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CGN NEW ENERGY HOLDINGS CO., LTD.

中國廣核新能源控股有限公司

(incorporated in Bermuda with limited liability)

(Stock code: 1811)

Announcement

Prior Notice Pursuant to Rule 21.2 of the Takeovers Code

References are made to (1) the announcement of CGN New Energy Holdings Co., Ltd. (the “**Company**”) dated 2 March 2020 (the “**Rule 3.7 Announcement**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited, the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Rules 3.7 and 3.8 of the Takeovers Codes on Takeovers and Mergers and Shares Buy-backs issued by the Securities and Futures Commission of Hong Kong (the “**Takeovers Code**”) in relation to, among others, the Possible Privatisation and (2) the announcements of the Company dated 1 April 2020, 29 April 2020, 29 May 2020, 29 June 2020, 29 July 2020 and 28 August 2020 pursuant to Rule 3.7 of the Takeovers Code in relation to updates on the Possible Privatisation. Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the Rule 3.7 Announcement.

The Company and the Potential Offeror have received a notification from CLSA Capital Markets Limited (“CLSA”) dated 8 September 2020, a copy of the notification is attached as ‘Appendix 1’ to this announcement. CLSA confirms the accuracy of the matters set out in the notification.

By order of the board of directors of
CGN New Energy Holdings Co., Ltd.
Li Yilun
President and Executive Director

Hong Kong, 8 September 2020

As at the date of this announcement, the board of directors of the Company comprises seven directors, namely:

Chairman and non-executive Director : *Mr. Chen Sui*

Executive Directors : *Mr. Li Yilun (President) and
Mr. Zhang Zhiwu*

Non-executive Director : *Mr. Xing Ping*

Independent non-executive Directors : *Mr. Wang Minhao,
Mr. Yang Xiaosheng and
Mr. Leung Chi Ching Frederick*

The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

Appendix 1: Signed notification from CLSA to the Company and the Potential Offeror dated 8 September 2020

**To: CGN New Energy Holdings Co., Ltd. (the “Company”)
CGN Energy International Holdings Co., Limited (the “Potential Offeror”)**

8 September 2020

Dear Sirs

BACKGROUND

We, CLSA Capital Markets Limited (the financial adviser to the Potential Offeror in relation to the proposed privatisation of the Company by way of a scheme of arrangement (the “**Possible Privatisation**”)), is controlled by CITIC Securities Company Limited. CITIC Futures Company Limited (“**CITIC Futures**”), a wholly-owned subsidiary of CITIC Securities Company Limited is a person presumed to be acting in concert with the Potential Offeror under the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong (the “**Takeovers Code**”). CITIC Futures is the manager of CITIC Futures-Yong Fu No. 11 Phase 1 Asset Management Plan (中信期貨永富11號1期資產管理計劃) (“**CITIC Futures Fund**”), whose assets include 968,000 Shares (the “**Sale Shares**”). The CITIC Futures Fund was created on 12 September 2018 and is subject to a 2 years duration. Accordingly, the CITIC Futures Fund is due to expire on 11 September 2020. CITIC Futures, as the manager of the CITIC Futures Fund, is required to sell the Sale Shares as part of the liquidation process of the CITIC Futures Fund, whose liquidation period will commence on 9 September 2020. CITIC Futures intends to sell the Sale Shares on market on or after 10 September 2020.

IMPLICATIONS UNDER THE TAKEOVERS CODE

Pursuant to Rule 21.2 of the Takeovers Code, except with the prior consent of the Executive and following 24 hours public notice that such sales might be made, the Potential Offeror and parties acting in concert with it cannot sell the Sale Shares during the period from the date of the Rule 3.7 Announcement (i.e. 2 March 2020) until the end of the offer period. CLSA has applied to the Executive under Rule 21.2 of the Takeovers Code seeking prior consent to the sale of Sale Shares described above and the Executive has indicated that it is minded to grant such consent.

Yours faithfully,
CLSA Capital Markets Limited