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If you have sold or transferred all your shares in Jete Power Holdings Limited, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**AMENDMENTS TO
THE MEMORANDUM AND ARTICLES OF ASSOCIATION,
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening an extraordinary general meeting of the Company to be held on Friday, 6 January 2017 at 10:30 a.m. at Factory Unit 13A, 9th Floor, Vanta Industrial Centre, Nos. 21-33 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong is set out on pages 14 to 15 of this circular. Whether or not you are able to attend the extraordinary general meeting, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the office of 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 the extraordinary general meeting. Completion and return of the proxy form shall not preclude you from attending and voting in person at the extraordinary general meeting or any adjourned meeting thereof should you so desire and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

9 December 2016

* *For identification only*

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a high 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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DEFINITIONS

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

“Articles”	the Articles of Association of the Company as amended from time to time
“Board”	the board of Directors
“Company”	Jete Power Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the GEM
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving the proposed amendments to the Memorandum and Articles
“EGM Notice”	the notice of the EGM dated 9 December 2016
“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 lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	6 December 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Memorandum”	the Memorandum of Association of the Company as amended from time to time

DEFINITIONS

“PRC”	the People’s Republic of China which, for the purposes of this circular, excludes the Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Shareholder(s)”	the holder(s) of the Shares
“Share(s)”	ordinary share(s) of HK\$0.002 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiaries”	has the meaning ascribed to it under the GEM Listing Rules
“%”	per cent

In case of any discrepancy between the English version and the Chinese version of this circular, the English version shall prevail.

LETTER FROM THE BOARD

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

*Head office 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

9 December 2016

To the Shareholders,

Dear Sir or Madam,

**AMENDMENTS TO
THE MEMORANDUM AND ARTICLES OF ASSOCIATION,
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide Shareholders with information in respect of the special resolutions to be proposed at the EGM for (i) the proposed amendments to the Memorandum and Articles, and (ii) the proposed adoption of the amended and restated Memorandum and Articles.

* For identification only

LETTER FROM THE BOARD

2. PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES AND PROPOSED ADOPTION OF AN AMENDED AND RESTATED MEMORANDUM AND ARTICLES

Reference is made to the announcement of the Company dated 6 December 2016. At the EGM, a special resolution will be proposed to the Shareholders to amend the Memorandum and Articles and to adopt the amended and restated Memorandum and Articles for the purpose of establishing and facilitating the operation of a co-chairman structure for the Company and other housekeeping amendments.

The amendments to the Memorandum and Articles will:

- (a) allow the Board to elect two of the Directors to be co-chairmen of the Company (each a co-chairman);
- (b) provide the mechanism for determining the chairman of each meeting of the Board and the chairman of each general meeting where the Company has two co-chairmen; and
- (c) reflect the share subdivision of the Company as approved by the Shareholders at the extraordinary general meeting held on 7 July 2016.

The proposed amendments to the Memorandum and Articles and the adoption of the amended and restated Memorandum and Articles are set out in Appendix I to this circular and resolution no. 1 in the notice of the EGM set out on pages 14 to 15 of this circular.

The legal advisers to the Company as to Hong Kong laws and Cayman Islands laws have respectively confirmed that the proposed amendments comply with the requirements of the GEM Listing Rules and do not contravene the applicable laws of the Cayman Islands. The Company also confirms that there is nothing unusual about the proposed amendments to the Memorandum and Articles for a Cayman Islands company listed on the Stock Exchange.

Shareholders are advised that the Memorandum and Articles are available only in English and Chinese translation of the amendments to the Memorandum and Articles provided in Appendix I in Chinese is for reference only. In case of any inconsistency, the English version shall prevail.

LETTER FROM THE BOARD

3. EXTRAORDINARY GENERAL MEETING

A notice convening the EGM to be held on Friday, 6 January 2017 at 10:30 a.m. at Factory Unit 13A, 9th Floor, Vanta Industrial Centre, Nos. 21-33 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong for the purpose of considering, and if thought fit, approving the proposed amendments to the Memorandum and Articles and adoption of the amended and restated Memorandum and Articles are set out on pages 14 to 15 of this circular.

Special resolution will be proposed to approve the proposed amendments to the Memorandum and Articles and adoption of the amended and restated Memorandum and Articles.

