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# 東北電氣發展股份有限公司

## NORTHEAST ELECTRIC DEVELOPMENT CO.,LTD.

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

**( Stock Code:00042)**

### SUPPLEMENTARY NOTICE OF EXTRAORDINARY GENERAL MEETING

References are made to the Notice of Extraordinary General Meeting (the “**EGM Notice**”) of Northeast Electric Development Company Limited (the “**Company**”) dated 7 December 2022 which set out, among other things, details relating to the time, venue and agenda of the first Extraordinary General Meeting (the “**EGM**”) of the Company in 2022 to be convened at 9:30 a.m. on 30 December 2022 at the Conference Room, Floor 19, HNA Plaza, No.7 Guoxing Avenue, Meilan District, Haikou City, Hainan Province, the PRC. Unless the context otherwise requires, capitalised terms used in this supplementary notice shall have the same meanings as defined in the EGM Notice.

On 14 December 2022, the Board of Directors of the Company (the “**Board**”) received the “Proposal in relation to the Addition of Ex Tempore Motions at the first Extraordinary General Meeting in 2022 of Northeast Electric Development Co. Ltd.” from its first substantial shareholder, Beijing Haihongyuan Investment Management Co., Ltd. (“**Beijing Haihongyuan**”), which proposed the addition of ex tempore motions in relation to “the Proposal on the Appointment of Directors of the 10th Session of the Board of the Company”, “the Proposal on the Appointment of Shareholder Representative Supervisors of the 10th Session of Supervisory Committee of the Company” at the EGM. According to the Articles of Association of the Company (the “**Articles of Association**”), the appointment of Directors and Supervisors shall be approved by shareholders at the general meeting. The relevant proposals shall be considered and approved by the shareholders at the EGM as an ordinary resolution. As of the date of this supplementary notice, Beijing Haihongyuan held 81,494,850 Domestic Shares in the Company, representing 9.33% of the total number of shares of the Company.

Pursuant to Article 99 of the Articles of Association, “shareholders who individually or jointly hold no less than 3% of the shares of the Company shall have the right to give proposals to the Company and may give provisional proposals in writing to the convener 10 days prior to the date of such meeting. Within 2 days upon receipt thereof the convener shall issue a supplemental notice of the general meeting with announcement on the contents of such provisional proposals.”

Having examined the aforesaid ex tempore motions, the Board of Directors is of the view that it is in compliance with relevant provisions of the Company Law and the Articles of Association, with Beijing Haihongyuan being qualified to propose ex tempore motions and the aforesaid ex tempore motions carrying specific subjects and matters to be resolved that fall within the scope of authority of the general meeting. Accordingly, the Board of Directors has approved the tabling of the aforesaid ex tempore motions at the EGM in accordance with the provisions of the Company Law, the Rules of Procedure of the General Meeting of Shareholders and other laws, regulations and regulatory documents as well as the Articles of Association.

**SUPPLEMENTARY NOTICE IS HEREBY GIVEN:** that the EGM will be held, as originally scheduled, at 9:30 a.m. on 30 December 2022 at the Conference Room, Floor 19, HNA Plaza, No.7 Guoxing Avenue, Meilan District, Haikou City, Hainan Province, the PRC, to consider and, if thought fit, pass the resolutions set out in the EGM Notice and the following supplementary ordinary resolutions:

#### **AS ORDINARY RESOLUTIONS**

**“THAT:**

**e. The Proposal on the Appointment of Directors of the 10th Session of the Board of the Company \* (《關於委任公司十屆董事會董事的議案》) be and is hereby approved.**

The term of office of the 9th Board of Directors has expired, the Board is pleased to announce that the Directors will be reappointed for a new term of three years commencing from the date of approval of the Shareholders at the EGM. The remuneration standard of members of the current Board of Directors shall not be higher than that of the previous one. Biographical details of the candidates being reappointed are set out below.

#### **Candidates for Executive Directors**

**Mr. Su Weiguo**

Mr. Su Weiguo (“Mr. Su”), born in 1962, with Chinese nationality and without the right of permanent residence abroad, is a senior economist and graduated from Harbin University of Science and Technology with a major in heat treatment and later from Dalian Maritime University with a major in international economic law, and obtained a bachelor’s degree in engineering and a master’s degree in law. He served as the section chief of the business management department, deputy general manager, secretary to the Board, general manager and Chairman of the Company, the section chief of business management department, assistant to president and deputy general manager of Northeast Electric Transmission and Transformation Equipment Group, the general manager of Tieling Copper Industry Co., Ltd.\* (鐵嶺銅業有限責任公司), and the chairman of Shenyang Furukawa Cable Co., Ltd., a Sino-Japanese joint venture. He is currently a Director of the 9th session of the Board and the General Manager of the Company, Mr. Su has been recognized for his enterprise management skills and professional qualifications of more than 30 years.

