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雲能國際
YUNNAN ENERGY INTERNATIONAL

Yunnan Energy International Co. Limited

雲能國際股份有限公司*

(Incorporated in Bermuda with limited liability)

(Hong Kong Stock Code: 1298)

(Singapore Stock Code: T43)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**AGM**”) of Yunnan Energy International Co. Limited (the “**Company**”) will be held at Conference Room (C4), Admiralty Conference Centre, 1804A, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong and via video conference at Pinnacle Suite, Wangz Business Centre, The Penthouse, 7 Temasek Boulevard, #44-01 Suntec Tower One, Singapore 038987 on Wednesday, 29 May 2019 at 2:30 p.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2018 together with the reports of the directors (the “**Directors**”, each a “**Director**”) and of the independent auditor thereon. **(Resolution 1)**
2. To re-elect Mr. Zhang Jincan as an executive Director. **(Resolution 2)**
3. To re-elect Mr. Jiang Wei as an executive Director. **(Resolution 3)**
4. To re-elect Ms. Zhao Na as an executive Director. **(Resolution 4)**
5. To re-elect Mr. He Junyu as an executive Director. **(Resolution 5)**
6. To re-elect Mr. Shi Fazhen as an independent non-executive Director. **(Resolution 6)**

* *For identification purpose only*

7. To re-elect Mr. Ke Kasheng as an independent non-executive Director. **(Resolution 7)**
8. To re-elect Ms. Jing Pilin as an independent non-executive Director. **(Resolution 8)**
9. To approve the payment of Directors' fees of US\$154,000 for the financial year ended 31 December 2018, to be paid annually in arrears, at the end of each calendar year (2017: US\$140,000). **(Resolution 9)**
10. To re-appoint Ernst & Young as the Company's auditors and to authorise the Directors to fix their remuneration. **(Resolution 10)**

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as ordinary resolutions, with or without any modifications:

11. **“THAT** authority be and is hereby generally and unconditionally given to the Directors to exercise all the powers of the Company:
 - (a) (i) to allot, issue and deal with additional shares of the Company (the **“Shares”**) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any shares, and/or
 - (ii) to make or grant offers, agreements or options (collectively, the **“Instruments”**) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit; and
- (b) to (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

provided that:

- (i) the total number of Shares to be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to this Resolution (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an

issue of Shares upon the exercise of options which may be granted under any share option scheme or under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries or any other person of Shares or rights to acquire shares of the Company; or (iii) any scrip dividend schemes or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on shares in accordance with the Bye-laws of the Company; or (iv) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed twenty percent (20%) of the total number of issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (ii) below and the said authority shall be limited accordingly);

- (ii) (subject to such manner of calculation as may be prescribed by The Stock Exchange of Hong Kong Limited (the “SEHK”) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (i) above, the total number of issued Shares (excluding treasury shares) shall be based on the total number of issued shares (excluding treasury shares) of the Company as at the date of the passing of this Resolution, subject to adjustment in the case of:
 - (a) any new Shares arising from the conversion or exercise of convertible securities or exercise of share options or vesting of share awards outstanding or subsisting at the time this Resolution is passed; and
 - (b) any subsequent bonus issue, consolidation or subdivision of Shares;
- (iii) such authority shall, unless revoked or varied by the Company in general meeting by ordinary resolution, continue in force until the conclusion of the next annual general meeting of the Company or the expiry of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any laws, to be held, whichever is earlier; and
- (iv) in exercising the authority conferred by this Resolution, the Company shall comply with all applicable laws and the requirements of the Listing Rules and the Listing Manual of the SGX-ST or of any other stock exchanges (as applicable) as amended from time to time.”

For the purpose of this Resolution,

“**Rights Issue**” means an offer of shares of the Company or issue of options, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such Shares (or, where appropriate, such other securities) (subject in all cases 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, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company). **(Resolution 11)**

12. “**THAT** authority be and is hereby generally and unconditionally given to the Directors to exercise the power of the Company to repurchase its shares on the SEHK, the SGX-ST or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission and the SEHK for this purpose, subject to and in accordance with all applicable laws, and the requirements of Listing Rules and the Listing Manuals of the SGX-ST or of any other stock exchanges (as applicable) as amended from time to time, provided that:
- (i) the total number of Shares to be repurchased pursuant to the approval in this Resolution shall not exceed ten percent (10%) of the total number of the issued Shares as at the date of passing of this Resolution and the said approval shall be limited accordingly;
 - (ii) such authority shall, unless revoked or varied by the Company in general meeting by ordinary resolution, continue in force until the conclusion of the next annual general meeting of the Company or the expiry of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held, whichever is earlier; and **(Resolution 12)**

13. “**THAT** conditional upon the passing of Resolutions 11 and 12 of the notice convening the AGM (the “**Notice**”), the general mandate referred to in Resolution 11 of the Notice be and is hereby extended by the addition to the total number of Shares 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 an amount representing the total number of Shares repurchased by the Company pursuant to the mandate referred to in Resolution 12 of the Notice, provided that such amount shall not exceed 10% of the total number of issued Shares as at the date of the passing of this Resolution.” **(Resolution 13)**

By Order of the Board
Yunnan Energy International Co. Limited
Zhang Jincan
*Chairman, Chief Executive Officer and
Executive Director*

Hong Kong, 26 April 2019

IMPORTANT: Please read the notes below.

Notes:

1. A form of proxy for use at the meeting is enclosed herewith.
2. Any member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a member of the Company. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of any officer, attorney or other person authorised to sign the same.
3. In order 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 notarially certified copy of such power or authority, must be lodged at the office of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong (for shareholders in Hong Kong), or the Company’s share transfer agent in Singapore, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902 (for shareholders in Singapore) as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjourned meeting thereof (as the case may be).
4. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.

5. Where there are joint holders of any Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Shares as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the Shares shall be accepted to the exclusion of the votes of the other registered holders.
6. A Depositor (as defined in the Securities and Futures Act, Chapter 289 of Singapore (the “SFA”)) whose name appears in the Depository Register (as defined in the SFA) and who is unable to attend personally but wishes to appoint a nominee to attend and vote on his/her behalf, or if such Depositor is a corporation, should complete the accompanying CDP form of proxy and lodge the same at the office of the Company’s share transfer agent in Singapore, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902 (for shareholders in Singapore) as soon as possible and in any event not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjourned meeting thereof (as the case may be).
7. The register of members of the Company will be closed from Friday, 24 May 2019 to Wednesday, 29 May 2019, both days inclusive, during which period no transfer of Shares will be registered. In order to determine the identity of shareholders who are entitled to attend and vote at the meeting, all share transfers, accompanied by the relevant share certificates, must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m., Thursday, 23 May 2019 (for shareholders in Hong Kong), or with the Company’s share transfer agent in Singapore, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902 for registration not later than 5:00 p.m., Thursday, 23 May 2019 (for shareholders in Singapore).
8. Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, “Purposes”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.

As of the date of this announcement, the Board comprises Mr. ZHANG Jincan, Mr. JIANG Wei, Ms. ZHAO Na and Mr. HE Junyu as the executive Directors; and Mr. SHI Fazhen, Mr. KE Kasheng and Ms. JING Pilin as the independent non-executive Directors.