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JX Energy Ltd.

(吉星新能源有限責任公司)*

(incorporated under the laws of Alberta with limited liability)

(Stock Code: 3395)

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING
OF SHAREHOLDERS TO BE HELD AT 9:00 A.M. ON JUNE 28, 2024
(CALGARY TIME)**

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (“**Common Shares**”) of JX Energy Ltd. (“**JXE**” or the “**Company**”) will be held at Suite 900, 717 7th Avenue SW, Calgary, Alberta T2P 0Z3, Canada, on June 28, 2024 at 9:00 a.m. (Calgary time)/11:00 p.m. (Hong Kong time) for the following purposes:

1. to receive the audited financial statements of the Company as at and for the year ended December 31, 2023 together with the report of the auditors thereon;
2. to fix the number of directors of the Company to be elected at the Meeting at five;
3. to consider and, if thought advisable, to elect, each as a separate resolution, the following directors of the Company for the ensuing year:
 - (a) Mr. Yongtan Liu as an executive director of the Company;
 - (b) Mr. Binyou Dai as an executive director of the Company;
 - (c) Mr. Larry Grant Smith as an independent non-executive director of the Company;
 - (d) Mr. Clement Ka Hai Hung as an independent non-executive director of the Company; and
 - (e) Mr. Zhanpeng Kong as an independent non-executive director of the Company;
4. to consider and, if thought advisable, to re-appoint BDO Limited as auditors of the Company and to authorize the directors of the Company to fix their remuneration;

5. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution granting the board a general and unconditional mandate to allot, issue and otherwise deal with the Common Shares allotted or agreed to be allotted not exceeding twenty percent (20%) of the aggregate issued and outstanding share capital of the Company as at the date of passing of such resolution (the “**Issuing Mandate**”), as more particularly described in the Circular (defined below);
6. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution granting the board a general and unconditional mandate to exercise all the power of the Company to repurchase Common Shares not exceeding ten percent (10%) of the aggregate issued and outstanding share capital of the Company as at the date of passing of such resolution (the “**Share Repurchase Mandate**”), as more particularly described in the Circular (defined below);
7. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution granting the board a general and unconditional mandate to extend the Issuing Mandate by the aggregate number of the Common Shares repurchased by the Company pursuant to the exercise of the Share Repurchase Mandate, provided that such extended amount shall not exceed ten percent (10%) of the aggregate issued and outstanding share capital of the Company as at the date of passing of this resolution, as more particularly described in the Circular (defined below); and
8. to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

The management information circular (the “**Circular**”) which provides additional information relating to the matters to be dealt with at the Meeting will be delivered to Shareholders on or before May 29, 2024.

An explanatory statement as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), providing the requisite information regarding the grant of the Share Repurchase Mandate reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution relating to the Share Repurchase Mandate at the Meeting is set forth in Schedule “C” to this notice.

Only Shareholders of record as at 4:30 p.m. (Hong Kong time) and 2:30 a.m. (Calgary time) on June 12, 2024 (the “**Record Date**”) will be entitled to vote at the Meeting, unless that Shareholder has transferred any Common Shares subsequent to that date and the transferee Shareholder, not later than 10 days before the Meeting, establishes ownership of the Common Shares and demands that the transferee’s name be included on the list of Shareholders entitled to vote at the Meeting, in which case such transferee shall be entitled to vote such Common Shares at the Meeting. To ensure that there is no risk that any of the Common Shares will be voted twice, the transferee must provide written evidence to the Company including, without limitation, providing properly endorsed certificates evidencing the transfer of such Common Shares or having otherwise established ownership of such Common Shares, written evidence of the identification of the relevant transferor and written evidence that the relevant transferor has not exercised and will not exercise their right to vote either by proxy or in person at the Meeting. The Company may refuse the demand by a transferee to be included in the list of Shareholders entitled to vote at the Meeting if the transferee cannot demonstrate to the Company with sufficient certainty that the relevant Common Shares have not already been voted by proxy or will be voted by the relevant transferor at the Meeting.

