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上海大眾公用事業(集團)股份有限公司
Shanghai Dazhong Public Utilities (Group) Co., Ltd.*

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

(Stock Code: 1635)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an extraordinary general meeting (“EGM”) of Shanghai Dazhong Public Utilities (Group) Co., Ltd. (the “**Company**”) will be held at Multi-Function Hall, 3/F, Jimao Hotel, 1525 Zhongshan West Road, Shanghai, the People’s Republic of China (“**PRC**”) on Friday, 14 July 2017 at 2 p.m. for the purpose of considering and, if thought fit, passing the following resolutions:

SPECIAL RESOLUTION

- 1 Proposal on the non-public issue of the convertible corporate bonds
 - 1.1 Fulfilment of the conditions for the issue of the convertible corporate bonds
 - 1.2 Type of bonds to be issued
 - 1.3 Issue method and size
 - 1.4 Par value and issue price
 - 1.5 Issue target and arrangement on placement to the Shareholders of the Company
 - 1.6 Term and type of bonds
 - 1.7 Coupon rate

* *For identification purpose only*

- 1.8 Initial conversion price
- 1.9 Security measures
- 1.10 Use of proceeds and special account for raising funds
- 1.11 Measures to Ensure Repayment
- 1.12 Listing and transfer arrangement of bonds
- 1.13 Underwriting method
- 1.14 Other matters
- 1.15 Validity Period of resolution
- 1.16 Authorization

For details of this proposal, please refer to Appendix I to this notice.

- 2 Proposal on the issuance of onshore and offshore debt financing instruments
 - 2.1 Fulfilment of the conditions for the issuance of debt financing instruments
 - 2.2 Type of onshore and offshore debt financing instruments to be issued
 - 2.3 Issue method and size
 - 2.4 Par value and issue price
 - 2.5 Issue target and arrangement on placement to the Shareholders of the Company
 - 2.6 Term and type of bonds
 - 2.7 Coupon rate
 - 2.8 Security measures
 - 2.9 Use of proceeds

2.10 Listing Arrangements for bonds

2.11 Validity Period of resolution

2.12 Authorization

For details of this proposal, please refer to Appendix II to this notice.

By order of the Board of Directors
Shanghai Dazhong Public Utilities (Group) Co., Ltd.
Yang Guoping
Chairman

Shanghai, the People's Republic of China
29 May 2017

Note:

1. In order to determine the Shareholders eligibility to attend the EGM of the Company, the register of members of the Company will be closed from Wednesday, 14 June 2017 to Friday, 14 July 2017, both days inclusive, during which no transfer of shares will be registered. Only Shareholders of the Company whose names appear on the register of members of the Company on Friday, 14 July 2017 or their proxies or duly authorised corporate representatives are entitled to attend the EGM. In order to qualify for attending and voting at the EGM, all properly completed transfer documents accompanied with relevant share certificates must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 13 June 2017.
2. Shareholders who intend to attend the EGM shall complete the reply slip and return it to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in the case of H Shareholders) no later than 20 days before the date of the EGM, i.e. no later than Saturday, 24 June 2017 and receive the receipt.
3. All shareholders are entitled to attend the EGM. The shareholders may fill in the form of proxy of the Company to appoint one or more persons as their representatives to attend the EGM and vote at the meeting. Representatives are not required to be shareholders of the Company.
4. The appointment of a proxy must be in writing by using this form. This proxy form must be signed under the hand of the appointer or his/her attorney duly authorized in writing ("**Power of Attorney**"). Where the Power of Attorney is signed on behalf of the relevant shareholder by an attorney, such Power of Attorney or other relevant authorization documents (if any) thereof must be notarized. For a corporate shareholder, such Power of Attorney must be affixed with the common seal or signed by its director or attorney duly authorized.
5. For H shareholder(s), this proxy form shall only be valid if it is returned to the Bank's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time for holding the EGM in person or by mail. If no indication is given, the proxy will be entitled to vote or abstain as he thinks fit. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice of EGM. Completion and delivery of this proxy form will not preclude you from attending and voting at the EGM if you so wish.