The resolution put to vote at the EGM will be decided by way of poll. As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, no Shareholders are required to abstain from voting on the resolutions relating to the above at the EGM.

A proxy form for use at the EGM is enclosed herewith. Whether or not you are able to attend the EGM in person, you are requested to complete and return the proxy form to the Company's branchshare registrar in Hong Kong, 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 EGM or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting at the EGM or any adjournment thereof (as the case may be) should you so wish and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

4. RECOMMENDATION

The Directors consider that the proposed amendments to the Memorandum and Articles at the EGM is in the best interest of the Company and the Shareholders. Accordingly, the Directors recommend that all Shareholders should vote in favour of the relevant resolutions to be proposed at the EGM.

5. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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.

Yours faithfully,
For and on behalf of
Jete Power Holdings Limited
Choi Chiu Ming Jimmy
Chairman and Executive Director

Set out below are the detailed proposed amendments to the Memorandum and Articles:

PARTICULARS OF PROPOSED AMENDMENTS TO THE MEMORANDUM OF THE COMPANY

Paragraph

No.	Original text	Amended text
8.	The share capital of the Company is HK\$10,000,000 divided into 1,000,000,000 shares of a nominal or par value of HK\$0.01 each, with the power for the Company, insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said share capital subject to the provisions of the Companies Law (Revised) and the Articles of Association of the Company and to issue any part of its capital, whether original, redeemed or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions; and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.	The share capital of the Company is HK\$10,000,000 divided into 1,000,000,000 <u>5,000,000,000</u> shares of a nominal or par value of HK\$0.01 <u>0.002</u> each, with the power for the Company, insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said share capital subject to the provisions of the Companies Law (Revised) and the Articles of Association of the Company and to issue any part of its capital, whether original, redeemed or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions; and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.

PARTICULARS OF PROPOSED AMENDMENTS TO THE ARTICLES OF THE COMPANY

Article No.	Original text	Amended text
3. (1)	The share capital of the Company at the date on which these Articles come into effect shall be divided into shares of a par value of \$0.01 each.	The share capital of the Company at the date on which these Articles come into effect shall be divided into shares of a par value of \$0.01 <u>0.002</u> each.

Article No.	Original text	Amended text
63	<p>The chairman of the Company shall preside as chairman at every general meeting. If at any meeting the chairman, is not present within fifteen (15) minutes after the time appointed for holding the meeting, or is not willing to act as chairman, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the Members present in person or (in the case of a Member being a corporation) by its duly authorised representative or by proxy and entitled to vote shall elect one of their number to be chairman.</p>	<p>The chairman of the Company shall preside as chairman at every general meeting. If at any meeting the chairman, is not present within fifteen (15) minutes after the time appointed for holding the meeting, or is not willing to act as chairman, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the Members present in person or (in the case of a Member being a corporation) by its duly authorised representative or by proxy and entitled to vote shall elect one of their number to be chairman.</p> <p><u>(a) Where the Company has only one chairman, the chairman of the Company or, if he is absent or declines to take the chair at such meeting, the deputy chairman (if any) of the Company shall take the chair at every general meeting, or, if there be no such chairman or deputy chairman of the Company, or, if at any general meeting neither of such chairman or deputy chairman of the Company is present within fifteen (15) minutes after the time appointed for holding such meeting, or both such persons decline to take the chair at such meeting, the Directors present shall choose one of their number as chairman of the meeting, and if no Director be present or if all the Directors present decline to take the chair or if the chairman chosen shall retire from the chair, then the Members present in person or (in the case of a Member being a corporation) by its duly authorised representative or by proxy and entitled to vote shall elect one of their number to be chairman of the meeting.</u></p>

