

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Jintai Energy Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

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JINTAI ENERGY HOLDINGS LIMITED

金泰能源控股有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 2728)

- (1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE
NEW SHARES AND BUY-BACK SHARES;**
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
(3) RE-APPOINTMENT OF AUDITORS;
**(4) PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT
OF SHARE OPTION SCHEME;**
AND
(5) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of the Company to be held at 7th Floor, Nexus Building, 77 Des Voeux Road Central, Hong Kong on Friday, 29 May 2020 at 4:00 p.m. is set out on pages AGM-1 to AGM-6 of this circular. A form of proxy for use at the Annual General Meeting is enclosed with this circular.

Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the offices of the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Due to the constantly evolving COVID-19 pandemic situation, the Company may need to take certain precautionary measures at the venue of the Annual General Meeting to ensure the safety of attendees, including (but not limited to) requiring all attendees to have body temperature check and wear face masks. In addition, no refreshments will be served and no corporate gift will be distributed at the meeting. The Company reserves the right to deny admission to the meeting venue if any person does not comply with the precautionary measures to be taken at the meeting or such person is subject to any HKSAR Government prescribed quarantine.

27 April 2020

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DEFINITIONS

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

“Annual General Meeting” or “Meeting”	the annual general meeting of the Company to be held at 7th Floor, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Friday, 29 May 2020 at 4:00 p.m., notice of which is set out on pages AGM-1 to AGM-6 of this circular, or any adjournment thereof
“Article”	the articles of association of the Company, as amended from time to time
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“Buy-back Mandate”	the general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to buy-back Shares up to a maximum of 10% of the total number of Shares in issue as at the date of passing of the resolution granting such mandate
“close associates”	has the meaning ascribed thereto under the Listing Rules
“Company”	Jintai Energy Holdings Limited 金泰能源控股有限公司, formerly known as Yuhua Energy Holdings Limited 裕華能源控股有限公司, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Convertible Notes”	the convertible notes in the aggregate principal amount of HK\$110,952,907 issued by the Company to Win Win International Strategic Investment Funds SPC (for the account and on behalf of Win Win Stable No. 1 Fund SP)
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director”	the director(s) of the Company
“Eligible Employees”	any employee including executive directors (whether full time or part time) of the Company, any subsidiary or any invested entity

DEFINITIONS

“Eligible Participants”	(a). any Eligible Employee; (b). any non-executive director (including any independent non-executive director) of the Company, any subsidiary or any invested entity; or (c). any shareholder of the Company, any subsidiary or any invested entity or any holder of securities issued by the Company, any subsidiary or any invested entity; (d). any person or entity that provides research, development or other technological support to the Company, any subsidiary or any invested entity; (e). any supplier of goods and/or services to the Company, any subsidiary or any invested entity; (f). any person or entity that is a business collaborator, business consultant, joint venture or business partner, technical, financial, legal and other professional advisers engaged by the Company, any subsidiary or invested entity; (g). any associate of the directors or the substantial shareholders of the Company, any subsidiary or any invested entity who has, in the opinion of the Board, made contribution to the business growth of the Company, any subsidiary or any invested entity; or (h). the trustee of any trust pre-approved by the Board, the beneficiary (or in case of discretionary trust, the discretionary objects) of which includes any of the above-mentioned persons
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“INED(s)”	the independent non-executive Director(s)
“inside information”	has the meaning defined in the SFO as amended from time to time
“Issue Mandate”	the general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue and otherwise deal with new Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the resolution granting such mandate
“Latest Practicable Date”	21 April 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Company
“Offer”	an offer for the grant of an Option made in accordance with the Share Option Scheme
“Offer Date”	the date on which an Offer is made to an Eligible Participant pursuant to the Share Option Scheme
“Option”	an option to subscribe for the Shares granted pursuant to the Share Option Scheme
“Participant”	any eligible participant who accepts the offer of any Option in accordance with the terms of the Share Option Scheme or (where the context so permits) a person entitled to any such Option in consequence of the death of the original participant
“Scheme Mandate Limit”	the maximum number of Shares which may be allotted and issued upon exercise of all share options to be granted under the Share Option Scheme and other such schemes of the Company which initially shall not in aggregate exceed 10% of the total number of Shares in issue as at the date of adoption of the Scheme Mandate Limit by the Shareholders and thereafter, if refreshed shall not exceed 10% of the total number of Shares in issue as at the date of approval of the refreshed limit by the Shareholders
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of nominal value HK\$0.00125 each in the share capital of the Company
“Share Option Scheme”	the share option scheme of the Company adopted on 16 September 2019, a summary of the principal terms of which is set out in the appendix I of the circular of the Company dated 28 August 2019
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	the price per Share at which an Eligible Participant may subscribe for Shares on the exercise of an Option pursuant to the Share Option Scheme

DEFINITIONS

“Subsidiary”	any company which is for the time being and from time to time a subsidiary (within the meaning ascribed thereto in the Listing Rules) of the Company, whether incorporated in Hong Kong or elsewhere and “Subsidiaries” shall be construed accordingly
“substantial shareholder”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent.

