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## **THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 Jete Power Holdings Limited, you should at once hand this circular together with the enclosed proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular, for which the directors of Jete Power Holdings Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to 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.

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# **JETE POWER HOLDINGS LIMITED** **鑄能控股有限公司\***

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8133)**

## **PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES AND RE-ELECTION OF THE RETIRING DIRECTORS AND INCREASE IN AUTHORISED SHARE CAPITAL AND NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Jete Power Holdings Limited to be held at Factory Unit 13A, 9th Floor, Vanta Industrial Centre, Nos. 21-33 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong on Friday, 26 May 2017 at 10:30 a.m. is set out on pages 15 to 20 of this circular. Whether or not you intend to attend the meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar and transfer office of the Company, 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 less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the meeting, or any adjourned meeting, should you so wish.

This circular will remain on GEM website at <http://www.hkgem.com> on the "Latest Company Announcements" page for at least 7 days from the date of its publication and on the Company's website at <http://www.jetepower.com>.

31 March 2017

\* *For identification only*

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## **CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

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**GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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## CONTENTS

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	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
Introduction .....	3
Share Issue Mandate .....	4
Share Repurchase Mandate .....	4
Re-election of retiring Directors .....	5
Increase in authorised share capital .....	5
Annual General Meeting .....	5
Voting by way of poll .....	5
Action to be taken .....	6
Recommendation .....	6
<b>Appendix I – Explanatory Statement</b> .....	7
<b>Appendix II – Details of retiring Directors proposed to be re-elected</b> .....	11
<b>Notice of Annual General Meeting</b> .....	15

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Factory Unit 13A, 9th Floor, Vanta Industrial Centre, Nos. 21-33 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong on Friday, 26 May 2017 at 10:30 a.m.
“Articles of Association”	the articles of association of the Company adopted on 6 January 2017 and as amended from time to time
“Board”	the board of Directors
“Company”	Jete Power Holdings Limited (鑄能控股有限公司), a company incorporated in the Cayman Islands on 24 February 2014 as an exempted company with limited liability, the Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawfully currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	27 March 2017, being the latest practicable date for ascertaining certain information contained in this circular prior to its publication
“Repurchase Resolution”	the proposed ordinary resolution as referred to in ordinary resolution no. 5 of the notice of the AGM

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## DEFINITIONS

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“Securities Ordinance”	the repealed Securities Ordinance (Cap. 333 Laws of Hong Kong)
“SFO”	the Securities and Futures Ordinance (Cap. 571 Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.002 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of the Shares
“Share Issue Mandate”	the general mandate to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the Shareholders’ resolution approving the Share Issue Mandate
“Share Repurchase Mandate”	the general mandate to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the Shareholders’ resolution approving the Share Repurchase Mandate
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent.

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## LETTER FROM THE BOARD

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# JETE POWER HOLDINGS LIMITED

## 鑄能控股有限公司\*

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8133)**

*Executive Directors:*

Mr. Choi Chiu Ming Jimmy

Mr. Johnny Huang

*Independent Non-executive Directors:*

Ms. Leung Shuk Lan

Mr. Tang Yiu Wing

Mr. Wong Ka Shing

*Registered Office:*

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Headquarters and principal place of  
business in Hong Kong:*

Factory Unit 13A, 9th Floor

Vanta Industrial Centre

Nos. 21-33 Tai Lin Pai Road

Kwai Chung, New Territories

Hong Kong

31 March 2017

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES  
AND  
TO REPURCHASE SHARES  
AND  
RE-ELECTION OF THE RETIRING DIRECTORS  
AND  
INCREASE IN AUTHORISED SHARE CAPITAL  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

### INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM relating to the granting to the Directors of the Share Issue Mandate, the Share Repurchase Mandate and the extension of the Share Issue Mandate, the re-election of retiring Directors and the increase in authorised share capital; and to seek your approval of the relevant ordinary resolutions relating to these matters at the AGM.

\* For identification only

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## LETTER FROM THE BOARD

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### SHARE ISSUE MANDATE

On 27 May 2016, an ordinary resolution was passed by the Shareholders to give a general unconditional mandate to the Directors to exercise the powers of the Company to allot, issue and deal with Shares. Such mandate will lapse at the conclusion of the AGM. It is therefore proposed to renew such mandate at the AGM.

As at the Latest Practicable Date, the issued share capital of the Company comprised 3,500,000,000 Shares. Subject to passing of the resolution approving the Share Issue Mandate and on the basis that no further Shares are issued prior to the AGM, the Company would be allowed under the resolution approving the Share Issue Mandate to issue a maximum of 700,000,000 Shares representing not more than 20% of the issued share capital of the Company as at the Latest Practicable Date.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set out in ordinary resolutions as referred to in resolutions nos. 4 and 6 respectively of the notice of the AGM.

