
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental 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 supplemental 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).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this supplemental 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 supplemental circular.



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)

**SUPPLEMENTAL CIRCULAR TO
THE CIRCULAR TO SHAREHOLDERS DATED 30 APRIL 2024
AND
SUPPLEMENTAL NOTICE OF 2023 ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular (the “**Original Circular**”) of Sino-Synergy Hydrogen Energy Technology (Jiaxing) Co., Ltd. (the “**Company**”) and the notice convening the annual general meeting (the “**AGM**”) 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 both dated 30 April 2024.

A supplemental notice of the AGM of the Company is set out on pages 14 to 17 of this supplemental circular. A revised proxy form for use at the AGM (the “**Revised Proxy Form**”), which shall supersede the form of proxy sent together with the Original Circular (the “**Original Proxy Form**”), is also enclosed.

Whether or not you are able to attend the AGM, please complete and sign the Revised Proxy Form 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 Revised Proxy Form 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 Revised Proxy Form will not preclude you from attending and voting in person at the AGM if you so wish.

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

29 May 2024

CONTENTS

DEFINITIONS	1
LETTER FROM THE BOARD	4
APPENDIX I - EXPLANATORY STATEMENT	10
SUPPLEMENTAL NOTICE OF 2023 ANNUAL GENERAL MEETING	14

DEFINITIONS

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

“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
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“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
“Explanatory Statement”	the explanatory statement set out in Appendix I to this supplemental circular
“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
“H Shareholder(s)”	holder(s) of H Shares
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited

DEFINITIONS

“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
“Issue Mandate”	the general mandate to be granted to the Board to, among other things, exercise the power of the Company to allot, issue or deal with additional H Shares and to sell or transfer treasury shares of the Company (if any) not exceeding 20% of the total number of the issued H Shares of the Company as at the date of passing the relevant resolution by the Shareholders
“Latest Practicable Date”	27 May 2024, that is, the latest practicable date of certain materials contained in this supplemental circular determined before its publication
“Original Circular”	the circular of the AGM of the Company dated 30 April 2024 and despatched to the Shareholders on the same date
“Original Notice”	the notice of AGM dated 30 April 2024 and despatched to the Shareholders together with the Original Circular on the same date
“Original Proxy Form”	the form of proxy sent together with the Original Circular
“PRC” or “China”	The People’s Republic of China, for the purpose of this supplemental circular, excluding the regions of Hong Kong, Macau Special Administrative Region and Taiwan
“Repurchase Mandate”	the general mandate proposed to be given to the Board to exercise the power of the Company to repurchase H Shares not exceeding 10% of the total number of the issued H Shares of the Company (excluding treasury shares of the Company) as at the date of passing of the relevant resolution granting such mandate
“Revised Proxy Form”	the revised form of proxy for the AGM which shall supersede the Original Proxy Form and which is also enclosed to this supplemental circular

DEFINITIONS

“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
“Supplemental Notice”	the supplemental notice of AGM dated 29 May 2024 and despatched to the Shareholders together with the Supplemental Circular on the same date
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs approved by the Securities and Futures Commission as amended from time to time
“%”	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

29 May 2024

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR TO
THE CIRCULAR TO SHAREHOLDERS DATED 30 APRIL 2024
AND
SUPPLEMENTAL NOTICE OF 2023 ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this supplemental circular is to provide you with the information regarding the additional resolution relating to the Repurchase Mandate and the updates on the Issue Mandate. This supplemental circular should be read in conjunction with the Original Circular.

LETTER FROM THE BOARD

1. General Mandate to Repurchase H Shares

The Company Law (to which the Company is subject) provides that a joint stock limited company incorporated in the PRC may not repurchase its shares except under any of the following circumstances: (a) in order to reduce the registered capital of the company; (b) merger with another company holding shares in the company; (c) the shares are used for employee stock ownership plan or equity incentives; (d) a shareholder requests the company to purchase the shares held by him/her since he/she objects to a resolution of the shareholders' meeting on the combination or division of the company; (e) the shares are used for converting convertible corporate bonds issued by the listed company; or (f) when it is necessary for the listed company to preserve its value and shareholders' rights and interests.