### **Ms. He Wei**

Ms. He Wei (“Ms. He”), born in 1987, with Chinese nationality and without the right of permanent residence abroad, Bachelor degree, graduated from Electronic Information Engineering of Southwest Petroleum University with a bachelor's degree. He used to be the Commercial Director of the Hotel Business Department of Beijing Sankuai Online Technology Co., Ltd., the General Manager of the Enterprise Department of Beijing Fanyu Jingtai Technology Co., Ltd., and the General Manager of Zhongcai Chengfa Group Co., Ltd., He is now the director and president of People's Industrial Development (Qingdao) Co., Ltd., and the executive director of Beijing Qingfengye Technology Co., Ltd., Ms. He has been recognized for her enterprise management skills and professional qualifications of more than 15 years.

### **Ms. Liu Jiangmei**

Ms. Liu Jiangmei (“Ms. Liu”), born in 1974, with Chinese nationality and without the right of permanent residence abroad, graduated from Tangshan University with a bachelor's degree in business management, Beijing University of Aeronautics and Astronautics with a master's degree in public relations management, and Tsinghua University with a master's degree in economic management. He used to be the HR Manager of the Beijing Office of American 7xi Industrial Investment Co., Ltd., the Deputy General Manager of the Beijing Office of 3D Communications Co., Ltd., and the Executive Director and General Manager of Beijing Guoshi Jingwei Technology Co., Ltd. Currently, Beijing State is the chairman of Jingwei Technology Co., Ltd., and Lhasa Guoshi Jingwei Culture Communication Co., Ltd., Ms. Liu has been recognized for her enterprise management skills and professional qualifications of more than 25 years.

### **Mr. Ding Jishi**

Mr. Ding Jishi (“Mr. Ding”), born in 1985, with Chinese nationality and without the right of permanent residence abroad, graduated from Zhongnan University of Economics and Law with a bachelor’s degree in business administration. He once served as the domestic investment senior manager of the investment management department in HNA Group Co., Ltd., the listed issuer information disclosure manager in the Board office of Hainan Airlines Holding Co., Ltd., and the securities affairs representative of the Company. He currently serves as the secretary to the Board of the Company, Mr. Ding has been recognized for his enterprise management skills and professional qualifications of more than 15 years.

### **Mr. Mi Hongjie**

Mr. Mi Hongjie (“Mr. Mi”), born in 1993, with Chinese nationality and without the right of permanent residence abroad, graduated from Fudan University with a master’s degree in business administration. He served as Head of Planning and Finance Department of HNA Group Non-Aviation Asset Management Division\* (海航集團非航空資產管理事業部), Business Director of Planning and Finance Department of HNA Logistics Group Co., Ltd.\* (海航物流集團有限公司), Manager of the Operations Centre of the Internet Finance Division of Hainan Supply and Marketing Daji Financial Information Technology Co., Ltd.\* (海南供銷大集金服信息科技有限公司), and the Senior Manager of the Fund Planning Centre of Financing Management Department of HNA Investment Group Co., Ltd.\* (海航投資集團股份有限公司). He is currently a Director of the 9th session of the Board and the Chief Financial Officer of the Company, Mr. Mi has been recognized for his enterprise management skills and professional qualifications of more than 10 years.

### **Mr. Zhu Xinguang**

Mr. Zhu Xinguang (“Mr. Zhu”), born in 1970, with Chinese nationality and without the right of permanent residence abroad, senior engineer, graduated from Shenyang University of Technology in high-voltage electrical apparatus of electric engineering with a bachelor of engineering in 1992. He has successively served as a technician in the design division of Shenyang High Voltage Switchgear Co., Ltd. and the secretary, deputy director, and director to the general manager office of the Company. Currently, he is office director of the Board and representative for securities affairs of the Company, Mr. Zhu has been recognized for his enterprise management skills and professional qualifications of more than 25 years.

The above-mentioned candidates do not have any equity interest in the Company and are not connected parties of Beijing Haihongyuan, the Company's first substantial shareholder, and its related parties. They have never been punished by the China Securities Regulatory Commission and other authorities concerned or disciplined by any stock exchanges. They are not on the list of dishonest persons. Their qualification to exercise their functions and powers conforms with laws and regulations such as the Company Law and the Articles of Association.

