
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this 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 Sino-Synergy Hydrogen Energy Technology (Jiaxing) Co., Ltd., you should at once hand this circular to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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Sino-Synergy Hydrogen Energy Technology (Jiaxing) Co., Ltd.

國鴻氫能科技（嘉興）股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 9663)

- (1) 2023 ANNUAL REPORT;**
 - (2) 2023 FINAL FINANCIAL ACCOUNT REPORT;**
 - (3) 2023 REPORT OF THE BOARD OF DIRECTORS;**
 - (4) 2023 REPORT OF THE SUPERVISORY COMMITTEE;**
 - (5) RE-APPOINTMENT OF AUDITOR FOR 2024;**
 - (6) 2024 REMUNERATION PACKAGE OF DIRECTORS AND SUPERVISORS;**
 - (7) PROFIT DISTRIBUTION AND DIVIDEND DISTRIBUTION PLAN FOR 2023;**
 - (8) APPLICATION FOR COMPREHENSIVE CREDIT FACILITIES FOR FINANCING AND PROVIDING GUARANTEE(S) TO SUBSIDIARY(IES);**
 - (9) AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND HANDLING OF INDUSTRIAL AND COMMERCIAL REGISTRATION MATTERS;**
 - (10) GENERAL MANDATE TO ISSUE ADDITIONAL H SHARES; AND**
- NOTICE OF 2023 ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (the "AGM") of Sino-Synergy Hydrogen Energy Technology (Jiaxing) Co., Ltd. (the "Company") to be held at No. 1-6 Longwang Road, Zhapu Town, Pinghu City, Jiaxing City, Zhejiang Province, the PRC at 9:00 a.m. on Wednesday, 19 June 2024 is set out on pages 12 to 15 of this circular.

Whether or not you are able to attend the AGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's H Share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong (for H Shareholders), as soon as possible but in any event not less than 24 hours before the time appointed for the holding of the AGM (i.e. not later than 9:00 a.m. on Tuesday, 18 June 2024) or any adjournment thereof. The form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.sinosynergypower.com). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM if you so wish.

References to time and dates in this circular are to Hong Kong time and dates.

30 April 2024

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“2023 Annual Report”	The annual report of the Company for the year ended 31 December 2023 published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.sinosynergypower.com)
“2023 Final Financial Account Report”	the audited financial statements of the Company for the year ended 31 December 2023
“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at 9:00 a.m. on Wednesday, 19 June 2024 at No. 1-6 Longwang Road, Zhapu Town, Pinghu City, Jiaxing City, Zhejiang Province, the PRC or any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended, modified or supplemented from time to time
“Board” or “Board of Directors”	the board of Directors
“Company”	Sino-Synergy Hydrogen Energy Technology (Jiaxing) Co., Ltd. (國鴻氫能科技(嘉興)股份有限公司), a joint stock company incorporated in the PRC with limited liability on 30 June 2015, the H Shares of which are listed on the Stock Exchange (Stock code: 9663)
“Director(s)”	the director(s) of our Company
“Domestic Share(s)”	ordinary Shares in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and paid up in RMB
“General Mandate”	a general mandate to be granted to the Board to allot, issue or deal with additional H Shares representing up to the limit of 20% of the aggregate number of H Shares in issue on the date of passing the relevant resolution by the Shareholders
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign share(s) in the share capital of the Company with a nominal value of RMB1.00 each, traded in HK dollars and listed on the Stock Exchange

DEFINITIONS

“H Shareholder(s)”	holder(s) of H Shares
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Latest Practicable Date”	26 April 2024, being the latest practicable date prior to the printing of this circular
“Listing Date” or “Listing”	5 December 2023, being the date the H Shares of the Company commenced trading on the Stock Exchange
“PRC” or “China”	The People’s Republic of China, for the purpose of this Circular, excluding the regions of Hong Kong, Macau Special Administrative Region and Taiwan
“PRC Company Law”	the Company Law of the People’s Republic of China (《中華人民共和國公司法》) as amended, supplemented or otherwise modified from time to time
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	shares in the share capital of the Company, with a nominal value of RMB1.00 each, comprising Domestic Shares and H Shares
“Shareholders”	holder(s) of our Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	The supervisor(s) of the Company
“Supervisory Committee”	the committee of Supervisors
“%”	per cent

