
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 a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant, or other professional adviser.

If you have sold or transferred all your shares in Ruifeng Power Group Company Limited (the “Company”), you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Ruifeng Power Group Company Limited **瑞豐動力集團有限公司**

(Incorporated in Cayman Islands with limited liability)

(Stock code : 2025)

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS, RE-APPOINTMENT OF AUDITOR AND NOTICE OF ANNUAL GENERAL MEETING

This circular together with a form of proxy will remain on the website of the Company at <http://www.hbsgt.com>.

A notice convening the AGM to be held at Conference Room (Asuka), TKP International Limited, 23/F, Euro Trade Centre, 21-23 Des Voeus Road Central, Central, Hong Kong on 1 June 2018, at 2 p.m. is set out on pages 14 to 17 of this circular. Whether or not you are able to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM (ie. at or before 2 p.m. on Wednesday, 30 May 2018 (Hong Kong time)) 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 if you so wish.

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

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Conference Room (Asuka), TKP International Limited, 23/F, Euro Trade Centre, 21-23 Des Voeus Road Central, Central, Hong Kong on 1 June 2018 at 2 p.m.
“AGM Notice”	the notice convening the AGM set out on pages 14 to 17 of this circular
“Articles”	the articles of association of the Company, as amended from time to time
“Associate(s)”	has the same meaning as defined in the Listing Rules
“Board”	the board of Directors
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	Ruifeng Power Group Company Limited 瑞豐動力集團有限公司, a company incorporated under the laws of the Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange
“Connected Person(s)”	has the same meaning as defined in the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules, and in the context of this circulars, being Dragon Rise, Mr. Meng Lianzhou, Mr. Zhang Yuexuan, Mr. Liu Zhanwen and Mr. Liu Enwang (each a “Controlling Shareholder”).
“Director(s)”	director(s) of the Company
“Dragon Rise”	Dragon Rise Ventures Limited (龍躍創投有限公司), a company limited by shares incorporated in the BVI on April 25, 2017 which is owned as to approximately 50.46%, 22.36%, 14.32% and 12.86% by Mr. Meng Lianzhou, Mr. Zhang Yuexuan, Mr. Liu Zhanwen and Mr. Liu Enwang, respectively, and one of our Controlling Shareholders

DEFINITIONS

“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that the total number of Shares which may be allotted and issued under the Issue Mandate may be increased by an additional number representing such number of Shares actually repurchased under the Repurchase Mandate
“Listing Rules”	the Rules Governing the Listing of Securities on Stock Exchange
“Group”	the Company and its subsidiaries
“Hebei Ruifeng”	Hebei Ruifeng Cylinder Block Company Limited* (河北瑞豐動力缸體有限公司), a limited liability company established under the laws of the PRC on 29 August 2007, and an indirect wholly owned subsidiary of the Company
“Hebei Ruifeng Engine”	Hebei Ruifeng Internal Combustion Engine Cylinder Block Company Limited* (河北瑞豐內燃機缸體有限公司), one of the predecessor companies of Hebei Ruifeng, which was established as a limited liability company under the laws of the PRC on 31 October 2003 and merged into Hebei Ruifeng and dissolved on 23 December 2009
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with new Shares up to a maximum of 20% of the total number of issued Shares as at the date of passing the relevant resolution at the AGM
“Latest Practicable Date”	20 April 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Date”	5 January 2018, on which dealings in Shares first commenced on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, modified or otherwise supplemental from time to time

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them to repurchase the Shares on the Stock Exchange which shall not exceed 10% of the total number of issued Shares as at the date of passing the relevant resolution at the AGM
“RMB”	Renminbi, the lawful currency of the People’s Republic of China
“SFO”	the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeover Code”	Hong Kong Code on Takeovers and Mergers, as amended from time to time

** for identification purpose only*

LETTER FROM THE BOARD



Ruifeng Power Group Company Limited
瑞豐動力集團有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock code : 2025)

Executive Directors

Mr. Meng Lianzhou (*Chairman*)

Mr. Liu Zhanwen

Mr. Zhang Yuexuan

Mr. Liu Enwang

Independent non-executive Directors

Mr. Wei Anli

Mr. Ren Keqiang

Mr. Yu Chun Kau

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Principal place of business

in Hong Kong:

Room 09-10, 41st Floor

China Resources Building

26 Harbour Road

Wan Chai

Hong Kong

27 April 2018

To the Shareholders

Dear Sir or Madam

**GENERAL MANDATES TO ISSUE SHARES,
RE-ELECTION OF DIRECTORS,
RE-APPOINTMENT OF AUDITOR AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding (i) the ordinary resolutions on the proposed grant of each of the General mandate, the Repurchase Mandate and the Extension Mandate; (ii) ordinary resolutions on the proposed re-election of Directors and (iii) the proposed re-appointment of auditor of the Company and to seek your approval of the resolutions relating to these matters at the AGM.

LETTER FROM THE BOARD

ISSUE MANDATE

At the AGM, an ordinary resolution will be proposed that the Directors be granted the Issue Mandate, i.e. a general and unconditional mandate to allot, issue and deal with new Shares up to 20% of the total number of issued Shares as at the date of passing of the relevant resolution. As at the Latest Practicable Date, a total of 800,000,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 160,000,000 Shares.

REPURCHASE MANDATE AND EXTENSION MANDATE

At the AGM, an ordinary resolution will also be proposed to give the Directors the Repurchase Mandate, i.e. a general and unconditional mandate to exercise all powers of the Company to repurchase, on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, Shares up to a maximum of 10% of the total number of issued Shares as at the date of passing of the relevant resolution. In addition, an ordinary resolution regarding the Extension Mandate will be proposed at the AGM to authorise the increase in the total number of new Shares which may be allotted and issued under the Issue Mandate by an additional number representing such number of Shares actually repurchased under the Repurchase Mandate.

The Repurchase Mandate and the Issue Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the end of the period within which the Company is required by the Companies Law or the Articles to hold its next annual general meeting; or (c) when revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

Under the Listing Rules, the Company is required to give to its Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in the Appendix I to this circular.

RE-ELECTION OF THE DIRECTORS

According to article 84(1) of the Articles, not less than one-third of the Directors shall retire from office by rotation at each annual general meeting of the Company. Any Director who retires under this article shall then be eligible for re-election as Director. Mr. Meng Lianzhou, Mr. Liu Zhanwen and Mr. Liu Enwang will retire from office as Directors at the AGM and, being eligible, offer themselves for re-election. Particulars of the Directors proposed to be re-elected at the AGM are set out in Appendix II of this circular.

LETTER FROM THE BOARD

RE-APPOINTMENT OF THE AUDITOR

KPMG will retire as the auditor of the Company at the AGM and, being eligible, offer themselves for re-appointment.

The Board proposed to re-appoint KPMG as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

ANNUAL GENERAL MEETING

The notice convening the AGM at which ordinary resolutions will be proposed to approve the Issue Mandate, Repurchase Mandate and the Extension Mandate, to re-elect Directors and to re-appoint auditor of the Company are set out on page 14 to page 17 of this circular. According to Rule 13.39(4) of the Listing Rules, the voting at the AGM will be taken by poll.

A form of proxy for the AGM is enclosed with this circular. Whether or not you intend to be present at the AGM, you are requested to complete the form of proxy and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the AGM (i.e., at or before 2 p.m. on Wednesday, 30 May 2018 (Hong Kong time)) or any adjournment thereof. The completion of a form of proxy will not preclude you from attending and voting at the AGM in person if you so wish.

RECOMMENDATION

The Directors believe that the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate are in the best interests of the Company as well as its Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of all resolutions approving such matters.

The Board is pleased to recommend the retiring Directors, to be re-elected as the Directors at the AGM. In addition, the Board also recommends all Shareholders to vote in favour of re-appointing KPMG as the auditor of the Company.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from 29 May 2018 to 1 June 2018, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the AGM, all transfer of shares of the Company, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong share registrar, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on 28 May 2018, being the business day before the first day of closure of the register of members.

LETTER FROM THE BOARD

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully

On behalf of the Board

Ruifeng Power Group Company Limited

Meng Lianzhou

Chairman, Chief Executive Officer and Executive Director

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide you with the requisite information for your consideration of the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange and any other stock exchange on which the securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at Latest Practicable Date, there were a total of 800,000,000 Shares in issue. Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 80,000,000 Shares which represents 10% of the total number of issued Shares as at the date of passing such resolution.

