

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

**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.



**JINTAI ENERGY HOLDINGS LIMITED**

**金泰能源控股有限公司**

*(Incorporated in Cayman Islands with limited liability)*

**(Stock Code: 2728)**

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR TO  
THE SHAREHOLDERS DATED 27 APRIL 2020 IN RELATION TO  
THE RE-ELECTION OF DIRECTORS AT  
THE ANNUAL GENERAL MEETING AND  
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular of the Company dated 27 April 2020 and the notice convening the Annual General Meeting to be held at 7/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Friday, 29 May 2020 at 4:00 p.m. A supplemental notice of the Annual General Meeting is set out on pages SAGM-1 to SAGM-2 of this supplemental circular. A second form of proxy (the “**Second Proxy Form**”) is also enclosed with this supplemental circular.

Whether or not you are able to attend the Annual General Meeting, you are requested to complete and sign the Second Proxy Form in accordance with the instructions printed thereon and return it to the Company’s branch share registrar 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 scheduled time of the Annual General Meeting or any adjournment thereof. Completion and return of the Second Proxy Form will not preclude you from attending and voting in person at the 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.

7 May 2020

<b>CONTENTS</b>
-----------------

	<i>Page</i>
<b>Letter from the Board</b>	
Introduction .....	1
Proposed Re-election of Directors .....	2
Supplemental Notice of Annual General Meeting and Second Proxy Form .....	3
Voting by way of poll .....	4
Recommendation .....	4
Responsibility Statement .....	5
<b>Supplemental Notice of Annual General Meeting .....</b>	<b>SAGM-1</b>

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. Tche Heng Hou Kevin  
Mr. Gao Han  
Mr. Mak Tin Sang

*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

7 May 2020

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

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR TO  
THE SHAREHOLDERS DATED 27 APRIL 2020 IN RELATION TO  
THE RE-ELECTION OF DIRECTORS AT  
THE ANNUAL GENERAL MEETING AND  
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

This supplemental circular should be read together with the circular of the Company dated 27 April 2020 (the “**Circular**”) which contains, inter alia, the notice of the Annual General Meeting (the “**Original Notice**”). Unless otherwise defined, capitalised terms used in this supplemental circular shall have the same meanings as those defined in the Circular.

## LETTER FROM THE BOARD

The purpose of this supplemental circular is to provide you with further information relating to, inter alia, the changes in the resolutions to consider and approve the re-election of retiring Directors and to give you a supplemental notice of the Annual General Meeting and the Second Proxy Form.

### PROPOSED RE-ELECTION OF DIRECTORS

Reference is made to the announcement of the Company dated 24 April 2020 (the “**Announcement**”) in relation to, inter alia, the resignation of an independent non-executive Director and appointment of an independent non-executive Director whereby, with effect from 23 April 2020:

- (a) Mr. Liu Yang has resigned as an independent non-executive Director; and
- (b) Mr. Mak Tin Sang has been appointed as an independent non-executive Director.

Details of such appointment and resignation have been set out in the Announcement.

In light of the change of an independent non-executive Director, a new resolution no. 2(g) will be put forward for consideration and approval by Shareholders at the Annual General Meeting.

Pursuant to Article 86(3), the Company 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 general meeting of the Company (in the case of an addition to the existing Board) or until the next annual general meeting of the Company (in the case of filling a casual vacancy) and shall then be eligible for re-election. Accordingly, Mr. Mak Tin Sang shall retire and, being eligible, has offered himself for re-election at the Annual General Meeting.

The biographical details of Mr. Mak Tin Sang is set out below:

#### **Mr. Mak Tin Sang**

Mr. Mak, aged 63, was appointed as an independent non-executive Director on 23 April 2020. He is currently a member of each of the Audit Committee and the Nomination Committee, and the chairman of the Remuneration Committee.

He obtained his Master’s Degree in Business Administration from the University of Sheffield, U.K.. He is also a fellow member of the United Kingdom Chartered Association of Certified Accountants and an associate member of the Australian Certified Management Accountants.

Before joining the Company, Mr. Mak has served as an executive Director of China Graphene Group Limited (Stock Code: 63), a company listed on the main board of the Stock Exchange from 6 November 2015 to 16 May 2017. Mr. Mak had been working as the chief financial officer and was appointed as an executive director of Armarda Group Limited, a

## LETTER FROM THE BOARD

company listed on the Catalist Board of Singapore Exchange Limited, from June 2013 to late 2015. He was the chief financial officer of LottVision Limited, a company listed on the main board of the Singapore Exchange Limited, between August 2001 and September 2003.

Mr. Mak entered into an appointment letter with the Company for a term of one year on 23 April 2020, subject to termination in certain circumstances as stipulated in the appointment letter. Mr. Mak is also subject to rotation and re-election at annual general meeting of the Company in accordance with the articles of association of the Company. Pursuant to his appointment letter, the annual remuneration of Mr. Mak as an independent non-executive Director is HK\$180,000. Such remuneration is determined with reference to his responsibilities and the prevailing market conditions.

