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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in State Energy Group International Assets Holdings Limited, you should at once hand this circular with the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or the transfer was effected for transmission to the purchaser or transferee.

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STATE ENERGY GROUP INTERNATIONAL ASSETS HOLDINGS LIMITED

國能集團國際資產控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 918)

**GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES;
RE-ELECTION OF DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of State Energy Group International Assets Holdings Limited to be held at Room 2307-2310, Everbright Centre, 108 Gloucester Road, Wan Chai, Hong Kong on 28 August 2019 at 3:00 p.m. is set out on pages 13 to 16 of this circular. A form of proxy for use at the annual general meeting is also enclosed.

Whether or not you are able to attend the annual general meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the office of the Company's Hong Kong branch share registrar, Tricor Abacus 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 holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the annual general meeting or any adjourned meeting in person should you so wish.

25 July 2019

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM Notice”	notice of the Annual General Meeting which is set out on pages 13 to 16 of this circular;
“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at Room 2307-2310, Everbright Centre, 108 Gloucester Road, Wan Chai, Hong Kong on 28 August 2019 at 3:00p.m. or any adjournment thereof;
“Always Profit”	Always Profit Development Limited, a company incorporated in the British Virgin Islands with limited liability;
“associate(s)”	has the same meaning ascribed to it in the Listing Rules;
“Board”	the board of Directors;
“Bye-laws”	the bye-laws of the Company as may be amended from time to time;
“Code”	the Hong Kong Code on Takeovers and Mergers;
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong);
“Company”	State Energy Group International Assets Holdings Limited, a company incorporated in Bermuda with limited liability, whose shares are listed on the main board of the Stock Exchange (stock code: 918);
“Director(s)”	the directors of the Company;
“General Extension Mandate”	a general mandate to the Directors to add to the Share Issue Mandate the number of Shares repurchased under the Repurchase Mandate;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	19 July 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;

DEFINITIONS

“Ordinary Resolutions”	the ordinary resolutions to be proposed and passed at the Annual General Meeting as set out in the AGM Notice;
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of relevant resolution granting such proposed repurchase mandate;
“Retiring Directors”	Mr. Zhang Jinbing, Mr. Chow Hiu Tung, Mr. Zhao Hangen and Ms. Yang Yanli;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	Ordinary share(s) of HK\$0.10 each in the share capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time);
“Shareholder(s)”	holder(s) of the Share(s);
“Share Issue Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of relevant resolution granting such proposed share issue mandate;
“Share Repurchase Rules”	the relevant rules as set out in the Listing Rules to regulate the repurchase by companies with primary listing on the Stock Exchange of their own securities on the Stock Exchange;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“%”	per cent.

LETTER FROM THE BOARD



STATE ENERGY GROUP INTERNATIONAL ASSETS HOLDINGS LIMITED

國能集團國際資產控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 918)

Executive Directors:

Mr. Zhang Jinbing (*Chairman*)

Independent Non-executive Directors:

Mr. Chow Hiu Tung

Mr. Zhao Hangen

Ms. Yang Yanli

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Principal place of business in Hong Kong :

Room 2307-2310

Everbright Centre

108 Gloucester Road

Wan Chai, Hong Kong

25 July 2019

To the Shareholders,

Dear Sir or Madam,

**GRANT OF GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES;
RE-ELECTION OF DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the Ordinary Resolutions to be proposed at the AGM regarding the (i) granting to the Directors a general mandate to issue additional Shares; (ii) granting to the Directors a general mandate for repurchasing Shares; (iii) extending the general mandate to issue additional Shares by adding the number of shares to be repurchased under the general mandate for repurchasing Shares; and (iv) proposed re-election of Directors.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE ADDITIONAL SHARES

An ordinary resolution will be proposed at the AGM for the purpose of renewing the existing share issue mandate granted to Directors to allot, issue and otherwise deal with the Shares. The existing issue mandate will expire at the conclusion of the AGM. The share issue mandate is subject to a limit equal to 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing the resolution.

Subject to the passing of the relevant ordinary resolution and on the basis that no further shares are issued or repurchased prior to the AGM, the Company will be allowed under the issue mandate to issue a maximum of 155,081,200 shares. The granting will ensure flexibility and discretion to the Directors in the event it becomes desirable to issue any shares of the Company.

