
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this supplemental circular or as to the action to be taken, 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 SOUTHERN ENERGY HOLDINGS GROUP LIMITED, you should at once hand this supplemental circular and the accompanying proxy form to the purchaser or transferee or to the bank, the licensed securities dealer or registered institution or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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SOUTHERN ENERGY HOLDINGS GROUP LIMITED

南方能源控股集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1573)

**SUPPLEMENTAL CIRCULAR TO
THE CIRCULAR OF THE COMPANY DATED 26 APRIL 2019
IN RELATION TO THE
RE-ELECTION OF DIRECTORS
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

This Supplemental Circular should be read together with the Circular of the Company dated 26 April 2019. A Supplemental Notice of AGM to be held at Protop Financial Press Limited, Level 22, Nexxus Building, 41 Connaught Road Central, Hong Kong on Friday, 28 June 2019 at 2:00 p.m. is set out on pages 7 and 8 of this Supplemental Circular.

Whether or not you are able to attend the meeting in person, you are requested to complete and return the enclosed new proxy form (Second Proxy Form) in accordance with the instructions printed thereon to the Company's Hong Kong share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the AGM (i.e. not later than 2:00 p.m. on Wednesday, 26 June 2019). Completion and return of the Second Proxy Form shall not preclude you from attending and voting in person at the AGM or any adjourned meetings if you wish in which event the relevant form(s) of proxy shall be deemed revoked.

References to time and dates in this Supplemental Circular are to Hong Kong time and dates.

24 May 2019

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LETTER FROM THE BOARD

SOUTHERN ENERGY HOLDINGS GROUP LIMITED

南方能源控股集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1573)

Executive Directors:

Mr. Xu Bo (*Chairman & Chief Executive Officer*)

Mr. Xiao Zhijun

Mr. Huang Youjun

Independent non-executive Directors:

Mr. Jiang Chenglin

Mr. Choy Wing Hang William

Mr. Lee Cheuk Yin Dannis

Mr. Fu Lui

Registered office:

Conyers Trust Company (Cayman) Limited

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Principal place of business in the PRC:

31/F, Fuzhong International Plaza

Xinhua Road, Nanming District

Guiyang City, Guizhou Province

China

Principal place of business in Hong Kong:

Level 54

Hopewell Centre

183 Queen's Road East

Hong Kong

24 May 2019

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR TO
THE CIRCULAR OF THE COMPANY DATED 26 APRIL 2019
IN RELATION TO THE
RE-ELECTION OF DIRECTORS
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

Please refer to the Notice of AGM of the Company dated 26 April 2019 (the “**Notice of AGM**”), which sets out the time and venue of the AGM and contains the resolutions to be proposed for consideration and approval at the AGM.

Reference is made to the circular of the Company dated 26 April 2019 (the “**Circular**”) in relation to, among other things, the proposed re-election of directors of the Company (the “**Directors**”).

LETTER FROM THE BOARD

The purpose of this supplemental circular (this “**Supplemental Circular**”) is to provide you with information on the proposed amendments to the resolution in relation to the proposed re-election of Directors, the special arrangement about completion and submission of the second proxy form enclosed with this Supplemental Circular (the “**Second Proxy Form**”), and give you a supplemental notice of the AGM (the “**Supplemental Notice of AGM**”).

Unless otherwise stated, terms defined herein shall have same meanings as those defined in the Circular.

RE-ELECTION OF DIRECTORS

Subsequent to the despatch of the Circular and as disclosed in the announcement of the Company dated 15 May 2019 (the “**Announcement**”), Mr. Wei Yue resigned as an executive Director and Mr. Huang Youjun was appointed as an executive Director on 15 May 2019. In light of the above changes, Mr. Huang Youjun instead of Mr. Wei Yue will stand for re-election as an executive Director at the AGM, and the revised resolution relating to the re-election of Mr. Huang Youjun as an executive Director will be proposed under resolution numbered 3 of the Supplemental Notice.

SUPPLEMENTAL DOCUMENTS

As set out in the Circular, the AGM will be held at ProTop Financial Press Limited, Level 22, Nexxus Building, 41 Connaught Road Central, Hong Kong on Friday, 28 June 2019 at 2:00 p.m.. Given the Notice of AGM and the proxy form accompanying the Circular (the “**First Proxy Form**”) do not contain the revised proposed resolution for the re-election of Mr. Huang Youjun as an executive Director, the Supplemental Notice and the Second Proxy Form have been prepared and are enclosed with this Supplemental Circular. Save as disclosed above, all the resolutions originally proposed in the Notice of AGM and the First Proxy Form will remain unchanged.