As at 5 May 2020, being the latest practicable date for the purpose of ascertaining the information in this supplemental circular, save as disclosed above, Mr. Mak (i) did not hold any other positions with the Company or other members of the Group and did not hold any other directorship in any listed company in the last three years or does not hold any other major appointments and qualifications; (ii) has no relationship with any other Directors, senior management, substantial shareholders or controlling shareholder of the Company, or any of their respective associates (as defined in the Listing Rules); and (iii) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there is no other matters in relation to the re-election of Mr. Mak that needs to be brought to the attention of the holders of securities of the Company.

### **SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND SECOND PROXY FORM**

Since the Original Notice and the proxy from (the “**First Proxy Form**”) sent together with the Circular do not contain the proposed resolution in relation to the re-election of Mr. Mak Tin Sang as an independent non-executive Director as set out in this supplemental circular, a supplemental notice of the Annual General Meeting is set out on pages SAGM-1 to SAGM-2 of this supplemental circular and the Second Proxy Form is enclosed with this supplemental circular to include such proposed resolution.

Whether or not you are able to attend the Annual General Meeting, you are requested to complete, sign and return the enclosed Second Proxy Form in accordance with the instructions printed thereon to the Company’s branch share registrar 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 (the “**Share Registrar**”) as soon as possible, but in any event not less than 48 hours before the scheduled time of the Annual General Meeting or any adjournment thereof (the “**Closing Time**”). The lodging of the Second Proxy Form will not preclude the Shareholders from attending the Annual General Meeting and voting in person should he/she so wish. No Shareholder is required under the Listing Rules to abstain from voting at the Annual General Meeting.

## **LETTER FROM THE BOARD**

A Shareholder who has not yet lodged the First Proxy Form is requested to lodge the Second Proxy Form if he/she wishes to appoint proxy(ies) to attend and vote at the Annual General Meeting on his/her behalf. In this case, the First Proxy Form should not be lodged with the Share Registrar.

A Shareholder who has already lodged the First Proxy Form with the Share Registrar should note that:

- i. if no Second Proxy Form is lodged with the Share Registrar, the First Proxy Form will be treated as a valid form of proxy lodged by him/her if correctly completed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the First Proxy Form and, in respect of the resolution for the proposed re-election of Mr. Mak Tin Sang as an independent non-executive Director as set out in the supplemental notice of the Annual General Meeting and the Second Proxy Form, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolution;
- ii. if the Second Proxy Form is lodged with the Share Registrar before the Closing Time, the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid form of proxy lodged by the Shareholder;
- iii. if the Second Proxy Form is lodged with the Share Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Share Registrar.

Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Share Registrar before the Closing Time.

### **VOTING BY WAY OF POLL**

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 as set out in the notice of Annual General Meeting (as amended by the supplemental notice of Annual General Meeting) to be voted by way of poll.

### **RECOMMENDATION**

In addition to the recommendation contained in this supplemental circular, the Directors believe that the proposed re-election of Mr. Mak Tin Sang as an independent non-executive Director as set out in this supplemental circular is in the interests of the Company and the Shareholders as a whole and recommend you to vote in favour of the relevant resolution to be proposed at the Annual General Meeting.

## LETTER FROM THE BOARD

### RESPONSIBILITY STATEMENT

This supplemental 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 supplemental 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 supplemental circular misleading.

**Shareholders are advised to read this supplemental circular together with the Circular for information relating to the voting arrangement.**

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

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

## SUPPLEMENTAL 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)**

## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice (the “**Original Notice**”) of annual general meeting of Jintai Energy Holdings Limited (the “**Company**”) dated 27 April 2020, by which the Company convenes an annual general meeting 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., and this supplemental notice shall be read together with the Original Notice.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the annual general meeting will be held as originally scheduled. Due to the matters as set out in the supplemental circular of the Company dated 7 May 2020 (the “**Supplemental Circular**”), the resolutions no. 2 in the Original Notice should be deleted in its entirety and replaced by the following new resolutions no. 2:

- “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;
- (f) the board of Directors (the “**Board**”) be authorised to fix the remuneration of the Directors; and
- (g) Mr. Mak Tin Sang be re-elected as an independent non-executive Director.”



## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Apart from the amendments set out above, all the information contained in the Original Notice shall remain to have full force and effect.

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

Hong Kong, 7 May 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:*

- i. A second proxy form (the “**Second Proxy Form**”) containing the revised ordinary resolutions no. 2 is enclosed with the Supplemental Circular. Please refer to the section headed “**Supplemental Notice of Annual General Meeting and Second Proxy Form**” on pages 3 to 4 of the Supplemental Circular for arrangements about the completion and submission of the Second Proxy Form.
- ii. Please refer to the Original Notice for details of the other ordinary resolutions to be considered at the Annual General Meeting, closure of the register of members of the Company and eligibility for attending the Annual General Meeting, proxy and other relevant matters.
- iii. Shareholders are reminded that submission of the First Proxy Form and/or the Second Proxy Form shall not preclude Shareholders from attending the Annual General Meeting or any adjournment thereof and voting in person should they so wish.