LETTER FROM THE BOARD



Sino-Synergy Hydrogen Energy Technology (Jiaxing) Co., Ltd.
國鴻氫能科技（嘉興）股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 9663)

Executive Directors:

Mr. Chen Xiaomin (*Chairman*)

Mr. Yang Zeyun

Mr. Ye Jiajie

Non-executive Directors:

Mr. Zhan Zhanlin

Mr. Huang Jiao

Dr. Wan Yu

Independent non-executive Directors:

Mr. Liu Xin

Dr. Xing Wei

Ms. Wong Yan Ki, Angel

***Registered office and headquarters in
the PRC***

Room 501-2, Block No. 37

Hangzhou Bay New Economic Park

Port District

Jiaxing City

Zhejiang Province

PRC

Principal place of business in

Hong Kong:

31/F, 148 Electric Road

North Point, Hong Kong

30 April 2024

To the Shareholders

Dear Sir or Madam,

- (1) 2023 ANNUAL REPORT;**
- (2) 2023 FINAL FINANCIAL ACCOUNT REPORT;**
- (3) 2023 REPORT OF THE BOARD OF DIRECTORS;**
- (4) 2023 REPORT OF THE SUPERVISORY COMMITTEE;**
- (5) RE-APPOINTMENT OF AUDITOR FOR 2024;**
- (6) 2024 REMUNERATION PACKAGE OF DIRECTORS
AND SUPERVISORS;**
- (7) PROFIT DISTRIBUTION AND DIVIDEND
DISTRIBUTION PLAN FOR 2023;**
- (8) APPLICATION FOR COMPREHENSIVE CREDIT FACILITIES FOR
FINANCING AND PROVIDING GUARANTEE(S)
TO SUBSIDIARY(IES);**
- (9) AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND HANDLING OF INDUSTRIAL
AND COMMERCIAL REGISTRATION MATTERS;**
- (10) GENERAL MANDATE TO ISSUE ADDITIONAL H SHARES;
AND
NOTICE OF 2023 ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide you with the notice of the AGM and all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM as follows:

1. 2023 ANNUAL REPORT

The 2023 Annual Report has been published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.sinosynergypower.com) and has been despatched to the Shareholders on 26 April 2024. The 2023 Annual Report was considered and approved by the Board on 26 March 2024, and will be proposed, by way of an ordinary resolution, for the Shareholders' consideration and approval at the AGM.

2. 2023 FINAL FINANCIAL ACCOUNT REPORT

The full text of the 2023 Final Financial Account Report is set out in the Independent Auditor's Report of the 2023 Annual Report. The 2023 Final Financial Account Report was considered and approved by the Board on 26 March 2024 and will be proposed, by way of an ordinary resolution, for the Shareholders' consideration and approval at the AGM.

3. 2023 REPORT OF THE BOARD OF DIRECTORS

The full text of the 2023 Report of the Board of Directors for the year ended 31 December 2023 is set out in the section "Report of the Board of Directors" and "Management Discussion and Analysis" in the 2023 Annual Report. The aforesaid report was considered and approved by the Board on 26 March 2024 and will be proposed, by way of an ordinary resolution, for the Shareholders' consideration and approval at the AGM.

4. 2023 REPORT OF THE SUPERVISORY COMMITTEE

The full text of the 2023 Report of the Supervisory Committee for the year ended 31 December 2023 is set out in the section "Report of the Supervisors" in the 2023 Annual Report. The aforesaid report was considered and approved by the Supervisory Committee on 26 March 2024 and will be proposed, by way of an ordinary resolution, for the Shareholders' consideration and approval at the AGM.