3. REASONS FOR REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Repurchases of Shares will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per share.

4. FUNDING AND EFFECT OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association, the Articles, the Companies Law and other applicable laws of the Cayman Islands.

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate was to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 December 2017, being the date of its latest published audited financial statements. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the Articles and the applicable laws of the Cayman Islands.

6. INTENTION TO SELL SHARES

None of the Directors and, to the best of their knowledge, having made all reasonable enquiries, none of their respective close associates, have any present intention, in the event that the proposal on the Repurchase Mandate is approved by Shareholders, to sell Shares to the Company or its subsidiaries.

7. TAKEOVER CODE AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code.

As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the register of members kept by the Company pursuant to section 336 of the SFO and so far as was known to, or could be ascertained after reasonable enquiry by, the Directors, Dragon Rise was interested in approximately 51.38% of the issued the total number of Shares of the Company. Dragon Rise is owned as to approximately 50.46%, 22.36%, 14.32% and 12.86% by Mr. Meng Lianzhou , Mr. Zhang Yuexuan, Mr. Liu Zhanwen and Mr. Liu Enwang, respectively, each an executive Director and a Controlling Shareholder.

Assuming Dragon Rise will not dispose of its interests in the Shares nor will it acquire additional Shares, if the Repurchase Mandate was exercised in full, the percentage shareholding of Dragon Rise would be increased to approximately 57.09% of the issued share capital of the Company.

On the basis of the shareholding held by Dragon Rise in the Company, the exercise of the Repurchase Mandate in full would not result in it becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code. Save as disclosed above, the Directors are not aware of any Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any repurchases made pursuant to the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that would result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

8. CONNECTED PERSON

No core connected person has notified the Company that he/it has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

9. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

10. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during the period from the Listing Date and up to and including the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
January (from the Listing Date)	1.81	1.18
February	1.45	1.09
March	1.50	1.25
April (up to the Latest Practicable Date)	1.47	1.27

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

Stated below are the details of the Directors who will retire and be eligible for re-election at the AGM in accordance with the Articles.

Mr. Meng Lianzhou (孟連周), aged 57, is the executive Director, chief executive officer and chairman of our Group who is responsible for the overall strategic development and business development of our Group. Mr. Meng was appointed as a Director on 2 May 2017 and re-designated as an executive Director on 10 August 2017. He has over 20 years of experience in the cylinder blocks and cylinder heads manufacturing industry. Mr. Meng is one of the founders of our Group and one of our Controlling Shareholders. Mr. Meng is also a director of Dragon Rise. Mr. Meng graduated from Hebei Radio and TV University (河北廣播電視大學) with a certificate in corporate management in July 1988. Mr. Meng joined Hebei Cylinder Block Factory* (河北省內燃機缸體廠) (“Hebei Cylinder Block Factory”) in March 1995 as a tooling workshop operator and had held various positions including power workshop director and the director of the finance division. He was promoted to be the plant manager in July 2000 until the restructuring of Hebei Cylinder Block Factory in October 2003. He has been a director of our Group since June 2002 and our chairman since October 2003. Mr. Meng was named a “Model Worker in Hebei Province” (河北省職工勞動模範) by Hebei Municipal Government and Hebei Federation of Trade Unions of Shenzhou City (河北省人民政府、河北省總工會) in 2009. Furthermore, Mr. Meng has also held offices as the vice president of the Union of Returned Overseas Chinese in Hengshui City* (衡水市歸國華僑聯合會) since 2012 and the vice president of the Industry and Commerce Union in Hengshui City* (衡水市工商業聯合會) since 2016.

Mr. Meng entered into a service agreement with the Company for a term of three years which commenced from 11 December 2017, and his appointment is subject to re-election at the general meeting of the Company thereafter. Mr. Meng’s appointment can also be terminated by not less than three calendar months’ notice in writing served by either party. Mr. Meng received a salary of RMB360,000 per annum (subject to an annual increment at the discretion of the Directors of not more than 20% of the average salary for the 12 months immediately prior to such increase). The remuneration was determined by the Board based on the recommendation of the Remuneration Committee of the Company with reference to Mr. Meng’s experience, duties, responsibilities and the prevailing market conditions as well as the remuneration package offered to the other executive directors of the Company.

