
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 your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser immediately.

If you have sold or transferred all your shares in the capital of Yunnan Energy International Co. Limited (the “**Company**”), you should at once hand this Circular, and the accompanying form of proxy, to the purchaser or transferee or to the licensed securities dealer or to the bank or to the agent through whom you effected the sale or transfer for onward transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and the Singapore Exchange Securities Treasury 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.



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)

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS AND
GENERAL MANDATES TO ISSUE NEW SHARES
AND TO REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (the “AGM”) of the Company to be held at Room R1, United Conference Centre, 10/F, United Centre, 95 Queensway, 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, 10 June 2020 at 2:30 p.m. (or any adjournment thereof) is set out on pages 17 to 21 of this Circular.

Whether or not you are able to attend the AGM, please complete the form of proxy accompanying this Circular in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, 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 later than forty-eight (48) hours before the time appointed for the holding of the AGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM (or any adjournment thereof) should you so wish.

* For identification purpose only

CONTENTS

	<i>Pages</i>
Definitions	1
Letter from the Board	5
Appendix I – Details of Directors Proposed to be Re-elected at the AGM	10
Appendix II – Explanatory Statement of the Repurchase Mandate	14
Notice of Annual General Meeting	17

DEFINITIONS

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

“2019 Share Issue Mandate”	the share issue mandate granted to the Directors at the annual general meeting of the Company on 29 May 2019 to exercise all the powers of the Company to allot, issue and deal with additional Shares not exceeding 20% of the total number of the issued Shares (excluding treasury shares) as at the date of passing the relevant ordinary resolution
“AGM”	the annual general meeting of the Company to be held at Room R1, United Conference Centre, 10/F, United Centre, 95 Queensway, 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, 10 June 2020 at 2:30 p.m. (or any adjournment thereof)
“AGM Notice”	the notice convening the AGM as set out on pages 17 to 21 of this Circular
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Bye-laws”	the Bye-laws of the Company currently in force
“CCASS”	The Central Clearing and Settlement System established and operated by HKSCC
“CDP”	The Central Depository (Pte) Limited
“Circular”	this circular
“Companies Ordinance”	the Companies Ordinance (Chapter 622, the Laws of Hong Kong), as amended, modified or supplemented from time to time
“Company”	Yunnan Energy International Co. Limited, a company incorporated in Bermuda with limited liability, the Shares of which are primarily listed on the Main Board of the SEHK and secondarily listed on the Main Board of the SGX-ST
“controlling shareholder”	has the meaning ascribed under the Listing Rules
“Director(s)”	the director(s) of the Company

DEFINITIONS

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	The Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	14 April 2020, being the latest practicable date prior to the printing of this Circular for the purpose of ascertaining certain information contained in this Circular
“Listing Rules”	the Rules Governing the Listing of Securities on the SEHK
“New Share Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue and deal with additional Shares not exceeding 20% of the total number of the issued Shares (excluding treasury shares) as at the date of passing the proposed ordinary resolution contained in Resolution 7 of the AGM Notice
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares, not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in Resolution 8 of the AGM Notice
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China, and for the purpose of this Circular, excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Remuneration Committee”	the remuneration committee of the Board
“S\$”	Singapore dollars, the lawful currency of Singapore
“SEHK”	The Stock Exchange of Hong Kong Limited
“SFA”	the Securities and Futures Act (Chapter 289) of Singapore, as amended, modified or supplemented from time to time

DEFINITIONS

“SFC”	the Securities and Futures Commission
“SFO”	the Securities and Futures Ordinance (Chapter 571, the Laws of Hong Kong), as amended, modified or supplemented from time to time
“SGX-ST”	The Singapore Exchange Securities Trading Limited
“Share(s)”	the ordinary share(s) of US\$0.05 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of Share(s) in the Register of Members of the Company, except that where the registered holder is CDP, the term “Shareholders” shall, where the context admits, mean the persons named as Depositors in the Depository Register maintained by CDP and into whose securities accounts the Shares are credited and where the registered holder is CCASS
“substantial shareholder”	has the meaning ascribed under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs issued by the SFC as amended from time to time
“treasury share(s)”	share(s) of the Company that was/were or is/are treated as having been acquired and held by the Company and has/have been held continuously by the Company since it/they was/were so acquired and has/have not been cancelled pursuant to the laws of Bermuda
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent.