LETTER FROM THE BOARD

5. RE-APPOINTMENT OF AUDITOR FOR 2024

In line with the requirements of the Articles of Association and the auditing tasks of the Company, the Company proposes to re-appoint PricewaterhouseCoopers to be the auditor of the Company for 2024 with a term commencing from the date of approval at the AGM until the conclusion of the annual general meeting of the Company for the financial year ending 31 December 2024, and authorize the Board to determine the specific matters, including but not limited to their remunerations, in relation to such re-appointment. The re-appointment of auditor for 2024 was considered and approved by the Board on 26 March 2024 and will be proposed, by way of an ordinary resolution, for the Shareholders' consideration and approval at the AGM.

6. 2024 REMUNERATION PACKAGE OF DIRECTORS AND SUPERVISORS

The proposed remuneration package of Directors and Supervisors for 2024 has been considered by the remuneration committee of the Board and approved by the Board on 26 March 2024 which is as follows: the remunerations of executive Directors and Supervisors who hold specific positions in the Company, consisting of salaries and bonuses, will be determined in accordance with their respective positions and annual performance appraisal; non-executive Directors receive no remuneration; the remuneration of an independent non-executive Director is RMB150,000 (before tax) per annum.

The above proposed 2024 remuneration package of the Directors and Supervisors will be proposed, by way of an ordinary resolution, for the Shareholders' consideration and approval at the AGM.

7. PROFIT DISTRIBUTION AND DIVIDEND DISTRIBUTION PLAN FOR 2023

A resolution was approved by the Board on 26 March 2024 that, having considered the need of the Company's business development, there was no profit distribution and dividend distribution being proposed for the year ended 31 December 2023. The profit distribution and dividend distribution plan for the year ended 31 December 2023 will be proposed, by way of an ordinary resolution, for the Shareholders' consideration and approval at the AGM.

LETTER FROM THE BOARD

8. APPLICATION FOR COMPREHENSIVE CREDIT FACILITIES FOR FINANCING AND PROVIDING GUARANTEE(S) TO SUBSIDIARY(IES)

In order to boost the development of the Group and the expansion of business size, improve the financing capacity of the Group, and enhance the operational efficiency and profitability of the Group, the Group intends to apply for comprehensive credit facilities from banks and other financial institutions. The credit limit represents a comprehensive credit line, which will be granted at 25% of the latest audited total assets. The variety of the comprehensive credit line includes but is not limited to local and foreign currency loans, bank acceptance bills, commercial acceptance bills, letters of credit, letters of guarantee, trade financing, factoring financing, and forward purchase and sale of foreign exchange. The credit facilities' term will last for 12 months effective from the date of approval of the comprehensive credit facilities (the "**Credit Period**"). The type and limit of credit facilities are subject to the actual approval of banks, and the specific utilized amount shall be determined by the Group based on actual operation demand. During the Credit Period, such credit line shall be reusable and no separate resolution is required by the Group.

The Company agrees to provide its subsidiary(ies) with joint and several liability guarantee(s) within the above credit line (including cross guarantees between the subsidiary(ies)) in respect of the following: (1) the total amount of external guarantee(s) of the Group shall not exceed 50% of the latest audited net assets; and (2) the amount of the external guarantee(s) alone shall not exceed 10% of the latest audited total assets. The above comprehensive credit facilities will expire on the date of the Board meeting or the annual general meeting for 2024.

To be more productive and to handle financing business in a timely manner, the Board approved and thereby authorized the legal representative of the Company or the authorized agent of the Group as designated by the legal representative of the Company to handle procedures of the above application for comprehensive credit facilities and guarantee(s) and to sign legal documents, including but not limited to contracts and agreements of credit, loan, guarantee, mortgage and pledge, and financing. The above proposed application for comprehensive credit facilities for financing and providing guarantee(s) to the Company's subsidiary(ies) will be proposed, by way of an ordinary resolution, for the Shareholders' consideration and approval at the AGM.

