
as to any aspect of this Supplemental Circular or as to the action to be taken, you should consult your licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

all your shares in (the “ ”), you should at once hand this Supplemental Circular with the enclosed amended form of proxy to the purchaser or the transferee or to the bank, the licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “ ”) take no responsibility for the contents of this Supplemental Circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Supplemental Circular.



中國水發興業能源集團有限公司

(incorporated in Bermuda with limited liability)

This supplemental circular (the “ ”) should be read in conjunction with the circular of Company dated 4 May 2021 (the “ ”) to its shareholders (the “ ”). A letter from the Board is set out on pages 2 to 5 of this Supplemental Circular.

A notice convening the annual general meeting of the Company (“ ”) was set out in the First Circular. A supplemental notice convening the AGM to be held as originally scheduled at Regus Conference Centre, 35/F Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Thursday, 10 June 2021 at 11:00 a.m. is set out on pages 6 and 7 of this Supplemental Circular.

An amended form of proxy for use at the AGM is enclosed with this Supplemental Circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the enclosed amended form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, namely Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). The amended form of proxy supersedes the form of proxy enclosed with the original notice of AGM dated 4 May 2021. Completion and return of the amended form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so desire.



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中國水發興業能源集團有限公司

(incorporated in Bermuda with limited liability)

Executive Directors:

Mr. Zheng Qingtao (Chairman)
Mr. Liu Hongwei (Vice-Chairman)
Mr. Chen Fushan
Mr. Wang Dongwei

Non-executive Director:

Ms. Wang Suhui
Ms. Li Li

Independent Non-executive Directors:

Dr. Wang Ching
Mr. Yick Wing Fat, Simon
Dr. Tan Hongwei

Registered office:

4th Floor North
Cedar House
41 Cedar Avenue
Hamilton HM 12
Bermuda

*Head office and principal place of
business in Hong Kong:*

Unit 3108, 31st Floor
China Merchants Tower
Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

26 May 2021

To the Shareholders

Dear Sir or Madam,

This Supplemental Circular shall be read in conjunction with the circular of Company dated 4 May 2021 (the “ ”) to its shareholders (the “ ”). Unless the context requires otherwise, capitalized terms used in this Supplemental Circular shall have the same meanings as those defined in the First Circular.

The purpose of this Supplemental Circular is to provide the Shareholders with (i) information regarding the re-election of a Director; and (ii) a supplemental notice of the AGM.

As at 28 April 2021 (being the Latest Practicable Date prior to the printing of the First Circular), the Board consisted of nine (9) Directors, namely Mr. Zheng Qingtao, Mr. Liu Hongwei, Mr. Wang Dongwei, Mr. Chen Fushan, Ms. Wang Suhui, Mr. Zhang Jianyuan, Dr. Wang Ching, Mr. Yick Wing Fat, Simon and Dr. Tan Hongwei.

Subsequent to the despatch of the First Circular and as disclosed in the announcement of the Company dated 21 May 2021, Mr. Zhang Jianyuan resigned as a non-executive Director and Ms. Li Li was appointed as a non-executive Director with effect from 21 May 2021.

Pursuant to Bye-law 87 of the Bye-laws of the Company, one-third of the Directors for the time being, or, if their number is not a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation at every annual general meeting of the Company. The retiring Directors shall be eligible for re-election. Accordingly, Ms. Li Li (“ ”) is subject to retirement by rotation at the AGM.

The biographical details of Ms. Li are set out as follows:

(李麗), aged 41, is a senior economist accredited by the Senior Board of Assessment of Economic Professionals of the Shandong Province* (山東省經濟專業職務高級評審委員會) and holds a qualification certificate of secretary to board of directors awarded by the Shanghai Stock Exchange. She is a senior manager of the finance department of Shuifa Group since January 2020. Before that, Ms. Li served as deputy manager and operating manager of the securities department, and securities affairs officer and officer of the office of the board of directors of Shandong Iron and Steel Company Ltd.* (山東鋼鐵股份有限公司), the shares of which are listed on the Shanghai Stock Exchange (stock code: 600022.SH) from April 2012 to December 2019. From July 2003 to April 2012, Ms. Li was an operating manager of the securities department of Jinan Steel Stock Co., Ltd.* (濟南鋼鐵股份有限公司) and an economist of the asset management department of Jigang Group Co., Ltd.* (濟鋼集團有限公司). Ms. Li graduated from Chongqing University (重慶大學) in 2003 with a bachelor’s degree in finance.