Article No. Original text**Amended text**

(b) Where the Company has two (2) co-chairmen appointed, prior to the holding of each general meeting, the chairman of such general meeting (the "agreed General Meeting Chairman") shall be decided by agreement between the two (2) co-chairmen of the Company, and if the two (2) co-chairmen of the Company fail to reach such agreement, the deputy chairman (if any) of the Company shall preside as chairman at such general meeting. Where the agreed General Meeting Chairman is absent or declines to take the chair at such general meeting, the other co-chairman of the Company (the "stand-in General Meeting Chairman") shall take the chair at such general meeting, and where the stand-in General Meeting Chairman is absent or declines to take the chair at such general meeting, the deputy chairman (if any) of the Company shall preside as chairman at such general meeting. Where, in the aforesaid situations, (i) the agreed General Meeting Chairman, or the stand-in General Meeting Chairman, or the deputy chairman of the Company (as the case may be) is not present within fifteen (15) minutes after the time appointed for holding such meeting, or declines to take the chair at such general meeting, or (ii) if no such deputy chairman of the Company be elected or appointed, in each case (as relevant) the Directors present shall choose one of their number as chairman of the meeting, and if no Director be present or if all the Directors present decline to take the chair or if the chairman chosen shall retire from the chair, then the Members present in person or (in the case of a Member being a corporation) by its duly authorised representative or by proxy and entitled to vote shall elect one of their number to be chairman of the meeting.

Article No.	Original text	Amended text
64	<p>The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' notice of the adjourned meeting shall be given specifying the time and place of the adjourned meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give notice of an adjournment.</p>	<p>The chairman <u>of the meeting</u> may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' notice of the adjourned meeting shall be given specifying the time and place of the adjourned meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give notice of an adjournment.</p>

Article No.	Original text	Amended text
66(1)	<p>Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorized representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person (or being a corporation, is present by a duly authorized representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views.</p>	<p>Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorized representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person (or being a corporation, is present by a duly authorized representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the <u>chairman's duties of the chairman of the meeting</u> to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views.</p>
67	<p>Where a resolution is voted on by a show of hands, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution. The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.</p>	<p>Where a resolution is voted on by a show of hands, a declaration by the chairman <u>of the meeting</u> that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution. The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.</p>

Article No.	Original text	Amended text
74	<p>If:</p> <p>(a) any objection shall be raised to the qualification of any voter; or</p> <p>(b) any votes have been counted which ought not to have been counted or which might have been rejected; or</p> <p>(c) any votes are not counted which ought to have been counted;</p> <p>the objection or error shall not vitiate the decision of the meeting or adjourned meeting on any resolution unless the same is raised or pointed out at the meeting or, as the case may be, the adjourned meeting at which the vote objected to is given or tendered or at which the error occurs. Any objection or error shall be referred to the chairman of the meeting and shall only vitiate the decision of the meeting on any resolution if the chairman decides that the same may have affected the decision of the meeting. The decision of the chairman on such matters shall be final and conclusive.</p>	<p>If:</p> <p>(a) any objection shall be raised to the qualification of any voter; or</p> <p>(b) any votes have been counted which ought not to have been counted or which might have been rejected; or</p> <p>(c) any votes are not counted which ought to have been counted;</p> <p>the objection or error shall not vitiate the decision of the meeting or adjourned meeting on any resolution unless the same is raised or pointed out at the meeting or, as the case may be, the adjourned meeting at which the vote objected to is given or tendered or at which the error occurs. Any objection or error shall be referred to the chairman of the meeting and shall only vitiate the decision of the meeting on any resolution if the chairman <u>of the meeting</u> decides that the same may have affected the decision of the meeting. The decision of the chairman <u>of the meeting</u> on such matters shall be final and conclusive.</p>

Article No.	Original text	Amended text
115	<p>The Board may elect a chairman and one or more deputy chairman of its meetings and determine the period for which they are respectively to hold such office. If no chairman or deputy chairman is elected, or if at any meeting neither the chairman nor any deputy chairman is present within five (5) minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.</p>	<p>The Board may elect a chairman and one or more deputy chairman of its meetings and determine the period for which they are respectively to hold such office. If no chairman or deputy chairman is elected; or if at any meeting neither the chairman nor any deputy chairman is present within five (5) minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting.</p> <p><u>(a) The Board may from time to time elect:</u></p> <p><u>(i) not more than two of them to the office of chairman of the Company (and where the Company has more than one chairman, each a co-chairman); and</u></p> <p><u>(ii) any one of them to the office of deputy chairman,</u></p> <p><u>and determine the period for which they are respectively to hold such office.</u></p> <p><u>(b) Where the Company has only one chairman, the chairman of the Company or, in his absence, the deputy chairman (if any) of the Company shall preside as chairman at meetings of the Board, but if no such chairman or deputy chairman of the Company be elected or appointed, or if at any meeting the chairman or deputy chairman (as the case may be) of the Company is not present within five (5) minutes after the time appointed for holding the same and willing to act, the Directors present shall choose one of their number to be chairman of such meeting.</u></p>