6. An individual shareholder attending the EGM in person shall present his/her identification card or other document or certification of identification. A proxy attending the EGM on behalf of a shareholder shall present his identification card and the Power of Attorney signed by the appointer or his representative with the issue date. A corporate shareholder shall attend the EGM by its legal representative or his nominee. A legal representative attending the EGM shall present his/her identification card and document which can certify his/her capacity as a legal representative. A nominee attending the EGM shall present his identification card and the letter of attorney signed by the legal representative.
7. The EGM (or any adjournment thereof) is expected to last less than one day. Shareholders or their proxies who attend the EGM (or any adjournment thereof) shall bear their own travelling, meal and accommodation expenses.
8. None of the directors, supervisors, managers and other senior management of the Company have a material interest in the matters to be discussed.
9. The date of registration for shareholders who are entitled to attend the EGM: Friday, 14 July 2017.
10. The contact person for matters relating to the EGM of the Company:

Cao Jing
Tel No.: (86 021) 64280679
Fax No.: (86 021) 64288727

The address of the Company's H share registrar, Computershare Hong Kong Investor Services Limited is:

APPENDIX I

In order to meet the demand for production, operation and development and optimize the debt structure of the Company, the Board has approved the proposed non-public issue of the convertible corporate bonds.

According to the laws and regulations of the PRC and the Articles of the Company, implementation of the proposed issue of the convertible corporate bonds is subject to the approval of the Shareholders by way of a special resolution and relevant regulatory authorities.

1. OVERVIEW OF THE ISSUE

(I) Type of Bonds to be Issued

The type of the securities to be issued is convertible corporate bonds which can be converted into A shares of Dazhong Transportation (Group) Co., Ltd.* (大眾交通(集團)股份有限公司) (hereinafter referred to as “Dazhong Transportation”, stock code: 600611.SH) held by the Company.

(II) Issue Method and Size

The Convertible Corporate Bonds will be issued in a non-public manner, the size of which will be not more than RMB1.5 billion (inclusive) and which can be issued by tranches. A proposal will be presented to the general meeting for authorizing the Board or the authorized person of the Board to determine the specific issuance size and issue tranches arrangements by negotiation with the lead underwriter in accordance with the then prevailing market conditions at the time of issuance.

(III) Par Value and Issue Price

The par value of the Convertible Corporate Bonds will be RMB100 each and they will be issued at par value.

(IV) Issue Target and Arrangements on Placement to Shareholders of the Company

The Convertible Corporate Bonds will be issued to eligible investors who comply with the requirements under the “Management Measures of Corporate Bond Issuance and Transaction” (《公司債券發行與交易管理辦法》) and other relevant regulations regarding management of investors’ eligibility. There will be no preferential allotment to the shareholders of the Company for the Convertible Corporate Bonds.

(V) Term and Type of Bonds

The term of the Convertible Corporate Bonds to be issued no more than 6 years (inclusive) from the date of issuance, with a single term and type or hybrid types with multiple terms. A proposal will be presented to the general meeting for authorizing the Board or the authorized person of the Board to determine the

composition of the detailed term and issuance size of each type of the Convertible Corporate Bonds after discussion and agreement with the lead underwriter in accordance with the then prevailing market conditions at the time of issuance.

(VI) Coupon Rate

The Convertible Corporate Bonds will be at fixed interest rates and shall remain fixed until the maturity date. The Convertible Corporate Bonds apply the simple annualized interest rate without any compound interest. A proposal will be presented to the general meeting for authorizing the Board or the authorized person of the Board to determine the coupon rate after discussion and agreement with reference to the quotation results within the proposed rate range.

(VII) Initial Conversion Price

The initial conversion price of the Convertible Corporate Bonds shall not be lower than the highest of the average trading prices of A shares of Dazhong Transportation on the trading day immediately and for the 20 trading days preceding the date of publication of the offering document (in the event that during the above mentioned trading days, the share price has been adjusted due to ex-rights or ex-dividend, the trading price of each of these trading days before adjustment shall be adjusted with reference to the ex-rights or ex-dividend share price). A proposal will be presented to the general meeting for authorizing the Board or the authorized person of the Board to determine the detailed initial conversion price after discussion and agreement with the lead underwriter with reference to the market conditions before the issuance.