LETTER FROM THE BOARD

9. AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND HANDLING OF INDUSTRIAL AND COMMERCIAL REGISTRATION MATTERS

Amendments to the Articles of Association

On 26 March 2024, a resolution was approved by the Board for the proposed amendments to certain provisions of the Articles of Association. Such amendments were made for the purpose of specifying matters relating to deputy general manager and employee representative supervisor along with other housekeeping matters. Specific proposed amendments are set out as follows:

Before amendment	After amendment
<p>Article 2 The Company is a joint stock limited company established in accordance with the Company Law and other laws, regulations and regulatory documents.</p> <p>The Company was established by way of promotion and changed from Guangdong Sino-Synergy Hydrogen Energy Technology Co., Ltd. (廣東國鴻氫能科技有限公司) to a joint stock limited company. It was registered with the Yunfu Administration for Market Regulation (雲浮市市場監督管理局) on 22 March 2022 and obtained the Business License (Unified Social Credit Code: 91445300345445136E).</p>	<p>Article 2 The Company is a joint stock limited company established in accordance with the Company Law and other laws, regulations and regulatory documents.</p> <p>The Company was established by way of promotion and changed from Guangdong Sino-Synergy Hydrogen Energy Technology Co., Ltd. (廣東國鴻氫能科技有限公司) to a joint stock limited company. It was registered with the Yunfu Zhejiang Province Administration for Market Regulation (雲浮市浙江省市場監督管理局) on 22 March 2022 and obtained the Business License (Unified Social Credit Code: 91445300345445136E).</p>
<p>Article 114 (paragraph 2) The Board shall establish an Audit Committee, a Nomination Committee, a Remuneration Committee and a Strategy Committee (together, the “Special Committees”) and other Special Committees as required to provide advice or counsel to the Board on major decisions. The composition and Rules of Procedure for the Special Committees shall be separately agreed upon by the Board. The Special Committees shall not make any resolution in the name of the Board but may, subject to the mandatory requirements of the relevant PRC laws, regulations, regulatory documents and the listing rules of the stock exchange where it is listed, exercise its decision-making power in respect of authorized matters in accordance with the special mandate of the Board.</p>	<p>Article 114 (paragraph 2) The Board shall establish an Audit Committee, a Nomination Committee, a Remuneration Committee and a Strategy Committee (together, the “Special Committees”) and other Special Committees as required to provide advice or counsel to the Board on major decisions. The composition and Rules of Procedure for the Special Committees shall be separately agreed upon by the Board. The Special Committees shall not make any resolution in the name of the Board but may, subject to the mandatory requirements of the relevant PRC laws, regulations, regulatory documents and the listing rules of the stock exchange where it is listed, exercise its decision-making power in respect of authorized matters in accordance with the special mandate of the Board.</p>

