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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)

SUPPLEMENTARY NOTICE OF EXTRAORDINARY GENERAL MEETING

References are made to the notice of Extraordinary General Meeting (the “**EGM Notice**”) of Northeast Electric Development Company Limited (the “**Company**”) dated 16 October 2018 which set out, among other things, details relating to the time, venue and agenda of the Extraordinary General Meeting (the “**EGM**”) of the Company to be convened at 10:00 a.m. on 3 December 2018 at the Conference Room, Floor 22, HNA Plaza, No.7 Guoxing Road, Meilan District, Haikou City, Hainan Province, the PRC. Unless the context otherwise requires, capitalised terms used in this supplementary notice shall have the same meanings as defined in the EGM Notice.

On 13 November 2018, the Board of Directors received the “Proposal in relation to the Addition of Ex Tempore Motions at the 4th Extraordinary General Meeting in 2018 of Northeast Electric Development Co. Ltd.” from its first substantial shareholder, Beijing Haihongyuan Investment Management Co., Ltd. (“**Beijing Haihongyuan**”), which proposed the addition of ex tempore motions in relation to the “the Proposal on the Appointment of Mr. Zhu Jie as a Director of the Company”, “the Proposal on the Appointment of Mr. Su Weiguo as a Director of the Company” at the EGM. According to the Articles of Association of the Company (the “**Articles of Association**”), the appointment of directors shall be approved by shareholders at the general meeting. The relevant proposals shall be considered and approved by the shareholders at the EGM as an ordinary resolution. As of the date of this supplementary notice, Beijing Haihongyuan held 81,494,850 A Shares in the Company, representing 9.33% of the total number of Shares of the Company.

Pursuant to Article 102 of the Company Law of the People’s Republic of China (the “**Company Law**”), “shareholders individually or collectively holding more than 3% of the shares of the company may propose ex tempore motions ten days prior to the convening of a general meeting by submitting the same in writing to the board of directors; the board of directors should notify other shareholders within two days after the receipt of the motions and table the same at the general meeting for

consideration. Ex tempore motions should carry specific subjects and matters to be resolved that fall within the scope of authority of the general meeting.” Pursuant to Article 101 of the Articles of Association, “shareholders who individually or jointly hold no less than 3% of the shares of the Company shall have the right to give proposals to the Company, and may give provisional proposals in writing to the convener 10 days prior to the date of such meeting. Within 2 days upon receipt thereof the convener shall issue a supplemental notice of the general meeting with announcement on the contents of such provisional proposals.”

Having examined the aforesaid ex tempore motions, the Board of Directors is of the view that it is in compliance with relevant provisions of the Company Law and the Articles of Association, with Beijing Haihongyuan being qualified to propose ex tempore motions and the aforesaid ex tempore motions carrying specific subjects and matters to be resolved that fall within the scope of authority of the general meeting. Accordingly, the Board of Directors has approved the tabling of the aforesaid ex tempore motions at the EGM in accordance with the provisions of the Company Law, the Rules of Procedure for General Meetings of Listed Companies and other laws, regulations and regulatory documents as well as the Articles of Association.

SUPPLEMENTARY NOTICE IS HEREBY GIVEN: that the EGM will be held, as originally scheduled, at 10:00 a.m. on 3 December 2018 at the Conference Room, Floor 22, HNA Plaza, No.7 Guoxing Road, Meilan District, Haikou City, Hainan Province, the PRC, to consider and, if thought fit, pass the resolution set out in the EGM Notice and the following supplementary ordinary resolution:

AS ORDINARY RESOLUTION

“THAT:

2. The Proposal on the Appointment of Mr. Zhu Jie as a Director of the Company (《關於委任祝捷先生為本公司董事的議案》) be and is hereby approved.”

That Mr. Zhu Jie be appointed as a Director of the 8th Session of the Board of Directors of the Company for a term commencing on the date on which the proposal is considered and approved at the EGM and ending upon the conclusion of the term of office of the 8th Session of the Board of Directors of the Company (namely 10 March 2019). During the abovementioned term of office, Mr. Zhu Jie will not receive any form of remuneration for his position as the Director of the Company.

Mr. Zhu Jie, born in 1986, with Chinese nationality but without the right of permanent residence abroad, graduated from York University and obtained a master degree in business administration. He once served as the chairman of HNA Tourism Innovative Investment Co., Ltd., and the chairman of HNA Tourism Travel Group, and the chairman of HNA Navigation Investment Group Co., Ltd., and

the venture capital investment president of HNA-Caissa Travel Group Co., Ltd. He currently serves as the chairman of Hainan HNA International Hospitality Management Limited.

Mr. Zhu Jie has not any equity interest in the Company and has relationship with the Company's first substantial shareholder, Beijing Haihongyuan, and its actual controller. He has never been punished by China Securities Regulatory Commission and other authorities concerned or disciplined by any stock exchanges. He does not belong to the dishonest person. He is qualified to exercise his functions and powers which are allowed by laws and regulations such as the Company Law and the Articles of Association.

During the three years prior to the date of this Supplementary Notice, except for the personal resume above, Mr. Zhu Jie did not hold any position in other listed companies. Mr. Zhu Jie has neither taken up a post in any affiliated companies of the Company, nor had any relationship with any other directors, senior management or substantial shareholder of the Company.

Mr. Zhu Jie has not any equity interest in the Company within the meaning of Part XV of the Securities and Futures Ordinance.