DEFINITIONS

The expressions “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the respective meanings ascribed to them in Section 81SF of the SFA.

Words importing the singular shall, where applicable, include the plural and vice versa, and words importing the masculine gender shall, where applicable, include the feminine and the neuter genders and vice versa. Words importing persons shall, where applicable, include corporations.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Any reference to a time of day in this Circular shall be a reference to Hong Kong time unless otherwise stated.

In the event of any inconsistency between the English version of this Circular (including the AGM Notice) and the proxy form, and the Chinese version of this Circular (including the AGM Notice) and the proxy form, the English version shall prevail.

LETTER FROM THE BOARD



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)

Executive Directors

Mr. Zhang Jincan (*Chairman*)

Mr. Yan Jiong (*Chief Executive Officer*)

Mr. Jiang Wei

Ms. Zhao Na

Mr. He Junyu

Registered Office

Canon's Court, 22 Victoria Street

Hamilton HM 12, Bermuda

*Head Office and Place of Business in Hong Kong
under the Companies Ordinance*

Room 2008, 20/F

China Resources Building

26 Harbour Road

Wanchai

Hong Kong

Independent non-executive Directors

Mr. Shi Fazhen

Mr. Liu Zongliu

Ms. Jing Pilin

29 April 2020

To the Shareholders

Dear Sir or Madam

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS AND
GENERAL MANDATES TO ISSUE NEW SHARES
AND TO REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this Circular is to provide the Shareholders with information on the resolutions to be proposed at the AGM for the approval of, among other things, the re-election of the retiring Directors, the grant of the New Share Issue Mandate and the Repurchase Mandate, and the extension of the New Share Issue Mandate by adding to it the total number of Shares repurchased by the Company under the Repurchase Mandate.

* For identification purpose only

LETTER FROM THE BOARD

2. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Bye-law 104 of the Bye-laws, Mr. He Junyu will retire at the AGM and being eligible, offer himself for re-election at the AGM. In accordance with Bye-law 107(B) of the Bye-laws, Mr. Yan Jiong and Mr. Liu Zongliu will hold office until the AGM and, being eligible, offer themselves for re-election at the AGM. On 26 March 2020, the Nomination Committee, having reviewed the Board composition, nominated each of the retiring Directors to the Board for recommendation to the Shareholders for re-election at the AGM.

Each of Mr. Yan Jiong and Mr. Liu Zongliu, who is a member of the Nomination Committee, abstained from voting at the Nomination Committee meeting when his own nomination was being considered. The nominations were made in accordance with the Nomination Policy of the Company and the selection criteria (including without limitation, gender, age, cultural and educational background, skills, knowledge and professional experience), with due regard to the benefits of diversity, as set out under the Company's Board Diversity Policy, as well as their respective contributions to the Board.

The Nomination Committee had also assessed and reviewed the annual written confirmation of independence of each of the independent non-executive Directors, viz Mr. Shi Fazhen, Mr. Liu Zongliu and Ms. Jing Pilin based on the independence criteria as set out in Rule 3.13 of the Listing Rules and Rule 704(8) of the Listing Manuals of the SGX-ST and was satisfied that all of them have remained independent.

Accordingly, with the recommendation of the Nomination Committee, the Board proposed that all the retiring Directors stand for re-election at the AGM. Each of the retiring Directors abstained from voting at the Board meeting regarding their respective propositions for re-election by the Shareholders at the AGM.

The re-election of Directors under Resolutions 2 to 4 of the AGM Notice will be individually voted on by the Shareholders. The information required to be disclosed under Rule 13.51(2) of the Listing Rules in relation to the retiring Directors proposed for re-election are set out in the Appendix I to this Circular.

Further information about the Board composition and diversity as well as the Directors' attendance record at the meetings of the Board and/or its committees and the general meetings of the Company, and the number of other public companies directorships held by the Directors is disclosed in the corporate governance report of the Company's 2019 annual report.

3. GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES

New Share Issue Mandate

At the annual general meeting of the Company held on 29 May 2019, the Directors had been granted the 2019 Share Issue Mandate to issue new Shares, which will expire at the conclusion of the AGM.

LETTER FROM THE BOARD

In light of the expiry of the 2019 Share Issue Mandate and in order to provide flexibility to the Directors to issue new Shares when it is in the interest of the Company, an ordinary resolution as set out in Resolution 7 of the AGM Notice will be proposed at the AGM to seek the approval of the Shareholders to grant to the Directors the New Share Issue Mandate to exercise all the power of the Company to allot, issue or deal with additional Shares or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and/or to make or grant offers, agreements or options (collectively, the “Instruments”) that might or would require Shares to be allotted, issued or dealt with, 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 provided that the aggregate number of Shares to be issued (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this ordinary resolution) of not exceeding 20% of the total number of issued Shares (excluding treasury shares) as at the date of passing of the relevant resolution (i.e. 55,087,400 Shares, on the basis that the total number of issued Shares remains unchanged until the date of the AGM).

Repurchase Mandate

In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution as set out in Resolution 8 of the AGM Notice will be proposed at the AGM to seek the approval of the Shareholders to grant to the Directors the Repurchase Mandate to exercise the power of the Company to repurchase Shares on the SEHK, the SGX-ST or any other stock exchange of which the Shares may be listed and which is recognised by the SFC and the HKSE, of not exceeding 10% of the total number of issued Shares as at the date of passing of the relevant resolution (i.e. 27,543,700 Shares, on the basis that the total number of issued Shares remains unchanged until the date of the AGM).

In addition, an ordinary resolution as set out in Resolution 9 of the AGM Notice will be proposed at the AGM to extend the New Share Issue Mandate by adding to it the number of such Shares repurchased under the Repurchase Mandate.

An explanatory statement as required by Rule 10.06(1)(b) of the Listing Rules to provide the Shareholders with requisite information reasonably necessary to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate at the AGM is set out in Appendix II to this circular.

4. DIRECTORS’ RECOMMENDATION

The Board considers that the re-election of the retiring Directors, the granting of the New Share Issue Mandate and the Repurchase Mandate, and the extension of the New Share Issue Mandate by adding to it the total number of Shares repurchased by the Company under the Repurchase Mandate are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

5. AGM

The AGM Notice is set out on pages 17 to 21 of this Circular.

Pursuant to Rule 13.39(4) of the Listing Rules, the vote of the Shareholders at the AGM will be taken by poll and the poll results will be published on the websites of the SEHK, the SGX-ST and the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

6. PROXY ARRANGEMENT AND ACTION TO BE TAKEN BY SHAREHOLDERS

Whether or not you are able to attend the AGM, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, 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 later than forty-eight (48) hours before the time appointed for the AGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM (or any adjournment thereof) should you so wish. In such event, the relevant form of proxy shall be deemed to be revoked.

7. DIRECTORS' RESPONSIBILITY STATEMENT

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 respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this Circular misleading.

Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from other sources and/or reproduced in this Circular in its proper form and context.

LETTER FROM THE BOARD

8. GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions set out in the AGM Notice to be proposed at the AGM.

Your attention is drawn to the information set out in the Appendices to this Circular.

Yours faithfully
For and on behalf of the Board
Yunnan Energy International Co. Limited
Zhang Jincan
Chairman and Executive Director

Details of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

DIRECTOR TO BE RETIRED AT THE AGM PURSUANT TO BYE-LAW 104:**1. Mr. He Junyu (“Mr. He”) (Executive Director)**

Mr. He aged 30, is an executive Director. Mr. He was appointed to the Board and nominated as the executive Director on 11 September 2018. Mr. He is a chartered fellow of the Chartered Institute for Securities and Investment (Chartered FCSI). In 2013, Mr. He graduated from University of International Business and Economics (Beijing, China) with a bachelor’s degree in finance and a bachelor’s degree in economics. In 2014, Mr. He obtained a master of science in finance from Imperial College London. Mr. He is currently also enrolled at the Hong Kong Polytechnic University doctor of business administration programme. In 2014, Mr. He worked as a financial analyst for Aperios Partners Global Emerging Markets Hedge Fund in London, the United Kingdom. In 2015, Mr. He served as assistant manager and deputy manager of the investment department of Yunnan Energy Investment (HK) Co. Limited and also served as director of 雲南能投新能源投資開發有限公司 between 2016 to 2017.