GENERAL MANDATES TO REPURCHASE SHARES

The repurchase resolution will be proposed for the purpose of renewing the existing Repurchase Mandate granted to the Directors to repurchase Shares. The existing Repurchase Mandate will expire at the conclusion of the AGM. The Repurchase Mandate is subject to a limit of equal to 10% of the issued and fully paid up share capital of the Company as at the date of passing the resolution. An explanatory statement to the Repurchase Mandate is set out in Appendix I to this circular.

GENERAL EXTENSION MANDATE

Subject to the passing at the AGM of the proposed resolutions regarding the share issue mandate and the repurchase mandate, an ordinary resolution will be proposed at the AGM to approve the extension of the 20% share issue mandate by adding to the share issue mandate the number of shares that may be repurchased under the Repurchase Mandate.

Shareholders are referred to the AGM notice herein for details of the resolutions. With reference to these resolutions, the Board wishes to state that it has no immediate plans to repurchase any shares or to issue any new shares pursuant to the relevant mandates.

RE-ELECTION OF RETIRING DIRECTORS

At the AGM, Mr. Zhang Jinbing, Mr. Chow Hiu Tung, Mr. Zhao Hangen and Ms. Yang Yanli, will retire as Directors in accordance with Bye-law 86(2) of the Bye-laws. All retiring Directors, being eligible, offer themselves for re-election as Directors.

Details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this Circular.

ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at Room 2307-2310, Everbright Centre, 108 Gloucester Road, Wan Chai, Hong Kong on 28 August 2019 at 3:00 p.m. is set out on pages 13 to 16 of this circular.

LETTER FROM THE BOARD

A form of proxy for use by the Shareholders at the Annual General Meeting is enclosed with this circular. Whether or not you intend to attend and vote at the Annual General Meeting in person, you are requested to complete the form of proxy and return it to the office of the Company's Hong Kong branch share registrar, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not prevent you from attending and voting at the Annual General Meeting or any adjourned meeting should you so wish.

RECOMMENDATION

The Directors consider that the proposed Ordinary Resolutions for approval of (i) granting to the Directors a general mandate to issue additional Shares; (ii) granting to the Directors a general mandate for repurchasing Shares; (iii) extending the general mandate to issue additional Shares by adding the number of shares to be repurchased under the general mandate for repurchasing Shares; and (iv) proposed re-election of Directors are in the interests of the Company, the Shareholders and, in particular, the Group as a whole. The Directors therefore recommend the Shareholders to vote in favour of the Ordinary Resolutions.

RESPONSIBILITY STATEMENT

This Circular, for which the Directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein misleading.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular.

Yours faithfully,
For and on behalf of the Board
State Energy Group International Assets Holdings Limited
Zhang Jinbing
Chairman

This explanatory statement contains all the information required pursuant to rule 10.06(1) (b) and other relevant provisions of the Listing Rules.

1. SHARE REPURCHASE RULES

The Share Repurchase Rules permit companies whose primary listing are on the Stock Exchange to repurchase their fully paid up shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised as follows:

1.1. Exercise of the Repurchase Mandate

As at the Latest Practicable Date, the number of Shares in issue was 775,406,000 Shares. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares will be issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 77,540,600 Shares, representing 10% of the 775,406,000 issued Shares, during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by any applicable law of Bermuda or the Bye-laws or the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

1.2 Source of Funds

Repurchases must be funded out of fund legally available for the purpose and in accordance with the laws of Bermuda and the Memorandum of Association of the Company and the Bye-laws.

1.3 Reasons for Repurchase

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on market conditions, and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and, or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors consider that if the general mandate to repurchase Shares were to be exercised in full at the currently prevailing market value, it may have adverse impact on the working capital position and gearing position of the Company, as compared with the positions disclosed in the audited accounts contained in the annual report of the Company for the financial year ended 31 March 2019. The Directors do not propose to exercise the mandate to repurchase Shares to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

2. Share Prices

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the 12 months immediately preceding the Latest Practicable Date:

Month	Price per Share	
	Highest HK\$	Lowest HK\$
2018		
August	0.280	0.161
September	0.400	0.250
October	0.345	0.290
November	0.320	0.280
December	0.300	0.275
2019		
January	0.275	0.200

Trading in the Shares on the Stock Exchange has been suspended since 1 February 2019 until further notice. In this regard, no reference is made to the closing price per Share as quoted on the Stock Exchange in each of the 6 months immediately preceding the Latest Practicable Date. The closing price per Share as at 31 January 2019, being the full trading day immediately prior to the suspension of trading in Shares on the Stock Exchange, was HK\$0.201.

