

*The Hong Kong Exchanges and Clearing Limited and the Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.*



**東北電氣發展股份有限公司**  
**NORTHEAST ELECTRIC DEVELOPMENT CO.,LTD.**

*(A joint stock limited company incorporated in the People's Republic of China with limited liability)*

**( Stock Code:0042)**

**NOTICE OF THE THIRD  
EXTRAORDINARY GENERAL MEETING  
OF SHAREHOLDERS IN 2016**

NOTICE IS HEREBY GIVEN that the third Extraordinary General Meeting (the “EGM”) of shareholders in 2016 of Northeast Electric Development Company Limited\* (the “Company”) will be held at 9:30 am on 15, November 2016 at the conference room, No.1, Xintai Road, Bayuquan District, Yingkou, Liaoning Province, the PRC for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution:

**ORDINARY RESOLUTION**

“THAT:

- (1) (a) the terms and conditions of the Transfer Agreement dated 30 September 2016(the “Transfer Agreement”) entered into between 瀋陽凱毅電氣有限公司(Shenyang Kaiyi Electric Limited)and 北京耀芯科技有限公司(Beijing Yaow Hsin Tech Limited), a copy of the Swap Agreement has been produced to the EGM marked “A” and signed by the chairman of the meeting for the purpose of identification, be and are hereby approved; &
- (b) the directors of the Company (the “Directors”) authorized for and on behalf of the Company, among other matters, to sign, execute, perfect, deliver or to authorize signing, executing, perfecting and delivering the Swap Agreement be hereby approved, ratified and confirmed, and the Directors beand are hereby authorized to do or authorize doing all such acts, matters and things as they may in their discretion consider necessary, expedient or desirable to give effect to and implement the transactions pursuant to the Swap Agreement and to waive compliance from or make and agree such variations of a non-material nature to any of the terms of the Swap Agreement as they may in their discretion consider to be desirable and in the interest of the Company.”

Notes:

- (1) Any shareholder of A shares who has registered on the register of the Company at China Securities Depository and Clearing Company Limited Shenzhen Branch by the close of business on 8 November 2016 is entitled to attend the Meeting.
- (2) In order to confirm the list of shareholder of H shares who are entitled to attend the meeting, the register of shareholders of the Company will be closed from 15 October 2016 to 15 November 2016 (both days inclusive), during which period no transfer of shares will be registered. The shareholders whose names appear on the register by the close of business on 14 October 2016 are entitled to attend the meeting and vote at the meeting.
- (3) Shareholders of H shares who intend to attend the meeting shall deposit the transfer documents and relevant share certificates at the Company's H shares registrar, Boardroom Share Registrars (HK) Limited ,31<sup>th</sup> Floor, 148 Electric Road, North Point Hong Kong not later than 4:30 pm on 14 October 2016.
- (4) Shareholders of H shares who intend to attend the EGM shall mail or fax the written reply for attending the meeting to the Company before 25 October 2016.
- (5) Any shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies (whether or not shareholder of the Company) to attend and vote at the meeting on his/her behalf.
- (6) In order to be valid, the proxy forms of shareholders and other documents (if any) should be deposited at the Company or the Company's H shares registrar no later than 24 hours before the time appointed holding the EGM.
- (7) The EGM is expected to last for half a day. Shareholders or their proxies attending the meeting shall bear their own travel and accommodation expenses.

Office address: No.1, Xintai Road, Bayuquan District, Yingkou, Liaoning Province, the PRC (Postcode: 115009)

Telephone: (86) 417-6897567

Fax: (86) 417-6897565

Contacts: Yan Shixin

*\* for identification purpose only*

By order of the Board

**Su Jianghua**

*Chairman*

*Yingkou City, Liaoning Province, the PRC,*

30 september 2016

*As at the date of the Statement, the Board of Directors comprises of six directors, namely Mr. Su Jianghua, Mr. Su Weiguo, Mr. Wang Zheng, Mr. Liu Jun, Mr. Li Min, and Mr. Feng Xiaoyu ; and three independent directors, namely Mr. Zhang Luyang , Mr. Jin Wenhong and Mr. Qian Fengsheng.*