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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 SECOND EXTRAORDINARY GENERAL MEETING OF 2020

NOTICE IS HEREBY GIVEN that the second extraordinary general meeting of 2020 (the “**EGM**”) of Xinte Energy Co., Ltd. (the “**Company**”) will be held at the Conference Room, International Conference Center at No. 189, South Beijing Road, Changji, Xinjiang, the People's Republic of China (the “**PRC**”) at 11 a.m. on Wednesday, 23 December 2020 to consider and, if thought fit, approve the resolutions set out below as ordinary resolutions.

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the supplemental product procurement framework agreement entered into between the Company and TBEA Co., Ltd. on 10 November 2020 (the “**Supplemental Product Procurement Framework Agreement**”), a copy of which is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose, and the transactions contemplated thereunder, be and are hereby confirmed and approved;
- (b) the proposed revised annual cap under the Supplemental Product Procurement Framework Agreement be and is hereby approved; and
- (c) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated therein and the completion of the Supplemental Product Procurement Framework Agreement.”

2. “**THAT:**

- (a) the product procurement framework agreement entered into between the Company and TBEA Co., Ltd. on 10 November 2020 (the “**Product Procurement Framework Agreement**”), a copy of which is tabled at the meeting and marked “B” and initialled by the chairman of the

meeting for identification purpose, the transactions contemplated thereunder and the proposed annual caps for the continuing connected transactions contemplated thereunder for the three years ending 31 December 2023, be and are hereby confirmed and approved;

- (b) the coal procurement framework agreement entered into between the Company and TBEA Co., Ltd. on 10 November 2020 (the “**Coal Procurement Framework Agreement**”), a copy of which is tabled at the meeting and marked “C” and initialled by the chairman of the meeting for identification purpose, the transactions contemplated thereunder and the annual caps for the continuing connected transactions contemplated thereunder for the three years ending 31 December 2023, be and are hereby confirmed and approved;
- (c) the miscellaneous services framework agreement entered into between the Company and TBEA Co., Ltd. on 10 November 2020 (the “**Miscellaneous Services Framework Agreement**”), a copy of which is tabled at the meeting and marked “D” and initialled by the chairman of the meeting for identification purpose, the transactions contemplated thereunder and the annual caps for the continuing connected transactions contemplated thereunder for the three years ending 31 December 2023, be and are hereby confirmed and approved;
- (d) the products sales framework agreement entered into between the Company and TBEA Co., Ltd. on 10 November 2020 (the “**Products Sales Framework Agreement**”), a copy of which is tabled at the meeting and marked “E” and initialled by the chairman of the meeting for identification purpose, the transactions contemplated thereunder and the annual caps for the continuing connected transactions contemplated thereunder for the three years ending 31 December 2023, be and are hereby confirmed and approved; and
- (e) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated therein and the completion of the Product Procurement Framework Agreement, Coal Procurement Framework Agreement, Miscellaneous Services Framework Agreement and Product Sales Framework Agreement.”

3. “**THAT:**

- (a) the financial services framework agreement entered into between the Company and TBEA Group Finance Co., Ltd. on 10 November 2020 (the “**Financial Services Framework Agreement**”), a copy of which is tabled at the meeting and marked “F” and initialled by the chairman of the meeting for identification purpose, and the proposed deposit cap on a daily basis for the three years ending 31 December 2023, be and are hereby confirmed and approved; and

- (b) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated therein and the completion of the Financial Services Framework Agreement.”

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

Xinjiang, the PRC
2 December 2020

Notes:

1. **Important:** A circular setting out details of the resolutions to be approved in this EGM and the form of proxy of the EGM were dispatched and published by the Company on 2 December 2020.
2. In order to determine shareholders of the Company (the “**Shareholders**”) who are eligible to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 18 December 2020 to Wednesday, 23 December 2020, both days inclusive, during which no transfer of shares will be registered. Shareholders whose names appear on the register of members of the Company after the close of business on Thursday, 17 December 2020 shall be entitled to attend and vote at the EGM. In order for the Shareholders to qualify to attend and vote at the EGM, 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. 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 Thursday, 17 December 2020 for registration.
3. 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 EGM (or any adjournment thereof) on his/her behalf. The proxy needs not be a Shareholder of the Company.
4. 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 authorised by the relevant Shareholder in writing (“**power of attorney**”). If the form of proxy is signed by the person authorised by the relevant Shareholder as aforesaid, the relevant power of attorney and other relevant documents of authorization (if any) must be notarised. If a corporate Shareholder appoints a person other than its legal representative to attend the EGM (or any adjournment thereof) on its behalf, the relevant form of proxy must be affixed with the company seal of the corporate Shareholder or signed by its director or any other person duly authorised by that corporate Shareholder as required by the Articles.
5. To be valid, the form of proxy and the relevant notarised power of attorney (if any) and other relevant authority (if any) as mentioned in note 4 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 EGM (or any adjournment thereof) (i.e. no later than 11 a.m. on Tuesday, 22 December 2020).

6. A Shareholder or his/her proxy should produce proof of identity when attending the EGM (or any adjournment thereof). If a corporate Shareholder's legal representative or any other person duly authorised by such corporate Shareholder attends the EGM (or any adjournment thereof), such legal representative or other person shall produce his/her proof of identity, and proof of designation as legal representative or the valid authorisation document (as the case may be).
7. The EGM (or any adjournment thereof) is expected to take less than half a day. Shareholders or their proxies who attend the EGM (or any adjournment thereof) shall be responsible for their own travel and accommodation expenses.
8. The contact information 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: +86-991-3665888

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, Ms. Guo Junxiang and Mr. Qin Xiaodong as non-executive Directors; and Mr. Qin Haiyan, Mr. Yang Deren and Mr. Wong, Yui Keung Marcellus as independent non-executive Directors.