Mr. He is currently the director of Baodi International Investment Company Limited and the managing director of the investment department of Yunnan Energy Investment (HK) Co. Limited, which are the controlling shareholders of the Company beneficially interested in 201,196,995 Shares, representing approximately 73.05% of the issued share capital of the Company as at the Latest Practicable Date. He is also the director of Yunnan Energy International Investment (Singapore) Pte. Ltd. and PT. Yunnan Energy International Investment Indonesia, respectively.

Save as disclosed above, Mr. He is not connected with any Directors, senior management or substantial shareholder or controlling shareholder of the Company and did not hold any directorship in any other listed companies on the SEHK or SGX-ST or any other stock exchange during the three years prior to the Latest Practicable Date. Mr. He entered into a service agreement with the Company pursuant to which he agreed to act as the executive Director for an initial term of three years with effect from 11 September 2018, and which shall automatically continue from year to year upon expiry of its term, unless either of the parties thereto notifies the other party by giving not less than three months’ notice in writing provided that the Company shall have the option to pay salary in lieu of any required period of notice.

Mr. He is subject to retirement by rotation and eligible for re-election at the AGM in accordance with the Bye-laws of the Company.

Mr. He is entitled to an annual salary of HK\$120,000 which was determined with reference to his roles and responsibilities and the prevailing market conditions. Pursuant to the said service agreement, Mr. He shall be entitled to management bonus in such sum as the Board may in its absolute discretion decide.

As at the Latest Practicable Date, Mr. He did not have any interest in the Shares within the meaning of Part XV of the SFO. As far as the Directors are aware, save as disclosed above, there are no other matters concerning the re-election of Mr. He as an executive Director that need to be brought to the attention of the Shareholders and there is no information relating to Mr. He that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

DIRECTOR TO BE RETIRED AT THE AGM PURSUANT TO BYE-LAW 107(B):**1. Mr. Yan Jiong (“Mr. Yan”) (Chief Executive Officer and Executive Director)**

Mr. Yan aged 47, is an executive Director, the member of the Nomination Committee and the Remuneration Committee. Mr. Yan has been appointed as the Deputy Director of the Department of Foreign Economic Affairs (外經處) of Yunnan Provincial Department of Commerce (雲南省商務廳) from January 2007 to January 2016. Mr. Yan has over 20 years of experience in the international trading business. Mr. Yan joined the YEI Group in January 2016 and served as the general manager of the international cooperation center of the YEI Group from since 2017. Mr. Yan is currently the chairman of Yunnan Energy Investment (HK) Co. Limited. Mr. Yan obtained a Bachelor degree in Economics specialising in international trade in Yunnan University in July 1995, and a Master degree in Business Administration in Kingston University in November 2003.

Mr. Yan is the Chief Executive Officer of the Company. He provides leadership and vision to the Group. Mr. Yan is currently the chairman of Yunnan Energy Investment (HK) Co. Limited, which is the controlling shareholders of the Company beneficially interested in 201,196,995 Shares, representing approximately 73.05% of the issued share capital of the Company as at the Latest Practicable Date.

Save as disclosed above, Mr. Yan is not connected with any Directors, senior management or substantial shareholder or controlling shareholder of the Company and did not hold any directorship in any other listed companies on the SEHK or SGX-ST or any other stock exchange during the three years prior to the Latest Practicable Date. Mr. Yan entered into a service agreement with the Company pursuant to which he agreed to act as the executive Director for an initial term of three years with effect from 29 November 2019, and which shall automatically continue from year to year upon expiry of its term, unless either of the parties thereto notifies the other party by giving not less than three months’ notice in writing provided that the Company shall have the option to pay salary in lieu of any required period of notice.