LETTER FROM THE BOARD



JINTAI ENERGY HOLDINGS LIMITED

金泰能源控股有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 2728)

Executive Directors:

Mr. Chen Jinle (*Chairman of the Board*)
Mr. Yuan Hongbing
Mr. Lin Caihuo

Non-Executive Director:

Mr. Wang Shoulei

Independent Non-Executive Directors:

Mr. Liu Yang
Mr. Tche Heng Hou Kevin
Mr. Gao Han

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Principal place of business
in Hong Kong:*

Suite 2601–2603, 26F
Shui On Centre
6–8 Harbour Road
Wan Chai, Hong Kong

27 April 2020

*To the Shareholders and for information only,
the holders of share options and convertible bonds of the Company*

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE
NEW SHARES AND BUY-BACK SHARES;**
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
(3) RE-APPOINTMENT OF AUDITORS;
**(4) PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT
OF SHARE OPTION SCHEME;**
AND
(5) NOTICE OF ANNUAL GENERAL MEETING

LETTER FROM THE BOARD

INTRODUCTION

The primary purpose of this circular is to give you notice of the Annual General Meeting and details of the following resolutions which, together with other ordinary business, will be proposed at the Annual General Meeting for consideration and, where appropriate, approval of the Shareholders:

- (a) to grant the Issue Mandate and the extension thereof to the Directors;
- (b) to grant the Buy-back Mandate to the Directors;
- (c) to re-elect the Directors;
- (d) to re-appoint auditors; and
- (e) the refreshment of Scheme Mandate Limit.

The notice of Annual General Meeting is set out on pages AGM-1 to AGM-6 of this circular.

ISSUE MANDATE AND BUY-BACK MANDATE

At the annual general meeting of the Company held on 31 May 2019, resolutions were passed by the Shareholders, among other things, to grant general and unconditional mandates to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with Shares and to buy-back Shares. Such general mandates will lapse at the conclusion of the Annual General Meeting. Accordingly, the Company proposes to seek approval of the Shareholders at the Annual General Meeting to grant new general mandates to the Directors to exercise the above powers.

The Issue Mandate and the Buy-back Mandate shall be effective until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, or any other applicable law of the Cayman Islands to be held; or
- (c) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors.

Under the Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution to renew the grant to the Directors of the Buy-back Mandate. The explanatory statement required by the Listing Rules to be included in this circular is set out in Appendix I to this circular.

LETTER FROM THE BOARD

Issue Mandate

An ordinary resolution will be proposed at the Annual General Meeting which, if passed, will give the Directors a general and unconditional mandate to allot, issue and otherwise deal with new Shares at any time until the next annual general meeting of the Company (the “**Next AGM**”) following the passing of the resolution or such earlier date as stated in the resolution up to a maximum of 20% of the total number of Shares in issue as at the date of passing of the resolution.

Assuming no further Shares are issued or repurchased prior to the Annual General Meeting and based on the total number of Shares in issue of 3,712,517,408 Shares as at the Latest Practicable Date, the Company would be allowed to allot and issue a maximum of 742,503,481 new Shares under the Issue Mandate. Subject to the passing of the ordinary resolution granting the Issue Mandate and on the assumption that (i) all 362,500,000 outstanding share options are exercised; (ii) all Convertible Notes convertible into 603,004,929 Shares are converted in full prior to the Annual General Meeting; and (iii) that no further Shares will be issued or repurchased by the Company from the Latest Practicable Date to the Annual General Meeting, the number of Shares in issue as at the date of the passing of the ordinary resolution granting the Issue Mandate will be 4,678,022,337 Shares and therefore, the Company would be allowed under the Issue Mandate to allot, issue and deal with a maximum of 935,604,467 Shares, representing 20% of the total number of Shares in issue at the time of the passing of the ordinary resolution. In addition, an ordinary resolution will be proposed to authorise extension of the Issue Mandate which would increase the limit of the Issue Mandate by adding to it the number of Shares repurchased under the Buy-back Mandate.

Buy-back Mandate

An ordinary resolution will also be proposed at the Annual General Meeting which, if passed, will give the Directors a general and unconditional mandate to repurchase the Shares at any time until the Next AGM following the passing of the resolution or such earlier date as stated in the resolution up to a maximum of 10% of the total number of Shares in issue at the date of the passing of the resolution.

Assuming no further Shares are issued or repurchased prior to the Annual General Meeting and based on the issued share capital of the Company of 3,712,517,408 Shares as at the Latest Practicable Date, the Company would be allowed to repurchase a maximum of 371,251,740 Shares under the Buy-back Mandate. Subject to the passing of the ordinary resolution granting the Buy-back Mandate and on the assumption that (i) all 362,500,000 outstanding share options are exercised; (ii) all Convertible Notes convertible into 603,004,929 Shares are converted in full prior to the Annual General Meeting; and (iii) that no further Shares will be issued or repurchased by the Company from the Latest Practicable Date to the Annual General Meeting, the number of Shares in issue as at the date of the passing of the ordinary resolution granting the Repurchase Mandate will be 4,678,022,337 Shares and therefore, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 467,802,233 Shares, representing 10% of the total number of Shares in issue at the time of the passing of the ordinary resolution.