The Articles of Association provides that the Company may, subject to procedures of its articles of association and approval of the relevant competent authorities of the PRC, repurchase its issued shares under the following circumstances: (a) when cancelling shares to decrease the registered capital of the Company; (b) when merging with other companies holding the shares of the Company; (c) when shares are being used in employee stock ownership plans or as equity incentive; (d) when shareholders objecting to resolutions of a general meeting concerning merger or division of the Company require the Company to buy their shares; (e) when shares are being used to satisfy the conversion of corporate bonds convertible into shares issued by the Company; (f) when safeguarding corporate value and shareholders' equity as the Company deems necessary; or (g) other circumstances permitted by relevant regulations such as laws, administrative regulations, department rules, normative documents and the listing rules of the place where the Company's shares are listed. Where the Company repurchases its shares in the circumstances set out in paragraphs (a) or (b) above, it shall be subject to approval at a general meeting; where the Company repurchases its shares in the circumstances set out in paragraphs (c), (e) or (f) above, it may be resolved by more than two-thirds of Directors present at a meeting of the Board in accordance with the authorization of a general meeting.

The Hong Kong Listing Rules permits shareholders of a PRC joint stock limited company to grant a general mandate to its directors to repurchase H shares of such company that are listed on the Stock Exchange.

As H Shares are traded on the Stock Exchange in Hong Kong dollars and the price payable by the Company upon any repurchase of H Shares shall, therefore, be paid in Hong Kong dollars, the payment of the repurchase price is subject to the approval of the PRC competent authorities or filing in accordance with the requirements of regulatory authorities. Besides, the Company shall file with the China Securities Regulatory Commission (if required), seek approval of the Ministry of Commerce of the PRC (if required) and register the changes with company registration authorities after the Company has repurchased its H Shares.

LETTER FROM THE BOARD

In order to provide more flexibility to the Directors to repurchase H Shares, a special resolution 11 will be proposed at the AGM to approve the granting of a general mandate to the Directors to exercise all powers of the Company to repurchase H Shares representing not exceeding 10% of the total number of the issued H Shares of the Company (excluding treasury shares of the Company) as at the date of passing of the proposed special resolution 11.

The Repurchase Mandate, if approved at the AGM, 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 Repurchase Mandate by a special resolution of Shareholders at a general meeting.

An explanatory statement required by the Hong Kong Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate is set out in **Appendix I** to this supplemental circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the AGM.

The Repurchase Mandate was considered and approved by the Board on 27 May 2024 and will be submitted, by way of special resolution, for the Shareholders' consideration and approval at the AGM.

2. Updates on General Mandate to Issue H Shares

On 12 April 2024, the Stock Exchange published conclusions to its consultation paper on "Proposed Amendments to Listing Rules Relating to Treasury Shares". The Rule Amendments are scheduled to come into effect on 11 June 2024 which will have the effect of, among others, removing the requirements to cancel repurchased shares such that listed issuers may hold the repurchased shares in treasury subject to the laws of their places of incorporation and their constitutional documents and adopting a framework in the Hong Kong Listing Rules to govern the resale of treasury shares (the "**New Treasury Share Regime**").

The Directors consider that the New Treasury Share Regime will provide greater flexibility to the Company in repurchasing and reselling H Shares thereby giving the Company an additional channel to manage the Company's capital structure. As such, the Directors wish to update the Original Circular and the proposed ordinary resolutions at the AGM in relation to the general mandate to issue H Shares as follows:–

- (i) the special resolution to be proposed at the AGM to give the Directors a general mandate to allot, issue and deal with additional H Shares shall include any sale or transfer of treasury shares of the Company (if any); and
- (ii) the maximum number of H Shares that may be allotted, issued or dealt with (or sold or transferred in respect of treasury shares of the Company) shall not exceed 20% of the total number of issued H Shares as at the date of the passing of the resolution.

LETTER FROM THE BOARD

In addition, subject to a separate approval of special resolutions 11 and 12, the number of H Shares repurchased by the Company under special resolution 11 will also be added to extend the 20% limit of the Issue Mandate as mentioned in special resolution 10 provided that such additional amount shall not exceed 10% of the total number of the issued H Shares of the Company (excluding treasury shares of the Company) as at the date of passing the resolutions in relation to the Issue Mandate and the Repurchase Mandate.

Save for the above, all other information in relation to the general mandate to issue H Shares remain the same. Accordingly, the Board has resolved that the resolution under item numbered 10 as set out in the Original Notice should be deleted in its entirety and replaced by the new resolution under item numbered 10 as set out in the Supplemental Notice set out on pages 14 to 17 to this supplemental circular to reflect the aforesaid matters.

The special resolution will be proposed to authorize the Board to make corresponding amendments to the Articles of Association so as to reflect the increase in registered share capital and changes to the shareholding structure of the Company upon any allotment and issuance of Shares under the Issue Mandate.

