
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.

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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)

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 live audio-visual webcast or live audio-only stream on Friday, 11 June 2021 at 2:30 p.m. (or any adjournment thereof) is set out on pages 16 to 20 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.

PRECAUTIONARY MEASURES FOR THE AGM

To safeguard the health and safety of the shareholders of the Company (the “Shareholders”) and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the AGM:

- 1) Compulsory temperature screening/checks;
- 2) Wearing of surgical face mask;
- 3) Physical distancing at venue; and
- 4) No provision of refreshments or drinks, and corporate gifts or gift coupons.

Any person who does not comply with the precautionary measures may be denied entry into the AGM venue. The Company requests attendees to wear face masks and reminds Shareholders that they may appoint the Chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.

* For identification purpose only

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PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In light of the continuing risks posed by COVID-19, the Company is adopting the following precautionary measures at the annual general meeting (the “AGM”) in order to safeguard the health and safety of the shareholders of the Company (the “Shareholders”) who might be attending the AGM in person:

1. Compulsory temperature screening/checks will be carried out on every attendee at the entrance of the AGM venue. Any person with a body temperature above 37.4 degrees Celsius or the reference point announced by the Department of Health from time to time, or is exhibiting flu-like symptoms may be denied entry into the AGM venue and requested to leave the AGM venue;
2. Every attendee will be required to wear a surgical face mask at the AGM venue and throughout the AGM and to sit at a distance from the other attendees. **Please note that no surgical face masks will be provided at AGM venue and attendees should bring and wear their own masks;**
3. No refreshment or drinks will be provided to the attendees at the AGM; and
4. No corporate gifts or gift coupons will be provided to the attendees at the AGM.

To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue so as to ensure the health and safety of the other attendees at the AGM.

Additional Measures

As part of the measures to minimise the risk of community spread of COVID-19, the Company will arrange for the following additional measures to be put in place:

1. A live audio-visual webcast or live audio-only stream of the AGM (the “Webcast”) will be provided for all Shareholders to participate in the proceedings of the AGM remotely, without attending in person. The arrangement of the Webcast has been published on the website of the Company. **Shareholders are strongly encouraged to participate in the Webcast, and to cast their votes by submitting Proxy Forms and appointing the Chairman of the AGM as their proxy.**
2. All Shareholders may submit any questions they may have in advance by **10:00 a.m. on 9 June 2021** via email to 2021agm@yeighk.com, as an alternative to physical submission of the same, not later than 10:00 a.m. on 9 June 2021 at the office of the Company, Room 2008, 20/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong. Shareholders submitting questions are requested to state their full names and whether the person is a Shareholder or a Proxy or a Corporate Representative of a Corporate Shareholder. The Company will provide responses to substantial queries and relevant comments from Shareholders at the AGM.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

3. In terms of proxy voting, Shareholders are strongly encouraged to appoint the Chairman of the AGM to act as proxy and direct the voting instructions at the AGM. Shareholders may submit the Proxy Forms via email to 2021agm@yeighk.com, as an alternative to physical delivery of the same, to the Company's share transfer agent in Singapore, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902 (for Singapore Shareholders); or to 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 Hong Kong Shareholders) 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).

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the AGM arrangements at short notice. Shareholders should check the websites of the Company (www.yeigi.com), the SEHK (www.hkexnews.hk) and the SGX-ST (www.sgx.com) for further announcements and updates on the AGM arrangements.

Voting by proxy in advance of the AGM: The Company does not in any way wish to diminish the opportunity available to the Shareholders to exercise their rights to vote, but is conscious of the pressing need to protect them from possible exposure to the COVID-19 pandemic. For the health and safety of the Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the AGM by appointing the Chairman of the AGM as their proxy instead of attending the AGM in person. Physical attendance is not necessary for the purpose of exercising rights of the Shareholders.