LETTER FROM THE BOARD

In addition, if the Buy-back Mandate is granted, another ordinary resolution will be proposed at the Annual General Meeting providing that any Shares repurchased under the Buy-back Mandate (up to a maximum of 10% of the total number of Shares in issue of the Company at the date of the granting of the Buy-back Mandate) will be added to the total number of Shares which may be allotted and issued under the Issue Mandate.

An explanatory statement as required under Rule 10.06(1)(b) of the Listing Rules to provide the requisite information regarding the Repurchase Mandate is set out in Appendix I to this circular.

RE-ELECTION OF DIRECTORS

According to Article 86(3), the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed by the Board shall hold office only until the next following annual general meeting of the Company (in the case of an addition to the existing Board) or until the next AGM of the Company (in the case of filling a casual vacancy) and shall then be eligible for re-election.

According to Article 87, 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. A retiring Director shall be eligible for re-election.

In accordance with Article 87, Mr. Lin Caihuo, an executive Director, shall retire from his office by rotation and, being eligible, has offered themselves for re-election at the Annual General Meeting. In accordance with Article 86(3), Mr. Chen Jinle, Mr. Yuan Hongbing, Mr. Tche Heng Hou Kevin and Mr. Gao Han, who have been appointed as Directors on 31 May 2019, 31 May 2019, 25 June 2019 and 29 October 2019 respectively, shall hold office only until the Annual General Meeting and, being eligible, offer himself for re-election at the Annual General Meeting.

Recommendation of the Nomination Committee

The Nomination Committee had assessed and reviewed the written confirmation of independence of the INEDs, based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that all of them remain independent. After considered the skills, experience, professional expertise of the Retiring Directors (the “**Retiring Directors**”), independence of INEDs and current situation of board diversity, the Nomination Committee believe that the Retiring Directors are capable to provide good contributions to the Group. Therefore, the Nomination Committee nominated the retiring Directors, namely Mr. Chen Jinle, Mr. Yuan Hongbing, Mr. Lin Caihuo, Mr. Tche Heng Hou Kevin and Mr. Gao Han to the Board for it to propose to the Shareholders for re-election at the Annual General Meeting. As a good corporate governance practice, each of the Retiring Directors who were members of the Nomination Committee have abstained from voting at the relevant Nomination Committee meeting on the respective propositions of their recommendations to the Board for re-election.

LETTER FROM THE BOARD

At the Annual General Meeting, separate ordinary resolutions will be proposed to re-elect Mr. Chen Jinle, Mr. Yuan Hongbing and Mr. Lin Caihuo as executive Directors, Mr. Tche Heng Hou Kevin and Mr. Gao Han as INEDs.

Particulars relating to Mr. Chen Jinle, Mr. Yuan Hongbing, Mr. Lin Caihuo, Mr. Tche Heng Hou and Mr. Gao Han, are set out in Appendix II to this circular.

PROPOSED RE-APPOINTMENT OF AUDITORS

The financial statements of the Group for the year ended 31 December 2019 were audited by Cheng & Cheng Limited Certified Public Accountants whose term of office will expire upon the conclusion of the Annual General Meeting.

The Board proposed to re-appoint Cheng & Cheng Limited Certified Public Accountants as the independent auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to fix their remunerations.

REFRESHMENT OF SCHEME MANDATE LIMIT

At present, the Company has a Share Option Scheme which was adopted on 16 September 2019. Apart from the Share Option Scheme, as at the Latest Practicable Date, the Company did not have any other share option schemes.

The Board considers that the Share Option Scheme will motivate more persons to make contribution to the Group and facilitate the retention and the recruitment of high calibre staff of the Group. The Board believes that the inclusion of persons other than the employees and directors of the Group as Eligible Participants is appropriate given that the success of the Group requires the co-operation and contribution not only from the employees and directors of the Group but also from persons who play a role in the business of the Group, such as consultant, adviser, distributor, contractor, supplier, service provider, agent, customer and business partner of the Group. The eligibility of those parties other than employees and directors of the Group will be determined by the Board according to their potential and/or actual contribution to the business affairs and benefits of the Group. Furthermore, the Board considers that the Eligible Participants (employees or otherwise) will share common interests and objectives with the Group upon their exercise of the Options, which is beneficial to the long-term development of the Group.

Under the Listing Rules and the Share Option Scheme:

- (i) the existing scheme mandate limit so refreshed must not exceed 10% of the issued share capital of the Company at the date of the approval of the refreshed Scheme Mandate Limit by the Shareholders;
- (ii) all options granted under the Share Option Scheme and any other share option schemes of the Company (including those exercised, outstanding, cancelled or lapsed in accordance with the Share Option Scheme and any other share option schemes of the Company) prior to the approval of such refreshed Scheme Mandate Limit shall

LETTER FROM THE BOARD

not be counted for the purpose of calculating whether the Refreshed Scheme Limit has been exceeded and the total number of Shares subject to the refreshed Scheme Mandate Limit;

- (iii) notwithstanding the above, the maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the share option schemes of the Company shall not exceed 30% (or such higher percentage as may be allowed under the Listing Rules) of the total number of Shares in issue from time to time.