LETTER FROM THE BOARD

Before amendment	After amendment
<p>Article 133 The Company shall have a general manager who shall be appointed or removed by the Board.</p> <p>The Company shall have several deputy general managers who shall be nominated by the general manager and appointed or dismissed by the Board.</p> <p>The general manager, deputy general managers, the secretary to the Board, and financial officers are senior management of the Company.</p>	<p>Article 133 The Company shall have a general manager who shall be appointed or removed by the Board.</p> <p>The Company shall have several <u>5</u> deputy general managers who shall be nominated by the general manager and appointed or dismissed by the Board.</p> <p>The general manager, deputy general managers, the secretary to the Board, and financial officers are senior management of the Company.</p>
<p>Article 151 The Company shall have a Supervisory Committee, The Supervisory Committee is composed of 3 supervisors, including a chairman. The chairman of the Supervisory Committee shall be elected by more than half of all Supervisors. The chairman of the Supervisory Committee shall convene and preside over the meetings of Supervisory Committee; where the chairman of Supervisory Committee unable to or fails to fulfill the duties thereof; more than half of the Supervisors shall elect a Supervisor to convene and preside over the meetings of Supervisory Committee.</p> <p>The Supervisory Committee shall include shareholder representatives and a certain proportion of employee representative supervisors of the Company, and the proportion of employee representatives shall be not less than one-third of the total number of Supervisors. The employee representative supervisors are democratically elected by the Company's employees at the employee representative assembly or otherwise.</p>	<p>Article 151 The Company shall have a Supervisory Committee;. The Supervisory Committee is composed of 3 supervisors, <u>among which there are 2 shareholders representative supervisors and 1 employee representative supervisor</u>, including a chairman. The chairman of the Supervisory Committee shall be elected by more than half of all Supervisors. The chairman of the Supervisory Committee shall convene and preside over the meetings of Supervisory Committee; where the chairman of Supervisory Committee unable to or fails to fulfill the duties thereof; more than half of the Supervisors shall elect a Supervisor to convene and preside over the meetings of Supervisory Committee.</p> <p>The Supervisory Committee shall include shareholder representatives and a certain proportion of employee representative supervisors of the Company, and the proportion of employee representatives shall be not less than one-third (<u>including the given figure</u>) of the total number of Supervisors. The employee representative supervisors are democratically elected by the Company's employees at the employee representative assembly or otherwise.</p>

LETTER FROM THE BOARD

Handling of other industrial and commercial registration matters

In addition to the above matters relating to the amendments to the Articles of Association, pursuant to the Reply on the Approval of the Issuance of Overseas listed Foreign Shares by Sino-Synergy Hydrogen Energy Technology (Jiaxing) Co., Ltd. (《關於核准國鴻氫能科技(嘉興)股份有限公司發行境外上市外資股的批覆》) by the China Securities Regulatory Commission (Zheng Jian Xu Ke [2023] 716) as well as the notice of listing approval by the Stock Exchange, the Company completed its global offering of 79,520,000 H Shares and were listed on the Stock Exchange on 5 December 2023. In view of the Listing, the Company's total share capital increased from 438,521,669 Shares to 518,041,669 Shares, and its registered capital increased from RMB438,521,669 to RMB518,041,669, and the corresponding provision of the Articles of Association regarding its registered capital has been adjusted.

In addition, according to the resolutions of the fourth extraordinary general meeting of 2022 and the second extraordinary general meeting of 2023 before the Listing, the Company confirmed that Dr. Xing Wei, Ms. Wong Yan Ki, Angel and Mr. Liu Xin were elected as independent non-executive Directors from the Listing Date, and will hold office until the expiration of the first session of the Board.

Since the Listing Date of the Company, the above independent non-executive Directors and the incumbent directors of the Company jointly constituted the first session of the Board, which comprises Mr. Chen Xiaomin, Mr. Yang Zeyun, Mr. Ye Jiajie, Mr. Zhan Zhanlin, Mr. Huang Jiao, Dr. Wan Yu, Dr. Xing Wei, Ms. Wong Yan Ki, Angel and Mr. Liu Xin, with Mr. Chen Xiaomin, Mr. Yang Zeyun and Mr. Ye Jiajie as executive Directors, Mr. Zhan Zhanlin, Mr. Huang Jiao and Dr. Wan Yu as non-executive Directors and Mr. Liu Xin, Dr. Xing Wei and Ms. Wong Yan Ki, Angel as independent non-executive Directors.

The above proposed amendments to the Articles of Association and handling of other industrial and commercial registration matters will be proposed, by way of a special resolution, for the Shareholders' consideration and approval at the AGM. After passing the relevant special resolution at the AGM, the Company's management will be authorized to sign the above-mentioned relevant commercial alteration registration and filing documents with relevant PRC authorities and handle relevant procedures.

LETTER FROM THE BOARD

10. GENERAL MANDATE TO ISSUE ADDITIONAL H SHARES

In order to give the Company the flexibility to issue H Shares if and when appropriate, a special resolution will be proposed at the AGM to approve the granting of a general mandate to the Directors to allot, issue or deal with additional H Shares of not exceeding 20% of the total number of the issued H Shares of the Company as at the date of passing of the proposed special resolution contained in item 10 of the notice of the AGM.

