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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 IN 2016**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of 2016 (“**AGM**”) of Xinte Energy Co., Ltd. (the “**Company**”) will be held at the Conference Room of the Conference Center of TBEA Co., Ltd. at No.189, South Beijing Road, Changji, Xinjiang, the People's Republic of China (“**PRC**”) at 11:00 a.m. on Friday, 16 June 2017 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 report of the board of director of the Company for the year 2016.
2. To consider and approve the report of the supervisory board of the Company for the year 2016.
3. To consider and approve the final financial accounts of the Company for the year ended 31 December 2016.
4. To consider and approve the Company's annual report for the year 2016.
5. To consider and approve the profit distribution plan and the distribution of the final dividend of the Company for the year ended 31 December 2016.
6. To consider and approve the remuneration plan for directors and supervisors of the Company for the year 2017.
7. To consider and approve the re-appointment of PricewaterhouseCoopers as the Company's international auditor for the year 2017 for a term until the conclusion of the next annual general meeting of the Company, and to authorize the board of director of the Company (“**Board**”) to determine its remuneration.
8. To consider and approve the appointment of Mr. Tao Tao as a non-executive director of the Company.

## SPECIAL RESOLUTIONS

To consider and approve the following matter as special resolution:

9. To consider and approve the granting of a general mandate to 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 Company Law of the PRC and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) and 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 to the shareholders of the Company under this resolution by a special resolution in 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.”

10. To consider and approve the registration and issuance of the super short term financing debentures with a registered principal amount in aggregate of not exceeding RMB2 billion (including RMB2 billion) in the PRC, and according to the needs of the Company and market condition, to issue in separate tranches on a rolling basis within the effective registration period; to authorize the Board to deal with all such matters relating to the registration and issuance of the aforementioned super short term financing debentures at their full discretion, subject to relevant laws and regulations; and to approve the delegation of the authority by the Board to the management of the Company to deal with all such specific matters relating to the issuance of the aforementioned super short term financing debentures within the scope of authorizations above.
11. To consider and approve the registration and issuance of perpetual medium-term notes with a registered principal amount in aggregate of not exceeding RMB2 billion (including RMB2 billion) in the PRC, and, according to the needs of the Company and market conditions, to issue in separate tranches on a rolling basis within the effective registration period, and to authorize the Board to deal with all relevant matters relating to the registration and issuance of the aforementioned perpetual medium-term notes at their full discretion, subject to relevant laws and regulations, and to approve the delegation of the authority by the Board to the management of the Company to deal with all relevant matters relating to the issuance of the aforementioned perpetual medium-term notes within the scope of authorizations above.

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

Xinjiang, PRC, 26 April 2017

*As at the date of this announcement, the Board of the Company consists of Mr. Zhang Jianxin, Mr. Ma Xuping and Mr. Yin Bo 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.*

Notes:

1. **Important:** A circular setting out further details of the resolutions, the form of proxy and the reply slip of the AGM will be dispatched and published by the Company in due course. The Company will also dispatch and publish the Company's annual report for 2016 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 2016 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 2016 includes the Report of Board of Directors for the year 2016, the Report of Supervisory Board for the year 2016, the audited financial accounts and the auditor's report for the year 2016, etc.
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, 17 May 2017 to Friday, 16 June 2017, both days inclusive, during which no transfer of shares will be effected. Shareholders whose names appear on the registers of members of the Company on Friday, 16 June 2017 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 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. 339, 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, 16 May 2017 for registration.

In order to determine the Shareholders who are entitled to receive the proposed 2016 final dividend, the register of members of the Company will be closed from Friday, 23 June 2017 to Wednesday, 28 June 2017, both days inclusive. To be eligible to receive the final dividend for the year ended 31 December 2016 (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, 22 June 2017.

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, 28 June 2017 (the "**Registered Address**"). If the resident status of any individual H share Shareholder is not in consistency with that indicated by the Registered Address, such individual H share Shareholder shall notify the Company's H share registrar not later than 4:30 p.m. on Thursday, 22 June 2017, 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 share 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. 339, 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 Friday, 26 May 2017).
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 of the Company or by a person duly authorized by the relevant Shareholder of the Company in writing (“**power of attorney**”). If the form of proxy is signed by the person authorized by the relevant Shareholder of the Company as aforesaid, the relevant power of attorney and other relevant documents of authorization (if any) must be notarized. If a corporate Shareholder of the Company 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 of the Company or duly signed by its director or any other person duly authorized by that corporate Shareholder of the Company as required by the articles of association of the Company.
6. To be valid, the form of proxy and the relevant notarized power of attorney (if any) and other relevant documents of authorization (if any) as mentioned in note 5 above must be delivered to the Company’s Board secretary office at No. 339, 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 not less than 24 hours before the time appointed for the AGM (i.e. no later than 11:00 a.m. on Thursday, 15 June 2017) (or any adjournment thereof).
7. A shareholder of the Company 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