(VIII) Security Measures

The A shares of Dazhong Transportation to be converted and its yields (including share transfer, bonus issue and cash dividend, excluding share increase, allotment and cash dividends which have been generated prior to the registration of trust security and should be attributable to the Company) is the guarantee property of the issuance of the Convertible Corporate Bonds. A proposal will be presented to the general meeting for authorizing the Board or the authorized person of the Board to determine the proportion of guarantee and its calculation and other matters after discussion and agreement with the lead underwriter with reference to the market conditions at the time of issuance.

(IX) Use of Proceeds and Special Account for Raising Funds

The proceeds from the issuance of Convertible Corporate Bonds, after the deduction of issuance expense, shall be used to, including but not limited to, repay the Company's debts, supplement working capital of the Company and provide for project constructions. A proposal will be presented to the general meeting for authorizing the Board or the authorized person of the Board to determine the amount and proportion of the above mentioned use of the proceeds in accordance with the actual conditions such as financial conditions of the Company.

The company will designate a special account for raising funds in accordance with the relevant laws and regulation for the receipt, storage, transfer and payment of principal and interest for the proceeds for the issuance of Convertible Corporate Bonds.

(X) Measures to Ensure Repayment

The Company will formulate a series of work plans for the timely and full payment of the Convertible Corporate Bonds, including but not limited to determining the relevant department and personnel, establishing management measures, organizing and coordinating and strengthening information disclosure.

(XI) Listing and Transfer Arrangements of Bonds

After the issuance of the Convertible Corporate Bonds, the Company will submit application to the Shanghai Stock Exchange for the listing and transfer of the Convertible Corporate Bonds. A proposal will be presented to the general meeting for authorizing the Board or the authorized person of the Board to determine the detailed listing and transfer arrangement in accordance with requirements of regulatory authorities.

(XII) Underwriting Method

The lead underwriter is responsible for the formation of underwriting syndicate to underwrite the Convertible Corporate Bonds in way of standby commitment.

(XIII) Other Matters

A proposal will be presented to the general meeting for authorizing the Board or the authorized person of the Board to determine other matters related to the issuance of the Convertible Corporate Bonds (including but not limited to the name of bonds, the terms and method of interest payment, the terms of the redemption, the terms of repurchase, the terms of the conversion, the adjustment of the conversion price and the downward revision) after discussion and agreement with the lead underwriter with reference to the market conditions at the time of issuance.

(XIV) Validity Period of Resolution

The shareholder's resolutions regarding the issue of the Convertible Corporate Bonds shall be valid for a period of 24 months from the date of passing of the resolutions at the general meeting. Where the Company has, during the validity period of the above resolution, decided the issue of the Convertible Corporate Bonds, and provided that the Company has also, during the validity period of the above resolution, obtained the approval, license, registration notice or registration

2. AUTHORIZATION MATTERS

To ensure effective coordination of the issue of the Convertible Corporate Bonds and other detailed matters in connection with the issue, a resolution will be proposed at the general meeting by the Board to authorize the management to deal with, at its/their sole discretion, all matters in connection with the issue of Convertible Corporate Bonds within the framework and under the principles approved at the general meeting, including but not limited to:

1. According to the requirements of laws, regulations, rules and normative documents and the resolution passed on the general meeting of the Company, combined with the actual situation of the Company and the market, determining the final plan and terms of the issuance of the Convertible Corporate Bonds, including but not limited to the detailed issue size, term, target, issue tranches, term of conversion, initial conversion price, security measures, bonds interest rates, detailed use of proceeds, adjustment of the conversion price and the downward revision, the mechanism of redemption and repurchase, credit rating, debt repayment security and transaction arrangements, the timing the issuance, setting up of debt repayment security account and special account for raising funds and other matters related to the issue plan.
2. Engaging the intermediaries and bond trustees who will provide service for the issuance of the Convertible Corporate Bonds.
3. Actually implementing the matters of applications for issuance and listing and transfer of the Convertible Corporate Bonds, including but not limited to formulating, signing, revising, submitting, executing the agreements, filings, feedback documents, announcements of disclosures and other legal documents related to the issuance of the Convertible Corporate Bonds.
4. According to the requirements of laws, regulations, rules and normative documents and the provisions of the issuance documents, actually conducting the management during the term of the Convertible Corporate Bonds, including but not limited to information disclosures, repayment of principals and payment of interests, implementation of the adjustment of the conversion price and the downward revision, implementation of redemption and repurchase and other matters.
5. Due to changes of laws and regulations, regulatory policy and market condition or in the event of force majeure, except for matters which must be re-voted on the general meeting according to the relevant laws, regulation, rules, normative documents, regulatory requirements and the provisions of Article of Association, revising, adjusting the detailed plan of the issuance of the Convertible Corporate Bonds or determining whether to postpone the issuance or whether or not to continue according to the circumstances, as appropriate.

