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JINTAI ENERGY HOLDINGS LIMITED

金泰能源控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2728)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of Jintai Energy Holdings Limited (the “**Company**”) will be held at Units 1302–3, 13/F, Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong on Friday, 5 May 2023, at 3:00 p.m. for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolutions:

ORDINARY RESOLUTIONS

“**THAT** subject to the fulfillment of the conditions as set out in the third supplemental deed (the “**Third Supplemental Deed**”) dated 20 March 2023 and entered into among the Company and Qilu International Funds SPC (for the account and on behalf of Zhongtai Dingfeng Classified Fund SP) in relation to the proposed alterations of terms of the convertible notes (the “**Convertible Notes**”) in the principal amount of HK\$123,290,764.56 (a copy of which has been produced to the Meeting and marked “A” and signed by the chairman of the Meeting for the purpose of identification):

- (a) the Third Supplemental Deed and all the transactions contemplated thereunder and all other matters in connection herewith and incidental thereto, be and are hereby approved, confirmed and ratified;
- (b) the Convertible Notes (as amended by the supplemental deed dated 16 July 2020, the second supplemental deed dated 4 August 2021 and the Third Supplemental Deed) be and are hereby approved and confirmed;
- (c) the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate to allot and issue such number of shares of the Company as may be required to be issued and allotted upon exercise of the conversion rights attached to the Convertible Notes (as amended by the supplemental deed dated 16 July 2020, the second supplemental deed dated 4 August 2021 and the Third Supplemental Deed); and

- (d) any Director(s) be and is/are hereby authorised to sign all such documents and do all acts as he/they may consider necessary in connection with resolutions (a), (b) and/or (c) above.”

By Order of the Board
Jintai Energy Holdings Limited
Yuan Hongbing
Executive Director and Chief Executive Officer

Hong Kong, 19 April 2023

Principal place of business in Hong Kong:
Suites 2601–2603, 26/F
Shui On Centre
6–8 Harbour Road
Wan Chai
Hong Kong

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

Notes:

1. Any member entitled to attend and vote at the above 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.
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. 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 above 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.
4. Completion and return of the form of proxy will not preclude members from attending and voting at the meeting and in such event, the instrument appointing the proxy shall be revoked.
5. 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 Friday, 5 May 2023, the meeting will be postponed and will not be held on that day. An announcement will be made in such event.
6. In light of the current outbreak of COVID-19, shareholders may consider appointing the chairman of the meeting as his/her proxy to vote on the resolutions, instead of attending the meeting in person.
7. All dates and times in this notice refer to Hong Kong dates and times.

As at the date of this notice, the Company has three executive Directors, namely Mr. Han Jinfeng (Chairman), Mr. Lin Caihuo and Mr. Yuan Hongbing (Chief Executive Officer), one non-executive Director, namely Mr. Chen Yunwei, and three independent non-executive Directors, namely Mr. Tche Heng Hou Kevin, Mr. Mak Tin Sang and Mr. Jiang Hao.