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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**If you have sold or transferred** all your shares in China New Economy Fund Limited, you should at once hand this Circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this Circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.

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**CHINA NEW ECONOMY FUND LIMITED**

**中國新經濟投資有限公司**

*(an exempted company incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 80)**

**(A) PROPOSALS RELATING TO**  
**(1) RE-ELECTION OF RETIRING DIRECTORS;**  
**(2) GENERAL MANDATE TO ALLOT AND ISSUE SHARES;**  
**(3) GENERAL MANDATE TO REPURCHASE SHARES;**  
**AND**  
**(B) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting (“AGM”) of China New Economy Fund Limited to be held at Units 1203B, 1204–1205, 12/F, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Tuesday, 30 May 2023 at 10:00 a.m., at which the above proposals will be considered, is set out on pages 14 to 17 of this Circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.chinaneweconomyfund.com>).

Whether or not you are able to attend the AGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible but in any event not later than 10:00 a.m. on Sunday, 28 May 2023 (Hong Kong time). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the AGM if they so wish.

25 April 2023

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Units 1203B, 1204–1205, 12/F, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Tuesday, 30 May 2023 at 10:00 a.m., or any adjournment thereof
“Articles”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Circular”	this Circular to the Shareholders dated 25 April 2023
“Company”	China New Economy Fund Limited, an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	19 April 2023, being the latest practicable date prior to the printing of this Circular for ascertaining certain information contained therein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.04 each in the issued capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time

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LETTER FROM THE BOARD

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**CHINA NEW ECONOMY FUND LIMITED**

**中國新經濟投資有限公司**

*(an exempted company incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 80)**

**Board of Directors**

*Executive Directors:*

Mr. GU Xu (*Chief Executive Officer*)

Mr. CHAN Cheong Yee

*Non-executive Directors:*

Mr. HUANG Bin (*Co-Chairman*)

Mr. CHOI Chit Sze Jackson (*Co-Chairman*)

Mr. CHOI Koon Ming

Mr. WANG Dingben

Ms. XIAO Ruimei

*Independent Non-executive Directors:*

Mr. CHONG Ching Hoi

Mr. LEUNG Wai Lim

Mr. SUN Boquan

Mr. TONG Yun Lung

*Registered Office:*

P.O. Box 309

Ugland House

South Church Street

George Town

Grand Cayman KY1-1104

Cayman Islands

*Principal Place of Business  
in Hong Kong:*

22/F., CS Tower

50 Wing Lok Street

Sheung Wan, Hong Kong

25 April 2023

*To the Shareholders*

Dear Sir/Madam,

**(A) PROPOSALS RELATING TO  
(1) RE-ELECTION OF RETIRING DIRECTORS;  
(2) GENERAL MANDATE TO ALLOT AND ISSUE SHARES;  
(3) GENERAL MANDATE TO REPURCHASE SHARES;  
AND  
(B) NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this Circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the AGM to be held on 30 May 2023.

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## LETTER FROM THE BOARD

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### 2. RE-ELECTION OF RETIRING DIRECTORS

Pursuant to the Listing Rules, Mr. Gu Xu, Mr. Wang Dingben and Mr. Leung Wai Lim shall retire at the AGM. In addition, according to Article 34.2 of the Articles, Ms. Xiao Ruimei and Mr. Tong Yun Lung who were appointed by the Board on 8 July 2022 and 18 July 2022 respectively shall hold office until the AGM and then shall be subject to re-election at the AGM. Mr. Gu Xu, Mr. Wang Dingben, Mr. Leung Wai Lim, Ms. Xiao Ruimei and Mr. Tong Yun Lung, being eligible, will offer themselves for re-election at the AGM.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Director Nomination Policy and the Company's corporate strategy, and the independence of all independent non-executive Directors. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors including Mr. Gu Xu, Mr. Wang Dingben and Mr. Leung Wai Lim, independent non-executive Directors who are due to retire at the AGM. The Company considers that the retiring independent non-executive Directors are independent in accordance with the independence guidelines set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Details of the retiring Directors who will be subject to re-election at the AGM are set out in Appendix I to this Circular.