Among the above authorization, except for item 4 (the validity period of which is within the duration of the Convertible Corporate Bonds), other matters shall be valid for a period of 24 months from the date of passing of the resolutions at the general meeting of the Company. Where the Company has, during the validity period of the above resolution, decided the issue of the Convertible Corporate Bonds, and provided that the Company has also, during the validity period of the above resolution, obtained the approval, license, registration notice or registration from the regulatory authorities on the issue, the Company may, during the validity period confirmed by such approval, license, registration notice or registration, complete the relevant issuance.

APPENDIX II

In order to meet the demand for production, operation and development and optimize the debt structure of the Company, the Board has approved the proposed issue of the onshore or offshore Debt Financing Instruments.

According to the laws and regulations of the PRC and the Articles of the Company, implementation of the proposed issue of the Debt Financing Instruments is subject to the approval of the Shareholders by way of a special resolution and relevant regulatory authorities.

1. SUMMARY OF THE ISSUE

(I) Type of Onshore and Offshore Debt Financing Instruments to be Issued

A resolution will be proposed at the general meeting by the Board to authorize the Board or the authorized representatives of the Board (the “**Authorized Representatives**”) to jointly or severally determine the types of the onshore Debt Financing Instruments or the offshore Debt Financing Instruments and details of priorities for repayment of creditors in accordance with laws, regulations and the relevant rules stipulated by securities regulatory authorities, as well as the resolutions of the general meeting, the Company’s conditions and then prevailing market conditions at the time of issue. The onshore Debt Financing Instruments or the offshore Debt Financing Instruments proposed for issue in this resolution do not contain any provision for conversion into shares.

(II) Issue Method and Size

The aggregate issue size of the onshore Debt Financing Instruments and the offshore Debt Financing Instruments of the Company shall be no more than RMB6 billion (inclusive) (based on the balance outstanding on the instruments issued and, in the case of an instrument denominated in foreign currency, based on the median exchange rate published by the People’s Bank of China on the date of issue), and shall be in compliance with the requirements prescribed in the relevant laws and regulations on the maximum amount of the specific debt financing instruments to be issued. A resolution will be proposed by the Board to the Authorized Representatives to jointly or severally determine, at its/their sole discretion, the issue size and issue method in accordance with relevant laws and regulations as well as the advice and recommendations of regulatory authorities, the Company’s actual needs for funding and the then prevailing market conditions at the time of issue, in order to maximize the interest of the Company, and to monitor the issue and payment of the onshore Debt Financing Instruments or offshore Debt Financing Instruments of the Company.

(III) Par Value and Issue Price

The Authorized Representatives will jointly or severally determine the issue price of the onshore Debt Financing Instruments or the offshore Debt Financing Instruments in accordance with the then prevailing market conditions at the time of issue and relevant laws and regulations.

(IV) Issue Target and Arrangements on Placement to Shareholders of the Company

The issue target of the onshore Debt Financing Instruments shall be the onshore investors which meet the conditions for subscription. The issue target of the offshore Debt Financing Instruments shall be the onshore and offshore investors which meet the conditions for subscription. The Authorized Representatives will jointly or severally determine the detailed issue target in accordance with relevant laws and regulations, the prevailing market conditions and other matters in connection with the issue. The onshore Debt Financing Instruments and the offshore Debt Financing Instruments may be placed to the shareholders of the Company. The Authorized Representatives will jointly or severally determine the details of the placement arrangements (including whether to make such placement and the proportion of placement, etc.) in accordance with the then prevailing market conditions and other matters in connection with the issue and the laws.

