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## **AVIC Joy Holdings (HK) Limited**

**幸福控股（香港）有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 260)**

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

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “**EGM**”) of AVIC Joy Holdings (HK) Limited (the “**Company**”) will be held at Unit 1804A, 18/F, Tower 1, Admiralty Centre, No. 18 Harcourt Road, Admiralty, Hong Kong on Thursday, 22 December 2016 at 11:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution as ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

**“THAT:**

- (a) the share transfer agreement dated 10 October 2016 (the “**Share Transfer Agreement**”) entered into between the Company as vendor and 廣州佳聯能源有限公司 (Guangzhou Jialian Energy Company Limited\*) as purchaser, in relation to the disposal of entire equity interests in (i) 山東中油潔能天然氣有限公司 (Shandong Sinogas Company Limited\*); (ii) Winfield Innovations Limited (永輝創建有限公司); and (iii) 安徽中油潔能燃氣有限公司 (Anhui Sinogas Company Limited\*) (a copy of the Share Transfer Agreement marked “A” and signed by the chairman of the EGM for identification purpose having been produced to the EGM), and the transactions contemplated thereunder, be and are hereby approved, ratified and confirmed; and

- (b) any director of the Company be and is hereby authorised to do all such acts and things and execute and deliver all such documents whether under the common seal of the Company or otherwise as may be necessary, desirable or expedient to carry out or to give effect to any or all transactions contemplated under the Agreement.”

By order of the Board  
**AVIC Joy Holdings (HK) Limited**  
**Wang Xiaowei**  
*Chief Executive Officer and Executive Director*

Hong Kong, 18 November 2016

*Registered office and principal place of business:*

Room A02, 35/F, United Centre, 95 Queensway, Hong Kong.

*Notes:*

1. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In the case of joint holders of a share of the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the share of the Company.
3. A form of proxy for use at the EGM is enclosed. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, with the Company at the share registrar of the Company, Tricor Tengis 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 EGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he so wish.
4. To ascertain the entitlements to attend and vote at the EGM, members must lodge the relevant transfer document(s) and share certificates with the share registrar of the Company no later than 4:30 p.m. on Wednesday, 21 December 2016 for registration.
5. Any vote of members (attending in person or by proxy) at the EGM shall be taken by poll.

*As of the date of this notice, the board of Directors comprises Mr. Zhu Dong (Chairman), Mr. Wang Xiaowei (Chief Executive Officer), Mr. Zang Zheng and Mr. Xiao Wei as executive Directors; and Mr. Hu Xiaowen, Mr. Gong Changhui and Mr. Wu Meng as independent non-executive Directors.*

\* *For identification purpose only*