### SHARE REPURCHASE MANDATE

On 27 May 2016, an ordinary resolution was passed by the Shareholders to give a general unconditional mandate to the Directors to exercise all the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the AGM. It is therefore proposed to renew such mandate at the AGM.

As at the Latest Practicable Date, the issued share capital of the Company comprised 3,500,000,000 Shares. Assuming that there is no change in the issued share capital between the period from the Latest Practicable Date and the date of passing the Repurchase Resolution, the maximum number of Shares which may be repurchased pursuant to the Share Repurchase Mandate as at the date of passing the Repurchase Resolution will be 350,000,000 Shares representing not more than 10% of the issued share capital of the Company as at the Latest Practicable Date.

An explanatory statement as required under the GEM Listing Rules, giving certain information regarding the Share Repurchase Mandate, is set out in Appendix I to this circular.

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## **LETTER FROM THE BOARD**

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### **RE-ELECTION OF RETIRING DIRECTORS**

The Board currently comprises five Directors, namely Mr. Choi Chiu Ming Jimmy, Mr. Johnny Huang, Ms. Leung Shuk Lan, Mr. Tang Yiu Wing and Mr. Wong Ka Shing.

In accordance with the Article 83(3) and Article 84 of the Articles of Association, Mr. Choi Chiu Ming Jimmy, Mr. Johnny Huang and Ms. Leung Shuk Lan will retire at the AGM and, being eligible, offer themselves for re-election at the AGM.

Biographical details of the above retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### **INCREASE IN AUTHORISED SHARE CAPITAL**

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$10,000,000 divided into 5,000,000,000 Shares of HK\$0.002 each of which 3,500,000,000 Shares have been allotted and issued and fully paid or credited as fully paid. In order to provide the Company with a flexibility for the future expansion and development of the Group, the Directors propose to increase the authorised share capital of the Company from HK\$10,000,000 divided into 5,000,000,000 Shares to HK\$100,000,000 divided into 50,000,000,000 Shares. The Directors have no present intention to issue any part of the increased authorised share capital of the Company.

### **ANNUAL GENERAL MEETING**

At the AGM, ordinary resolutions will be proposed to approve the Share Issue Mandate, the Share Repurchase Mandate and the extension of the Share Issue Mandate, the re-election of retiring Directors and the increase in authorised share capital. The notice of the AGM is set out on pages 15 to 20 of this circular.

### **VOTING BY WAY OF POLL**

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the meeting will therefore demand a poll for every resolution put to the vote of the AGM and the Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.



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## LETTER FROM THE BOARD

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### **ACTION TO BE TAKEN**

A proxy form for use at the AGM is enclosed herein. Whether or not you intend to attend the AGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar and transfer office of the Company, 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 less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the AGM, or any adjourned meeting, should you so wish.

### **RECOMMENDATION**

The Directors believe that the granting of the Share Issue Mandate, the Share Repurchase Mandate, the extension of the Share Issue Mandate, the re-election of the retiring Directors and the increase in authorised share capital are in the best interests of the Company as well as the Shareholders. Accordingly, the Directors recommend that all the Shareholders should vote in favour of all the relevant resolutions relating to aforesaid matters.

By order of the Board  
**Jete Power Holdings Limited**  
**Choi Chiu Ming Jimmy**  
*Executive Director*

This appendix serves as an explanatory statement, as required by the Rule 13.08 of the GEM Listing Rules, to provide requisite information to you for your consideration of the proposal to permit the repurchase of Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing the Repurchase Resolution.

### **1. EXERCISE OF THE SHARE REPURCHASE MANDATE**

Exercise in full of the Share Repurchase Mandate, on the basis of 350,000,000 Shares in issue at the Latest Practicable Date, would result in up to 350,000,000 Shares (which will be fully paid and represent 10 per cent. of the Shares in issue as at the Latest Practicable Date) being repurchased by the Company during the course of the period prior to the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or applicable laws of the Cayman Islands to be held; or (iii) the passing of any ordinary resolution of the Shareholders in general meeting of the Company revoking, varying or renewing the Share Repurchase Mandate.

### **2. REASONS FOR REPURCHASES**

Repurchases of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share.

### **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the constitutive documents of the Company, the GEM Listing Rules and the applicable laws and regulations of the Cayman Islands. Pursuant to the Share Repurchase Mandate, repurchases will be made out of funds of the Company legally permitted to be utilised in this connection, including funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase. In the case of any premium payable on the repurchase, out of funds of the Company which would otherwise be available for dividend or distribution or out of the share premium account of the Company. The Company may not repurchase securities on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of GEM prevailing from time to time.

