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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)**

## ANNOUNCEMENT

### **POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING; H SHARES SHAREHOLDERS CLASS MEETING AND DOMESTIC SHARES SHAREHOLDERS CLASS MEETING HELD ON 11 JANUARY 2019**

**Reference is made** to the circular in relation to the connected transaction in respect of the proposed directional issue of new domestic shares under the specific mandate and proposed amendments to the articles of association of Xinte Energy Co., Ltd. (the “**Company**”) dated 13 December 2018 (the “**Circular**”). Capitalised terms used in this announcement shall have the same meanings as defined in the Circular unless the context otherwise requires.

#### **THE EGM AND THE CLASS MEETINGS**

The EGM and the Class Meetings were held at the Conference Room, 21st Floor of TBEA Co., Ltd. at No. 189, South Beijing Road, Changji, Xinjiang, the PRC on Friday, 11 January 2019. The holding of the EGM and the Class Meetings were in compliance with the requirements of the Company Law of the PRC and the Articles. The EGM and the Class Meetings were chaired by Mr. Zhang Jianxin, the chairman of the Company.

As at the date of the EGM and the Class Meetings, the total number of issued Shares is 1,045,005,162 Shares, of which 731,529,532 are Domestic Shares and 313,475,630 are H Shares, all of which entitle the holders to attend the EGM and the Class Meetings and vote for or against or abstain from voting on the resolutions (the “**Resolutions**”) proposed at the EGM and the Class Meetings. Shareholders holding an aggregate of 989,035,503 Shares, 257,505,971 H Shares and 731,529,532 Domestic Shares with voting rights, representing approximately 94.64%, 82.15% and 100.00% of the total number of the Shares, H Shares and Domestic Shares respectively in issue with voting rights, attended the EGM and the Class Meetings either in person or by proxy.

As at the date of the EGM and the Class Meetings, TBEA together with its wholly owned subsidiary, TBEA (Hong Kong) Co., Ltd., which held 1,223,200 H Shares, collectively held 630,149,649 Shares, of which 628,926,449 are Domestic Shares and 1,223,200 are H Shares, representing approximately 60.30% of the total issued capital of the Company. As disclosed in the Circular, TBEA has a material interest in special resolution No. 1, and thus should abstain from voting on the special resolution No. 1 at the EGM and the Class Meetings in accordance with

Rule 14A.36 of the Listing Rules. Accordingly, the total number of issued Shares entitling the Shareholders to attend and vote for, against or abstain the special resolution No. 1 at the EGM, the H Shares Shareholders Class Meeting and the Domestic Shares Shareholders Class Meeting was 414,855,513 Shares, 312,252,430 H Shares and 102,603,083 Domestic Shares respectively. Save for the information disclosed above, no Shareholder is required under the Listing Rules to abstain from voting on any of the Resolutions. There were no Shareholders whose Shares entitle such Shareholders to attend the EGM and the Class Meetings, but are required to abstain from voting in favour of any of the Resolutions in accordance with Rule 13.40 of the Listing Rules. No Shareholder has stated the intention in the Circular to vote against or to abstain from voting on any of the Resolutions. All of the Resolutions were voted by way of poll. Computershare Hong Kong Investor Services Limited, the H share registrar of the Company, acted as the scrutineer for vote-taking at the EGM and the Class Meetings. Two representatives from the Shareholders of the Company and one supervisor of the Company also participated in the vote-taking, vote-tabulation and acted as the scrutineer for vote-taking.

## A. POLL RESULTS OF THE EGM

Please refer to the Circular for full text of the Resolutions. The poll results in respect of each of the Resolutions passed at the EGM are as follows:

SPECIAL RESOLUTIONS		Number of Votes (%)		
		For	Against	Abstain
1.	To consider and approve the Company to grant a specific mandate to the board of directors of the Company (the “ <b>Board</b> ”) to conditionally issue 154,994,838 domestic shares of the Company directionally to TBEA Co., Ltd. (the “ <b>Subscriber</b> ”) pursuant to the terms and conditions as set out in the domestic share subscription agreement entered into between the Company and the Subscriber; and to authorise the Board to make such amendments to the articles of associations of the Company (the “ <b>Articles</b> ”) as deemed appropriate, to reflect the new capital structure after the directional issue of the new domestic shares under the specific mandate.	346,897,854 (96.33%)	13,211,200 (3.67%)	0 (0.00%)
2.	To consider and approve the resolution regarding the amendments to the Articles.	975,824,303 (98.66%)	13,211,200 (1.34%)	0 (0.00%)

As more than two-third of the votes from the Shareholders with voting rights (including their proxies) attending the EGM were cast in favour of each of the abovementioned Resolutions, these Resolutions were duly passed as special resolutions.

Save as the above Resolutions, the Company did not receive any proposal put forward by any Shareholders holding 3% or more of the Shares carrying voting rights of the Company.