The deadline to submit completed proxy forms is not less than 48 hours before the time appointed for the holding of the AGM (or any adjournment thereof) Completed proxy forms must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited and the Company's share transfer agent in Singapore, M & C Services Private Limited, at or before the deadline.

Appointment of proxy by non-registered Shareholders: Non-registered Shareholders whose Shares are held through banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited should consult directly with their banks or brokers or custodians (as the case may be) for assistance in the appointment of proxy.

If Shareholders have any questions relating to the AGM, please contact the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, as follows:

Tricor Investor Services Limited
Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong
Tel : +852 2980 1333
Fax : +852 2810 8185
E-mail : is-enquiries@hk.tricorglobal.com

DEFINITIONS

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

“2020 Share Issue Mandate”	the share issue mandate granted to the Directors at the annual general meeting of the Company on 10 June 2020 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 live audio-visual webcast or live audio-only stream on Friday, 11 June 2021 at 2:30 p.m. (or any adjournment thereof)
“AGM Notice”	the notice convening the AGM as set out on pages 16 to 20 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”	16 April 2021, 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. Yan Jiong (*Chairman*)

Mr. Zhang Jing (*Chief Executive Officer*)

Mr. Jiang Wei

Ms. Zhao Na

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 2021

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. Jiang Wei and Ms. Jing Pilin will retire at the AGM and being eligible, offer themselves for re-election at the AGM. In accordance with Bye-law 107(B) of the Bye-laws, Mr. Zhang Jing will hold office until the AGM and, being eligible, offer himself for re-election at the AGM. On 26 March 2021, 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. Zhang Jing and Ms. Jing Pilin, 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 2020 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 10 June 2020, the Directors had been granted the 2020 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 2020 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 16 to 20 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
Yan Jiong
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. Jiang Wei (“Mr. Jiang”) (Executive Director)**

Mr. Jiang, aged 48, is an executive director. Mr. Jiang has been appointed as an executive Director on 11 September 2018. He graduated from international trade profession of Yunnan University in 1993. In 2005, Mr. Jiang also graduated from law profession of Yunnan Minzu University. In 2014, Mr. Jiang obtained a master’s degree in industrial engineering from North China Electric Power University. Since 2005, Mr. Jiang has worked in various entities of the Yunnan Provincial Energy Investment Group Co., Ltd. group (the “**YEI Group**”), including: Weixin Yuntou Yuedian Zhaixi Energy Co., Ltd., 雲能投（北京）國際諮詢有限公司., Yunnan Energy Investment (HK) Co. Limited and 駐澳門商務代表處（辦事處）.

Mr. Jiang is currently the vice president of Yunnan Energy Investment (HK) Co. Limited as well as the director of Baodi International Investment Company 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 executive director of 雲能投（北京）國際諮詢有限公司 and the director of Shenzhen Yunneng International Supply Chain Limited (深圳雲能國際供應鏈有限公司).

Save as disclosed above, Mr. Jiang 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. Jiang 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. Jiang is subject to retirement by rotation and eligible for re-election at the AGM in accordance with the Bye-laws of the Company.

Mr. Jiang 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. Jiang 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. Jiang 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. Jiang as an executive Director that need to be brought to the attention of the Shareholders and there is no information relating to Mr. Jiang that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

2. Ms. Jing Pilin (“Ms. Jing”) (Independent Non-Executive Director)

Ms. Jing, aged 70, is an independent non-executive Director, a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee. She was appointed to the Board on 30 November 2018. She was accredited as a senior economist by China Construction Bank Corporation in December 1993. She is currently a part-time professor as well as a tutor for the post-graduate programs at the Zhongnan University of Economics and Law. Ms. Jing has over 35 years of experience in the field of investment and finance. From June 2005 to December 2013, she served as the general manager of China Investment Consultancy Company* (中國投資諮詢公司), she was also the general manager of the investment banking division and agency division at China Jianyi Investment Limited as well as an independent director of UBS Securities Co., Limited. From 1995 to 2004, she held various leading positions at the head office of the Construction Bank, primarily responsible for the investment management of large and medium-sized projects. She was also in charge of the reorganisation of Huaxia Securities and Beijing Securities at China Jianyi Investment Limited. Ms. Jing obtained her bachelor’s degree in infrastructure-economics from the Hubei University of Economics (now known as Zhongnan University of Economics and Law) in 1983. In 2005, she won the National Financial System Labor Day Medal.

