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新特能源

XINTE ENERGY CO., LTD.

新 特 能 源 股 份 有 限 公 司

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

(Stock Code: 1799)

NOTICE OF THE ANNUAL GENERAL MEETING OF 2018

NOTICE IS HEREBY GIVEN that the annual general meeting of 2018 (the "**AGM**") of Xinte Energy Co., Ltd. (the "**Company**") will be held at the Conference Room, 21st Floor, TBEA Co., Ltd. at No.189, South Beijing Road, Changji, Xinjiang, the People's Republic of China (the "**PRC**") at 11:00 a.m. on Friday, 28 June 2019 to consider and approve the following matters:

ORDINARY RESOLUTIONS

To consider and approve the following matters as ordinary resolutions:

1. To consider and approve the final financial accounts of the Company for the year ended 31 December 2018.

2. To consider and approve the report of the board of directors of the Company for the year 2018.

3. To consider and approve the report of the board of supervisors of the Company for the year 2018.

4. To consider and approve the profit distribution plan and the distribution of the final dividend of the Company for the year ended 31 December 2018.

5. To consider and approve the Company's annual report for the year 2018.

6. To consider and approve the re-appointment of PricewaterhouseCoopers as the Company's international auditor for the year 2019 for a term until the conclusion of the next annual general meeting of the Company, and to authorize the board of directors of the Company to determine its remuneration.

7. To consider and approve the remuneration plan for directors and supervisors of the Company for the year 2019.

8. To consider, confirm, rectify and approve the continuing connected transactions during the year ended 31 December 2018 under the TBEA Products Procurement Framework Agreement entered into by the Company and TBEA Co., Ltd. on 15 December 2017, among which, the total relevant transaction amounted to RMB511,754,736.

9. To consider and approve the financial services framework agreement of the Company entered into by the Company and TBEA Group Finance Co., Ltd. on 30 April 2019 and proposed annual caps thereunder.

10. To consider and approve the appointment of Mr. Wang Shi as a non-executive director of the Company.

SPECIAL RESOLUTIONS

To consider and approve the following matters as special resolutions:

11. To consider and approve the proposed amendment to the articles of association of the Company.

12. To consider and approve the granting of a general mandate to the board of directors of the Company (the "**Board**") to issue, allot and deal with additional domestic shares and/or H shares not exceeding 20% of each of the total number of the domestic shares and H shares of the Company respectively in issue, and to authorize the Board to make amendments to the articles of association of the Company (the "**Articles**") as it thinks fit so as to reflect the new share capital structure upon the allotment or issue of additional shares pursuant to such mandate:

    "**THAT**:

    (A) (a) subject to paragraph (c) and in accordance with the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Articles and relevant laws and regulations of 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 domestic shares and H shares of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require 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 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 domestic shares and H shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Board pursuant to the approval granted in paragraph (a) shall not exceed 20% of each of the total number of domestic shares and H shares of the Company respectively in issue as at the date of passing of this resolution;

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

(ii) the expiration of the 12 months after the date of passing the resolution as a special resolution at the AGM; or

(iii) the date of revocation or variation of the authority given under this resolution by a special resolution at a general meeting of the Company.

(B) the Board be authorized to make amendments to the Articles as necessary so as to reflect the new share capital structure of the Company upon the allotment or issue of shares pursuant to this resolution."

By order of the Board
Xinte Energy Co., Ltd.
Zhang Jianxin
Chairman

Xinjiang, the PRC, 14 May 2019

Notes:

1. **Important:** A circular setting out further details of the abovementioned resolutions, the form of proxy and the reply slip of the AGM will be dispatched and published by the Company in due course. Shareholders of the Company ("**Shareholders**") who wish to appoint a proxy to attend and vote at the AGM shall first read the Company's annual report for 2018 published on the websites of The Stock Exchange of Hong Kong Limited and the Company, or dispatched to relevant Shareholders. The Company's annual report for 2018 includes, among others, the Report of the Board of Directors for the year 2018, the Report of Board of Supervisors for the year 2018, the audited financial accounts and the auditor's report for the year 2018.

2. In order to determine the Shareholders who are eligible to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 29 May 2019 to Friday, 28 June 2019, both days inclusive, during which no transfer of shares will be effected. Shareholders whose names appear on the register of members of the Company on Wednesday, 29 May 2019 shall be entitled to attend and vote at the AGM. In order for the Shareholders to qualify to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's Board secretary office (in case of holders of domestic shares), at No. 399, South Changchun Road, New Downtown, Urumqi, Xinjiang, the PRC, or the Company's H share registrar (in case of holders of H shares), Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Tuesday, 28 May 2019 for registration.