3. The Proposal on the Appointment of Mr. Su Weiguo as a Director of the Company (《關於委任蘇偉國先生為本公司董事的議案》) be and is hereby approved.”

That Mr. Su Weiguo be appointed as a Director of the 8th Session of the Board of Directors of the Company for a term commencing on the date on which the proposal is considered and approved at the EGM and ending upon the conclusion of the term of office of the 8th Session of the Board of Directors of the Company (namely 10 March 2019). During the abovementioned term of office, Mr. Su Weiguo will not receive any form of remuneration for his position as the Director of the Company.

Mr. Su Weiguo, born in 1962, with Chinese nationality but without the right of permanent residence abroad, a senior economist, graduated Harbin University of Science and Technology in heat treatment and later from Dalian Marine University in international economics with a bachelor degree in engineering and a master degree in law. He once served as the section chief of the business management department, deputy general manager, general manager and chairman of the Company, and the section chief of business management department, assistant president and deputy general manager of Northeast Electric Power Transmission and Transformation Equipment Group, and the general manager of Tieling Copper Industry Co., Ltd., and the chairman of Shenyang Furukawa Cable Co., Ltd., which is a Sino-Japanese joint venture. He currently serves the vice general manager and Board secretary of the Company.

Mr. Su Weiguo has not any equity interest in the Company and has no relationship with the Company's first substantial shareholder, Beijing Haihongyuan, and its actual controller. He has never been punished by China Securities Regulatory Commission and other authorities concerned or disciplined by any stock exchanges. He does not belong to the dishonest person. He is qualified to exercise his functions and powers which are allowed by laws and regulations such as the Company Law and the Articles of Association.

During the three years prior to the date of this Supplementary Notice, except for the personal resume above, Mr. Su Weiguo did not hold any position in other listed companies. Mr. Su Weiguo has neither taken up a post in any affiliated companies of the Company, nor had any relationship with any other directors, senior management or substantial shareholder of the Company.

Mr. Su Weiguo has not any equity interest in the Company within the meaning of Part XV of the Securities and Futures Ordinance.

There is no information in relation to the said appointment of directors that ought to be disclosed pursuant to the requirements under Rules 13.51(2) (h) to (v) of the Listing Rules of the Stock Exchange, nor is there any other information that ought to be brought to the attention of the shareholders of the Company.

Save for the ex tempore motions added as aforesaid, other details, such as the time, venue and method of convening the EGM, as set out in the EGM Notice, shall remain unchanged. A revised form of proxy for use at the EGM has been published on the even day with this supplementary notice and dispatched to the shareholders.

By order of the Board

Li Tie

Chairman

Haikou, Hainan Province, the PRC

16 November 2018

As at the date of the Notice, the Board of Directors comprises of four executive directors, namely Mr. Li Tie, Mr. Li Rui, Mr. Qin Jianmin, and Mr. Bao Zongbao; and three independent directors, namely Mr. Li Ming, Mr. Jin Wenhong and Mr. Qian Fengsheng.

Notes:

- (1) *Save for the inclusion of the newly submitted resolutions, there are no other changes to the resolutions set out in the EGM Notice. For the details and other matters in relation to the other resolution to be considered at the EGM, please refer to the EGM Notice dated 16 October 2018.*
- (2) *Since the form of proxy sent together with the EGM Notice dated 16 October 2018 (the “First Form of Proxy”) does not contain the additionally proposed resolution as set out in this supplementary notice, a new form of proxy (the “Revised Form of Proxy”) has been prepared and is enclosed with this supplementary notice.*
- (3) *The Revised Form of Proxy for use at the EGM is enclosed with this supplementary notice and is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company’s website (www.nee.com.cn). Whether or not you intend to attend the EGM, you are requested to complete and return the enclosed Revised Form of Proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM. Completion and return of the Revised Form of Proxy will not preclude you from attending the EGM and voting in person if you so wish.*
- (4) *A Shareholder who has not yet lodged the First Form of Proxy in accordance with the instructions printed thereon is requested to lodge the Revised Form of Proxy if he or she wishes to appoint proxies to attend the EGM on his or her behalf. In this case, the First Form of Proxy should not be lodged.*
- (5) *A Shareholder who has already lodged the First Form of Proxy in accordance with the instructions printed thereon should note that:*
 - (i) *If no Revised Form of Proxy is lodged in accordance with the instructions printed thereon, the First Form of Proxy will be treated as a valid form of proxy lodged by the shareholder if duly completed. The proxy appointed under the First Form of Proxy will also 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 resolutions properly put to the EGM, including the additional proposed resolutions as set out in this supplementary notice.*
 - (ii) *If the Revised Form of Proxy is lodged in accordance with the instructions printed thereon not less than 24 hours before the time appointed to hold the EGM, the Revised Form of Proxy will revoke and supersede the First Form of Proxy previously lodged by you. The Revised Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if duly completed.*
 - (iii) *If the Revised Form of Proxy is lodged after 24 hours before the time appointed to hold the EGM, the Revised Form of Proxy will be deemed invalid. It will not revoke the First Form of Proxy previously lodged by the Shareholder. The First Form of Proxy will be treated as a valid form of proxy if duly completed. The proxy appointed under the First Form of Proxy will also 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 resolutions properly put to the EGM, including the additional proposed resolutions as set out in this supplementary notice.

- (6) *Any Shareholders are reminded that completion and return of the First Form of Proxy and/or the Revised Form of Proxy will not preclude them from attending and voting in person at the EGM.*
- (7) *Shareholders are reminded to refer to other notes contained in the EGM Notice.*