### **Candidates for Independent Non-Executive Directors**

#### **Mr. Fang Guangrong**

Mr. Fang Guangrong ("Mr. Fang"), born in 1955, with Chinese nationality but without the right of permanent residence abroad, graduated from Ningxia University and obtained a bachelor's degree. He has been long engaged in accounting management and financial work. He once served as the deputy director of Department of Finance of Hainan Province and the director of Hainan Financial Supervision Agent Office. He currently serves as a director of the sixth session of The Chinese Institute of Certified Public Accountants and the president of Hainan Institute of Certified Public Accountants.

#### **Mr. Wang Hongyu**

Mr. Wang Hongyu ("Mr. Wang"), born in 1972, with Chinese nationality and without the right of permanent residence abroad, successively graduated from Wuhan University and The Hong Kong University of Science and Technology with a master's degree. Mr. Wang is a senior accountant. He once served as a senior manager at Asia Pacific (Group) Certified Public Accountants, the deputy general manager of Sunshine Holdings Limited (a Company listed on the Singapore Exchange) and the general manager of planning and finance department at Zhongyu Gas Holdings Limited (stock code: HK.03633). He currently serves as a co-founder and the chief financial officer of Shenzhen Huadachuan Automation Technology Co., Ltd.\* (深圳華達川自動化科技有限公司) and an independent Director of the Board of the Company.

#### **Mr. Li Zhengning**

Mr. Li Zhengning ("Mr. Li"), born in 1980, with Chinese nationality and without the right of permanent residence abroad. He graduated from China Foreign Affairs University majoring in international law with a master's degree in law. He holds the lawyer qualification certificate and the independent director qualification certificate. He served as a lawyer at Grandall Legal Group (Beijing)\* (國浩律師集團(北京)事務所), a director of JL MAG Rare-Earth Co., Ltd., he currently serves as a partner of Beijing Hylands Law Firm\* (北京市浩天律師事務所) and an Independent

Director of the Board of the Company.

The above-mentioned candidates do not have any equity interest in the Company and are not connected parties of Beijing Haihongyuan, the Company's first substantial shareholder, and its related parties. They have never been punished by the China Securities Regulatory Commission and other authorities concerned or disciplined by any stock exchanges. They are not on the list of dishonest persons. Their qualification to exercise their functions and powers conforms with laws and regulations such as the Company Law and the Articles of Association.

Save as disclosed above, as at the date hereof, none of the above persons (i) has held any other positions in the Company or other members of the Group or any directorship in any other listed companies in the past three years; (ii) has any relationship with any other Directors, Supervisors, senior management, substantial shareholders or controlling shareholders (as defined under the Listing Rules) of the Company; or (iii) has any interest in the shares of the Company within the meaning of Part XV of the SFO. All of the above persons have nothing to be disclosed pursuant to Rules 13.51(2) (h) to (v) of the Listing Rules nor is there anything that needs to be brought to the attention of the Shareholders.

**f. The Proposal on the Appointment of Shareholder Representative Supervisors of the 10th Session of Supervisory Committee of the Company \* (《關於委任公司第十屆監事會股東代表監事的議案》) be and is hereby approved.**

The term of office of the 9th Supervisors has expired, the Supervisory Committee is pleased to announce that the Shareholder Representative Supervisors will be reappointed for a new term of three years commencing from the date of approval of the Shareholders at the EGM. The remuneration standard of the members of the current Board of Supervisors shall not be higher than that of the previous one. Biographical details of the candidates being reappointed are set out below.

### **Candidates for Shareholder Representative Supervisors**

#### **Mr. Fan Siyao**

Mr. Fan Siyao ("Mr. Fan"), born in 1992, with Chinese nationality and without the right of permanent residence abroad, Bachelor degree, graduated from Northwest Polytechnical University majoring in mathematics and applied mathematics, and obtained a bachelor's degree. He used to be the director of the standardized operation of the board office of Xi'an Minsheng Group Co., Ltd.\* (西安民生集團股份有限公司), the senior director of the board office of CCOOP Group Co., Ltd.\* (供銷大集集團股份有限公司), the business assistant of the securities business department of HNA Group headquarters, and the manager of the securities management center of the enterprise

management department of Hainan HNA No.2 Trust Management Service Co., Ltd. \* (海南海航二號信管服務有限公司), Mr. Fan has been recognized for his enterprise management skills and professional qualifications of more than 10 years.