As at the Latest Practicable Date, the issued share capital of the Company comprised of 438,521,669 Domestic Shares and 79,520,000 H Shares. Subject to the passing of the resolution for the granting of the General Mandate and on the basis that no further Shares are issued before the AGM, the Board would be entitled to allot, issue and deal with up to the maximum of 15,904,000 H Shares. The General Mandate, if approved, shall be effective until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or other applicable laws to be held; or
- (iii) the date of revocation or variation of the General Mandate by a special resolution of Shareholders of the Company at a general meeting.

The Board will only exercise the above powers in accordance with the PRC Company Law and the Hong Kong Listing Rules (as amended from time to time) and when all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government departments are obtained.

The General Mandate to issue additional H Shares will be proposed, by way of a special resolution, for the Shareholders' consideration and approval at the AGM.

AGM

The AGM is to be held at No. 1-6 Longwang Road, Zhapu Town, Pinghu City, Jiaying City, Zhejiang Province, the PRC at 9:00 a.m. on Wednesday, 19 June 2024. The notice of the AGM is set out on pages 12 to 15 in this circular and published on the websites of the Stock Exchange (www.hkexnews.com) and of the Company (www.sinosynergypower.com).

The form of proxy of the AGM is enclosed and published on the websites of the Stock Exchange and the Company. If you intend to appoint a proxy to attend the AGM, you are required to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. For holders of H Shares, the form of proxy should be returned to the Company's H Share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong by personal delivery or by post, not less than 24 hours before the time fixed for holding the AGM (i.e. not later than 9:00 a.m. on Tuesday, 18 June 2024) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any other adjourned meeting should you so wish.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

For the purpose of ascertaining the Shareholders who are entitled to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 14 June 2024 to Wednesday, 19 June 2024, both dates inclusive, during which period no transfers of H Shares will be registered.

In order to qualify to attend and vote at the AGM, all transfer instruments accompanied by the relevant share certificates must be lodged by holders of H Shares with the Company's H Share registrar, namely, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong no later than 4:30 p.m. on Thursday, 13 June 2024.

VOTING

Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules and Article 92 of the Articles of Association, voting for a general meeting shall be held by open ballot.

Pursuant to Article 82 of the Articles of Association, Shareholders (including proxies) shall exercise the number of voting rights they represent and each share shall have one vote. Further, when a ballot is held, Shareholders (including proxies) having the right to two or more votes need not use all of their voting rights in the same way.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information regarding the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

In light of the above, the Board considers that all the resolutions proposed at the AGM are in the best interests of the Company and its Shareholders. Accordingly, the Board recommends the Shareholders to vote in favor of all the resolutions proposed at the AGM.

Yours faithfully,

By order of the Board

Sino-Synergy Hydrogen Energy Technology (Jiaxing) Co., Ltd.
Chen Xiaomin

Chairman and Executive Director

NOTICE OF ANNUAL GENERAL MEETING



Sino-Synergy Hydrogen Energy Technology (Jiaxing) Co., Ltd.

國鴻氫能科技（嘉興）股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 9663)

NOTICE OF 2023 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 annual general meeting (the “**AGM**”) of Sino-Synergy Hydrogen Energy Technology (Jiaxing) Co., Ltd. (the “**Company**”) will be held at No. 1-6 Longwang Road, Zhapu Town, Pinghu City, Jiaxing City, Zhejiang Province, the PRC at 9:00 a.m. on Wednesday, 19 June 2024 for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and approve the annual report of the Company for the year 2023.
2. To consider and approve the 2023 final financial account report of the Company for the year 2023.
3. To consider and approve the report of the board of directors of the Company (the “**Board**”) for the year 2023.
4. To consider and approve the report of the supervisory committee of the Company for the year 2023.
5. To consider and approve the re-appointment of PricewaterhouseCoopers as the auditor of the Company for the year 2024 and authorize the Board to determine its remuneration.
6. To consider and approve the remuneration package of the directors and supervisors of the Company for the year 2024.
7. To consider and approve the profit distribution and dividend distribution plan for the year 2023.
8. To consider and approve the application for comprehensive credit facilities for financing and providing guarantee(s) to the subsidiary(ies) of the Company.

