金泰能源
JINTAINENGYUAN

JINTAI ENERGY HOLDINGS LIMITED

金 泰 能 源 控 股 有 限 公 司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 2728)

SECOND PROXY FORM

Second Form of proxy form for annual general meeting of the Company to be held on 29 May 2020 (or any adjournment thereof)

I/We *(note 1)* ______________________________

of ______________________________

being the registered shareholder(s) of *(note 2)* ______________________________ shares of HK$0.00125 each in the share capital of Jintai Energy Holdings Limited (the "**Company**"), hereby appoint *(note 3)* ______________________________

of ______________________________

or, failing him/her, the Chairman of the annual general meeting as my/our proxy to attend and vote for me/us on my/our behalf at the annual general meeting (the "**Meeting**") of the Company to be held at 7th Floor, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on 29 May 2020 (Friday) at 4:00 p.m. and at any adjournment thereof on the under-mentioned resolutions as indicated below or, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR *(note 4)*	AGAINST *(note 4)*
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31 December 2019.		
2.	(a) To re-elect Mr. Chen Jinle as an executive director of the Company.		
	(b) To re-elect Mr. Yuan Hongbing as an executive director of the Company.		
	(c) To re-elect Mr. Lin Caihuo as an executive director of the Company.		
	(d) To re-elect Mr. Tche Heng Hou Kevin as an independent non-executive director of the Company.		
	(e) To re-elect Mr. Gao Han as an independent non-executive director of the Company.		
	(f) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.		
	(g) To re-elect Mr. Mak Tin Sang as an independent non-executive director of the Company.		
3.	To appoint Cheng & Cheng Limited Certified Public Accountant as the Company's auditor and to authorise the board of directors of the Company to fix their remuneration.		
4.	To grant an unconditional general mandate to the directors of the Company to allot, issue and deal with additional shares of the Company.		
5.	To grant an unconditional general mandate to the directors of the Company to buy-back shares of the Company.		
6.	To extend the general mandate granted under Resolution No. 4 by adding the total number of shares of the Company bought-back by the Company pursuant to Resolution No. 5, subject to a maximum of 10% of the total issued shares of the Company.		
7.	To refresh the scheme mandate limit under the existing share option scheme of the Company up to 10% of the total number of issued shares of the Company as at the date of passing of this resolution.		

Dated the ____________ day of ____________, 2020 Signature: ______________________________ *(notes 5, 6, 7 and 8)*

Please pay attention to the "Precautionary Measures for the Annual General Meeting" regarding COVID-19 pandemic situation on the front page of the Company's circular and supplemental circular dated 27 April 2020 and 7 May 2020 respectively.

Notes:

1. Full name(s) and address(es) are to be inserted in **BLOCK LETTERS**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. Any member entitled to attend and vote at the Meeting 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 Meeting. A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words or, failing him/her/it "the Chairman of the meeting" and insert the name and address of the person appointed proxy in the space provided.
4. If you wish to vote for any of the resolutions set out above, please tick ("✓") the boxes marked "For". If you wish to vote against any resolutions, please tick ("✓") the boxes marked "Against". If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice and the supplemental notice convening the Meeting.
5. In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
6. The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
7. In order to be valid, this 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 (the "**Share Register**"), at Shops 1712–1716, 17/F, 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. Completion and return of this form of proxy shall not preclude a member from attending and voting in person at the Meeting and in such event, this form of proxy shall be deemed to be revoked.
8. For the purpose of determining members who are qualified for attending the 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 Meeting all transfers, accompanied by the relevant share certificates, have to be lodged with the Branch Register at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30pm on 25 May 2020 (Monday).
9. Any alteration made to this form should be duly initialled by the person who signs the form.
10. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting must be taken by poll. Accordingly, at the 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.
11. The description of these resolutions is by way of summary only. The full text appears in the notice and the supplemental notice convening the Meeting.
12. Attention: A shareholder who has not yet lodged the proxy form for the Annual General Meeting enclosed with the notice of the Annual General Meeting dated 27 April 2020 (the "**First Proxy Form**") with the Share Registrar in Hong Kong is requested to lodge this second proxy form (the "**Second Proxy Form**") if he/she/it wishes to appoint proxy/proxies to attend the Annual General Meeting on his/her/its behalf. In this case, the First Proxy Form should not be lodged with the Company or the Share Registrar.
13. Attention: A shareholder who has 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 Directors 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 and transfer office.
14. Shareholders are reminded that completion and return of the Second Proxy Form will not preclude them from attending and voting in person at the Annual General Meeting or any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the "**Purposes**"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Computershare Hong Kong Investor Services Limited at the above address.