The updates on general mandate to issue H Shares was considered and approved by the Board on 27 May 2024 and will be submitted, by way of special resolutions, for the Shareholders' consideration and approval at the AGM.

REVISED PROXY FORM

Since the Original Proxy Form does not reflect the updates on the Issue Mandate and the addition of Repurchase Mandate resolutions, the Revised Proxy Form is enclosed for use at the AGM. The Revised Proxy Form is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.sinosynergypower.com).

Whether or not you intend to attend the AGM, you are requested to complete the Revised Proxy Form in accordance with the instructions printed thereon and return the same to the Company's H Share registrar (the "**H Share Registrar**"), 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 (the "**Closing Time**").

A Shareholder who has not yet lodged the Original Proxy Form with the H Share Registrar is requested to lodge the Revised Proxy Form if he/she wishes to appoint proxy(ies) to attend and vote at the AGM on his/her behalf. In this case, the Original Proxy Form should not be lodged with the H Share Registrar.

A Shareholder who has already lodged the Original Proxy Form with the H Share Registrar should note that:

- (i) if no Revised Proxy Form is lodged with the H Share Registrar, the Original Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her. The proxy so appointed by the H Shareholder shall be required to vote in

LETTER FROM THE BOARD

such manner as he/she may be directed under the Original Proxy Form and, in respect of the resolutions set out in the Supplemental Notice and the Revised Proxy Form, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolutions;

- (ii) if the Revised Proxy Form is lodged with the H Share Registrar before the Closing Time, the Revised Proxy Form, if correctly completed, will revoke and supersede the Original Proxy Form previously lodged by him/her. The Revised Proxy Form will be treated as a valid proxy form lodged by the H Shareholder; and
- (iii) if the Revised Proxy Form is lodged with the H Share Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Revised Proxy Form will be invalid. The proxy so appointed by the H Shareholder under the Original Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Revised Proxy Form was lodged with the H Share Registrar. Accordingly, H Shareholders are advised to complete the Revised Proxy Form carefully and lodge the Revised Proxy Form with the H Share Registrar before the Closing Time.

Shareholders are reminded that submission of the Original Proxy Form and/or the Revised Proxy Form shall not preclude Shareholders from attending and voting in person at the AGM or any adjourned meeting if they so wish.

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 Supplemental Notice is set out on pages 14 to 17 in this supplemental circular and published on the websites of the Stock Exchange (www.hkexnews.com) and of the Company (www.sinosynergypower.com).

The Revised Proxy Form 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 Revised Proxy Form in accordance with the instructions printed thereon. For holders of H Shares, the Revised Proxy Form should be returned to the H Share Registrar in Hong Kong 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 Revised Proxy Form 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 in Hong Kong 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.

RECOMMENDATION

In light of the above, the Board considers that the updates on the Issue Mandate, the addition of Repurchase Mandate and Explanatory Statement are in the best interests of the Company and its Shareholders. Accordingly, the Board recommends the Shareholders to vote in favor of the resolutions stated the Supplemental Notice.

RESPONSIBILITY STATEMENT

This supplemental 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 supplemental 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 supplemental circular misleading.

Yours faithfully,

By order of the Board

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

Chen Xiaomin

Chairman and Executive Director

The following is an explanatory statement required to be sent to the Shareholders under the Hong Kong Listing Rules in connection with the proposed Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 79,520,000 H Shares with a nominal value of RMB1.00 each. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further H Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 7,952,000 H Shares which represent 10% of the total number of issued H Shares of the Company (excluding treasury shares of the Company), during the period ending on the earlier 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 on which such authority is revoked or varied by a special resolution of the Shareholders at a general meeting.

2. REASONS FOR REPURCHASES OF H SHARES

The Directors believe that the ability to repurchase H Shares is in the interests of the Company and the Shareholders. Repurchases may, depending on market conditions and subject to market conditions and funding arrangements at the time, result in an increase in the net asset value and/or earnings per Share. The Directors sought the grant of a general authority from Shareholders to give the Company the flexibility to repurchase H Shares if and when appropriate. The number of H Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining and any repurchases will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASES

Repurchases of H Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association, the Hong Kong Listing Rules, the laws of the PRC and any other applicable laws. In accordance with the requirements of the PRC applicable laws or administrative regulations, the Company is empowered by its Articles of Association to purchase its H Shares. The Company may not repurchase H Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