The Supplemental Notice and the Second Proxy Form, which contain the revised proposed resolution for the re-election of Mr. Huang Youjun, are published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.nfny.hk.

SECOND PROXY FORM

Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed Second Proxy Form in accordance with the instructions printed thereon to the Company’s Hong Kong share registrar, Tricor Investor Services Limited (the “**Share Registrar**”) of Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the AGM (i.e. not later than 2:00 p.m. on Wednesday, 26 June 2019) (the “**Closing Time**”). Completion and return of the Second Proxy Form will not preclude you from attending and voting in person at the AGM or any adjourned meetings if you so wish.

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

LETTER FROM THE BOARD

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, if correctly completed, will be treated as a valid form lodged by him/her. 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. Huang Youjun as an executive Director as set out in the Supplemental Notice, 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 proxy form lodged by the Shareholders; and
- (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.

Shareholders are reminded that submission of the First Proxy Form and/or the Second Proxy Form shall not preclude Shareholders from attending the AGM or any adjourned meeting thereof and voting in person should they so wish.

If you are a non-registered Shareholder, i.e. your Shares are held through an intermediary (for example, a bank, custodian or securities broker) or registered in the name of your nominee, you will not receive the Second Proxy Form directly from the Company, and you will need to give instructions to your intermediary/nominee to vote on your behalf. If you wish to attend, speak and vote at the AGM, you should seek authorisation to do so from your intermediary/nominee directly.

RECOMMENDATION

The Directors consider that the proposed re-election of Mr. Huang Youjun as an executive Director at the AGM as set out in this Supplemental Circular is in the interests of the Company and the Shareholders. Accordingly, the Directors recommend that you vote in favour of such resolution at the AGM.

LETTER FROM THE BOARD

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

Yours faithfully,
By order of the Board
SOUTHERN ENERGY HOLDINGS GROUP LIMITED
Xu Bo
Chairman

APPENDIX I DETAILS OF THE DIRECTOR PROPOSED TO BE RE-ELECTED

The biographical details of Mr. Huang Youjun proposed to be re-elected at the AGM are set out as follows:

Mr. Huang, aged 46, is an executive Director who joined the Group on 15 May 2019 and is primarily responsible for the day-to-day business operation of the Group. Prior to joining the Group, Mr. Huang served as a staff, clerk and officer of the Financial Office, the deputy manager of the Poverty Alleviation and Development Office and the deputy township chief of the People's Government of the Weishe Town, Hezhang County, Guizhou Province, the PRC successively from August 1995 to August 2006. From March 2002 to July 2004, he was also the deputy general manager at the Baizhi Coal Mine of the Weishe Town of Hezhang County, Guizhou Province, the PRC, where he was responsible for the management and supervision of operation safety of the mine. Mr. Huang then served as the deputy secretary of the Central Committee of the Communist Party of China (the **"CPC Committee"**) and the township chief of the Dezhou Town, Hezhang County, Guizhou Province, the PRC successively from August 2006 to March 2008. He further served as the deputy secretary of the CPC Committee and the mayor of the Baiguo Town and the Liuquhe Town of Hezhang County, Guizhou Province, the PRC successively from March 2008 to January 2012. He was also the deputy general manager at the Guizhou Shuicheng Mining Co., Ltd. Wangjiazhai Coal Mine* (貴州水城礦業股份有限公司汪家寨煤礦) primarily responsible for the daily operation and the safety of the mine from October 2008 to November 2009. From January 2012 to August 2016, he successively served as the secretary of the CPC Committee of the Liuquhe Town and the Chengguan Town, Hezhang County, Guizhou Province, the PRC. Mr. Huang served as the deputy minister of the Organization Department and the secretary of the Non-Public Economic and Social Work Committee of the Hezhang County, Guizhou Province, the PRC from August 2016 to November 2016, and a member of the Housing and Construction Bureau of the CPC Committee and the director of the Urban Planning Bureau of the Hezhang County, Guizhou Province, the PRC from November 2016 to September 2017. From September 2017 to March 2018, he served as a deputy managerial member of the Justice Bureau of the Hezhang County, Guizhou Province, the PRC.