Under the existing scheme limit, a total of 363,451,740 options can be granted to the Eligible Participants. During the period from the date of the adoption of the existing scheme limit on 16 September 2019 to the Latest Practicable Date, there were 362,500,000 options representing approximately 9.76% of the existing issued share capital of the Company, granted under the Share Option Scheme which remained outstanding and unexercised as at the Latest Practicable Date. Therefore, under the existing scheme limit, there are still 951,740 options that can be granted.

The details of the 362,500,000 share options granted on 24 September 2019 are as follows:

	Number of Eligible Participants	Number of share options granted	Reasons for the grant by category	Approximate percentage of the total number of issued Shares as at the Latest Practicable Date
	11 <i>(Note 2)</i>	113,000,000	Category (a) <i>(Note 1)</i>	3.04%
	<u>12 <i>(Note 3)</i></u>	<u>249,500,000</u>	Category (f)	<u>6.72%</u>
Total	<u><u>23</u></u>	<u><u>362,500,000</u></u>		<u><u>9.76%</u></u>

Notes:

- (1) Please refer to the category as defined in “Eligible Participants” under the section headed “Definitions” of this circular.
- (2) To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, each of the Eligible Participants granted under category (a) is neither a Director, chief executive nor substantial shareholder of the Company nor an associate (as defined under the Listing Rules) of any of them. None of the Eligible Participants under category (a) is granted more than 1% of the Company’s share in issue.
- (3) All 12 Eligible Participants granted under category (f) are business consultants of the Group providing consultancy services to the Group including but not limited to providing risk management measures on the introduction of new business partners to the Group. To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, each of the Eligible Participants granted under category (f) is neither a Director, chief executive nor substantial shareholder of the Company nor an associate (as defined under the Listing Rules) of any of them. None of the Eligible Participants under category (f) is granted more than 1% of the Company’s share in issue.

LETTER FROM THE BOARD

As at the Latest Practicable Date, none of the share options so far granted have been exercised, cancelled and/or lapsed.

Regarding to the refreshment of the Scheme Mandate Limit, the Directors have no immediate plan to grant further options pursuant thereto.

The Board believes that the Refreshed Scheme Limit will give more flexibility for the Company to grant options to the Participants to reward and motivate them to strive for the future developments and success of the Group, which shall be in the interests of the Company and the Shareholders as a whole.

Assuming that no Shares are issued or repurchased by the Company from the Latest Practicable Date up to the Annual General Meeting, the Company will have 3,712,517,408 Shares in issue as at the date of the Annual General Meeting. The Refreshed Scheme Limit, if approved by the Shareholders at the Annual General Meeting, will allow the Company to issue, upon exercise of options under the Share Option Scheme, a maximum of 371,251,740 Shares, representing 10% of the total number of Shares in issue as at the date of approval of the Refreshed Scheme Limit, which together with the number of Shares which may fall to be allotted and issued upon exercise in full of the 951,740 share options granted under the Share Option Scheme, are within the overall limit of 30% prescribed under the Listing Rules.

The Refreshed Scheme Limit is conditional upon the approval of such resolution at the Annual General Meeting and upon granting by the Stock Exchange of the listing of and permission to deal in the Shares to be issued upon the exercise of the options be granted under the Refreshed Scheme Limit.

Application will be made to the Stock Exchange for the listing of and permission to deal in any Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting which may fall to be issued upon the exercise of any options that may be granted under the Refreshed Scheme Limit.

ANNUAL GENERAL MEETING

The resolutions to be proposed at the Annual General Meeting are set out in full in the notice of Annual General Meeting on pages AGM-1 to AGM-6 of this circular. Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, at the Annual General Meeting, the chairman of the Meeting will exercise his power under Article 66 to put each of the resolutions set out in the notice of Annual General Meeting to be voted by way of poll.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

For the purpose of identifying shareholders who are entitled to attend the annual general meeting, the register of members of the Company will be closed from 26 May 2020 (Tuesday) to 29 May 2020 (Friday) (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to qualify for attending the Annual General Meeting, all transfers, accompanied by the relevant share certificates, have to be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on 25 May 2020 (Monday).

RECOMMENDATION

The Directors believe that the proposed grant of the Issue Mandate and the Buy-back Mandate, the extension of the Issue Mandate by the Shares, the proposed re-election of Directors and the proposed refreshment of scheme mandate limit of the Share Option Scheme are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the above resolutions to be proposed at the Annual General Meeting.

GENERAL

This circular, for which the Directors 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 or this circular misleading.

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

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
By Order of the Board
Jintai Energy Holdings Limited
Chen Jinle

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Buy-back Mandate.

1. BUY-BACK OF SHARES FROM CORE CONNECTED PARTIES

The Listing Rules prohibit a company from knowingly purchasing shares on the Stock Exchange from a “core connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates and a core connected person is prohibited from knowingly selling his/her/its securities to the Company.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Buy-back Mandate is approved by the Shareholders.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 3,712,517,408 fully paid Shares.

Subject to the passing of the proposed resolution for the approval of the Buy-back Mandate and on the basis that no further Shares are issued or bought-back by the Company prior to the Annual General Meeting, the Company will be allowed under the Buy-back Mandate to buy-back a maximum of 371,251,740 Shares.

3. REASONS FOR THE BUY-BACK

The Directors believe that the Buy-back Mandate is in the interests of the Company and the Shareholders as a whole. An exercise of the Buy-back Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a buy-back will benefit the Company and the Shareholders as a whole.