As at the Latest Practicable Date, Mr. Meng is interested in 411,042,000 Shares. Save as disclosed herein, Mr. Meng did not have any other interests in the Shares, underlying Shares and debenture of the Company under Part XV of the SFO.

Save as disclosed above, he has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. He does not have relationships with any Directors, senior management or other substantial shareholder or controlling shareholder of the Company for the purpose of the Listing Rules.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

Mr. Liu Zhanwen (劉占穩), aged 65, is the executive Director who is responsible for the overall business operation of our Group. He was appointed as an executive Director on 10 August 2017. He has over 20 years of experience in the cylinder blocks and cylinder heads manufacturing industry. Mr. Liu is one of the founders of our Group and one of our Controlling Shareholders. Mr. Liu is also a director of Dragon Rise. He joined Hebei Cylinder Block Factory in March 1995 as a sales department officer until the restructuring of Hebei Cylinder Block Factory in October 2003. Mr. Liu has been a director of our Group since June 2002 and had held various positions including assistant of general manager, deputy general manager and sales manager in our Group.

Mr. Liu entered into a service agreement with the Company for a term of three years which commenced from 11 December 2017, and his appointment is subject to re-election at the general meeting of the Company thereafter. Mr. Liu's appointment can also be terminated by not less than three calendar months' notice in writing served by either party. Mr. Liu received a salary of RMB180,000 per annum (subject to an annual increment at the discretion of the Directors of not more than 20% of the average salary for the 12 months immediately prior to such increase). The remuneration was determined by the Board based on the recommendation of the Remuneration Committee of the Company with reference to Mr. Liu's experience, duties, responsibilities and the prevailing market conditions as well as the remuneration package offered to the other executive directors of the Company.

As at the Latest Practicable Date, Mr. Liu is interest in 411,042,000 Shares. Save as disclosed herein, Mr. Liu did not have any other interests in the Shares, underlying Shares and debenture of the Company under Part XV of the SFO.

Save as disclosed above, he has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. He does not have relationships with any Directors, senior management or other substantial shareholder or controlling shareholder of the Company for the purpose of the Listing Rules.

APPENDIX II DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

Mr. Liu Enwang (劉恩旺), aged 56, is the executive Director who is responsible for the overall financial management of our Group. He was appointed as an executive Director on 10 August 2017. He is one of the founders of our Group and one of our Controlling Shareholders. Mr. Liu is also a director of Dragon Rise. Mr. Liu graduated from School of Agriculture and Mechanization, Hengshui* (衡水地區農業機械化學校) (currently known as Hengshui Industrial School* (衡水工業學校)) with a major in machinery maintenance in May 1981. Mr. Liu joined Hebei Cylinder Block Factory in March 1995 as an accountant and was later promoted to be the deputy section manager in July 1995 and the section manager in May 1997, until the restructuring of Hebei Cylinder Block Factory in October 2003. He has been a director of our Group since June 2002. He had been the financial director of Hebei Ruifeng Internal Combustion Engine Cylinder Block Company Limited* (河北瑞豐內燃機缸體有限公司) from October 2003 to July 2007. Since August 2007, he has been the financial director and deputy general manager of Hebei Ruifeng Cylinder Block Company Limited* (河北瑞豐動力缸體有限公司) mainly responsible for financial management.

Mr. Liu entered into a service agreement with the Company for a term of three years which commenced from 11 December 2017, and his appointment is subject to re-election at the general meeting of the Company thereafter. Mr. Liu's appointment can also be terminated by not less than three calendar months' notice in writing served by either party. Mr. Liu received a salary of RMB180,000 per annum (subject to an annual increment at the discretion of the Directors of not more than 20% of the average salary for the 12 months immediately prior to such increase). The remuneration was determined by the Board based on the recommendation of the Remuneration Committee of the Company with reference to Mr. Liu's experience, duties, responsibilities and the prevailing market conditions as well as the remuneration package offered to the other executive directors of the Company.

As at the Latest Practicable Date, Mr. Liu is interest in 411,042,000 Shares. Save as disclosed herein, Mr. Liu did not have any other interests in the Shares, underlying Shares and debenture of the Company under Part XV of the SFO.

