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CHINA RUIFENG RENEWABLE ENERGY HOLDINGS LIMITED

中國瑞風新能源控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00527)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of China Ruifeng Renewable Energy Holdings Limited (the “**Company**”) will be held at No. 173, Wu Lie Road, Shuang Qiao District, Chengde City, Hebei Province, the People’s Republic of China on Tuesday, 19 April 2022 at 11:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modification) the following ordinary resolutions:

ORDINARY RESOLUTIONS

1. “THAT

- (a) the subscription agreement dated 28 January 2022 entered into between the Company and Filled Converge Limited (the “**Subscription Agreement**”) in relation to the subscription for the 10% unsecured convertible bonds to be issued by the Company in the principal amount of HK\$356,375,000 (the “**Convertible Bonds**”) (a copy of the Subscription Agreement has been marked “A” and initialled by the chairman of the EGM for identification purpose) and the transactions contemplated thereby be and are hereby approved, confirmed and ratified;
- (b) the issue by the Company of the Convertible Bonds in the aggregate principal amount of HK\$356,375,000 at an initial conversion price of HK\$0.1800 per share (subject to adjustments) pursuant to the Subscription Agreement together with the issuance of the bond instrument and the bond certificates to Filled Converge Limited be and are hereby approved;
- (c) the directors of the Company be and are hereby granted a specific mandate to allot and issue the share(s) to be issued by the Company upon exercise of the conversion rights attached to the Convertible Bonds (the “**Conversion Shares**”); and

- (d) any one of the directors of the Company be and is hereby authorised to do all such acts and things (including, without limitation, signing, executing (under hand or under seal), perfecting and delivery of all agreements, documents and instruments) which are in his/her discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with the Subscription Agreement, the issue of the Convertible Bonds to Filled Converge Limited, the allotment and issue of the Conversion Shares upon exercise of the conversion rights attached to the Convertible Bonds and any of the transactions contemplated thereunder.”

Shareholders of the Company (the “Shareholders”) may, however, view and listen to the EGM through a live webcast of the EGM which can be accessed by going to <https://voovmeeting.com/dm/wK3TTlmcyT8R> on a computer, tablet or any browser-enabled device. Shareholders will be able to access the live webcast at the start of the EGM until its conclusion, and submit questions during the EGM through the webcast link provided. Shareholders can also submit questions on the business of the EGM in advance to the email account ir@c-ruifeng.com. Details of accessing the live webcast of the EGM will be provided to Shareholders upon request by email to the aforementioned email address no later than 3 business days before the EGM is convened.

By Order of the Board
China Ruifeng Renewable Energy Holdings Limited
Zhang Zhixiang
Executive Director and Chief Executive Officer

Hong Kong, 29 March 2022

Principal place of business in Hong Kong:

Room 1002, 10/F

Shui On Centre

6-8 Harbour Road, Wanchai

Hong Kong

Notes:

1. Shareholders who are entitled to vote at the above meeting are those whose names appear as shareholders on the register of members of the Company as at the close of business on Monday, 11 April 2022. In order to qualify for the entitlement to attend and vote at the above meeting, all transfer of shares accompanied by the relevant shares certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong by 4:30 p.m. (Hong Kong time) on Monday, 11 April 2022.

2. Any member of the Company entitled to attend and vote at the above meeting may appoint another person as his proxy to attend and to vote instead of him. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him and vote on his behalf at the EGM convened by the above notice. A proxy need not be a member of the Company. The Company strongly recommends you to monitor the development of the situation with the novel coronavirus pneumonia (“**COVID-19**”) and to assess, based on the social distancing policies, the necessity for attending the above meeting in person. Shareholders are strongly encouraged to appoint the chairman of the EGM as their proxy to vote on the relevant resolutions at the EGM as an alternative to attending the EGM in person.
3. All resolutions at the EGM will be taken by way of poll pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
4. Where there are joint registered holders of any share of the Company, any one such person may vote at the EGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto; but if more than one of such joint holders be present at the EGM 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. 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.
5. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof must be delivered to the office of the Company’s Hong Kong branch share registrar, 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 EGM or any adjournment thereof.
6. A form of proxy for use at the EGM is being dispatched to the shareholders of the Company together with a copy of this notice.
7. Taking into account of the recent development of COVID-19, the Company will implement the following prevention and control measures at the EGM against the epidemic to protect the Shareholders from the risk of infection:
 - compulsory body temperature check will be conducted for every Shareholder or proxy at the entrance of the venue. Any person with a body temperature of over 37.3 degrees Celsius will not be permitted to access to the meeting venue;
 - every Shareholder or proxy is required to wear surgical face mask throughout the EGM. Please note that no masks will be provided at the EGM and attendees should bring and wear their own masks;
 - no souvenirs will be provided at the EGM; and
 - no refreshments will be served at the EGM.

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the EGM arrangements at short notice. Shareholders should check the Company’s website at www.c-ruiheng.com for further announcements and updates on the EGM arrangements.

Any person who does not comply with the precautionary measures may be denied entry into the EGM venue.

8. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 8 a.m. on the date of the EGM, the EGM will be postponed. The Company will post an announcement on the website of the Company at www.c-ruifeng.com and on the HKExnews website of the Stock Exchange at 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 notice, the board of directors comprises Mr. Zhang Zhixiang, Mr. Ning Zhongzhi, Mr. Li Tian Hai and Mr. Peng Ziwei as executive directors of the Company; Mr. Jiang Senlin, Mr. Qu Weidong and Ms. Hu Xiaolin as independent non-executive directors of the Company.