4. FUNDING OF BUY-BACKS

Pursuant to the Buy-back Mandate, buy-back would be funded entirely from the Company’s available cash flow or working capital facilities which will be funds legally available under the laws of the Cayman Islands and the memorandum of association of the Company and Articles of Association for such purpose.

An exercise of the Buy-back Mandate in full could have a material adverse impact on the working capital and gearing position of the Company compared with that as at 31 December 2019, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any buy-back in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve calendar months and up to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2019		
April	0.133	0.060
May	0.250	0.046
June	0.148	0.083
July	0.225	0.095
August	0.196	0.134
September	0.172	0.122
October	0.172	0.146
November	0.160	0.130
December	0.160	0.128
2020		
January	0.150	0.133
February	0.165	0.134
March	0.167	0.150
April (up to the Latest Practicable Date)	0.164	0.142

6. UNDERTAKING

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the Buy-back Mandate is approved at the Annual General Meeting and exercised.

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to make buy-backs pursuant to the Buy-back Mandate in accordance with the Listing Rules, the memorandum of association of the Company, the Articles of Association and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of a share buy-back, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (within the meaning of the Takeovers 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 Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, as far as the Directors are aware, Mr. Lin Caihuo, a Director and a controlling Shareholder was interested in a total of 928,284,839 Shares, representing approximately 25% of the issued Shares of the Company. Ms. Lin Aihua (“**Ms. Lin**”) who is the spouse of Mr. Lin, was deemed to be interested in all Shares held by Mr. Lin by virtue of the SFO.

In the event that the Directors exercise in full the Buy-back Mandate, the percentage of shareholding of Mr. Lin would increase to approximately 27% of the total issued Shares of the Company. On the basis of the aforesaid increase of shareholding, the Directors are not aware of the consequences of such increases or as a result of buy-back of Shares that would result in any Shareholder or group of Shareholders acting in concert, Director, or other person holding 30% or more of the issued Shares becoming obliged to make a mandatory offer under the Takeovers Code.

As at the Latest Practicable Date, Mr. Chen Jinle (“**Mr. Chen**”), through Oriental Gold Honour Joy International Holdings Limited, a company wholly-owned by Mr. Chen, indirectly held 892,768,273 Shares, representing approximately 24% of the issued Shares and is accordingly deemed to be interested in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

In the event that the Directors exercise in full the Buy-back Mandate, the percentage of shareholding of Mr. Chen would increase to approximately 26% of the total issued Shares of the Company. On the basis of the aforesaid increase of shareholding, the Directors are not aware of the consequences of such increases or as a result of buy-back of Shares that would result in any Shareholder or group of Shareholders acting in concert, Director, or other person holding 30% or more of the issued Shares becoming obliged to make a mandatory offer under the Takeovers Code.

The Directors have no present intention to exercise the Buy-back Mandate to such extent which would otherwise result in any Shareholder or group of Shareholders obliged to make a mandatory offer under Rules 26 and 32 of the Takeovers Code or the number of Shares being held by the public falling below the minimum requirement as prescribed by the Stock Exchange, which is currently 25% of the entire issued share capital of the Company.

8. SHARES BUY-BACKS MADE BY THE COMPANY

No buy-back of Shares has been made by the Company (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

The details of the Directors proposed to be re-elected at the Annual General Meeting are set out below:

Mr. Chen Jinle (陳金樂)

Mr. Chen Jinle, aged 32, has been the chairman of the Board and an executive Director since 31 May 2019. He also serves as the chairman of the nomination committee of the Board. He has 12 years of work experience in energy industry. Mr. Chen is currently the chairman of the board of directors of Shanghai Genting Energy Group Limited* (上海雲頂能源集團有限公司), the chief executive officer of Shandong Bingang International Supply Chain Management Co., Ltd.* (山東濱港國際供應鏈管理有限公司).

As at the Latest Practicable Date, Mr. Chen is the ultimate beneficial owner of Oriental Gold Honour Joy International Holdings Limited (東方金樂國際集團有限公司), a substantial Shareholder who holds 892,768,273 shares of the Company, representing 24% of the total issued share capital of the Company.

Pursuant to the director's service agreement with the Company, Mr. Chen's appointment is for a term of three years commencing on 31 May 2019, subject to retirement by rotation and re-election at annual general meetings of the Company at least once every three years according to the articles of association of the Company. He is entitled to monthly emolument of HK\$300,000. The monthly emolument is determined by the Board and the remuneration committee of the Company with reference to the prevailing market conditions, qualification, duties and responsibilities of Mr. Chen.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chen had not held directorships of any other listed public companies in the last three years and had not held any other position with the Company and other members of the Group.

Save as disclosed above, Mr. Chen does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Save as aforesaid, there is no information in relation to Mr. Chen that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matter that needs to be brought to the attention of the Shareholders in relation to his re-election.

Mr. Yuan Hongbing (袁紅兵)

Mr. Yuan Hongbing, aged 41, has been an executive Director of the Board since 31 May 2019 and the chief executive officer since 27 September 2019. He also serves as the member of the remuneration committee of the Board. He has 19 years of work experience in investment and internet industry. Mr. Yuan is the founder and the chairman of the board of directors of Yuanchuang Capital, which principally engaged in "capital+", "Internet+", property investment and fund management. Mr. Yuan is also the chairman of the board of directors of Guosheng EcoCommerce Industry Holding Group.