### 3. GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 27 May 2022, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the AGM. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the AGM to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the AGM (i.e. a total of 263,940,054 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the AGM) (the "**Issuance Mandate**"). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate will also be proposed at the AGM.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

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## LETTER FROM THE BOARD

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### 4. GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 27 May 2022, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the AGM. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the AGM to approve the granting of the Share Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the AGM (i.e. a total of 131,970,027 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the AGM) (the “**Share Repurchase Mandate**”). The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Share Repurchase Mandate.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix II to this Circular.

### 5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT AND CLOSURE OF REGISTER OF MEMBERS

The notice of the AGM is set out on pages 14 to 17 of this Circular.

Pursuant to the Listing Rules and the Articles, any vote of Shareholders at a general meeting must be taken by poll. An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under the Listing Rules.

For the purpose of ascertaining Shareholders who are entitled to attend and vote at the AGM or any adjournment thereof, the register of members of the Company will be closed from Wednesday, 24 May 2023 to Tuesday, 30 May 2023, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the right to attend and vote at the AGM or any adjournment thereof, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not later than 4:00 p.m. on Tuesday, 23 May 2023.

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## LETTER FROM THE BOARD

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A form of proxy for use at the AGM is enclosed with this Circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.chinaneweconomyfund.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, at the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not later than 10:00 a.m. on Sunday, 28 May 2023 (Hong Kong time). Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish and in such event, the proxy form shall be deemed to be revoked.

### 6. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors and granting of the Issuance Mandate and the Share Repurchase Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,  
By Order of the Board  
**China New Economy Fund Limited**  
**Gu Xu**  
*Executive Director and Chief Executive Officer*

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the AGM.

#### EXECUTIVE DIRECTOR

- (1) **Mr. Gu Xu** (“**Mr. Gu**”), aged 58, the Chief Executive Officer of the Company, is responsible for the provision of leadership to the Company’s business development and daily management generally. Mr. Gu was appointed as Chief Executive Officer on 28 May 2015 and has been appointed as executive Director of the Company since 25 November 2010. He was also the Chairman of the Company from 28 May 2015 to 10 January 2022. Mr. Gu completed a bachelor’s degree majoring in Economics from Shanghai University of Finance and Economics in 1986. He further received a master’s degree majoring in Economics from the same university in 1989 and a master’s degree majoring in Business Administration awarded jointly by Fudan University and The University of Hong Kong in 2003. Mr. Gu has accumulated 27 years’ experience in asset management, investment and financial management in both financial conglomerate and private company. He is the chairman of 上海東晟投資管理有限公司 (Shanghai Dongsheng Investment Management Co., Ltd.). Mr. Gu was independent supervisor of 蘇州金融租賃股份有限公司 (Suzhou Financial Leasing Co., Ltd) from May 2016 to May 2022. Mr. Gu was an independent non-executive director of COSCO SHIPPING Development Co., Ltd. (2866.HK), a company listed both in Hong Kong and Shanghai, from March 2018 to August 2019. Furthermore, Mr. Gu was the president of Henan Zhong Yuan Lian Chuang Investment Fund Management Company Limited from October 2015 to December 2018.

Save as disclosed above, Mr. Gu did not hold any directorship in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Gu does not have any relationships with any other Directors, senior management or substantial Shareholders or controlling Shareholders of the Company.

Mr. Gu has entered into a service contract with the Company for three years commenced on 25 November 2022 and he is subject to retirement by rotation and is eligible for re-election at least once every three years at the annual general meeting of the Company in accordance with the Listing Rules. Mr. Gu is entitled to receive a director’s fee of HK\$360,000 per annum, which is based on the recommendation of the Remuneration Committee of the Company with reference to his duties and responsibilities with the Company, the Company’s performance and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Gu does not have any interest in Shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Saved as disclosed above, there is no information which is disclosable nor is Mr. Gu involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters concerning Mr. Gu that need to be brought to the attention of the Shareholders of the Company.