Mr. Yan is subject to retirement by rotation and eligible for re-election at the AGM in accordance with the Bye-laws of the Company. Mr. Yan is entitled to an annual salary of HK\$Nil which was determined with reference to his roles and responsibilities and the prevailing market conditions. Pursuant to the said service agreement, Mr. Yan shall be entitled to management bonus in such sum as the Board may in its absolute discretion decide. As at the Latest Practicable Date, Mr. Yan did not have any interest in the Shares within the meaning of Part XV of the SFO. As far as the Directors are aware, save as disclosed above, there are no other matters concerning the re-election of Mr. Yan as an executive Director that need to be brought to the attention of the Shareholders and there is no information relating to Mr. Yan that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

2. Mr. Liu Zongliu (“Mr. Liu”) (Independent Non-Executive Director)

Mr. Liu, aged 65, is an independent non-executive Director, a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee. He was appointed to the Board on 29 November 2019. Mr. Liu received a Bachelor degree in Financial Accounting from Jiangxi University of Finance and Economics in 1983, a Master degree in Accounting from Xiamen University in 1991 and a Ph.D. degree in accounting from Xiamen University in 1997. Mr. Liu is a senior accountant in the PRC and has served as the president of Xiamen Zhongzhi Accounting Association (廈門市中直會計學會) from March 2002 to March 2017. In 2017, he was elected as the president of Xiamen Accounting Association (廈門市會計學會). Mr. Liu was a visiting professor of Jimei University and he currently serves as the dissertation supervisor for the Master of Professional Accounting (MPAcc) Programme in Xiamen University. For the period from July 2004 to October 2007, Mr. Liu served as the chairman of the board of directors of Xiamen Wufu Printing Co., Ltd. (廈門五福印務有限公司) and from 2005 to 2007, Mr. Liu was also the chairman of the board of directors of Xiamen Xinye Group Co., Ltd. (廈門鑫葉集團有限公司). Mr. Liu has served as an independent non-executive director of various companies which are listed in the PRC. From August 2011 to November 2017, he worked as independent non-executive director of Xiamen XGMA Machinery Co., Ltd. (廈門廈工機械股份有限公司) (Stock Code: 600815), a company listed on Shanghai Stock Exchange. Since December 2016, he has been working as independent non-executive director of Shantou Wanshun Packaging Materials Co., Ltd. (汕頭萬順新材集團股份有限公司) (Stock Code: 300057), a company listed on Shenzhen Stock Exchange. Since February 2015, he has been working as an independent non-executive director of Chengtun Mining Group Co., Ltd. (盛屯礦業集團股份有限公司) (Stock Code: 600711), a company listed on Shanghai Stock Exchange. Since December 2017, he has been working as an independent non-executive director of Clenergy (Xiamen) Technology Pty., Ltd. (清源科技(廈門)股份有限公司) (Stock Code: 603628), a company listed on Shanghai Stock Exchange.

Save as disclosed above, Mr. Liu is not connected with any Director, senior management or substantial shareholder or controlling shareholder of the Company and did not hold any directorship in any other listed companies on the SEHK and SGX-ST and any other stock exchange during the three years prior to the Latest Practicable Date.

Mr. Liu entered into an appointment letter with the Company on 29 November 2019 for an initial term of one year, which may be terminated by either party giving to the other not less than three months' prior notice in writing. Mr. Liu is subject to retirement by rotation and eligible for re-election at the AGM in accordance with the Bye-laws.

As at the Latest Practicable Date, Mr. Liu is entitled to an annual Director's fee of HK\$200,000 which was determined with reference to his roles and responsibilities and the prevailing market conditions, subject to the approval by Shareholders at the forthcoming AGM.

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

So far as the Directors are aware, save as disclosed above, there are no other matters concerning the re-election of Mr. Liu as an independent non-executive Director that need to be brought to the attention of the Shareholders and there is no information relating to Mr. Liu that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

The following is an explanatory statement as required under Rule 10.06(1)(b) of 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 Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 275,437,000 Shares.

Subject to the passing of Resolution 8 of the AGM Notice in respect of the granting of the Repurchase Mandate and on the basis that the number of issued Shares remains unchanged on the date of the AGM, i.e. being 275,437,000 Shares, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, the aggregate number of 27,543,700 Shares, representing 10% of the total number of Shares in issue as at the date of the AGM.