Shareholders who receive the Circular and other accompanying Meeting materials from the Company’s branch share registrar in Hong Kong, being Computershare Hong Kong Investor Services Limited, and who are unable to be present at the Meeting are requested to date and sign the form of proxy enclosed in the Circular and return it to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong so that it is received during regular business hours no later than 48 hours (excluding Saturdays, Sundays and public holidays in Hong Kong) prior to the time of the Meeting, or any adjournment thereof. If a Shareholder is registered as a member of the Company on the register of members in Hong Kong on the Record Date, such Shareholder’s records are currently maintained on the Hong Kong register and such Shareholder’s proxy should be deposited in accordance with the instructions set out in this paragraph.

Shareholders who receive the Circular and other accompanying Meeting materials from the Company’s principal share registrar in Canada, being Computershare Trust Company of Canada, and who are unable to be present at the Meeting, are requested to date and sign the form of proxy enclosed in the Circular and return it to Computershare Trust Company of Canada, Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, Canada, in the envelope provided for that purpose, so that it is received no later than 48 hours (excluding Saturdays, Sundays and holidays in Canada) prior to the time of the Meeting or any adjournment thereof. Registered shareholders may submit their voting instructions online at www.investorvote.com or by phone at 1-866-732-VOTE (8683) (toll free within North America) or 1-312-588-4290 (outside North America). Shareholders are cautioned that the use of mail to transmit proxies is at each Shareholder’s risk. If a Shareholder acquired its Common Shares prior to the Record Date and is registered as a Shareholder on the register of Shareholders in Canada on the Record Date, such Shareholder’s records are currently maintained on the Canadian register and such Shareholder’s proxy should be deposited in accordance with the instructions set out in this paragraph.

In order to be valid, your proxy or voting instructions must be received in each case no later than 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or any adjournment thereof.

DATED at Calgary, Alberta, as of the 29th day of May, 2024.

BY ORDER OF THE BOARD

Signed: “*Yongtan Liu*”

Yongtan Liu

*Chairman of the Board and Interim Chief
Executive Officer*

As at the date of this notice, the Board comprises of two executive Directors, namely Mr. Yongtan Liu and Mr. Binyou Dai; and three independent non-executive Directors, namely Mr. Clement Ka Hai Hung, Mr. Zhanpeng Kong and Mr. Larry Grant Smith.

SCHEDULE “C”

EXPLANATORY STATEMENT RELATING TO SHARE REPURCHASE

This Schedule serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to the Shareholders for their consideration of the Share Repurchase Mandate. This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules. The directors of the Company confirm that neither this explanatory statement nor the proposed share repurchase pursuant to the Share Repurchase Mandate has any unusual features.

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LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing is on the HKEX to repurchase their shares on the HKEX or other stock exchanges subject to certain restrictions. The Company is empowered to repurchase its own shares, subject to the requirements of the *Business Corporations Act* (Alberta) (the “**ABCA**”).

SHARE CAPITAL

As at May 29, 2024 (the “**Latest Practicable Date**”), the issued and outstanding Common Shares of the Company comprised 522,886,520 fully-paid-up Common Shares. Subject to the passing of the Share Repurchase Mandate resolution and on the basis that no further shares are issued or repurchased prior to the Meeting, the Company would be allowed to repurchase up to a maximum of 52,288,652 Common Shares under the Share Repurchase Mandate during the period from the time of the passing of the resolution to approve the Share Repurchase Mandate until whichever is the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required to be held under any applicable laws or under the By-Law Number Two of the Company; and (c) the time of the passing of an ordinary resolution of the Company in a general meeting revoking or varying the authority set out in this resolution (the “**Relevant Period**”), representing 10% of the issued and outstanding share capital of the Company as at the Latest Practicable Date.

REASONS FOR THE REPURCHASES

The Board believes that the flexibility afforded to them by the Share Repurchase Mandate would be in the best interests of the Company and the Shareholders. Repurchases pursuant to such mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the value of the Common Shares or the net assets and/or the earnings per share and will only be made when the Board believes that such actions will benefit the Company and the Shareholders as a whole.