The Directors consider that if the Repurchase Mandate was to be exercised in full, it might have a material adverse impact on the working capital or the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2023, being the date on which the latest published audited consolidated financial statements of the Company were made up. Further, the Company has been granted a waiver by the Stock Exchange from strict compliance with the

minimum public float requirement under Rule 8.08(1)(a) of the Listing Rules so that the minimum percentage of the Shares from time to time to be held by the public will be 15% of the total issued share capital of the Company (including the Shares that may be issued under the Pre-IPO share incentive scheme approved and adopted by the Board on 28 October 2022) (the “**Public Float Waiver**”). The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, affecting the Public Float Waiver or have a material adverse effect on the working capital requirements of the Company or on the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. DIRECTORS AND CORE CONNECTED PERSONS

The Directors will exercise the Repurchase Mandate in accordance with the Hong Kong Listing Rules, the Articles of Association and applicable laws of the PRC.

To the best of their knowledge, having made all reasonable enquiries, none of the Directors or any of their close associates, as defined in the Hong Kong Listing Rules, currently intends to sell any H Shares to the Company, if the Repurchase Mandate is approved by the Shareholders.

No core connected person of the Company has notified the Company that he/she/it has any present intention to sell any H Shares to the Company, and none of them have undertaken not to do so, if the proposed Repurchase Mandate is approved by the Shareholders.

Save as disclosed in this Appendix I, the Directors confirm that neither the Explanatory Statement nor the proposed Repurchase Mandate has any unusual features.

5. STATUS OF REPURCHASED SHARES

The Company may cancel any H Shares it repurchased and/or hold them as treasury shares of the Company subject to market conditions and the Group’s capital management needs at the relevant time of the repurchases.

For the treasury shares of the Company deposited with CCASS pending resale on the Stock Exchange, the Company shall:–

- (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company;
- (ii) in the case of dividends or distributions, withdraw the treasury shares of the Company from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions; and

- (iii) take any other appropriate measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of H Shares pursuant to the Repurchase Mandate, 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 Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase of the Shareholder's 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.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. Chen Xiaomin is interested and held deemed interests in 85,000,000 Domestic Shares under Part XV of the SFO, representing an approximate total of 16.41% of the existing issued share capital of the Company. The 80,000,000 Domestic Shares were held through his controlled corporations, namely, Guangdong Hongyun Hydrogen Energy Technology Co., Ltd. and Foshan Huahui Technology Investment Partnership (Limited Partnership). Further, Mr. Chen Xiaomin is interested in 5,000,000 Pre-IPO Share Options granted by the Company under the Pre-IPO share incentive scheme. In the event that the Repurchase Mandate should be exercised in full, the aggregate interests of Mr. Chen Xiaomin as set out above will be increased to approximately 16.66% of the issued share capital of the Company.

To the best knowledge and belief of the Directors, such increase would not give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors have no present intention to repurchase the H Shares to the extent that will trigger the obligations under the Takeovers Code for Mr. Chen Xiaomin to make a mandatory offer. The Directors are not aware of any other consequences which may arise under the Takeovers Code as a result of any purchase by the Company of its Shares.

7. SHARE REPURCHASE MADE BY THE COMPANY

In the six months immediately prior to the Latest Practicable Date, the Company had not repurchased any of its shares.

8. MARKET PRICES OF H SHARE

The highest and lowest prices at which the H Shares have been traded on the Stock Exchange in each of the five months preceding the Latest Practicable Date were as follows:

Month	Highest prices (HK\$)	Lowest prices (HK\$)
2023		
December	20.00	14.38
2024		
January	19.98	15.34
February	18.98	15.40
March	23.05	16.80
April	24.00	16.66
May (up to the Latest Practicable Date)	18.88	16.32



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)

This notice is supplemental to the notice of the annual general meeting (the “**AGM**”) of Sino-Synergy Hydrogen Energy Technology (Jiaxing) Co., Ltd. dated 30 April 2024 (the “**Original Notice**”) to convene the AGM which 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.

Details of the proposed resolutions to be considered at the AGM were stated in the Original Notice. Unless otherwise stated, terms defined herein shall have the same meanings as those defined in the circular of the Company dated 30 April 2024. Apart from the amendments stated below, all the information contained in the Original Notice remains to be valid and effective.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM of the Company will be held the AGM will be held as originally scheduled. In addition, as set out in the supplemental circular of the Company dated 29 May 2024 (the “**Supplemental Circular**”), (i) the special resolution under item numbered 10 stated in the Original Notice should be deleted in its entirety and replaced by the following new resolution under item numbered 10; and (ii) the special resolutions under items numbered 11 and 12 in addition to the resolutions set out in the Original Notice, are set out below for shareholders’ consideration and, if thought fit, approval in the AGM:

SPECIAL RESOLUTIONS

10. To consider and approve the proposed granting of general mandate to the Board to allot, issue and deal with additional H Shares (“**H Shares**”) and to sell and transfer treasury shares of the Company not exceeding 20% of the total number of the issued H Shares of the Company as at the date of passing of the related resolution, and to authorize the Board to make amendments to the articles of association (“**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.