Save as disclosed above, he has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. He does not have relationships with any Directors, senior management or other substantial shareholder or controlling shareholder of the Company for the purpose of the Listing Rules.

Saved as disclosed herein, in relation to the re-election of the above-mentioned directors, the Board is not aware of any information that ought to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters that ought to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



Ruifeng Power Group Company Limited **瑞豐動力集團有限公司**

(Incorporated in Cayman Islands with limited liability)

(Stock code : 2025)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Ruifeng Power Group Company Limited (the “Company”) will be held at Conference Room (Asuka), TKP International Limited, 23/F, Euro Trade Centre, 21-23 Des Voeus Road Central, Central, Hong Kong on 1 June 2018, at 2 p.m. to consider and, if thought fit, transact the following ordinary business:

1. to receive and approve the audited financial statements of the Company and its subsidiaries and the reports of the directors and auditor of the Company for the year ended 31 December 2017;
2. to re-elect, each as a separate resolution, the following person as a director of the Company :
 - (a) Mr. Meng Lianzhou;
 - (b) Mr. Liu Zhanwen;
 - (c) Mr. Liu Enwang; and
 - (d) to authorise the board of directors of the Company to fix the directors’ remuneration
3. to re-appoint KPMG as the auditor of the Company and to authorise the board of directors of the Company to fix their remuneration;

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

ORDINARY RESOLUTIONS

4. **“THAT:**
 - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of the Hong Kong Limited (the “Listing Rules”), the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue or otherwise

NOTICE OF ANNUAL GENERAL MEETING

deal with unissued shares (the “**Share**”) of HK\$0.10 each in the share capital of the Company and to make or grant offers, agreements and options, including bonds and warrants to subscribe for shares of the Company, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Right Issue (as defined in paragraph (d) below; or (ii) the exercise of any options granted under all share option schemes of the Company adopted from time to time in accordance with the Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares of the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company shall not exceed the aggregate of:
 - (aa) 20 per cent. of the total number of issued Shares on the date of the passing of this resolution; and
 - (bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the total number of issued Shares of the Company purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the total number of issued Shares of the Company in issue on the date of the passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable law of the Cayman Islands to be held; and

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution;

“**Right Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the directors of the Company to holder of Shares on the Company’s register of members on a fixed record date in proportion to their then holdings of shares of the Company (subject to such exclusion or other arrangements as the directors of the Company 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to repurchase shares (the “**Shares**”) of HK\$0.10 each in the share capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the total number of Shares of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” shall have the same meaning as the resolution numbered 4(d) above.”

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6. “**THAT** conditional on the passing of resolutions numbered 4 and 5 above, the unconditional general mandate granted to the directors of the Company pursuant to paragraph (a) of resolution numbered 4 above be and it is hereby extended by the addition to the total number of shares (the “**Shares**”) of HK\$0.10 each in the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to or in accordance with such general mandate of an amount representing the total number of Shares purchased or agreed to be purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 5 above.”

By order of the Board

Ruifeng Power Group Company Limited

Meng Lianzhou

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 27 April 2018

Notes:

- (1) Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies (if such member is the holder of two or more shares) to attend and to vote instead of them. A proxy need not be a member of the Company.
- (2) Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- (3) A form of proxy for use at the meeting is enclosed.
- (4) 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 certified copy of such power or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting (ie. at or before 2 p.m. on Wednesday, 30 May 2018 (Hong Kong time)) or adjourned meeting. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or adjourned meeting.
- (5) For the purpose of ascertaining shareholders’ entitlement to attend and vote at the AGM, the register of members of the Company will be closed from 29 May 2018 to 1 June 2018, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company’s share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on 28 May 2018.
- (6) According to Rule 13.39(4) of the Listing Rules, the voting at the AGM will be taken by poll.

As of the date of this notice, the Board comprises Mr. Meng Lianzhou, Mr. Liu Zhanwen, Mr. Zhang Yuexuan and Mr. Liu Enwang, as executive Directors; and Mr. Wei Anli, Mr. Ren Keqiang and Mr. Yu Chun Kau, as independent non-executive Directors.