Save as disclosed above, Ms. Jing 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.

Ms. Jing entered into an appointment letter with the Company on 30 November 2018 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. Ms. Jing 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, Ms. Jing 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, Ms. Jing 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 Ms. Jing as an independent non-executive Director that need to be brought to the attention of the Shareholders and there is no information relating to Ms. Jing that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

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

Mr. Zhang, aged 50, is an executive Director, the member of the Nomination Committee and the Remuneration Committee. Mr. Zhang has over 15 years of working experience in the energy development industry and has extensive management experience. He joined the YEI Group since October 2004 and has acted as a vice manager of the project management department, director of the strategic marketing department, general manager of the strategic development department and the chief engineer of the YEI Group. Mr. Zhang Jing is currently the president of Yunnan Energy Investment (HK) Co. Limited, the director of Yunnan Energy International Trading Holdings Limited and Yunnan Energy International Trading Limited, and the legal representative and chairman of the board of Shenzhen Yunneng International Supply Chain Limited (深圳雲能國際供應鏈有限公司). Mr. Zhang Jing graduated from Xian University of Technology (西安理工大學) with a Bachelor degree in hydraulic and hydropower engineering construction in July 1994. He obtained a Master degree in engineering specialising in hydraulic structure engineering, and a Doctorate degree in management specialising in engineering management at Tianjin University (天津大學) in September 2004 and March 2008 respectively. He is a certified professorate senior engineer (教授級高級工程師) since December 2010 and has received the Certificate of Competences in Public Accounting for Global Accountants/Tax Agents/Finance Officers – Basic Level (國際註冊會計師(稅務師、財務經理)綜合能力等級考試證書—初級) in January 2018.

Mr. Zhang is the Chief Executive Officer of the Company. He provides leadership and vision to the Group. Mr. Zhang is currently the executive director and senior president 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. Zhang 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. Zhang 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 26 June 2020, 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. Zhang is subject to retirement by rotation and eligible for re-election at the AGM in accordance with the Bye-laws of the Company. Mr. Zhang 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. Zhang 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. Zhang 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. Zhang as an executive Director that need to be brought to the attention of the Shareholders and there is no information relating to Mr. Zhang that is required to be disclosed pursuant to Rules 13.51(2)(h) to (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 2020) 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\$
2020		
April 2020	2.670	1.900
May 2020	2.010	1.820
June 2020	2.000	1.800
July 2020	1.950	1.870
August 2020	1.950	1.900
September 2020	1.930	1.870
October 2020	1.870	1.800
November 2020	1.800	1.560
December 2020	1.560	1.560
2021		
January 2021	1.560	1.560
February 2021	2.200	1.560
March 2021	2.100	1.600
April 2021 (up to the Latest Practicable Date)	1.600	1.500

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 live audio-visual webcast or live audio-only stream on Friday, 11 June 2021 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 2020 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 Jing as an executive Director. **(Resolution 2)**
3. To re-elect Mr. Jiang Wei as an executive Director. **(Resolution 3)**
4. To re-elect Ms. Jing Pilin as an independent non-executive Director. **(Resolution 4)**
5. To approve the payment of Directors’ fees of HK\$600,000 for the financial year ended 31 December 2020, to be paid annually in arrears, at the end of each calendar year (2019: HK\$626,000). **(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
Yan Jiong
Chairman and Executive Director

Hong Kong, 29 April 2021

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 Tuesday, 8 June 2021 to Friday, 11 June 2021, 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., Monday, 7 June 2021 (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., Monday, 7 June 2021 (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.