

---

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

---

**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, bank manager, solicitor, professional accountant, or other professional adviser.

**If you have sold or transferred** all your shares in **Ruifeng Power Group Company Limited** (the “Company”), you should at once hand this circular together with the accompanying 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.

---



**Ruifeng Power Group Company Limited**  
**瑞豐動力集團有限公司**

*(Incorporated in Cayman Islands with limited liability)*

**(Stock code : 2025)**

**PROPOSED DECLARATION AND PAYMENT OF INTERIM DIVIDEND  
OUT OF THE SHARE PREMIUM ACCOUNT  
AND NOTICE OF EXTRAORDINARY GENERAL MEETING**

---

This circular together with a form of proxy will be available on the website of the Company at <http://www.hbsgt.com>.

A notice convening the EGM to be held at Room 4109, 41/F., China Resources Building, 26 Harbour Road, Wan Chai, Hong Kong on Tuesday, 17 October 2023, at 2 p.m. is set out on pages 7 to 8 of this circular. Whether or not you are able to attend the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the EGM (ie. at or before 2 p.m. on Sunday, 15 October 2023) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

References to time and dates in this circular are to Hong Kong time and dates.

26 September 2023

---

## CONTENTS

---

	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b>	
Introduction .....	3
Interim Dividend out of the share premium account .....	4
Closure of Register of Members .....	5
Extraordinary General Meeting .....	5
Voting by way of poll .....	6
Recommendation .....	6
<b>NOTICE OF EXTRAORDINARY GENERAL MEETING</b> .....	7

---

## DEFINITIONS

---

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

“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Companies Act”	the Companies Act (As Revised) of the Cayman Islands
“Company”	Ruifeng Power Group Company Limited 瑞豐動力集團有限公司, a company incorporated under the laws of the Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	director(s) of the Company
“EGM” or “Extraordinary General Meeting”	the extraordinary general meeting of the Company to be held at Room 4109, 41/F., China Resources Building, 26 Harbour Road, Wan Chai, Hong Kong, on Tuesday, 17 October 2023 at 2 p.m.
“EGM Notice”	the notice convening the EGM set out on pages 7 to 8 of this circular
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Interim Dividend”	the proposed interim dividend for the six months ended 30 June 2023 of HK1.5 cents per Share as recommended by the Board
“Latest Practicable Date”	18 September 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, modified or otherwise supplemented from time to time
“PRC”	the People’s Republic of China

---

## DEFINITIONS

---

“Record Date”	27 October 2023, the date for determining entitlement to the Interim Dividend
“Register of Members”	the register of members of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“Share Premium Account”	the share premium account of the Company
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

---

## LETTER FROM THE BOARD

---



### **Ruifeng Power Group Company Limited** **瑞豐動力集團有限公司**

*(Incorporated in Cayman Islands with limited liability)*

**(Stock code : 2025)**

*Executive Directors:*

Mr. Meng Lianzhou (*Chairman*)

Mr. Liu Zhanwen

Mr. Zhang Yuexuan

Mr. Liu Enwang

*Independent non-executive Directors:*

Mr. Ren Keqiang

Mr. Yu Chun Kau

Mr. Wan Ming

*Registered office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

*Principal place of business in Hong  
Kong:*

Room 4109, 41/F.,

China Resources Building,

26 Harbour Road,

Wan Chai, Hong Kong

26 September 2023

*To the Shareholders*

Dear Sir or Madam,

### **PROPOSED DECLARATION AND PAYMENT OF INTERIM DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT AND NOTICE OF EXTRAORDINARY GENERAL MEETING**

#### **INTRODUCTION**

As disclosed in the announcement of the Company dated 25 August 2023 in respect of the interim results of the Company for the six months ended 30 June 2023, the Board of the Company has recommended the payment of the Interim Dividend out of the Share Premium Account to the Shareholders whose names appear on the Register of Members at the close of business on the Record Date.

The purpose of this circular is to provide you with information in respect of the resolution to be proposed at the EGM for the proposed declaration and approval of the payment of the Interim Dividend. Notice of the EGM is set out on pages 7 to 8 of this circular.

---

## LETTER FROM THE BOARD

---

### **INTERIM DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT**

The Interim Dividend is intended to be paid out of the Share Premium Account pursuant to Articles 134 and 136 of the Articles of Association and in accordance with the Companies Act.

As at 30 June 2023, based on the unaudited interim condensed consolidated financial statements of the Group, the amount standing to the credit of the Share Premium Account was approximately RMB104.2 million (approximately HK\$113.1 million).

As at the Latest Practicable Date, the Company has 800,000,000 Shares in issue.

Assuming that there will be no change in the share capital of the Company from the Latest Practicable Date up to the Record Date, the Interim Dividend in the aggregate amount of approximately HK\$12 million (approximately RMB11.1 million) will be paid out of the Share Premium Account. Following the payment of the Interim Dividend, approximately RMB93.1 million (approximately HK\$101.1 million) will remain standing to the credit of the Share Premium Account.

### **Conditions to the Payment of the Interim Dividend out of the Share Premium Account.**

The payment of the Interim Dividend out of the Share Premium Account is conditional upon the satisfaction of the following conditions:

- (a) the passing of an ordinary resolution by the Shareholders declaring and approving the payment of the Interim Dividend out of the Share Premium Account pursuant to Articles 134 and 136 of the Articles of Association; and
- (b) the Directors being satisfied that there are no reasonable grounds for believing that the Company is, immediately following the date on which the Interim Dividend is paid, unable to pay its debts as they fall due in the ordinary course of business.