Article No. Original text

Amended text

- (c) Where the Company has two (2) co-chairmen appointed, prior to the holding of each meeting of the Board, the chairman of such meeting (the "agreed Chairman") shall be decided by agreement between the two (2) co-chairmen of the Company, and if the two (2) co-chairmen of the Company fail to reach such agreement, the deputy chairman (if any) of the Company shall preside as chairman at such meeting. Where the agreed Chairman is absent at such meeting of the Board, the other co-chairman of the Company (the "stand-in Chairman") shall take the chair at such meeting of the Board, and where the stand-in Chairman is absent at such meeting of the Board, the deputy chairman (if any) of the Company shall preside as chairman at such meeting of the Board. Where, in the aforesaid situations, (i) the agreed Chairman, or the stand-in Chairman, or the deputy chairman of the Company (as the case may be) is not present within five (5) minutes after the time appointed for holding the same and willing to act, or (ii) if no such deputy chairman of the Company be elected or appointed, in each case (as relevant) the Directors present shall choose one of their number to be the chairman of such meeting.
124. (1) The officers of the Company shall consist of a chairman, the Directors and Secretary and such additional officers (who may or may not be Directors) as the Board may from time to time determine, all of whom shall be deemed to be officers for the purposes of the Law and these Articles.
- The officers of the Company shall consist of ~~a chairman~~ the chairman of the Company (and where the Company has more than one chairman, each co-chairman), the Directors and Secretary and such additional officers (who may or may not be Directors) as the Board may from time to time determine, all of whom shall be deemed to be officers for the purposes of the Law and these Articles.
124. (2) The Directors shall, as soon as may be after each appointment or election of Directors, elect amongst the Directors a chairman and if more than one (1) Director is proposed for this office, the election to such office shall take place in such manner as the Directors may determine.
- The Directors shall, as soon as may be after each appointment or election of Directors, elect amongst the Directors ~~a chairman~~ not more than two of them to the office of chairman of the Company (and where the Company has more than one chairman, each a co-chairman) and if more than two (2) Director ~~is~~ are proposed for this office, the election to such office shall take place in such manner as the Directors may determine.

NOTICE OF EXTRAORDINARY GENERAL MEETING

JETE POWER HOLDINGS LIMITED 鑄能控股有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8133)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Jete Power Holdings Limited (the “**Company**”) will be held on Friday, 6 January 2017 at 10:30 a.m. at Factory Unit 13A, 9th Floor, Vanta Industrial Centre, Nos. 21-33 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong for the following purposes:

SPECIAL RESOLUTION

1. To consider and, if thought fit, pass the following resolution (with or without amendments) as special resolution:

“**THAT:**

- (a) the Memorandum and Articles of Association of the Company (the “**Memorandum and Articles**”) be amended in the manner as set out in Appendix I to the circular of the Company dated 9 December 2016 (the “**Circular**”); and
- (b) an amended and restated Memorandum and Articles which consolidates all of the proposed amendments referred to in Appendix I to the Circular and all previous amendments approved pursuant to resolutions passed by the shareholders of the Company at prior general meetings, a copy of which is produced to the Meeting and marked “A” and initialed by the chairman of this Meeting for the purpose of identification, be and are hereby adopted as the amended and restated Memorandum and Articles of the Company in substitution for and to the exclusion of the existing Memorandum and Articles with effect from the closure of the Meeting.”

Yours faithfully,

For and on behalf of

Jete Power Holdings Limited

Choi Chiu Ming Jimmy

Chairman and Executive Director

Hong Kong, 9 December 2016

As at the date of this notice, the Company has (i) two executive Directors, namely Mr. Choi Chiu Ming Jimmy and Mr. Johnny Huang; and (ii) three independent non-executive Directors, namely Ms. Leung Shuk Lan, Mr. Tang Yiu Wing and Mr. Wong Ka Shing.

* For identification only

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. To be valid, the instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney authorised in writing or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
2. Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member holding two or more shares of the Company may appoint more than one proxy to attend on the same occasion.
3. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the meeting or the adjourned meeting or poll (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
4. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
5. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. A form of proxy for use by shareholders at the Meeting is enclosed.