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**Kinergy Corporation Ltd.**

**光控精技有限公司\***

*(Incorporated in Singapore with limited liability)*

**(Stock code: 3302)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Kinergy Corporation Ltd. will be held at the Company’s registered office at 1 Changi North Street 1, Singapore on Friday, 15 February 2019 at 9:30 am for the purposes of considering and, if thought fit, passing with or without modifications, the following proposed ordinary resolutions of the Company. Persons entitled to attend and vote at the EGM are allowed to attend and vote through the video-conference system which will be located in Hong Kong at the registered office of China Everbright Limited at 46th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong. Unless otherwise defined, capitalised terms used herein shall have the same meanings as ascribed to them in the circular of the Company dated 17 January 2019.

### **ORDINARY RESOLUTIONS**

#### **1. “THAT**

- (a) the Fund Partnership Agreement dated 27 December 2018 entered into between Shanghai CEL Puyan, Nantong Jianghai, Nangtong Hengbang, Jiangsu Liyang CEL, Beijing Jinguanhuan, Kinergy EMS, Mr. Du and Mr. Zhao (a copy of which is produced to the EGM marked “A” and signed by the Chairman of the EGM for the purpose of identification), and for the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any one or more Directors of the Company be and is hereby authorised to do all such things and acts as he/she may in his/her discretion consider as necessary, expedient or desirable for the purpose of or in connection with the implementation of the Fund Partnership Agreement, including but not limited to the execution of all such documents under seal where applicable, as he/she considers necessary or expedient in his/her opinion to implement and/or give

\* *For identification purposes only*

effect to the Fund Partnership Agreement and the transactions contemplated thereunder (including the formation of the Fund), and to agree with such variation, amendment or waiver as, in the opinion of the Directors, in the interests of the Company and its Shareholders as a whole.”

Yours faithfully,  
By Order of the Board  
**Kinergy Corporation Ltd.**  
**Lim Kuak Choi Leslie**  
*Executive Director and Chief Executive Officer*

Hong Kong, 17 January 2019

*As at the date of this circular, the executive Directors are Mr. Lim Kuak Choi Leslie and Mr. Du Xiaotang; the non-executive Directors are Mr. Chen Shuang (Chairman), Ms. Foo Kaw Jee, Mr. Lim Khin Mann (alternate Director to Ms. Foo Kaw Jee), Mr. Bradley Fraser Kerr and Mr. Tsang Sui Cheong Frederick; and the independent non-executive Directors are Mr. Ng Tiak Soon, Dr. Senerath Wickramanayaka Mudiyanseelage Sunil Wickramanayaka and Professor Zhang Wei.*

*Notes:*

1. In order to determine the list of Shareholders who are entitled to attend and vote at the EGM, the register of the Shareholders of the Company will be closed from Tuesday, 12 February 2019, to Friday, 15 February 2019 (both days inclusive), during which period no transfer of Shares will be registered. Shareholders whose names appear on the register of the Shareholders of the Company on Friday, 15 February 2019 will be entitled to attend and vote at the EGM. In order to attend the EGM, any Shareholder whose transfer has not been registered shall lodge the transfer documents together with the relevant share certificate with Boardroom Share Registrar (HK) Limited, the Company’s Hong Kong branch share registrar and transfer office, at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong, by no later than 4:30 p.m. on Monday, 11 February 2019.
2. (a) A member of the Company who is not Relevant Intermediary and entitled to attend and vote at the EGM convened by the above notice is entitled to appoint not more than two (2) proxies to attend and vote on his/her behalf. Where a member appoints more than one (1) proxy, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.  
  
(b) A member of the Company who is a Relevant Intermediary and entitled to attend and vote at the EGM convened by the above notice is entitled to appoint more than two (2) proxies to attend and vote on his/her behalf, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where a member appoints more than one (1) proxy, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.  
  
(c) “Relevant Intermediary” shall have the same meaning ascribed to it in Section 181 of the Companies Act (Cap. 50) of Singapore.

3. A proxy need not be a member of the Company.
4. Where the Proxy Form is executed by an individual, it must be executed under the hand of the individual or his attorney duly authorised. Where the Proxy Form is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
5. The Proxy Form must be deposited at the office of the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrar (HK) Limited at 2103B, 21st Floor, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the EGM or any adjournment thereof, should he/she so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.
6. All resolutions at the EGM will be decided by way of poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.
7. In case the EGM is anticipated to be affected by black rainstorms or tropical cyclone with warning signal no. 8 or above, please refer to the website of Hong Kong Exchanges and Clearing Limited at <http://www.hkexnews.hk> and the Company's website at <http://www.kinergy.com.sg> for announcement on bad weather arrangement for the EGM.
8. The form of proxy in connection with the EGM is enclosed herewith.