Ms. Li has entered into a service agreement with the Company for a term of three years and which may be terminated by either the Company or Ms. Li by giving not less than one month’s notice or otherwise in accordance with the terms of the service agreement. Ms. Li’s term of appointment is subject to retirement by rotation and re-election at general meeting(s) requirements in accordance with the bye-laws of the Company and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “ ”). Pursuant to the service agreement, Ms. Li will not be entitled director’s remuneration since she is also employed by another subsidiary within Shuifa Group.

* for identification purposes only

Save as disclosed above, as at 21 May 2021 (being the latest practicable date prior to the printing of this Supplemental Circular), Ms. Li (i) did not hold any other positions in the Company or any of its subsidiaries; (ii) had not held any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) did not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) did not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, as at 21 May 2021 (being the latest practicable date prior to the printing of this Supplemental Circular), the Board is not aware of other matters relating to the re-election of Ms. Li that need to be brought to the attention of the Shareholders or the Stock Exchange, and there is no other information which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

As Mr. Zhang Jianyuan has resigned as a non-executive Director with effect from 21 May 2021, he will not stand for re-election at the AGM. Accordingly, the proposed resolution numbered 3.(ii) in the original notice of AGM dated 4 May 2021 on the re-election of Mr. Zhang Jianyuan will be deleted in its entirety and replaced by the resolution in connection with the re-election of Ms. Li as a non-executive Director.

The aforesaid changes to the resolutions to be proposed at the AGM are set out in the supplemental notice of AGM and the amended form of proxy.

A supplemental notice convening the AGM to be held as originally scheduled at Regus Conference Centre, 35/F Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Thursday, 10 June 2021 at 11:00 a.m. is set out on pages 6 and 7 of this Supplemental Circular.

An amended form of proxy for use by Shareholders at the AGM is enclosed with this Supplemental Circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the enclosed amended form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, namely Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the amended form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so desire and, in such event, the instrument appointing a proxy shall be deemed to be revoked. The amended form of proxy supersedes the form of proxy enclosed with the original notice of AGM dated 4 May 2021.

If no amended form of proxy is lodged with the Company's branch share registrar and transfer office in Hong Kong, namely Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon, the original form of proxy, if correctly completed, will be treated as a valid form of proxy lodged by a Shareholder except for the original resolution numbered 3.(ii) in respect of which no poll shall be taken or counted. The proxy so appointed by the Shareholder will be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM, including the revised resolution numbered 3.(ii) set out in this supplemental notice of AGM.

The Directors consider that the proposed re-election of Ms. Li as set out in this Supplemental Circular is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the AGM and as set out in the supplemental notice of the AGM.

Yours faithfully
For and on behalf of

Chairman



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that due to the matters as set out in the supplemental circular of the Company dated 26 May 2021, the ordinary resolution numbered 3.(ii) stated in the Notice of AGM is deleted in its entirety and replaced by the following:

3.(ii) To re-elect Ms. Li Li as a non-executive Director;

By Order of the Board

Chairman

Hong Kong, 26 May 2021

Notes:

1. An amended form of proxy for use by Shareholders at the AGM is enclosed with this supplemental notice of AGM. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the enclosed amended form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, namely Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the amended form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so desire and, in such event, the instrument appointing a proxy shall be deemed to be revoked. The amended form of proxy supersedes the original form of proxy enclosed with the original notice of AGM dated 4 May 2021.
2. If no amended form of proxy is lodged with the Company's branch share registrar and transfer office in Hong Kong, namely Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon, the original form of proxy, if correctly completed, will be treated as a valid form of proxy lodged by a Shareholder except for the original resolution numbered 3.(ii) in respect of which no poll shall be taken or counted. The proxy so appointed by the Shareholder will be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM, including the revised resolution numbered 3.(ii) set out in this supplemental notice of AGM.

As at the date of this supplemental notice of AGM, the executive Directors are Mr. Zheng Qingtao (Chairman), Mr. Liu Hongwei (Vice Chairman), Mr. Chen Fushan and Mr. Wang Dongwei, the non-executive Directors are Ms. Wang Suhui and Ms. Li Li, and the independent non-executive Directors are Dr. Wang Ching, Mr. Yick Wing Fat, Simon and Dr. Tan Hongwei.