2. REASONS FOR REPURCHASE

Although the Directors have no present intention to repurchase Shares, they believe that the granting of the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per Share and/or the 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 REPURCHASE

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for such purpose in accordance with the Bye-laws, the applicable laws and regulations of Bermuda, the Listing Rules and the Listing Manuals of the SGX-ST as the case may be. The Company may not repurchase Shares for a consideration other than cash or for settlement otherwise than in accordance with the Listing Rules and the Listing Manuals of the SGX-ST (as the case may be) from time to time.

4. IMPACT OF 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 accounts contained in the annual report of the Company for the year ended 31 December 2019) in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse impact on the working capital or the gearing level of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares were traded on the Stock Exchange during each of the twelve months immediately preceding the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
2019		
April 2019	3.000	2.310
May 2019	2.340	2.200
June 2019	3.700	2.300
July 2019	3.390	3.050
August 2019	3.420	2.610
September 2019	2.500	2.080
October 2019	2.800	2.500
November 2019	2.890	2.780
December 2019	2.980	2.840
2020		
January 2020	2.970	2.690
February 2020	2.850	2.620
March 2020	2.650	2.460
April 2020 (up to the Latest Practicable Date)	2.670	2.600

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 or its subsidiaries in the event that the granting of the 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 Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules, the applicable laws and regulations of Bermuda, and the Bye-laws.

7. EFFECT OF TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholders' proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code. Save as the aforesaid, the Board is not aware of any consequences which would arise under the Takeovers Code as a result of an exercise of the Repurchase Mandate.

To the best knowledge of the Company, as at the Latest Practicable Date, Baodi International Investment Company Limited, Yunnan Energy Investment (HK) Co. Limited and Yunnan Provincial Energy Investment Group Co., Limited are the controlling shareholders of the Company (as defined in the Listing Rules), which are interested in 201,196,995 Shares, representing approximately 73.05% of the total number of issued Shares as at the Latest Practicable Date. In the event that the Directors exercise the proposed Repurchase Mandate in full and assuming there will be no change in the issued Shares, the aggregate shareholding of Baodi International Investment Company Limited, Yunnan Energy Investment (HK) Co. Limited and Yunnan Provincial Energy Investment Group Co., Limited will be increased to approximately 81.16% of the issued share capital of the Company, which will not give rise to an obligation on their part to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

The Directors will use their best endeavours to ensure that the Repurchase Mandate would not be exercised to such an extent that, as a result of such repurchase, the number of Shares held by the public would falling below the prescribed minimum percentage of 25% as required under Rule 8.08 of the Listing Rules.

8. REPURCHASE OF SHARES MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



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 Room R1, United Conference Centre, 10/F, United Centre, 95 Queensway, 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, 10 June 2020 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 2019 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. Yan Jiong as an executive Director. **(Resolution 2)**
3. To re-elect Mr. He Junyu as an executive Director. **(Resolution 3)**
4. To re-elect Mr. Liu Zongliu as an independent non-executive Director. **(Resolution 4)**
5. To approve the payment of Directors’ fees of HK\$626,000 for the financial year ended 31 December 2019, to be paid annually in arrears, at the end of each calendar year (2018: HK\$1,202,000). **(Resolution 5)**
6. To re-appoint Ernst & Young as the Company’s auditors and to authorise the Directors to fix their remuneration. **(Resolution 6)**

* *For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING

AS SPECIAL BUSINESS

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

7. “**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);

NOTICE OF ANNUAL GENERAL MEETING

- (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 7)**

8. “**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;

NOTICE OF ANNUAL GENERAL MEETING

- (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 8)**
9. “**THAT** conditional upon the passing of Resolutions 7 and 8 of the notice convening the AGM (the “**Notice**”), the general mandate referred to in Resolution 7 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 8 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 9)**

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

Hong Kong, 29 April 2020

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 54, 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.

NOTICE OF ANNUAL GENERAL MEETING

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, 5 June 2020 to Wednesday, 10 June 2020, 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 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m., Thursday, 4 June 2020 (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, 4 June 2020 (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.