing Shares by CSCI, on a best-effort basis, upon the terms and subject to the conditions set out in the Placing Agreement I
“Placing II”	the placing of the Placing Shares by the Guotai Junan, on a best-effort basis, upon the terms and subject to the conditions set out in the Placing Agreement II
“Placing Agreement”	Placing Agreement I and Placing Agreement II or any of the above placing agreement, depending on the specific circumstances
“Placing Agreement I”	the placing agreement dated 17 August 2020 entered into between the Company and CSCI in respect of the Placing I
“Placing Agreement II”	the placing agreement dated 17 August 2020 entered into between the Company and Guotai Junan in respect of the Placing II
“Placing Price”	HK\$1.12 per Placing Share both under the Placing Agreement I, and the Placing Agreement II
“Placing Shares”	an aggregate of no more than 1.4 billion new H Shares to be placed under the Placing Agreement I, and an aggregate of no more than 0.4 billion new H Shares to be placed under the Placing Agreement II

“PRC”	the People’s Republic of China, and for the purpose of this announcement, excluding the Hong Kong Special Administrative Region of the PRC, the Macau Special Administrative Region of the PRC and Taiwan
“Proposed H Share Issue”	the proposed non-public issuance and placing of not more than 2.3 billion new H Shares under a specific mandate by the Company to not more than 10 target subscribers (including Zhongdian IRICO, Zhangjiagang Investment, Yan’an Dingyuan and Hefei Xincheng)
“Proposed Subscription by Zhangjiagang Investment”	the proposed subscription of not more than 500 million new H Shares by Zhangjiagang Investment at a consideration of RMB500 million pursuant to the Subscription Agreement with Zhangjiagang Investment
“RMB”	Renminbi, the lawful currency of the PRC
“Rui Bou Electronics”	Rui Bou Electronics (HK) Limited (瑞博電子(香港)有限公司), a private company limited by shares incorporated in Hong Kong and a wholly-owned subsidiary of IRICO Group as at the date of this announcement
“SASAC”	State-owned Assets Supervision and Administration Commission of the State Council of the PRC (中國國務院國有資產監督管理委員會)
“Shares”	the Domestic Shares and the H Shares
“Shareholder(s)”	the holders of the Shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Agreement with Zhangjiagang Investment”	the conditional share subscription agreement dated 16 October 2017 entered into between the Company and Zhangjiagang Investment in relation to the Proposed Subscription by Zhangjiagang Investment

“Specific Mandate”	the specific mandate approved at the extraordinary general meeting and the H share class meeting of the Company held on 23 January 2019, the validity period of which was extended for a period of 12 months at the extraordinary general meeting and the H share class meeting of the Company held on 20 January 2020. Pursuant to which, the Board is authorised to conduct, within 12 months since 20 January 2020, the non-public issuance and placing of not more than 2.3 billion new H Shares to not more than 10 target subscribers (including Zhongdian IRICO, Zhangjiagang Investment, Yan’an Dingyuan and Hefei Xincheng)
“Termination Agreement”	the termination agreement dated 17 August 2020 entered into between the Company and Zhangjiagang Investment in relation to the termination of the Proposed Subscription by Zhangjiagang Investment
“Yan’an Dingyuan”	Yan’an Dingyuan Investment (Group) Co., Ltd.* (延安市鼎源投資(集團)有限公司) (formerly known as Yan’an Dingyuan Investment Co., Ltd.* (延安市鼎源投資有限責任公司)), a state-controlled enterprise incorporated in the PRC and a third party independent of the Company and its connected persons as at the date of this announcement
“Zhangjiagang Investment”	Zhangjiagang Yuefeng Jinchuang Investment Co., Ltd.* (張家港市悅豐金創投資有限公司), an investment company incorporated in the PRC with limited liability and a third party independent of the Company and its connected persons as at the date of this announcement

“Zhongdian IRICO”

Xianyang Zhongdian IRICO Group Holdings Ltd.* (咸陽中電彩虹集團控股有限公司), which is directly held as to 72.08% by CEC and 27.92% by IRICO Group as at the date of this announcement and a connected person of the Company

For the purpose of this announcement, unless the context otherwise requires, conversion of Renminbi into Hong Kong dollars is based on the approximate exchange rate of RMB1.00 to HK\$1.1174. Such exchange rate is for the purpose of illustration only and does not constitute a representation that any amounts in Renminbi or Hong Kong dollars have been, could have been or may be converted at such or any other rate or at all.

By order of the Board
IRICO Group Electronics Company Limited*
Si Yuncong
Chairman

Shaanxi Province, the PRC
17 August 2020

As at the date of this announcement, the Board consists of Mr. Si Yuncong and Mr. Tong Xiaofei as executive directors, Mr. Fan Laiying and Mr. Ni Huadong as non-executive directors, and Mr. Feng Bing, Mr. Wang Jialu and Mr. Wang Zhicheng as independent non-executive directors.

* *For identification purposes only*