As at the Latest Practicable Date, Mr. Yuan is the beneficial owner who holds 4,000 shares of the Company, representing approximately 0% of the total issued share capital of the Company as at the Latest Practicable Date.

Pursuant to the director's service agreement with the Company, Mr. Yuan's appointment is for a term of three years commencing on 31 May 2019, subject to retirement by rotation and re-election at annual general meetings of the Company at least once every three years according to the articles of association of the Company. He is entitled to monthly emolument of HK\$120,000. The monthly emolument is determined by the Board and the remuneration committee of the Company with reference to the prevailing market conditions, qualification, duties and responsibilities of Mr. Yuan.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yuan had not held directorships of any other listed public companies in the last three years and had not held any other position with the Company and other members of the Group.

Save as disclosed above, Mr. Yuan does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Save as aforesaid, there is no information in relation to Mr. Yuan that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matter that needs to be brought to the attention of the Shareholders in relation to his re-election.

Mr. Lin Caihuo (林財火)

Mr. Lin Caihuo, aged 48, has been an executive Director since 21 November 2014. He also serves as a member of each of the remuneration committee and the nomination committee and is an authorised representative of the Company. He has been engaging in the business of trading, warehousing, transporting and distributing oil products since 2003 and has gained an extensive experience in the industry. He has also been an executive director and the general manager of Fujian Yuhua Petrochemical Company Limited* (福建裕華石油化工有限公司) since February 2003, Xiamen Oceanstar Shipping Company Limited* (廈門海之星航運有限公司) since July 2010, Fujian Yuhua Energy Company Limited* (福建裕華能源有限公司) since April 2013, Fujian Yuhua Group Limited* (福建裕華集團有限公司) since April 2013, Fujian Yuhua Property Management Limited* (福建裕華物業管理有限公司) since February 2014 and Fujian Yuhua Shipping Company Limited* (福建裕華船務有限公司) since March 2014.

Mr. Lin has been the vice president of Fujian Oil and Gas Association* (福建省油氣商會副會長) since 2014. In July 2014, he was elected as the executive vice president of the Chamber of Commerce of Zhangzhou Xiamen* (廈門市漳州商會常務副會長). Mr. Lin was appointed as a representative of Fujian Province at Thirteenth People's Congress* (福建省第十三屆人民代表大會代表) and also a representative of Zhangzhou City at Fifteenth and Sixteenth People's Congress* (漳州市第十五屆及第十六屆人民代表大會代表) and was the honorary president of the Chamber of Zhangzhou oil* (第三屆漳州市石油商會名譽會長). In addition, Mr. Lin was appointed as the first vice president of the Federation of Enterprises and Entrepreneurs of Dongshan County* (第一屆東山縣企業與企業家聯合會副會長) and the vice chairman of the Ninth Dongshan County Chamber of Commerce* (第九屆東山縣工商聯合

會(商會)副主席)。Since August 2012, he has been the honorary president of Charity of Dongshan County* (東山縣慈善總會榮譽會長)。He was an executive director of Sino Haijing Holdings Limited (stock code: 1106) during the period from 10 July 2014 to 2 November 2014, a company whose shares are listed on the Main Board of the Stock Exchange.

Mr. Lin has entered into a service contract with the Company for a term of three years commencing from 21 November, 2017. Mr. Lin is subject to retirement by rotation and re-election at the Annual General Meeting of the Company in accordance with the provisions of the Articles of Association. Mr. Lin is entitled to receive an annual emolument of HK\$1,200,000 for his other work positions with the Group (which was determined with reference to his qualification, experience, the scope of responsibilities within the Group and the prevailing market conditions).

As at the Latest Practicable Date, Mr. Lin is the beneficial owner who holds 928,284,839 shares of the Company, representing approximately 25% of the total issued share capital of the Company as at the Latest Practicable Date.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lin had not held directorships of any other listed public companies in the last three years and had not held any other position with the Company and other members of the Group.

Save as disclosed above, Mr. Lin does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Save as aforesaid, there is no information in relation to Mr. Lin that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matter that needs to be brought to the attention of the Shareholders in relation to his re-election.

Mr. Tche Heng Hou Kevin (謝慶豪)

Mr. Tche Heng Hou Kevin, aged 59, has been an INED of the Company since 25 June 2019. He also serves as a chairman of the audit committee and a member of each of the remuneration committee and the nomination committee. He obtained a master of professional accounting degree from University of Polytechnic Hong Kong in December 2005. Mr. Tche was admitted as an associate of Association of Chartered Certified Accountants in March 1997 and a certified public accountant of the HKICPA in April 1997. In addition, he was admitted as a fellow member of Association of Chartered Certified Accountants in March 2002. He obtained the Practising Certificate of HKICPA in January 1999 and was qualified as the Certified Dealmaker of the China Mergers & Acquisitions Association in February 2015.