   In order to determine the Shareholders who are entitled to receive the proposed 2018 final dividend, the register of members of the Company will be closed from Friday, 5 July 2019 to Wednesday, 10 July 2019, both days inclusive. To be eligible to receive the final dividend for the year ended 31 December 2018 (subject to the approval of the Shareholders at the AGM), holders of H shares of the Company shall lodge all share transfer documents accompanied by the relevant H share certificates with the Company's H share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 4 July 2019.

The Company will determine the resident status of the individual H shares Shareholders based on the registered address as recorded in the register of members of the Company on Wednesday, 10 July 2019 (the "**Registered Address**"). If the resident status of any individual H shares Shareholder is not in consistency with that indicated by the Registered Address, such individual H shares Shareholder shall notify the Company's H share registrar not later than 4:30 p.m. on Thursday, 4 July 2019, and provide relevant supporting documents to the Company's H share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Any individual H shares Shareholder who fails to provide relevant supporting documents within the time period stated above, may either personally or appoint an agent to attend to the relevant procedures in accordance with the requirements under the tax treaty notice.

The Company assumes no responsibility and disclaims all liabilities whatsoever in relation to the tax status or tax treatment of the individual H shares Shareholders and for any claims arising from any delay in or inaccurate determination of the tax status or tax treatment of the individual H shares Shareholders or any disputes over the withholding mechanism or arrangements.

3. Shareholders who intend to attend the AGM (or any adjournment thereof) should complete and return the reply slip for attending the AGM (or any adjournment thereof) personally or by post. The reply slip should be completed and returned to the Company's Board secretary office by post to (or by depositing it at) No. 399, South Changchun Road, New Downtown, Urumqi, Xinjiang, the PRC, for holders of domestic shares; or to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, by facsimile (fax number: +852-28650990) or by post to (or by depositing it at) 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for holders of H shares, such that the reply slip shall be received by the Company 20 days before the AGM (i.e. on or before Saturday, 8 June 2019).

4. Shareholders may, by completing the form of proxy of the Company, appoint one or more proxies (whether he/she is a Shareholder) to attend and vote at the AGM (or any adjournment thereof) on his behalf. A proxy need not be a Shareholder of the Company.

5. Shareholders must use the form of proxy of the Company for appointing a proxy and the appointment must be in writing. The form of proxy must be signed by the relevant Shareholder or by a person duly authorized by the relevant Shareholder in writing ("**power of attorney**"). If the form of proxy is signed by the person authorized by the relevant Shareholder as aforesaid, the relevant power of attorney and other relevant documents of authorization (if any) must be notarized. If a corporate Shareholder appoints a person other than its legal representative to attend the AGM (or any adjournment thereof) on its behalf, the relevant form of proxy must be affixed with the company seal of the corporate Shareholder or duly signed by its director or any other person duly authorized by that corporate Shareholder as required by the Articles.

6. To be valid, the form of proxy and the relevant notarized power of attorney (if any) and other relevant authority (if any) as mentioned in note 5 above must be delivered to the Company's Board secretary office at No. 399, South Changchun Road, New Downtown, Urumqi, Xinjiang, the PRC, for holders of domestic shares, or the Company's H share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for holders of H shares no later than 24 hours before the time appointed for the AGM (i.e. no later than 11:00 a.m. on Thursday, 27 June 2019) (or any adjournment thereof).

7. A Shareholder or his proxy should produce proof of identity when attending the AGM (or any adjournment thereof). If a corporate Shareholder's legal representative or any other person duly authorized by such corporate Shareholder attends the AGM (or any adjournment thereof), such legal representative or other person shall produce his proof of identity, and proof of designation as legal representative or the valid authorization document (as the case may be).

8. The AGM (or any adjournment thereof) is expected to take less than a day. Shareholders or their proxies who attend the AGM (or any adjournment thereof) shall be responsible for their own travel and accommodation expenses.

9. The contact of the Board secretary office of the Company is as follows:

   Address: No. 399, South Changchun Road, New Downtown, Urumqi, Xinjiang, the PRC
   Contact person: Ms. Zhang Juan
   Tel: +86-991-366588

As at the date of this notice, the Board consists of Mr. Zhang Jianxin, Mr. Yin Bo and Mr. Xia Jinjing as executive Directors; Mr. Zhang Xin and Ms. Guo Junxiang as non-executive Directors; Mr. Qin Haiyan, Mr. Yang Deren and Mr. Wong, Yui Keung Marcellus as independent non-executive Directors.