(5) Disclosure of interests and minimum public holding

To the best of their knowledge, having made all reasonable enquiries, none of the Directors nor any of their associates currently intend to sell any Shares to the Company or its subsidiaries in the event that the Repurchase Mandate is approved.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the memorandum of association, the Bye-laws and the applicable laws and regulations of Bermuda.

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved.

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Code. Accordingly, a Shareholder, or group of Shareholders acting in concert (as defined in the Code), depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Code.

As at the Latest Practicable Date, the following Shareholder was interested in more than 10% of the issued Shares:

Name of Shareholders	Nature of interest	Number of Shares	Percentage of shareholding
Always Profit	Beneficial owner (Note)	547,042,493 Shares	70.55%
Mr. Zhang Jinbing	Interest of controlled corporation (Note)	547,042,493 Shares	70.55%

Notes: These shares were held by Always Profit. Always Profit was wholly owned by Mr. Zhang Jinbing. Hence Mr. Zhang Jinbing was deemed to be interested in the 546,042,493 shares in the Company held by Always Profit pursuant to the SFO.

In the event that the Directors shall exercise the Repurchase Mandate in full and assuming there is no change in the issued share capital of the Company as at the date of passing of relevant resolution granting the Repurchase Mandate, the interest of the above Shareholders would be increased to approximately 78.39%. The Directors are not aware of any consequences of such increase under Rule 26 of the Code.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be held in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares being held in public hands.

The Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

This Appendix sets out the information, as required to be disclosed by the Listing Rules, on the Retiring Directors proposed to be re-elected at the Annual General Meeting.

Executive Director

Mr. Zhang Jinbing (“Mr. Zhang”)

Mr. Zhang, aged 47, was appointed as executive Director and chairman of the Board in September 2019 and October 2019 respectively. Mr. Zhang is also a director of various members of the Group. Save as disclosed, Mr. Zhang does not hold any other position with any member of the Group.

Mr. Zhang has substantial experience in project investment and corporate management. Mr. Zhang is the controlling shareholder of the Company and Chong Kin Group Holdings Limited (“**Chong Kin**”) (a company listed on the Stock Exchange, stock code: 1609) and has held directorship in a number of companies listed on the Stock Exchange. From August 2012 to April 2014, Mr. Zhang was an executive director of Synertone Communication Corporation (a company listed on the Stock Exchange, stock code: 1613). From January 2015 to June 2015, Mr. Zhang served as an executive director and the chief executive officer of WE Solutions Limited (“**WE Solutions**”) (a company listed on the Stock Exchange and formerly known as Ming Fung Jewellery Group Limited and O Luxe Holdings Limited, stock code: 860). From June 2015 to November 2017, Mr. Zhang served as an executive director and the chairman of WE Solutions. Currently, Mr. Zhang serves as a non-executive director and the co-chairman of WE Solutions as well as an executive director, chief executive officer and the chairman of the board of directors of Chong Kin. Mr. Zhang obtained his bachelor’s degree in arts from Guangzhou Institute of Foreign Languages in June 1994.

As at the Latest Practicable Date, save as disclosed, he did not hold any directorship in listed public companies in the last three years. Mr. Zhang is the sole shareholder and director of Always Profit, the controlling shareholder of the Company holding 547,042,493 ordinary shares of the Company, representing approximately 70.55% of the issued share capital of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date. He is not related to any Director, senior management or substantial or controlling shareholders of the Company.

Mr. Zhang has entered into a service agreement with the Company regarding his appointment as an executive director of the Company for a fixed term of two years commencing from 12 September 2018 which will be automatically renewed for one year, subject to re-election in accordance with the memorandum of association and the bye-laws of the Company. Pursuant to the service agreement, Mr. Zhang is entitled to a nominal director’s remuneration of HK\$1 per annum. He will also be entitled to a discretionary bonus pursuant to the service agreement and at the Board’s discretion depending on the Company’s performance.