SUPPLEMENTAL NOTICE OF 2023 ANNUAL GENERAL MEETING

“THAT:

- (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 as amended from time to time (the “**Listing Rules**”), 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, to sell and transfer treasury 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, sold, transferred or dealt with or agreed conditionally or unconditionally to be allotted, issued, sold, transferred 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 the aggregate of:
 - (i) 20% of the total number of issued H Shares of the Company as at the date of passing this resolution; and
 - (ii) (if the Board is so authorized by special resolution 12) the aggregate number of H Shares repurchased by the Company pursuant to the authority given under special resolution 11 (if the Board is so authorized);
- (d) the Board will only exercise the above powers in accordance with the Company Law of the PRC and the Listing Rules and when all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government departments are obtained; and
- (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;

SUPPLEMENTAL NOTICE OF 2023 ANNUAL GENERAL MEETING

- (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.”
11. To consider and approve the proposed granting of general mandate to the Board to repurchase H Shares not exceeding 10% of the total number of the issued H Shares of the Company (excluding treasury shares of the Company) as at the date of passing the related resolution, and to authorize the Board to make amendments to the Articles of Association as it thinks fit so as to reflect the new share capital structure upon the repurchase of H Shares of the Company pursuant to such mandate.

“THAT:

- (a) subject to paragraphs (b) and (c) below, the Board be and is hereby authorized to exercise all the powers of the Company to repurchase the H Shares of the Company on the Stock Exchange during the Relevant Period (as hereinafter defined), subject to and in accordance with the Articles of Association and all applicable laws, rules and regulations and/or requirements of the PRC, the Stock Exchange or any other governmental or regulatory bodies;
- (b) the total number of H Shares of the Company authorized to be repurchased subject to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of the issued H Shares of the Company (excluding treasury shares of the Company) as at the date of the passing of this resolution;
- (c) 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.”

SUPPLEMENTAL NOTICE OF 2023 ANNUAL GENERAL MEETING

12. Conditional upon special resolution 10 and 11 set out in this supplemental notice being passed, to consider and approve the adding of the aggregate number of H Shares which are repurchased by the Company after the date of passing of special resolution 11 (up to a maximum of 10% of the total number of issued H Shares of the Company (excluding treasury shares of the Company) as at the date of passing of special resolution 11), to the aggregate number of H Shares that may be (or agreed conditionally or unconditionally to be) allotted, issued, sold, transferred or otherwise dealt with by the Directors pursuant to special resolution 10.

By order of the Board

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

Chen Xiaomin

Chairman and Executive Director

Jiaying, the PRC, 29 May 2024

SUPPLEMENTAL NOTICE OF 2023 ANNUAL GENERAL MEETING

Notes:–

- (i) Please refer to the Original Notice for details of other resolutions to be proposed at the AGM and other relevant matters.
- (ii) The AGM will be held in a form of physical meeting. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or, if he holds two or more shares, more proxy(ies) to attend and vote in his/her/its stead. A proxy need not be a member of the Company.
- (iii) Since the proxy form accompanying the circular of the Company dated 30 April 2024 (the “**Original Proxy Form**”) does not reflect the updates on the general mandate to allot, issue and/or deal with H shares of the Company and the addition of the general mandate to the Board to repurchase H shares of the Company, a revised proxy form (the “**Revised Proxy Form**”) is enclosed for use at the AGM. For details, please refer to the section headed “Revised Proxy Form” of the Supplemental Circular.
- (iv) In order to be valid, the Revised Proxy Form must be deposited at the Company’s H Share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited (the “**H Share Registrar**”), 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 (the “**Closing Time**”).
- (v) Completion and return of the Revised Proxy Form will not preclude members from attending and voting in person at the AGM or any adjourned meeting if they so wish.
- (vi) 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.
- (vii) 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 H Share Registrar in Hong Kong, 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.
- (viii) Shareholders who attend the AGM in person or by proxy shall bear their own travelling and accommodation expenses.
- (ix) A shareholder or his/her proxy should produce proof of identity when attending the AGM.
- (x) References to date and time in this supplemental notice are to Hong Kong dates and time.