#### NON-EXECUTIVE DIRECTORS

- (2) **Mr. Wang Dingben** (“**Mr. Wang**”), aged 46, has been appointed as a non-executive Director since 9 June 2020. Mr. Wang has over 12 years of extensive experience in commercial and capital markets in Mainland China, Hong Kong and Southeast Asia. He is currently a director of Henghe Investment Development Group (Cambodia) Company Limited, a company engaged in real estate investment, property development and hotel management in Cambodia.

Save as disclosed above, Mr. Wang does not hold any directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Wang does not have any relationship with any other directors, senior management or substantial Shareholders or controlling Shareholders of the Company.

Mr. Wang has entered into a service contract with the Company for an initial term of 3 years commenced on 9 June 2020 and shall hold office only until the AGM and shall be eligible for re-election in accordance with the Articles of the Company. Mr. Wang is not entitled to any emolument for his directorship in the Company.

As at the Latest Practicable Date, Mr. Wang does not have any interest in Shares or underlying Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information which is disclosable nor is Mr. Wang involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters concerning Mr. Wang that need to be brought to the attention of the shareholders of the Company.

- (3) **Ms. Xiao Ruimei** (“**Ms. Xiao**”), aged 58, has been appointed as non-executive director since 8 July 2022. Ms. Xiao graduated from Renmin University of China with a Bachelor of Laws in 1985. Ms. Xiao received a Master of Business Administration from Guanghua School of Management in Peking University in 2003. From 1999 to 2000, Ms. Xiao was a Senior Media Visiting Scholar at Guanghua School of Management, Peking University. Ms. Xiao was a visiting scholar at the School of International and Public Affairs, Columbia University, United States of America from 2017 to 2018. From 1985 to 2001, Ms. Xiao served as director and editorial board member of the Economic Department of China News

Service. From 2001 to 2011, Ms. Xiao was the founder, deputy editor, and vice president of 經濟觀察報 (Economic Observers), and vice chairman of 經濟觀察報業有限公司 (Economic Observers Newspaper Company Limited). Since 2011, Ms. Xiao is the vice president of 中國評論通訊社 (China Review News Agency). Ms. Xiao received the 「中國新聞獎」 評論獎 (“China News Award” Critic Award) in 1997.

Save as disclosed above, Ms. Xiao did not hold any directorship in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Save as disclosed above, Ms. Xiao does not have any relationship with any other Directors, senior management or substantial Shareholders or controlling Shareholders of the Company.

Ms. Xiao has entered into a service contract with the Company for an initial term of three years commenced on 8 July 2022 and shall hold office only until the AGM and shall be eligible for re-election in accordance with the Articles of the Company. Ms. Xiao is entitled to receive a director’s fee of HK\$117,000 per annum, which is determined by the remuneration committee of the Company with reference to her duties and responsibilities as well as the prevailing market conditions.

As at the Latest Practicable Date, Ms. Xiao does not have any interest in Shares or underlying Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information which is disclosable nor is Ms. Xiao involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters concerning Ms. Xiao that need to be brought to the attention of the shareholders of the Company.

- (4) **Mr. Leung Wai Lim (“Mr. Leung”)**, aged 50, has been appointed as an independent non-executive Director since 10 October 2018. He is the Chairman of the Nomination Committee as well as a member of the Audit Committee and Remuneration Committee of the Company. Mr. Leung obtained a bachelor’s degree in law from University of Wales in United Kingdom in July 1995. He was admitted to practise law as a solicitor in Hong Kong in August 1999 and in England and Wales in April 2001. Mr. Leung is currently an independent non-executive director of Shun Wo Group Holdings Limited (1591.HK), and Yield Go Holdings Ltd. (1796.HK), both shares of which are listed on the Main Board of the Stock Exchange. He is a panel member appointed by the Secretary for Transport and Housing to the Transport Tribunals’ Panel and a member of the Transportation and Logistics Committee (co-option) of the Law Society of Hong Kong SAR. He is also a member of Patient Complaint Committee of The Prince Philip Dental Hospital since 1 October 2021. Mr. Leung was a member of the Board of Review (Inland Revenue Ordinance) in Hong Kong from 1 January 2015 to 31 December 2020. Mr. Leung was an adjudicator appointed to the Panel of Adjudicators (Control of Obscene and Indecent