Mr. Huang completed a specialization course in laws* (本科法律專業) from the Party School of the Guizhou Provincial Committee of the Communist Party of China* (中共貴州省委黨校) in July 2007 and obtained a diploma in finance and accounting from the Finance and Trade School of the Bijie Region of the Guizhou Province* (貴州省畢節地區財貿學校) in July 1995.

Mr. Huang has entered into a service contract with the Company for a term of three years with effect from 15 May 2019 and is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Huang is entitled to an annual remuneration of HKD200,000. Mr. Huang's remuneration has been determined by the Board based on the recommendation of the remuneration committee of the Company and with reference to the duties and responsibilities of Mr. Huang with the Company, the Company's remuneration policy and the prevailing market practice.

APPENDIX I DETAILS OF THE DIRECTOR PROPOSED TO BE RE-ELECTED

Mr. Huang did not hold any directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, or any other major appointments and professional qualifications. Since March 2018, Mr. Huang has been the representative of the People's Government of Hezhang County for the Hezhang County Hongyi Construction Engineering Co., Ltd.* (赫章縣宏誼建築工程有限責任公司), a substantial shareholder (as defined in the Listing Rules) of the Company. Save as disclosed above and as at the date of this Supplemental Circular, Mr. Huang does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

As at the date of this Supplemental Circular, Mr. Huang does not have, and is not deemed to have, any interests in the shares, underlying shares or debentures of the Company within the meaning of Part XV of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is no other information that is required to be disclosed pursuant to Rules 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

SOUTHERN ENERGY HOLDINGS GROUP LIMITED

南方能源控股集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1573)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This notice is supplemental to the notice of annual general meeting (the “AGM”) of SOUTHERN ENERGY HOLDINGS GROUP LIMITED (the “Company”) dated 26 April 2019 (the “Notice of AGM”) to convene the AGM to be held at ProTop Financial Press Limited, Level 22, Nexxus Building, 41 Connaught Road Central, Hong Kong on Friday, 28 June 2019 at 2:00 p.m.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT:

Due to the matters as set out in the supplemental circular of the Company dated 24 May 2019 (the “Supplemental Circular”), the resolution numbered 3 stated in the Notice of AGM should be deleted in its entirety and replaced by the following new resolution numbered 3:

- “3. (a) to re-relect Mr. Huang Youjun as an executive Director;
- (b) to re-elect Mr. Xiao Zhijun as an executive Director;
- (c) to re-elect Mr. Fu Lui as an independent non-executive Director; and
- (d) to authorise the Board to fix the remuneration of the Directors;”

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

By Order of the Board
SOUTHERN ENERGY HOLDINGS GROUP LIMITED
Xu Bo
Chairman

Guiyang, People’s Republic of China, 24 May 2019

Principal place of business in the PRC:
31/F, Fuzhong International Plaza
Xinhua Road, Nanming District
Guiyang City, Guizhou Province
China

Principal place of business in Hong Kong:
Level 54
Hopewell Centre
183 Queen’s Road East
Hong Kong

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (i) Details in respect of the above are set out in the Supplemental Circular.
- (ii) A second proxy form (the “**Second Proxy Form**”) in connection with the above resolutions is enclosed with the Supplemental Circular.
- (iii) Please refer to the Notice of AGM for details of other resolutions to be proposed at the AGM and other relevant matters.
- (iv) A shareholder of the Company entitled to attend and vote at the meeting may appoint one or more proxies to attend and vote on his/her behalf. On a poll, votes may be given either personally (or in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy. A proxy need not be a shareholder of the Company.
- (v) Details of the retiring directors of the Company, namely Mr. Xiao Zhijun and Mr. Fu Lui are set out in Appendix II to the circular of the Company dated 26 April 2019, and details of the retiring director of the Company, namely Mr. Huang Youjun, are set out in Appendix I to the Supplemental Circular.

As at the date of this supplemental notice, the executive directors of the Company are Mr. Xu Bo, Mr. Xiao Zhijun and Mr. Huang Youjun; and the independent non-executive directors of the Company are Mr. Jiang Chenglin, Mr. Choy Wing Hang William, Mr. Lee Cheuk Yin Dannis and Mr. Fu Lui.