He has many years of experience in accounting, auditing and corporate financial management. From 1989, he worked for Allied Overseas Investment Limited as a group finance manager. From May 1990 to July 1997, he worked for Distribution Services Limited as a group finance manager. From August 1997 to March 2000, he worked as an audit manager for Baker Tilly, a leading provider of accountancy and business services principally engaged in audit assurance, advisory and pre-IPO assignments. From March 2000 to January 2001, he served as a group financial controller, Asia Pacific Region, of USF Asia Group Limited. From

February 2001 to December 2003, Mr. Tche worked as a regional financial controller of Hong Kong and China offices for ABX Logistics (Hong Kong) Limited. From February 2005 to October 2007, he served as a Finance Manager for South Mainland China Region of BAX Global Hong Kong, a subsidiary of Brinks group, which is listed on the main board of New York Stock Exchange. From April 2009 to December 2012, he worked as a finance director of Yatai Group Limited.

Mr. Tche started up his accountancy and business consultancy firm in January 2013, which principally provided audit, assurance, taxation, management consulting, advisory and corporate services.

Mr. Tche has entered into an appointment letter with the Company for a term of one year commencing on 25 June 2019 subject to rotation and re-election at annual general meetings of the Company in accordance with the articles of association of the Company. The director's fee of Mr. Tche is HK\$15,000 per month, which is determined with reference to his responsibilities and prevailing market rate.

Save as disclosed above, as at the Latest Practicable Date, Mr. Tche had not held directorships of any other listed public companies in the last three years and had not held any other position with the Company and other members of the Group.

Mr. Tche does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Tche did not have, directly or indirectly, any interest in Shares within the meaning of Part XV of the SFO.

Save as aforesaid, there is no information in relation to Mr. Tche that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matter that needs to be brought to the attention of the Shareholders in relation to his re-election.

Mr. Gao Han (高寒)

Mr. Gao Han, aged 43, has been an INED of the Company since 29 October 2019. He also serves as a member of each of the remuneration committee, the audit committee and the nomination committee. He has been working in the financial industry for over 21 years, previously working with Goldman Sachs as a proprietary trader and working for China Investment Corporation (CIC) as Head of Trading. He later founded Sinolink Securities (HK) Co. Ltd.. Since 2016, He headed China team of HKEX group which designed and implemented stock connects, bond connects and various products and services. Mr. Gao is currently an independent non-executive director of China Graphene Group Limited (stock code: 63).

Mr. Gao obtained his Bachelor of Science degree from Tsinghua University, and Master degree in both Statistics and Computer Science and Doctor of Philosophy in Computer Science from the University of Chicago. Pursuant to an appointment letter entered into between Mr. Gao and the Company, Mr. Gao's appointment shall commence on 29 October 2019 for a term of one year and is subject to retirement by rotation and re-election according to the articles of

association of the Company. Mr. Gao will receive HK\$15,000 per month for being an independent non-executive director of the Company which is determined with reference to his responsibilities and prevailing market rate.

Save as disclosed above, as at the Latest Practicable Date, Mr. Gao had not held directorships of any other listed public companies in the last three years and had not held any other position with the Company and other members of the Group.

Mr. Gao does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Gao did not have, directly or indirectly, any interest in Shares within the meaning of Part XV of the SFO.

Save as aforesaid, there is no information in relation to Mr. Gao that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any other matter that needs to be brought to the attention of the Shareholders in relation to his re-election.

** For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING



JINTAI ENERGY HOLDINGS LIMITED

金泰能源控股有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 2728)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Jintai Energy Holdings Limited (the “**Company**”) will be held at 7th Floor, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Friday, 29 May 2020 at 4:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and the auditor (the “**Auditor**”) of the Company for the year ended 31 December 2019.
2.
 - (a) Mr. Chen Jinle be re-elected as an executive Director;
 - (b) Mr. Yuan Hongbing be re-elected as an executive Director;
 - (c) Mr. Lin Caihuo be re-elected as an executive Director;
 - (d) Mr. Tche Heng Hou Kevin be re-elected as an independent non-executive Director;
 - (e) Mr. Gao Han be re-elected as an independent non-executive Director; and
 - (f) the board of Directors (the “**Board**”) be authorised to fix the remuneration of the Directors.
3. To consider the appointment of Cheng & Cheng Limited Certified Public Accountants as the Auditor to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

To consider, as special business and, if thought fit, passing the following resolutions, with or without amendment, as ordinary resolutions of the Company:

4. **“THAT:**

- (a) subject to paragraph (c) below of this Resolution, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.00125 each in the capital of the Company (the “**Shares**”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements, options and warrants which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options, warrants or other securities convertible into Shares, which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as defined below in this Resolution); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the 20 per cent. of the total number of Shares in issue on the date of the passing of this Resolution (such total number to be subject to adjustment in the case of any consolidation or subdivision of any of Shares into a smaller or larger number of Shares after the passing of this Resolution) and the said approval shall be limited accordingly; and
- (d) 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;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (the “**Companies Law**”) or any applicable laws of the Cayman Islands to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting;

“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 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 the Hong Kong Special Administrative Region of the People’s Republic of China (“**Hong Kong**”) or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. “**THAT:**