Articles) (established under the Control of Obscene and Indecent Articles Ordinance (Chapter 390 of the Laws of Hong Kong)) from 18 August 2014 to 17 August 2020. Mr. Leung has over 22 years of law related working experience. He has been a partner of Howse Williams since May 2015. He was employed by DLA Piper from February 2001 to April 2009 at which his last position was partner. He was then employed by Eversheds from May 2009 to April 2015 at which his last position was partner.

Save as disclosed above, Mr. Leung does not have any relationship with any other Directors, senior management or substantial Shareholders or controlling Shareholders of the Company.

Mr. Leung has entered into a service contract with the Company for a term of three years commenced on 10 October 2018 and he is subject to retirement by rotation and is eligible for re-election at least once every three years at the annual general meeting of the Company in accordance with the Listing Rules. Mr. Leung is entitled to receive a director's fee of HK\$117,000 per annum, which is determined by the remuneration committee of the Company with reference to his duties and responsibilities as well as the prevailing market conditions.

As at the Latest Practicable Date, Mr. Leung does not have any interest in Shares or underlying Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information which is disclosable nor is Mr. Leung involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters concerning Mr. Leung that need to be brought to the attention of the shareholders of the Company.

#### INDEPENDENT NON-EXECUTIVE DIRECTOR

- (5) **Mr. Tong Yun Lung** (“**Mr. Tong**”), aged 60, has been appointed as independent non-executive director, member of Audit Committee, Remuneration Committee and Nomination Committee since 18 July 2022. Mr. Tong has over 10 years of administrative experience in Government of the People's Republic of China (the “**PRC**”). From 1983 to 1990, he was engaged in an administrative role in the General Office of the Yunnan Provincial Government of the PRC. From 1990 to 1997, he was transferred to the General Office of the Guangdong Provincial Government of the PRC. In 1997, he founded 廣東省東方紅實業有限公司 (Guangdong Dongfanghong Industrial Co., Ltd.). In 2020, he joined China Far Vision (HK) Think Tank Limited and is currently the chairman of the company. Mr. Tong obtained a bachelor's degree from the Department of Chinese Language in Nanjing University in the PRC in 1983.

Save as disclosed above, Mr. Tong did not hold any directorship in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Mr. Tong does not have any relationships with any other Directors, senior management or substantial Shareholders or controlling Shareholders of the Company.

Mr. Tong has entered into a service contract with the Company an initial term of three years commenced on 18 July 2022 and shall hold office only until the AGM and shall be eligible for re-election in accordance with the Articles of the Company. Mr. Tong is entitled to receive a director's fee of HK\$117,000 per annum, which is based on the recommendation of the Remuneration Committee of the Company with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Tong does not have any interest in Shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information which is disclosable nor is Mr. Tong involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters concerning Mr. Tong that need to be brought to the attention of the Shareholders of the Company.

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## **APPENDIX II            EXPLANATORY STATEMENT ON GENERAL MANDATE TO REPURCHASE SHARES**

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*The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Share Repurchase Mandate.*

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,319,700,274 Shares of nominal value of HK\$0.04 each.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the AGM in respect of the granting of the Share Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the AGM, i.e. being 1,319,700,274 Shares, the Directors would be authorized under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a total of 131,970,027 Shares, representing 10% of the total number of Shares in issue as at the date of the AGM.

### **2. REASONS FOR SHARE REPURCHASE**

The Directors believe that the granting of the Share Repurchase Mandate is in the best interests of the Company and the Shareholders.

Shares repurchase may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

### **3. FUNDING OF SHARE REPURCHASE**

The Company may only apply funds legally available for share repurchase in accordance with its Memorandum and Articles of Association and the laws of Cayman Islands and/or any other applicable laws, as the case may be.