## B. POLL RESULTS OF THE H SHARES SHAREHOLDERS CLASS MEETING

Please refer to the Circular for full text of the Resolutions. The poll results in respect of each of the Resolutions passed at the H Shares Shareholders Class Meeting are as follows:

SPECIAL RESOLUTIONS		Number of Votes (%)		
		For	Against	Abstain
1.	To consider and approve the Company to grant a specific mandate to the board of directors of the Company (the “ <b>Board</b> ”) to conditionally issue 154,994,838 domestic shares of the Company directionally to TBEA Co., Ltd. (the “ <b>Subscriber</b> ”) pursuant to the terms and conditions as set out in the domestic share subscription agreement entered into between the Company and the Subscriber; and to authorise the Board to make such amendments to the articles of associations of the Company (the “ <b>Articles</b> ”) as deemed appropriate, to reflect the new capital structure after the directional issue of the new domestic shares under the specific mandate.	244,294,771 (94.87%)	13,211,200 (5.13%)	0 (0.00%)
2.	To consider and approve the resolution regarding the amendments to the Articles.	244,294,771 (94.87%)	13,211,200 (5.13%)	0 (0.00%)

As more than two-thirds of the votes from the H Shares Shareholders with voting rights (including their proxies) attending the H Shares Shareholders Class Meeting were cast in favour of each of the abovementioned Resolutions, these Resolutions were duly passed as special resolutions.

## C. POLL RESULTS OF THE DOMESTIC SHARES SHAREHOLDERS CLASS MEETING

Please refer to the Circular for full text of the Resolutions. The poll results in respect of each of the Resolutions passed at the Domestic Shares Shareholders Class Meeting are as follows:

SPECIAL RESOLUTIONS		Number of Votes (%)		
		For	Against	Abstain
1.	To consider and approve the Company to grant a specific mandate to the board of directors of the Company (the “ <b>Board</b> ”) to conditionally issue 154,994,838 domestic shares of the Company directionally to TBEA Co., Ltd. (the “ <b>Subscriber</b> ”) pursuant to the terms and conditions as set out in the domestic share subscription agreement entered into between the Company and the Subscriber; and to authorise the Board to make such amendments to the articles of associations of the Company (the “ <b>Articles</b> ”) as deemed appropriate, to reflect the new capital structure after the directional issue of the new domestic shares under the specific mandate.	102,603,083 (100.00%)	0 (0.00%)	0 (0.00%)
2.	To consider and approve the resolution regarding the amendments to the Articles.	731,529,532 (100.00%)	0 (0.00%)	0 (0.00%)

As more than two-thirds of the votes from the Domestic Shares Shareholders with voting rights (including their proxies) attending the Domestic Shares Shareholders Class Meeting were cast in favour of each of the abovementioned Resolutions, these Resolutions were duly passed as special resolutions.

# CHANGES TO THE SHAREHOLDING AS A RESULT OF THE PROPOSED DIRECTIONAL ISSUE OF NEW DOMESTIC SHARES UNDER THE SPECIFIC MANDATE

As at the date of this announcement, the Company has 313,475,630 H Shares and 731,529,532 Domestic Shares in issue. Set out below is a table showing the shareholding structure of the Company (a) as at the date of this announcement; and (b) immediately upon Completion.

Name of Shareholder	Share Class	As at the date of this announcement		Immediately after the completion of the Directional Issue of Domestic Shares	
		No. of Shares held	Percentage	No. of Shares held	Percentage
			of total issued Shares		of total issued Shares
TBEA Co., Ltd.	Domestic Shares	628,926,449	60.18%	783,921,287	65.33%
Xinjiang Tebian (Group) Co., Ltd.* (新疆特變電工集團有限公司)	Domestic Shares	58,246,308	5.57%	58,246,308	4.85%
Xinjiang Honglian Venture Capital Co., Ltd.* (新疆宏聯創業投資有限公司)	Domestic Shares	25,616,800	2.45%	25,616,800	2.14%
Jinglong Technology Holdings Limited* (晶龍科技控股有限公司)	Domestic Shares	14,619,883	1.40%	14,619,883	1.22%
Xinjiang Far Excellence Enterprise Management Consulting Co., Ltd.* (新疆遠卓企業管理諮詢有限公司)	Domestic Shares	2,896,800	0.28%	2,896,800	0.24%
Liu Bingcheng	Domestic Shares	774,732	0.08%	774,732	0.06%
Jia Boyun	Domestic Shares	448,560	0.04%	448,560	0.04%
Public Shareholders	H Shares	312,252,430	29.88%	312,252,430	26.02%
TBEA (Hong Kong) Co., Ltd.	H Shares	1,223,200	0.12%	1,223,200	0.10%
<b>Total</b>		<b><u>1,045,005,162</u></b>	<b><u>100.00%</u></b>	<b><u>1,200,000,000</u></b>	<b><u>100.00%</u></b>

Upon the conclusion of the EGM and the Class Meetings, the Company will seek advice from TC Capital International Limited, the Independent Financial Adviser, and AMTD Global Markets Limited, the financial adviser, on the formal issuance under the Directional Issue of Domestic Shares (including but not limited to the relevant procedures and registration in relation to the issuance). The Company will make further announcement(s) upon completion of the Directional Issue of Domestic Shares.

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

Xinjiang, the PRC  
11 January 2019

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

*Certain English translation of Chinese names or words marked with "\*" in this announcement are included for information only, and are not official English translations of such Chinese names or words.*