- (a) subject to paragraph (b) below of this Resolution, the exercise by the Directors during the Relevant Period (as defined below in this Resolution) of all powers of the Company to buy-back the Shares on the Stock Exchange or on any other stock exchange on which the Shares may be listed and is recognised by the Securities and Futures Commission of Hong Kong (the “**Securities and Futures Commission**”) and the Stock Exchange for this purpose, subject to and in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be bought-back or agreed conditionally or unconditionally to be bought-back by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period (as defined below in this Resolution) shall not exceed 10 per cent. of the total number of Shares in issue as at the date of the passing of this Resolution (such total number to be subject to adjustment in the case of any consolidation or subdivision of any of Shares into a smaller or larger number of Shares after the passing of this Resolution) and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (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 articles of association of the Company, the Companies Law or any other applicable law of the Cayman Islands to be held; and
 - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”
6. “**THAT** conditional upon the ordinary Resolutions 4 and 5 set out in this notice of meeting being duly passed, the total number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with the issue mandate granted under Resolution 4 set out in this notice of meeting be and is hereby extended by the addition thereto of the total number of Shares which may be bought-back by the Company pursuant to and in accordance with the issue mandate granted under Resolution 5 set out in this notice of meeting, provided that such number shall not exceed 10 per cent. of the total number of Shares in issue as at the date of passing of this Resolution 6 (such total number to be subject to adjustment in the case of any consolidation or subdivision of any of Shares into a smaller or larger number of Shares after the passing of this Resolution).”
7. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of and permission to deal in the shares to be issued upon exercise of any options to be granted under the Refreshed Limit (as defined below) pursuant to the share option scheme (“**Share Option Scheme**”) of the Company adopted by the resolution of the shareholders of the Company passed on 16 September 2019, the existing limit on the grant of options under the Share Option Scheme and any other schemes of the Company be refreshed so that the aggregate number of shares of the Company to be allotted and issued upon exercise of any options to be granted under the Share Option Scheme and any other schemes of the Company (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme and any other schemes of the Company) shall not exceed 10% of the total number of the shares of the Company in issue as at the date of the passing of this resolution (“**Refreshed Limit**”) and that the Directors of the Company be and

NOTICE OF ANNUAL GENERAL MEETING

are hereby authorized to grant options up to the Refreshed Limit and to exercise all the powers of the Company to allot, issue and deal with shares of the Company under the Refreshed Limit pursuant to the exercise of such options.”

By Order of the Board
Jintai Energy Holdings Limited
Chen Jinle
Chairman

Hong Kong, 27 April 2020

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal place of business

in Hong Kong:
Suite 2601–2603,
26F Shui On Centre
6–8 Harbour Road
Wan Chai, Hong Kong

Notes:

1. Any member entitled to attend and vote at the annual general meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the annual general meeting of the Company. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting.
3. For the purpose of identifying shareholders who are entitled to attend the annual general meeting, the register of members of the Company will be closed from 26 May 2020 (Tuesday) to 29 May 2020 (Friday) (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to qualify for attending the annual general meeting, all transfers, accompanied by the relevant share certificates, have to be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on 25 May 2020 (Monday).
4. In relation to proposed Resolution 2 in this notice of meeting, Mr. Lin Caihuo shall retire from his office at the above meeting pursuant to article 87 of the Articles of Association. Mr. Chen Jinle, Mr. Yuan Hongbing, Mr. Tche Heng Hou Kevin and Mr. Gao Han shall hold office only until the annual general meeting pursuant to article 86(3) of the Articles of Association. All Retiring Directors, being eligible, offer themselves for re-election at the annual general meeting.
5. In relation to proposed Resolutions 4 and 6 in this notice meeting, approval is being sought from the shareholders for the grant to the Directors of a issue mandate to authorise the allotment and issue of shares under the Rules Governing the Listing of Securities (the “**Listing Rules**”) on the Stock Exchange. The Directors have no immediate plans to issue any new Shares.

NOTICE OF ANNUAL GENERAL MEETING

6. In relation to proposed Resolution 5 in this notice of meeting, the Directors wish to state that they will exercise the powers conferred thereby to buy-back shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information reasonably necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to this circular.
7. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, at the annual general meeting, the chairman of the meeting will exercise his power under article 66 of the articles of association of the Company to put each of the resolutions set out in this notice to be voted by way of poll.
8. Completion and return of the form of proxy will not preclude members from attending and voting at the annual general meeting and in such event, the instrument appointing to proxy shall be revoked.
9. If a “black” rainstorm warning or a tropical cyclone warning signal number 8 or above is in force in Hong Kong at any time after 5:00 a.m. on 29 May 2020, it will be postponed that the annual general meeting will not be held on that day. An announcement will be made in such event.
10. In light of the current outbreak of COVID-19, shareholders may consider appointing the chairman of the above meeting as his/her proxy to vote on the resolutions, instead of attending the above meeting in person.
11. Due to the constantly evolving COVID-19 pandemic situation, the Company may need to take certain precautionary measures at the venue of the above meeting to ensure the safety of attendees, including (but not limited to) requiring all attendees to have body temperature check and wear face masks. In addition, no refreshments will be served and no corporate gift will be distributed at the meeting. The Company reserves the right to deny admission to the meeting venue if any person does not comply with the precautionary measures to be taken at the meeting or such person is subject to any HKSAR Government prescribed quarantine.