Save as disclosed, there is no information in relation to the re-election of Mr. Zhang which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters in relation to the re-election of Mr. Zhang that need to be brought to the attention of the Shareholders.

Independent non-executive Directors

Mr. Chow Hiu Tung (“Mr. Chow”)

Mr. Chow, aged 47, was appointed as an independent non-executive Director in October 2018. Save for being an independent non-executive Director, Mr. Chow does not hold any other position with any member of the Group.

Mr. Chow has over 20 years of experience in accounting and internal control. From October 2013 to March 2015, Mr. Chow was an independent non-executive director of National United Resources Holdings Limited (a company listed on the Stock Exchange and formerly known as China Outdoor Media Group Limited, stock code: 254). From December 2014 to September 2018, Mr. Chow was an independent non-executive director of Future Bright Mining Holdings Limited (a company listed on the Stock Exchange, stock code: 2212). Mr. Chow obtained his bachelor’s degree in business administration in finance from Hong Kong University of Science and Technology in November 1995 and obtained his master’s degree in international business in December 2001 from the University of Sydney, Australia. Mr. Chow has been a member of the Hong Kong Institute of Certified Public Accountants (formerly known as the Hong Kong Society of Accountants) since January 1999. Mr. Chow has also been a member of the Association of Chartered Certified Accountants since April 2000 and was admitted as its fellow member in April 2005.

As at the Latest Practicable Date, save as disclosed, he did not hold any directorship in listed public companies in the last three years and he was not interested in any Shares within the meaning of the SFO as at the Latest Practicable Date. He is not related to any Director, senior management or substantial or controlling shareholders of the Company.

Mr. Chow has entered into a service agreement with the Company regarding his appointment as an executive director of the Company for a fixed term of two years commencing from 25 October 2018 which will be automatically renewed for one year, subject to re-election in accordance with the memorandum of association and the bye-laws of the Company. The current annual remuneration of Mr. Chow is HK\$120,000, which is determined with reference to the prevailing market conditions.

Save as disclosed, there is no information in relation to the re-election of Mr. Chow which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters in relation to the re-election of Mr. Chow that need to be brought to the attention of the Shareholders.

Mr. Zhao Hangen (“Mr. Zhao”)

Mr. Zhao, aged 52, was appointed as an independent non-executive Director in October 2018. Save for being an independent non-executive Director, Mr. Zhao does not hold any other position with any member of the Group.

Mr. Zhao has substantial professional legal experience. Mr. Zhao is proficient in civil law theory and jurisprudence, good at contract, corporate, finance, construction, real estate, investment, competition, intellectual property, international arbitration, labor law litigation and non-litigation cases. Mr. Zhao was a legal director at Nanyue Law Office of Guangdong and Guangdong Bowen Law Office, management committee member of Guangdong Fazhishengbang Law Office. Mr. Zhao is currently a partner at Kings Law Firm in Guangdong, an arbitrator at China International Economic and Trade Arbitration Commission, Arbitration Centre Across the Straits, China Guangzhou Arbitration Commission, and Shantou Arbitration Commission, and a director of Arbitration Legal Affairs Committee of the Guangzhou Lawyers Association. Mr. Zhao obtained his bachelor’s degree in law majoring in economic law from the Renmin University of China Law School in July 1989. In January 2005, Mr. Zhao obtained his master’s degree in law majoring in economic law from Renmin University of China Law School.

As at the Latest Practicable Date, save as disclosed, he did not hold any directorship in listed public companies in the last three years and he was not interested in any Shares within the meaning of the SFO as at the Latest Practicable Date. He is not related to any Director, senior management or substantial or controlling shareholders of the Company.

Mr. Zhao has entered into a service agreement with the Company regarding his appointment as an executive director of the Company for a fixed term of two years commencing from 25 October 2018 which will be automatically renewed for one year, subject to re-election in accordance with the memorandum of association and the bye-laws of the Company. The current annual remuneration of Mr. Zhao is HK\$120,000, which is determined with reference to the prevailing market conditions.

Save as disclosed, there is no information in relation to the re-election of Mr. Zhao which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters in relation to the re-election of Mr. Zhao that need to be brought to the attention of the Shareholders.

Ms. Yang Yanli (“Ms. Yang”)

Ms. Yang, aged 48, was appointed as an independent non-executive Director in October 2018. Save for being an independent non-executive Director, Ms. Yang does not hold any other position with any member of the Group.

