

# **CHINA UNIENERGY GROUP LIMITED**

## **中国优质能源集团有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1573)**

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

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of CHINA UNIENERGY GROUP LIMITED (the “**Company**”) will be held at Protop Financial Press Limited, Level 22, Nexxus Building, 41 Connaught Road Central, Hong Kong, on Thursday, 29 November 2018 at 2:00 p.m. to consider and, if thought fit, pass the following resolutions (with or without modification):

#### **ORDINARY RESOLUTION**

1. “**THAT:**

- (a) the subscription agreement dated 27 June 2018 (as supplemented by the supplemental subscription agreements dated 31 July 2018 and 28 September 2018) (the “**Subscription Agreement**”) entered into between the Company and Mr. Yang Wei (楊威) (the “**Subscriber**”), pursuant to which the Company has agreed to issue, and the Subscriber has agreed to subscribe for, an aggregate of 5,000,000 warrants (the “**Warrants**”) at the issue price of HK\$2.32 per Warrant. Each of the Warrants carries the right to subscribe for at any time during the subscription period one new share of US\$0.01 in the share capital of the Company (the “**Warrant Share**”) at the subscription price of HK\$12 per Warrant Share (a copy of the Subscription Agreement have been marked “A”, and initialed by the chairman of the meeting for identification purpose) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the creation and issue of the Warrants by the Company in accordance with the terms and conditions of the Subscription Agreement be and are hereby approved, confirmed and ratified;
- (c) the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate for the issue of Warrants and the allotment and issue of up to a maximum number of 5,000,000 Warrant Shares credited as fully paid at the subscription price of HK\$12 per Warrant Share (subject to adjustment and the terms and conditions as set out in the Subscription Agreement), which may fall to be allotted and issued upon the exercise of the subscription rights attaching to the Warrants; and
- (d) any one or more of the Directors be and is hereby authorised to sign and execute such other documents or supplemental agreements or deeds for and on behalf of the Company and to do all such things and take all such actions as he or they may consider necessary, desirable or expedient for the purpose of carrying out or giving effect to or otherwise in connection with the Subscription Agreement and the transactions contemplated thereunder.”

## SPECIAL RESOLUTION

### 2. “THAT:

- (a) subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands having been obtained, the English name of the Company be and is hereby changed from “China Unienergy Group Limited” to “Southern Energy Holdings Group Limited” and the dual foreign name in Chinese of the Company be and is hereby changed from “中国优质能源集团有限公司” to “南方能源控股集团有限公司” (the “**Proposed Change of Company Name**”); and
- (b) any one or more of the Directors be and is hereby authorised to sign and execute such other documents or supplemental agreements or deeds for and on behalf of the Company and to do all such things and take all such actions as he or they may consider necessary, desirable or expedient for the purpose of carrying out or giving effect to or otherwise in connection with the implementation of the Proposed Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company in respect of such change.”

By order of the Board  
**CHINA UNIENERGY GROUP LIMITED**  
**Xu Bo**  
*Chairman*

Guiyang, People’s Republic of China, 9 November 2018

*Registered office:*

Conyers Trust Company (Cayman) Limited  
Cricket Square, Hutchins Drive P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Principal place of business in Hong Kong:*

Level 54, Hopewell Centre  
183 Queen’s Road East  
Hong Kong

*Principal place of business in the PRC:*

31/F, Fuzhong International Plaza  
Xinhua Road, Nanming District  
Guiyang City, Guizhou Province  
China

*Notes:*

- 1 For the purpose of determining the shareholders’ eligibility to attend and vote at the extraordinary general meeting, the register of members of the Company will be closed from 26 November 2018 to 29 November 2018, both days inclusive, during which no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the extraordinary general meeting, all duly completed share transfer forms accompanied by the relevant share certificates, must be lodged with the Company’s Hong Kong share registrar, 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. on 23 November 2018.

2. A member of the Company entitled to attend and vote at the meeting above is entitled to appoint in written form one or, if he/she is the holder of two or more shares (the “**Shares**”) of the Company, more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company.
3. In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Shares as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the above meeting, whether in person or by proxy, then one of the said persons so present whose name stands first on the register in respect of such Shares shall alone be entitled to vote in respect thereof.
4. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised, and must be deposited with the Company’s Hong Kong share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the meeting, (i.e. not later than 2:00 p.m. on Tuesday, 27 November 2018) or any adjournment thereof.
5. Delivery of an instrument appointing a proxy will not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy will be deemed to be revoked.
6. References to the time and dates in this notice are to Hong Kong time and dates.
7. This notice has been printed in English and Chinese. In the event of any inconsistency, the English text of this notice shall prevail over its Chinese text.

*As at the date of this notice, the board of directors of the Company comprises three executive Directors, namely, Mr. Xu Bo, Mr. Wei Yue and Mr. Xiao Zhijun; and four independent non-executive Directors, namely, Mr. Jiang Chenglin, Mr. Choy Wing Hang William, Mr. Lee Cheuk Yin Dannis and Mr. Fu Lui.*