**4. EFFECT OF EXERCISING THE REPURCHASE MANDATE**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2016) in the event that the Share Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

**5. DIRECTOR'S UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Share Repurchase Mandate in accordance with the GEM Listing Rules, the constitutive documents of the Company and all applicable laws of the Cayman Islands in force from time to time.

**6. DISCLOSURE OF INTERESTS**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective associates (as defined in the GEM Listing Rules), has any present intention, if the Share Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company or its subsidiaries.

No connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Share Repurchase Mandate is exercised.

**7. THE TAKEOVER CODE**

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the interest of the Shareholder(s), could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code as a result of a repurchase of Shares made under the Share Repurchase Mandate.

As at the Latest Practicable Date, based on disclosures made under Part XV of the SFO and to the best of the knowledge and belief of the Company, the Company is not aware of any consequence which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Share Repurchase Mandate.

The Directors will not exercise the Share Repurchase Mandate if the repurchase would result in the number of Shares which are in the hands of the public falling below 25% of the total number of Shares in issue (or such other percentage as may prescribed as the minimum public shareholding under the GEM Listing Rules).

Any repurchase of Shares which results in the number of Shares held by the public being reduced to less than 25% could only be implemented with the approval of the Stock Exchange to waive the GEM Listing Rules requirements regarding the public shareholding. However, the Directors have no current intention to exercise the Share Repurchase Mandate to such an extent as would give rise to this obligation. In any event, the Company will not repurchase Shares which would result in the amount of Shares held by the public being reduced to less than 25%.

#### **8. SHARES PURCHASED BY THE COMPANY**

No repurchase of Shares has been made by the Company (whether on GEM or otherwise) in the six months preceding the Latest Practicable Date.

## 9. SHARE PRICES

The highest and lowest traded prices of which the Shares were traded on the Stock Exchange during the each of the previous twelve months preceding to the Latest Practicable Date were as follow:

	Shares	
	Highest Traded Price	Lowest Traded Price
	<i>HK\$</i>	<i>HK\$</i>
2016		
April	0.350*	0.310*
May	0.330*	0.274*
June	0.386*	0.302*
July	0.400	0.330
August	0.450	0.350
September	0.520	0.405
October	0.500	0.360
November	0.455	0.355
December	0.425	0.365
2016		
January	0.630	0.380
February	0.560	0.290
March (up to the Latest Practicable Date)	0.395	0.255

\* *The prices of the shares have been adjusted due to the effects of the share subdivision which became effective on 8 July 2016.*

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## APPENDIX II      DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

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The following are the particulars of the retiring Directors proposed to be re-elected at the AGM:

### **Mr. Choi Chiu Ming Jimmy**

Mr. Choi Chiu Ming Jimmy, aged 63, was appointed as a Director on 24 February 2014 and redesignated as the chairman of the Board, the compliance officer of the Company and an executive Director on 10 April 2015. Mr. Choi is also a director of various subsidiaries of the Company.

Prior to joining our Group, Mr. Choi had worked in the then Royal Hong Kong Auxiliary Air Force (now retitled as “Government Flying Service”) for about 27 years and retired in 2008 at the position of Senior Aircrewman Officer. During his tenure, Mr. Choi had been seconded to Security Bureau as Assistant Secretary for Security between 2000 and 2001 and had attended various professional and management training courses, such as Senior Command Course (Hong Kong Police), Senior Staff Course (Hong Kong Government) and Intermediate Command and Staff Course provided by the Royal Air Force Staff College, the United Kingdom. In particular, Mr. Choi obtained the Certificate of Qualified Crewman Instructor from the Central Flying School, Royal Air Force, the United Kingdom in December 1987.

Mr. Choi has over 27 years of experience in the management level of disciplinary force in Hong Kong and was awarded a number of honorary commendations, including Government Flying Service Medal for Meritorious Service (G.M.S.M.) in 2002; and Medal of Bravery (Bronze) (M.B.B.) in 2004. Mr. Choi has been serving as the General Manager of China Financial Leasing Group Limited (listed on the Stock Exchange, stock code: 2312) since January 2014. Mr. Choi was also a non-executive director of Opes Asia Development Limited (listed on the Stock Exchange, stock code: 810) from December 2013 to May 2014.

As at the Latest Practicable Date, Mr. Choi has corporate interest in 181,500,000 Shares held by Bravo Luck Limited, the entire issued share of which is legally and beneficially owned by Mr. Choi. Save as disclosed above, Mr. Choi did not have any interest in Share within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Choi has not held any directorship in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas, and is not connected with any other directors, senior management or substantial or controlling shareholders of the Company and has not held any other position with any members of the Group.