### **Mr. Yang Qing**

Mr. Yang Qing (“Mr. Yang”), born in 1982, with Chinese nationality and without the right of permanent residence abroad, graduated from Liaoning University of Technology majoring in machine design with the bachelor’s degree of engineering. He is an intermediate engineer. He served as a technician, the deputy director of Technical R&D Department, and the deputy chief engineer at Fuxin Enclosed Busbars Co., Ltd. He currently is a shareholder representative Supervisor of the Supervisory Committee of the Company, Mr. Yang has been recognized for his enterprise management skills and professional qualifications of more than 15 years.

The above-mentioned candidates do not have any equity interest in the Company and are not connected parties of Beijing Haihongyuan, the Company’s first substantial shareholder, and its related parties. They have never been punished by the China Securities Regulatory Commission and other authorities concerned or disciplined by any stock exchanges. They are not on the list of dishonest persons. Their qualification to exercise their functions and powers conforms with laws and regulations such as the Company Law and the Articles of Association.

Save as disclosed above, as at the date hereof, none of the above persons (i) has held any other positions in the Company or other members of the Group or any directorship in any other listed companies in the past three years; (ii) has any relationship with any other Directors, Supervisors, senior management, substantial shareholders or controlling shareholders (as defined under the Listing Rules) of the Company; or (iii) has any interest in the shares of the Company within the meaning of Part XV of the SFO. All of the above persons have nothing to be disclosed pursuant to Rules 13.51(2) (h) to (v) of the Listing Rules nor is there anything that needs to be brought to the attention of the Shareholders. ”

Save for the ex tempore motions added as aforesaid, other details, such as the time, venue and method of convening the EGM, as set out in the EGM Notice, shall remain unchanged. A revised form of proxy for use at the EGM has been published on the same date of this supplementary notice and dispatched to the shareholders.

By order of the Board

**Shang Duoxu**

Chairman

Haikou, Hainan Province, the PRC

14 December 2022

*As at the date of this Announcement, the Board comprises of three executive Directors, namely Mr. Shang Duoxu, Mr. Su Weiguo and Mr. Mi Hongjie; and three independent non-executive Directors, namely Mr. Fang Guangrong, Mr. Wang Hongyu and Mr. Li Zhengning.*

*Notes:*

- (1) Save for the inclusion of the newly submitted resolutions, there are no other changes to the resolutions set out in the EGM Notice. For the details and other matters in relation to other resolutions to be considered at the EGM, please refer to the EGM Notice dated 7 December 2022.*
- (2) Since the form of proxy sent together with the EGM Notice dated 7 December 2022 (the “First Form of Proxy”) does not contain the additionally proposed resolution as set out in this supplementary notice, a new form of proxy (the “Revised Form of Proxy”) has been prepared and is enclosed with this supplementary notice.*
- (3) The Revised Form of Proxy for use at the EGM is enclosed with this supplementary notice and is also published on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)). Whether or not you intend to attend the EGM, you are requested to complete and return the enclosed Revised Form of Proxy in accordance with the instructions printed thereon not less than 24 hours before the time appointed to holding the EGM. Completion and return of the Revised Form of Proxy will not preclude you from attending the EGM and voting in person if you so wish.*
- (4) A Shareholder who has not yet lodged the First Form of Proxy in accordance with the instructions printed thereon is requested to lodge the Revised Form of Proxy if he or she wishes to appoint proxies to attend the EGM on his or her behalf. In this case, the First Form of Proxy should not be lodged.*
- (5) A Shareholder who has already lodged the First Form of Proxy in accordance with the instructions printed thereon should note that:
  - (i) If no Revised Form of Proxy is lodged in accordance with the instructions printed thereon, the First Form of Proxy will be treated as a valid form of proxy lodged by the shareholder if duly completed. The proxy appointed under the First Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolutions properly submitted to the EGM, including the additional proposed resolutions as set out in this supplementary notice.**

- (ii) *If the Revised Form of Proxy is lodged in accordance with the instructions printed thereon not less than 24 hours before the time appointed to hold the EGM, the First Form of Proxy previously lodged by you will be revoked and superseded by the Revised Form of Proxy. The Revised Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if duly completed.*
- (iii) *If the Revised Form of Proxy is lodged after 24 hours before the time appointed to hold the EGM, the Revised Form of Proxy will be deemed invalid. The First Form of Proxy previously lodged by the Shareholder will not be revoked. The First Form of Proxy will be treated as a valid form of proxy if duly completed. The proxy appointed under the First Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolutions properly submitted to the EGM, including the additional proposed resolutions as set out in this supplementary notice.*
- (6) *Any Shareholders are reminded that completion and return of the First Form of Proxy and/or the Revised Form of Proxy will not preclude them from attending and voting in person at the EGM.*
- (7) *Shareholders are reminded to refer to other notes contained in the EGM Notice.*

*\* for identification purpose only*