



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)

FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING (OR AT 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 _____, failing him/her/it, the Chairman of the extraordinary general meeting as my/our proxy to attend and vote for me/us on my/our behalf at the extraordinary general meeting (the “Meeting”) of the Company to 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. 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)
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) 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.		

Please refer to the notice convening the Meeting dated 19 April 2023 for the full text of the resolutions.

Dated the _____ day of _____, 2023

Signature: _____ ^(notes 5, 6, 7 and 8)

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 extraordinary general 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 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 “**Branch Registrar**”), 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. 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. Any alteration made to this form should be duly initialled by the person who signs the form.
9. 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.
10. The description of these resolutions is by way of summary only. The full text appears in the notice convening the Meeting.