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## **APPENDIX II      DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED**

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Mr. Choi entered into a service contract with the Company for an initial fixed term of 3 years from 30 April 2015, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. The amount of emoluments paid to Mr. Choi for the financial year ended 31 December 2016 was set out in note 7 to the consolidated financial statements in the Company 2016 Annual Report, which is reviewed by the remuneration committee of the Company and determined by the Board with reference to market rates, his performance, qualifications and experience.

Save as disclosed above, Mr. Choi has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no information to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

### **Mr. Johnny Huang**

Mr. Johnny Huang, aged 54, was appointed as an executive Director and Co-chairman of the Company on 6 September 2016. Mr. Huang has been a member of the national table tennis team of Canada and has won a number of awards at various international table tennis events. Since his retirement in 2005, Mr. Huang has accumulated over 11 years of experience in marketing, real estate development, assets management and project investments industries.

Mr. Huang was an executive director and chief executive officer of Silk Road Energy Services Group Limited (formerly known as China Natural Investment Company Limited) (stock code: 8250), a company listed on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited (“GEM”), during the period from 29 April 2014 to 28 August 2015 and 9 January 2015 to 28 August 2015 respectively and an executive director and chairman of Sky Forever Supply Chain Management Group Limited (stock code: 8047), a company listed on the GEM, from 7 August 2015 to 4 May 2016.

As at the Latest Practicable Date, Mr. Huang did not have any interest in Share within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Huang has not held any directorship in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas, and is not connected with any other directors, senior management or substantial or controlling shareholders of the Company and has not held any other position with any members of the Group.

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## **APPENDIX II      DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED**

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Mr. Huang entered into a service agreement with the Company for a term of three years from 6 September 2016, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. The service agreement may be terminated in accordance with the provisions in the service agreement by either party giving to the other party not less than three months' written notice. Mr. Huang has not received any emoluments for the financial year ended 31 December 2016. In accordance with the service agreement, Mr. Huang will be entitled to an annual remuneration to be determined by remuneration committee of the Company and the Board with reference to his duties and responsibilities and the prevailing market conditions.

Save as disclosed above, Mr. Huang has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no information to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

### **Ms. Leung Shuk Lan**

Ms. Leung Shuk Lan, aged 59, was appointed as an independent non-executive Director of our Group on 10 April 2015.

Ms. Leung had been the chairman of the executive committee of the Professional Insurance Brokers Association from 2008 to 2011. Ms. Leung is currently the chief executive of KUM Insurance Brokers Limited and Charter Management Company. Ms. Leung has accumulated over 30 years of experience in the Hong Kong insurance industry. Ms. Leung has also been an independent non-executive director of Long Success International (Holdings) Limited (a company previously listed in GEM) from October 2013 to February 2017.

As at the Latest Practicable Date, Ms. Leung did not have any interest in Share within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Leung has not held any directorship in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas, and is not connected with any other directors, senior management or substantial or controlling shareholders of the Company and has not held any other position with any members of the Group.



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**APPENDIX II      DETAILS OF RETIRING DIRECTORS PROPOSED  
TO BE RE-ELECTED**

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Ms. Leung entered into an appointment letter with the Company for a term of 3 years from 30 April 2015, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the appointment letter, he is entitled to a director's fee of HK\$200,000 per annum, which is reviewed by the Board and the remuneration committee of the Company and determined by the Board with reference to market rates, his performance, qualifications and experience.

Save as disclosed above, Ms. Leung has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no information to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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### JETE POWER HOLDINGS LIMITED

鑄能控股有限公司\*

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8133)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Jete Power Holdings Limited (the “Company”) will be held at Factory Unit 13A, 9th Floor, Vanta Industrial Centre, Nos. 21-33 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong on Friday, 26 May 2017 at 10:30 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements for the year ended 31 December 2016 and the report of the directors and the independent auditor’s report.
2. (A) To re-elect the following retiring directors of the Company (the “Directors”):
  - (i) To re-elect Mr. Choi Chiu Ming Jimmy as executive Director;
  - (ii) To re-elect Mr. Johnny Huang as executive Director; and
  - (iii) To re-elect Ms. Leung Shuk Lan as independent non-executive Director.
- (B) To authorise the board of Directors (the “Board”) to fix the remuneration of Directors.
3. To re-appoint Baker Tilly Hong Kong Limited as auditor of the Company for the ensuing year and to authorise the Board to fix the remuneration of auditor.