Subject to the fulfilment of the above conditions, it is expected that the Interim Dividend will be paid in cash on or about 17 November 2023 to those Shareholders whose names appear on the Register of Members at the close of business on the Record Date.

The conditions set out above cannot be waived. If the conditions set out above are not satisfied, the Interim Dividend will not be paid.

---

## LETTER FROM THE BOARD

---

### **Reasons for and effect of the payment of the Interim Dividend out of the Share Premium Account**

The Board considers it appropriate to distribute the Interim Dividend in recognition of Shareholders' support.

After taking into account a number of factors including cash flow and financial condition of the Company, the Board considers it appropriate and proposes that the Interim Dividend be paid out of the Share Premium Account in accordance with Articles 134 and 136 of the Articles of Association and the Companies Act. The Board considers such arrangement to be in the interests of the Company and its Shareholders as a whole.

The Board believes that the payment of the Interim Dividend will not have any material adverse effect on the underlying assets, business, operations or financial position of the Group and does not involve any reduction in the authorized or issued share capital of the Company or reduction in the nominal value of the Shares or result in any change in the trading arrangements in respect of the Shares.

### **CLOSURE OF REGISTER OF MEMBERS**

For the purpose of determining the identity of the Shareholders entitled to attend and vote at the EGM, the Register of Members will be closed from Thursday, 12 October 2023 to Tuesday, 17 October 2023, both days inclusive, during which period no transfer of shares will be effected. To be eligible and attend and vote at the EGM, all transfers of Shares accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Wednesday, 11 October 2023.

To determine the entitlement to the proposed Interim Dividend, the Register of Members will be closed from Wednesday, 25 October 2023 to Friday, 27 October 2023, both days inclusive, during which period no transfers of Shares shall be effected. To be eligible to receive the Interim Dividend, all transfers of Shares accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Tuesday, 24 October 2023.

### **EXTRAORDINARY GENERAL MEETING**

Notice of the EGM is set out on pages 7 to 8 of this circular.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM (i.e. 2:00 p.m. on Sunday, 15 October 2023). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM (or any adjournment thereof) should you so wish.

---

## LETTER FROM THE BOARD

---

### VOTING BY WAY OF POLL

Pursuant to rule 13.39(4) of the Listing Rules, all votes at the EGM will be taken by poll except where the chairman of the EGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorized representative, shall have one vote for every Share held which is fully paid or credited as fully paid. The Company will announce the results of the poll in the manner prescribed under rule 13.39(5) of the Listing Rules.

### RECOMMENDATION

The Directors are of the opinion that the proposed resolution in respect of the declaration and payment of the Interim Dividend out of the Share Premium Account at the EGM is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of the resolution to be proposed at the EGM.

Yours faithfully,  
By order of the Board  
**Ruifeng Power Group Company Limited**  
**Meng Lianzhou**  
*Chairman*

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---



### **Ruifeng Power Group Company Limited** **瑞豐動力集團有限公司**

*(Incorporated in Cayman Islands with limited liability)*

**(Stock code : 2025)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “EGM”) of Ruifeng Power Group Company Limited (the “Company”) will be held at Room 4109, 41/F., China Resources Building, 26 Harbour Road, Wan Chai, Hong Kong on Tuesday, 17 October 2023, at 2 p.m., to consider and, if thought fit, passing (with or without amendments) the following purposes:

#### **ORDINARY RESOLUTION**

1. the declaration and payment of an interim dividend of HK1.5 cents (the “Interim Dividend”) per ordinary share of the Company out of the share premium account of the Company to shareholders of the Company whose names appear on the register of members of the Company on the record date fixed by the board of directors of the Company for determining the entitlements to the Interim Dividend be and is hereby approved; and any director of the Company be and is hereby authorized to take such action, do such things and execute such further documents as such director may at his absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Interim Dividend.

By order of the Board  
**Ruifeng Power Group Company Limited**  
**Meng Lianzhou**  
*Chairman*

Hong Kong, 26 September 2023

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

*Notes:*

1. Any member entitled to attend and vote at the EGM is entitled to appoint one or more proxies (if such member is the holder of two or more shares) to attend and vote instead of him/her. A proxy need not be a member of the Company.
2. Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders is present at the EGM, 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.
3. A form of proxy for use at the EGM is enclosed.
4. To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the EGM (i.e. at or before 2 p.m. on Sunday, 15 October 2023) or adjourned EGM. Completion and return of the form of proxy will not preclude members from attending and voting in person at the EGM or adjourned EGM and in such event, the form of proxy previously submitted shall be deemed to be revoked.
5. For the purpose of ascertaining shareholders' entitlement to attend and vote at the EGM, the register of members of the Company will be closed from 12 October 2023 to 17 October 2023, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on 11 October 2023.
6. According to Rule 13.39(4) of the Listing Rules, the voting at the EGM will be taken by poll.
7. References to time and dates in this notice are to Hong Kong time and dates.

*As of the date of this notice, the Board comprises Mr. Meng Lianzhou, Mr. Liu Zhanwen, Mr. Zhang Yuexuan and Mr. Liu Enwang, as executive directors of the Company; and Mr. Ren Keqiang, Mr. Yu Chun Kau and Mr. Wan Ming, as independent non-executive directors of the Company.*