### **4. IMPACT OF SHARE REPURCHASE**

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 financial statements contained in the annual report of the Company for the year ended 31 December 2022) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

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**APPENDIX II                      EXPLANATORY STATEMENT ON GENERAL MANDATE TO  
REPURCHASE SHARES**

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**5. MARKET PRICES OF SHARES**

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months (and from April 2022 up to and including the Latest Practicable Date) were as follows:

<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
<b>2022</b>		
April	0.218	0.165
May	0.204	0.168
June	0.215	0.163
July	0.214	0.180
August	0.199	0.162
September	0.200	0.162
October	0.200	0.170
November	0.195	0.162
December	0.190	0.162
<b>2023</b>		
January	0.174	0.161
February	0.163	0.160
March	0.185	0.150
April ( <i>up to the Latest Practicable Date</i> )	0.179	0.156

**6. GENERAL**

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Cayman Islands.



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## NOTICE OF ANNUAL GENERAL MEETING

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### CHINA NEW ECONOMY FUND LIMITED

### 中國新經濟投資有限公司

*(an exempted company incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 80)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (“AGM”) of China New Economy Fund Limited (the “Company”) will be held at Units 1203B, 1204–1205, 12/F, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Tuesday, 30 May 2023 at 10:00 a.m. for the following purposes:

1. To receive the audited financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2022.
2.
  - (a) To re-elect Mr. Gu Xu as an executive Director.
  - (b) To re-elect Mr. Wang Dingben as a non-executive Director.
  - (c) To re-elect Ms. Xiao Ruimei as a non-executive Director.
  - (d) To re-elect Mr. Leung Wai Lim as an independent non-executive Director.
  - (e) To re-elect Mr. Tong Yun Lung as an independent non-executive Director.
  - (f) To authorize the Board of Directors to fix the remuneration of the respective Directors.
3. To re-appoint Elite Partners CPA Limited as auditors of the Company and to authorize the Board of Directors to fix their remuneration.
4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined below) in accordance with all applicable laws, rules and regulations;

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## NOTICE OF ANNUAL GENERAL MEETING

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(b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

(i) a Rights Issue (as defined below);

(ii) the exercise of options under a share option scheme of the Company; and

(iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and

(c) for the purposes of this resolution:

“**Relevant Period**” means the period from 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 date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions 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 any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

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## NOTICE OF ANNUAL GENERAL MEETING

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5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution); and
- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from 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 date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 4 of the Notice be and is hereby extended by the addition to the aggregate number of shares of the Company which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such number of shares shall not exceed 10% of the total number

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## NOTICE OF ANNUAL GENERAL MEETING

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of issued shares of the Company as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

By Order of the Board  
**China New Economy Fund Limited**  
**Gu Xu**  
*Executive Director and Chief Executive Officer*

Hong Kong, 25 April 2023

*Notes:*

1. All resolutions at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). 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 Listing Rules.
2. A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her/it. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
3. In order to be valid, the instrument appointing a proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not later than 10:00 a.m. on Sunday, 28 May 2023 (Hong Kong time). Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the above meeting, the Register of Members of the Company will be closed from Wednesday, 24 May 2023 to Tuesday, 30 May 2023, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Tuesday, 23 May 2023.
5. A Circular containing further details concerning items 2, 4, 5 and 6 set out in the above notice will be sent to all members of the Company together with the 2022 Annual Report.
6. As at the date of this notice, the Board comprises Mr. GU Xu and Mr. CHAN Cheong Yee as executive Directors, Mr. HUANG Bin (Co-Chairman), Mr. CHOI Chit Sze Jackson (Co-Chairman), Mr. WANG Dingben, Ms. XIAO Ruimei and Mr. CHOI Koon Ming as non-executive Directors and Mr. LEUNG Wai Lim, Mr. SUN Boquan, Mr. CHONG Ching Hoi and Mr. TONG Yun Lung as independent non-executive Directors.
7. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.