\* For identification only

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## NOTICE OF ANNUAL GENERAL MEETING

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To consider and, if thought fit, pass the following resolutions, with or without amendments, as ordinary resolutions of the Company by way of special business:

### ORDINARY RESOLUTIONS

4. **“THAT:**
- (a) Subject to paragraph (c) of this Resolution, and pursuant to the Rules Governing the Listing of Securities (the “GEM Listing Rules”) on the Growth Enterprise Market (the “GEM”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued shares of HK\$0.002 each in the share capital of the Company (the “Shares”) and to make or grant offers, agreements and options (including but not limited to bonds, warrants, debentures, notes and any securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including but not limited to bonds, warrants, debentures, notes and any securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such power either during or after the end of the Relevant Period;
  - (c) the aggregate of the total nominal value of Shares allotted, issued and dealt or agreed conditionally or unconditionally to be allotted, issued and dealt (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolutions (otherwise than pursuant to (i) a rights issue, (ii) an issue of Shares upon the exercise of any subscription or conversion rights attaching to any bonds, warrants, debentures, notes or any securities which carry rights to subscribe for or are convertible into Shares, (iii) an issue of Shares upon the exercise of any options which may be granted under the share option scheme or any other option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of the subsidiaries of the Company or any other person of Shares or rights to acquire Shares, (iv) any scrip dividend schemes or similar arrangements providing for the allotment and issue of Shares in lieu

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## NOTICE OF ANNUAL GENERAL MEETING

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of the whole or part of a dividend on Shares in accordance with the articles of association of the Company, or (v) a specific authority granted by the Shareholders in general meeting) shall not exceed 20% of the aggregate of the total nominal value of the share capital of the Company in issue as at the date of passing this Resolution and the said approval shall be limited accordingly; and

- (d) for the purpose of this Resolution,

“Relevant Period” means the period from the passing of this Resolution, 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 the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of any ordinary resolution of the shareholders in general meeting of the Company revoking, varying or renewing this Resolution; and

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

5. **“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on GEM or on any other stock exchange on which the Shares may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the GEM Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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(b) the aggregate of the total nominal value of Shares to be repurchased pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the aggregate of the total nominal value of the shares capital of the Company in issue as at the date of passing this Resolution and the said approval shall be limited accordingly; and

(c) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution, 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 of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of any ordinary resolution of the shareholders in general meeting of the Company revoking, varying or renewing the Resolution.”

6. “**THAT** subject to the passing of ordinary resolutions nos. 4 and 5 above, the general mandate granted to the Directors pursuant to ordinary resolution no. 4 above be and is hereby extended by the addition to the aggregate of the total nominal value of the share capital of the Company which may be allotted, issued, dealt with or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate of the total nominal value of the Shares repurchased by the Company pursuant to ordinary resolution no. 5 above, provided that such extended amount shall not exceed 10% of the aggregate of the total nominal value of the share capital of the Company as at the date of passing this Resolution.”

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## NOTICE OF ANNUAL GENERAL MEETING

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7. **“THAT**

- (a) the increase of the authorised share capital of the Company from HK\$10,000,000 divided into 5,000,000,000 Shares of HK\$0.002 each (“Share(s)”) to HK\$100,000,000 divided into 50,000,000,000 Shares by creating an additional 45,000,000,000 unissued Shares be and is hereby approved; and
- (b) any one of the Directors be and is hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as the Director in his/her discretion may consider necessary, appropriate, desirable or expedient for completion of the increase in authorised share capital of the Company as are, in the opinion of the Director, in the interests of the Company and its shareholders as a whole.”

By Order of the Board  
**Jete Power Holdings Limited**  
**Choi Chiu Ming Jimmy**  
*Executive Director*

Hong Kong, 31 March 2017

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies (if a member who is the holder of two or more shares of the Company) to attend and vote in his stead. A proxy need not be a member of the Company.
2. To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. The register of members of the Company will be closed from Monday, 22 May 2017 to Friday, 26 May 2017, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attendance of the meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4: 30 p.m. on Friday, 19 May 2017.
4. With regard to resolution no. 2(A) set out in this notice, biographical details of the retiring Directors are set out in Appendix II to the circular of the Company dated 31 March 2017.
5. In connection with the proposed share repurchase mandate under ordinary resolution no. 5, an explanatory statement as required by the GEM Listing Rules is set out in Appendix I to the circular of the Company dated 31 March 2017.
6. As at the date of this notice, the Board comprises two executive Directors, namely, Mr. Choi Chiu Ming Jimmy and Mr. Johnny Huang and three independent non-executive Directors, namely, Ms. Leung Shuk Lan, Mr. Tang Yiu Wing and Mr. Wong Ka Shing.