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTIONS

9. To consider and approve the proposed amendments to the articles of association of the Company (the “**Articles of Association**”) and handling of industrial and commercial registration matters.

10. To consider and approve the proposed granting of general mandate to the Board to allot, issue and deal with additional shares not exceeding 20% of the total number of the H shares (“**H Shares**”) of the Company in issue as at the date of passing of the related resolution, and to authorize the Board to make amendments to the Articles of Association of the Company as it thinks fit so as to reflect the new share capital structure upon the issue or allotment of additional H Shares of the Company pursuant to such mandate.

“THAT:

- (1) (a) subject to paragraph (c) and in accordance with the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Articles of Association and relevant laws and regulations of the Peoples’ Republic of China (the “**PRC**”), the exercise by the Board during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or deal with, either separately or concurrently, additional H Shares of the Company and to make or grant offers, agreements, options, awards and rights of exchange or conversion which might be required for the exercise of such powers be hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorize the Board during the Relevant Period (as hereinafter defined) to make or grant offers, agreements, options, awards and rights of exchange or conversion which might require the exercise of such powers after the expiration of the Relevant Period;

- (c) each of the total number of H Shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether by an option and awards or otherwise) by the Board pursuant to the approval granted in paragraph (a) shall not exceed 20% of the total number of H Shares of the Company respectively in issue as at the date of passing of this resolution;

- (d) the Board will only exercise the above powers in accordance with the Company Law of the PRC and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) and when all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government departments are obtained; and

NOTICE OF ANNUAL GENERAL MEETING

(e) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or other applicable laws to be held; or
 - (iii) the date of revocation or variation of the authority given under this resolution by a special resolution of Shareholders of the Company at a general meeting;
- (2) the Board be authorized to make relevant amendments to the Articles of Association as necessary so as to reflect the new share capital structure of the Company upon the issue or allotment of H Shares pursuant to this resolution.”

By order of the Board

Sino-Synergy Hydrogen Energy Technology (Jiaxing) Co., Ltd.

Chen Xiaomin

Chairman and Executive Director

Jiaxing, the PRC, 30 April 2024

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. All resolutions at the AGM will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The results of the poll will be published on the websites of the Company at www.sinosynergypower.com and Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the AGM.
2. Any shareholder entitled to attend and vote at the AGM convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a shareholder of the Company.
3. In order to be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed, or a notorially certified copy of such power of attorney or authority, must be completed and returned to the Company's H Share registrar of the Company in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong (for holders of H Shares), at least 24 hours before the AGM (i.e. before 9:00 a.m. on Tuesday, 18 June 2024) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude a shareholder from attending and voting at the AGM or any adjourned meeting thereof should he/she so wish.
4. For the purpose of determining the list of shareholders who are entitled to attend the AGM, the register of members of the Company will be closed from Friday, 14 June 2024 to Wednesday, 19 June 2024, both days inclusive, during which period no transfer of H Shares will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of the H Shares shall ensure all properly completed transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not later than 4:30 p.m. on Thursday, 13 June 2024 for registration.
5. According to Article 79 of the Articles of Association, an ordinary resolution shall be passed by more than half of the votes cast by the shareholders (including proxies) present at the general meeting, while a special resolution shall be passed by more than two-thirds of the votes cast by the shareholders (including proxies) present at the general meeting.
6. In case of joint shareholders, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
7. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses.
8. A shareholder or his/her proxy should produce proof of identity when attending the AGM.
9. References to date and time in this notice are to Hong Kong dates and time.