FUNDING OF REPURCHASES

In repurchasing Common Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Incorporation and subject to the requirements of the ABCA. It is expected that the Company will fund any repurchase of shares from its available internal resources.

IMPACT ON THE WORKING CAPITAL OR GEARING POSITION

If the Share Repurchase Mandate is exercised in full at any time during the Relevant Period, there may be a material adverse effect on the working capital levels of the Company or its gearing levels, as compared with the position disclosed in the Company's audited financial statements for the year ended December 31, 2023 (the most recent published audited financial statements). However, the Board does not propose to exercise such mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company at the time of the relevant repurchases unless the Board determines that such repurchases are, taking into account of all relevant factors, in the best interests of the Company.

SHARE PRICES

The highest and lowest prices at which the Common Shares have been traded on the HKEX for the past 12 months preceding the issue of this Notice were as follows:

HKEX Trading Prices

	Per Share Highest <i>HK\$</i>	Per Share Lowest <i>HK\$</i>
2023		
May	0.350	0.260
June	0.330	0.275
July	0.400	0.270
August	0.360	0.235
September	0.280	0.250
October	0.275	0.191
November	0.500	0.193
December	0.250	0.237
2024		
January	0.239	0.216
February	0.600	0.209
March	0.315	0.193
April	0.255	0.185
May (up to the Latest Practicable Date)	0.190	0.180

EFFECT OF THE CODE OF TAKEOVERS AND MERGERS AND SHARE REPURCHASES OF HONG KONG (THE “TAKEOVERS CODE”)

A Shareholder’s proportionate interest in the voting rights of the Company will increase upon the Company’s exercise of its powers to repurchase Common Shares pursuant to the Share Repurchase Mandate, and such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase in his/her or their shareholding interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

Pursuant to the Amended and Restated Unanimous Shareholders Agreement dated September 2, 2021 and the subsequent sale of all of the common shares of Aspen Investment Holdings Ltd. (“Aspen”) held by 1648557 Alberta Ltd. to Ji Lin Hong Yuan Trade Group Limited, as at the Latest Practicable Date, Aspen, Mr. Yuan Jing, Ji Lin Hong Yuan Trade Group Limited and, Changchun Liyuan Investment Co. Ltd. became a group of the controlling shareholders (as defined in the Listing Rules) acting in concert and are interested in under Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong), in aggregate approximately 34.65% of the total number of issued Common Shares. In the event that the directors exercise in full the power to repurchase Common Shares under the Share Repurchase Mandate and if there is no other change in the issued share capital of the Company, their collective shareholdings in the Company will be increased to approximately 38.50% of the issued share capital of the Company. The exercise of the Share Repurchase Mandate in full will not result in Aspen, Mr. Yuan Jing, Ji Lin Hong Yuan Trade Group Limited and Changchun Liyuan Investment Co. Ltd. being obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

The directors of the Company have no intention to exercise the Share Repurchase Mandate to such an extent which would result in the aggregate number of Common Shares held by the public Shareholders falling below the prescribed minimum percentage required by the HKEX, which is currently 25% of the entire issued share capital of the Company.

DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the directors of the Company nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules), has any present intention to sell Common Shares to the Company in the event that the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any “core connected person” (as defined in the Listing Rules) that he has a present intention to sell Common Shares to the Company or has undertaken not to sell Common Shares held by him to the Company in the event that the Share Repurchase Mandate is approved by the Shareholders.

UNDERTAKING OF DIRECTORS

The directors of the Company will, so far as the same may be applicable, exercise the power of the Company to make repurchases pursuant to the Share Repurchase Mandate in accordance with the Listing Rules, Canadian laws and the constitutional documents of the Company.

SHARE PURCHASE MADE BY THE COMPANY

The Company did not purchase any of the Common Shares during the six months prior to the Latest Practicable Date.