Ms. Yang has substantial experience in media management. Prior to joining the Group, Ms. Yang was the vice general manager of Planning and Publicizing Centre of Guangzhou Government and Guangzhou KAM-YIK Public Relations Agency. Since 2014, Ms. Yang has been a director of Guangzhou Holly’s International Auction Company Limited. Ms. Yang obtained her bachelor’s degree in education management from the Guangzhou University in July 2000.

As at the Latest Practicable Date, save as disclosed, she did not hold any directorship in listed public companies in the last three years and he was not interested in any Shares within the meaning of the SFO as at the Latest Practicable Date. She is not related to any Director, senior management or substantial or controlling shareholders of the Company.

Ms. Yang has entered into a service agreement with the Company regarding her appointment as an executive director of the Company for a fixed term of two years commencing from 25 October 2018 which will be automatically renewed for one year, subject to re-election in accordance with the memorandum of association and the bye-laws of the Company. The current annual remuneration of Ms. Yang is HK\$120,000, which is determined with reference to the prevailing market conditions.

Save as disclosed, there is no information in relation to the re-election of Ms. Yang which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters in relation to the re-election of Ms. Yang that need to be brought to the attention of the Shareholders.

** for identification purposes only*

NOTICE OF ANNUAL GENERAL MEETING



STATE ENERGY GROUP INTERNATIONAL ASSETS HOLDINGS LIMITED 國能集團國際資產控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 918)

NOTICE IS HEREBY GIVEN that the annual general meeting of State Energy Group International Assets Holdings Limited (the “**Company**”) will be held at Room 2307-2310, Everbright Centre, 108 Gloucester Road, Wan Chai, Hong Kong on 28 August 2019 at 3:00 p.m. to transact the following ordinary business:

1. to receive and consider the audited consolidated financial statements and reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 31 March 2019;
2. to re-elect Directors and to authorise the board of Directors to fix the Directors’ remuneration;
3. to re-appoint auditors and to authorise the board of Directors to fix their remuneration;

and as special business and, if thought fit, passing the following resolutions as ordinary resolutions:

4. (A) “**THAT:**
 - (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require shares to be allotted be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require shares to be allotted after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate nominal amount of the share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a rights issue (as hereinafter defined) or (ii) an issue of shares pursuant to the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities of the Company or (iii) an issue of shares upon the exercise of subscription rights under any option scheme or similar arrangement of shares or rights to acquire shares of the Company or (iv) an issue of shares pursuant to any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the memorandum of association and the bye-laws of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or the Companies Act 1981 of Bermuda or any other applicable laws of Bermuda to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

(B) **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the share capital of the Company on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange on which the shares of the Company may be listed and is recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, **“Relevant Period”** means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or the Companies Act 1981 of Bermuda or any other applicable laws of Bermuda to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

- (C) “**THAT** subject to the passing of the resolutions pursuant to Ordinary Resolution nos. 4(A) and 4(B) of the notice convening this meeting, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with additional shares in the Company pursuant to Ordinary Resolution no. 4(A) as set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Ordinary Resolution no. 4(B) as set out in the notice convening this meeting, provided that such extended amount shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the said Ordinary Resolution.”

By Order of the Board
State Energy Group International Assets Holdings Limited
Zhang Jinbing
Chairman

Hong Kong, 25 July 2019

Principal place of business in Hong Kong:

Room 2307-2310
Everbright Centre
108 Gloucester Road, Wan Chai
Hong Kong

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy for use at the meeting must be deposited together with a power of attorney or other authority, if any, under it is signed or a notarially certified copy of that power or authority, at the office of the Company's branch share registrar in Hong Kong, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.
3. The register of members of the Company will be closed from Thursday, 22 August 2019 to Wednesday, 28 August 2019, both days inclusive, during which period no transfer of ordinary shares will be registered. In order to determine the identity of ordinary shareholder(s) who is entitled to attend and vote at the AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 21 August 2019.
4. Completion and return of the proxy form will not preclude members from attending and voting at the aforesaid meeting.
5. As at the date of this notice, the board of Directors consists of Mr. Zhang Jinbing (being executive Director), and Mr. Chow Hiu Tung, Mr. Zhao Hangen and Ms. Yang Yanli (all being independent non-executive Directors).