(V) Term and Type of Bonds

The term of the fixed-term onshore Debt Financing Instruments or offshore Debt Financing Instruments shall be no more than 10 years (inclusive). It may have single term and type or hybrid types with multiple types; the non-fixed-term onshore Debt Financing Instruments or offshore Debt Financing Instruments are not subject to the aforementioned requirement on the term. The Authorized Representatives will jointly or severally determine the detailed term and size of each type of the onshore Debt Financing Instruments and the offshore Debt Financing Instruments in accordance with the relevant rules and then prevailing market conditions at the time of issue.

(VI) Coupon Rate

The Authorized Representatives will determine the interest rate for the issue of the onshore Debt Financing Instruments or the offshore Debt Financing Instruments as well as the method of calculation and payment thereof in accordance with the then prevailing market conditions at the time of issue and relevant rules.

(VII) Security Measures

The Authorized Representatives will jointly or severally determine the security and other credit enhancement arrangements based on the features of the onshore Debt Financing Instruments or the offshore Debt Financing Instruments and the issue needs in accordance with the laws.

(VIII) Use of Proceeds

The proceeds raised from the issue of onshore Debt Financing Instruments and offshore Debt Financing Instruments shall be used to fund business operation needs of the Company, improve the debt structure of the Company, repay the Company's debts, supplement working capital of the Company and/or make project constructions. The Authorized Representatives will jointly or severally determine the detailed use of proceeds in accordance with the funding needs of the Company.

(IX) Measures to Ensure Repayment

The Authorized Representatives will jointly or severally implement, as a minimum, the following measures in the event they expect that the Company is unable to repay the principal and interests of the onshore Debt Financing Instruments or the offshore Debt Financing Instruments as scheduled, or the Company fails to repay the principal and interests of the onshore Debt Financing Instruments or the offshore Debt Financing Instruments when they become due:

1. suspension of profit distribution to the Shareholders;
2. suspension of implementation of capital expenditure projects such as substantial external investments and acquisitions and mergers;
3. reduction or suspension of the payment of the salary and bonus of the directors and the senior management of the Company;
4. no re-designation of the key responsible persons.

(X) Listing Arrangements for Bonds

The Authorized Representatives will jointly or severally apply for listing of the onshore Debt Financing Instruments or the offshore Debt Financing Instruments in accordance with the actual conditions of the Company and the prevailing market conditions.

(XI) Validity Period of Resolution

The shareholder's resolutions regarding the issue of the onshore Debt Financing Instruments or the offshore Debt Financing Instruments shall be valid for a period of 36 months from the date of passing of the resolutions at the general meeting. Where the Board and/or its Authorized Representatives have, during the term of the authorization, decided the issue or partial issue of the onshore Debt Financing Instruments or the offshore Debt Financing Instruments, and provided that the Company has also, during the term of the authorization, obtained the approval or license from or completed filing or registration (if applicable) with regulatory authorities on the issue, the Company may, during the validity period of such approval, license, filing or registration, complete the issue or relevant partial issue of the onshore Debt Financing Instruments or the offshore Debt Financing Instruments.

2. AUTHORIZATION

To ensure effective coordination of the issue of the onshore Debt Financing Instruments and the offshore Debt Financing Instruments and other matters in connection with the issue, a resolution will be proposed at the general meeting by the Board to authorize the management to deal with, at its/their sole discretion, all matters in connection with the issue of the onshore Debt Financing Instruments and the offshore Debt Financing Instruments within the framework and under the principles approved at the general meeting, including but not limited to:

1. formulation and adjustment of the details of the proposal for issue of the onshore Debt Financing Instruments or the offshore Debt Financing Instruments in accordance with the applicable laws, regulations and relevant provisions from regulatory authorities as well as resolutions passed at the general meeting of the Company, and based on the actual conditions of the Company and the specific conditions of the relevant debt market, including without limitation, the determination of the suitable issuer(s), timing of issue, details of issue size and method, terms of issue, issue targets, maturity, whether to issue on a one-off, multiple issues, multi- tranche issues or multiple-category issues basis, the issue size and term of each issue, tranche and category, the methods in which the nominal value and interest rate are determined, currency (including offshore RMB), pricing method, issue arrangements, credit enhancement arrangements including letter of guarantee or letter of support, rating arrangement, details of subscription method, whether to incorporate terms of repurchase or redemption, details of placement arrangements, use of proceeds, registration, listing of the offshore Debt Financing Instruments and place of listing, measures to mitigate repayment risks, measures to ensure debt repayment (if applicable), etc. and all matters in connection with the issue of the onshore Debt Financing Instruments and the offshore Debt Financing Instruments;
2. determining and engaging intermediary agency, signing, implementing, amending and completing all agreements and documents relating to the issue of onshore Debt Financing Instruments and offshore Debt Financing Instruments, including without limitation, the sponsor agreement, underwriting agreement, credit enhancement agreements such as guarantee agreement or letter of support, bond indenture, engagement letter with intermediary agency, trust agreement, settlement management agreement, registration and custody agreement, listing agreement and other legal documents, etc., and disclosing the relevant information in accordance with the relevant laws, regulations and the listing rules of the stock exchanges on which the Company's securities are listed (including without limitation, the preliminary and final offering memoranda of the Debt Financing Instruments, and all announcements and circulars, etc. in relation to the issue of onshore Debt Financing Instruments and offshore Debt Financing Instruments);
3. selecting and engaging trustee manager(s) and settlement manager(s) for the issue of onshore Debt Financing Instruments and offshore Debt Financing Instruments, signing the trustee agreement(s) and settlement management agreement(s) and (if applicable), formulating rules for meetings of the holders of the Debt Financing Instruments;

4. undertaking all applications and filings as well as listing matters (if applicable) in connection with the issue of onshore Debt Financing Instruments and offshore Debt Financing Instruments, including without limitation, preparing, revising and submitting relevant application and filing materials relating to the issue and listing of the onshore or offshore Debt Financing Instruments and application and filing materials in respect of credit enhancement agreements such as guarantee or letter of support to be provided by the Company, the issuer(s) and/or third party(ies), and signing the relevant application and filing documents and other legal documents;
5. making relevant adjustments to matters relating to the issue of onshore Debt Financing Instruments and offshore Debt Financing Instruments according to the advice of and changes in the policies of regulatory authorities or the changes in market conditions, or determining whether to continue with all or part of the work in respect of the issue of onshore Debt Financing Instruments and offshore Debt Financing Instruments in accordance with the actual conditions, unless re-approval by the Shareholders at general meeting is otherwise required pursuant to the relevant laws, regulations and the articles of association of the Company;
6. dealing with other relevant matters in connection with the issue of onshore Debt Financing Instruments and offshore Debt Financing Instruments;
7. subject to approval of the above authorization at the general meeting, a resolution will be proposed to agree the Board in turn to authorize the authorized representatives of the Company to act as Authorized Representatives for the issue of onshore Debt Financing Instruments and offshore Debt Financing Instruments to jointly or severally deal with all matters in connection with the issue of onshore Debt Financing Instruments and offshore Debt Financing Instruments on behalf of the Company pursuant to the resolutions passed at the general meeting and the authorization granted by the Board.

The above authorizations shall remain valid and effective on and from the date when the shareholders at the general meeting have approved and passed the resolutions until the earlier of the expiry of 36 months or the date when matters authorized above have been completed (depending on whether the issue of all onshore Debt Financing Instruments and offshore Debt Financing Instruments has been completed). However, where the Board and/or its Authorized Representatives have, during the term of the authorization, decided the issue or partial issue of onshore Debt Financing Instruments and offshore Debt Financing Instruments, and provided that the Company has also, during the term of the authorization, obtained the approval or license from or completed filing or registration (if applicable) with regulatory authorities on the issue, the Company may, during the validity period of such approval, license, filing or registration, complete the issue or relevant partial issue of onshore Debt Financing Instruments and offshore Debt Financing Instruments. With respect to the matters of issue or partial issue, the above authorization shall remain valid until the date of completion of such issue or partial issue.