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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Xinte Energy Co., Ltd., you should at once hand this circular and the accompanying form of proxy 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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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)

**REPORT OF BOARD OF DIRECTORS FOR THE YEAR 2020
REPORT OF SUPERVISORY BOARD FOR THE YEAR 2020
FINAL FINANCIAL ACCOUNTS FOR THE YEAR 2020
PROFIT DISTRIBUTION PLAN AND DECLARATION OF
A FINAL DIVIDEND FOR THE YEAR 2020
ANNUAL REPORT FOR THE YEAR 2020
DIRECTORS' AND SUPERVISORS' REMUNERATION PLAN FOR THE YEAR 2021
RE-APPOINTMENT OF INTERNATIONAL AUDITOR FOR THE YEAR 2021 AND
GRANT OF AUTHORITY TO THE BOARD TO
DETERMINE ITS REMUNERATION
PROPOSED APPOINTMENT OF DIRECTORS OF THE FOURTH SESSION OF
THE BOARD OF DIRECTORS
PROPOSED APPOINTMENT OF NON-EMPLOYEE REPRESENTATIVE
SUPERVISORS OF THE FOURTH SESSION OF THE SUPERVISORY BOARD
GENERAL MANDATE TO ISSUE SHARES
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE AND SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

A notice given on 14 May 2021 and the supplemental notice given on 26 May 2021 convening the annual general meeting (the "AGM") of the Company to be held at the Conference Room, International Conference Center at No. 189, South Beijing Road, Changji, Xinjiang, the PRC on Wednesday, 16 June 2021 at 11:00 a.m. is set out in this circular.

If you intend to appoint a proxy to attend the AGM, you are required to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. For holders of H Shares, the form of proxy should be returned to Computershare Hong Kong Investor Services Limited and for holders of Domestic Shares, the form of proxy should be returned to the Company's Board secretary office not less than 24 hours before the time fixed for holding the AGM (i.e. no later than 11:00 a.m. on Tuesday, 15 June 2021) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or at any other adjourned meeting should you so wish.

26 May 2021

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	4
APPENDIX I — BIOGRAPHIES OF DIRECTOR CANDIDATES	19
APPENDIX II — BIOGRAPHIES OF NON-EMPLOYEE REPRESENTATIVE CANDIDATES AND EMPLOYEE REPRESENTATIVE SUPERVISORS	24
NOTICE OF 2020 ANNUAL GENERAL MEETING	26
SUPPLEMENTAL NOTICE OF 2020 ANNUAL GENERAL MEETING	32

DEFINITIONS

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

“AGM”	the annual general meeting for the year 2020 to be held by the Company at the Conference Room, International Conference Center at No. 189, South Beijing Road, Changji, Xinjiang, the PRC on Wednesday, 16 June 2021 at 11:00 a.m.
“Articles” or “Articles of Association”	the articles of association of the Company (as amended, modified or otherwise supplemented from time to time)
“Audit Committee”	audit committee of the Board
“Board”	the board of directors of the Company
“controlling shareholder(s)”	has the meaning as ascribed to it in the Listing Rules
“Company”	Xinte Energy Co., Ltd. (新特能源股份有限公司), a joint stock limited company incorporated in the PRC on 20 February 2008 and its H Shares are listed on the Stock Exchange
“Director(s)”	director(s) of the Company
“Domestic Shares”	ordinary shares in the Company’s share capital, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi
“Group”	the Company together with its subsidiaries
“H Shares”	overseas listed foreign shares in the Company’s share capital with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars and listed on the Stock Exchange
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Latest Practicable Date”	20 May 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	nomination committee of the Board
“PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Remuneration and Assessment” Committee	remuneration and assessment committee of the Board
“Renminbi” or “RMB”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Shareholder(s)”	holder(s) of Shares
“Shares”	shares in the share capital of the Company, with a nominal value of RMB1.00 each, including Domestic Shares and H Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Strategic Committee”	strategic committee of the Board
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Board”	the board of supervisors of the Company

DEFINITIONS

“TBEA”	TBEA Co., Ltd. (特變電工股份有限公司), a joint stock company incorporated in the PRC with limited liability on 26 February 1993, and listed on the Shanghai Stock Exchange (stock code: 600089), the controlling shareholder of the Company as at the Latest Practicable Date
“Xinjiang Joinworld”	Xinjiang Joinworld Co., Ltd. (新疆眾和股份有限公司), a joint stock limited company incorporated in the PRC with limited liability on 13 February 1996 and listed on Shanghai Stock Exchange (stock code: 600888), and a connected person of the Company as at the Latest Practicable Date
“Xinjiang New Energy”	TBEA Xinjiang New Energy Co., Ltd. (特變電工新疆新能源股份有限公司), a joint stock company incorporated in the PRC with limited liability on 30 August 2000, a subsidiary of the Company as at the Latest Practicable Date
“Xinjiang Tebian”	Xinjiang Tebian (Group) Co., Ltd. (新疆特變電工集團有限公司), a company with limited liability incorporated in the PRC on 27 January 2003, and a connected person of the Company as at the Latest Practicable Date

LETTER FROM THE BOARD

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)

Executive Directors:

Mr. Zhang Jianxin (*Chairman*)
Mr. Yin Bo
Mr. Xia Jinjing

Non-executive Directors

Mr. Zhang Xin
Ms. Guo Junxiang

Independent Non-executive Directors:

Mr. Qin Haiyan
Mr. Yang Deren
Mr. Wong, Yui Keung Marcellus

Registered office:

No. 2249, Zhongxin Street
Ganquanpu Economic and
Technological Development Zone
(Industrial Park)
Urumqi, Xinjiang, the PRC

*Headquarters and Principal place of business
in the PRC:*

No. 2249, Zhongxin Street
Ganquanpu Economic and
Technological Development Zone
(Industrial Park)
Urumqi, Xinjiang, the PRC

Principal place of business in Hong Kong:

40th Floor, Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai, Hong Kong

26 May 2021

To the Shareholders

Dear Sir or Madam,

REPORT OF BOARD OF DIRECTORS FOR THE YEAR 2020
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LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to give you the notice and supplemental notice of the AGM and provide you with relevant information to enable you to make informed decision on whether to vote for or against the resolutions to be proposed at the AGM for the following issues, to be approved by way of ordinary or special resolutions:

Ordinary Resolutions

1. Report of Board of Directors for the year 2020;
2. Report of Supervisory Board for the year 2020;
3. Final financial accounts for the year 2020;
4. Profit distribution plan and declaration of a final dividend for the year 2020;
5. Annual report for the year 2020;
6. Directors' and Supervisors' remuneration plan for the year 2021;
7. Re-appointment of international auditor for the year 2021 and grant of authority to the Board to determine its remuneration;
8. Proposed appointment of Directors of the fourth session of Board of Directors; and
9. Proposed appointment of non-employee representative Supervisors of the fourth session of Supervisory Board.

Special Resolutions

10. General mandate to issue Shares; and
11. Proposed amendments to the Articles of Association.

1. REPORT OF BOARD OF DIRECTORS FOR THE YEAR 2020

An ordinary resolution will be proposed at the AGM to approve the report of Board of Directors for the year 2020, the full text of which is set out in the Company's annual report for the year 2020 dispatched.

LETTER FROM THE BOARD

2. REPORT OF SUPERVISORY BOARD FOR THE YEAR 2020

An ordinary resolution will be proposed at the AGM to approve the report of Supervisory Board for the year 2020, the full text of which is set out in the Company's annual report for the year 2020 dispatched.

3. FINAL FINANCIAL ACCOUNTS FOR THE YEAR 2020

An ordinary resolution will be proposed at the AGM to approve the final financial accounts for the year 2020. A summary of the report relating to the Company's 2020 final financial accounts prepared under the International Financial Reporting Standards is as follows:

1. Income and profit

In 2020, pursuant to the consolidated financial statements, the Company's operating revenue was RMB13,507 million and other income was RMB148 million. Cost of sales amounted to RMB11,364 million, while net finance expenses amounted to RMB553 million. Profit before income tax was RMB966 million, and the profit attributable to owners of the Company was RMB695 million.

2. Cash flow

In 2020, pursuant to the consolidated financial statements, the Company's net cash generated from operating activities was RMB2,279 million, net cash used in investing activities was RMB7,022 million and net cash generated from financing activities was RMB3,784 million. Net cash and cash equivalents decreased by RMB959 million.

3. Assets and liabilities

As at 31 December 2020, pursuant to the consolidated financial statements, the Company's total assets amounted to RMB45,589 million, of which current assets amounted to RMB16,549 million, non-current assets amounted to RMB29,040 million. Total liabilities amounted to RMB31,029 million. Equity attributable to owners of the Company amounted to RMB12,071 million.

LETTER FROM THE BOARD

4. PROFIT DISTRIBUTION PLAN AND DECLARATION OF A FINAL DIVIDEND FOR THE YEAR 2020

Under the Articles, an ordinary resolution will be proposed at the AGM to approve the Company's profit distribution plan. The Board proposed the distribution of a final dividend of RMB0.10 per share (tax inclusive) in an aggregate amount of RMB120 million for the year ended 31 December 2020 based on the number of ordinary shares in issue as at 31 March 2021 after appropriations to the statutory surplus reserve in accordance with relevant regulations. Final dividend will be paid to holders of Domestic Shares in Renminbi and to holders of H Shares in Hong Kong dollars. The actual amount of H Share dividend attributable to holders of H Shares to be distributed and paid in Hong Kong dollars is calculated according to the average of mid-point conversion rate between Renminbi and Hong Kong dollars as published by the People's Bank of China for the five business days preceding the date of the approval for declaration of dividends at the AGM. If the proposed profit distribution plan is approved at the AGM, the final dividend will be paid to Shareholders whose names are registered in the Company's register of members on Wednesday, 30 June 2021. The Company expects to pay the dividend no later than Friday, 13 August 2021. In order to determine the Shareholders who are entitled to receive the above-mentioned final dividend, the register of members of the Company will be closed from Thursday, 24 June 2021 to Wednesday, 30 June 2021, both days inclusive. To be eligible to receive the final dividend for the year ended 31 December 2020 (subject to the approval of the Company's Shareholders at the AGM), holders of H Shares 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 Wednesday, 23 June 2021.

The Company hereby recommends Shareholders to authorize the Board to implement the above profit distribution plan, and recommends the Board to further grant its authority to the Company's management for implementing all relevant matters relating to the above profit distribution plan, having obtained the above authority.

Withholding and Payment of Enterprise Income Tax on Behalf of Overseas Non-Resident Enterprises

Pursuant to the applicable provisions of the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法》) and its implementing rules, the Company will withhold and pay enterprise income tax at the rate of 10% when it distributes final dividend to non-resident enterprise holders of H Shares (including any H Shares registered in the name of HKSCC Nominees Limited).

LETTER FROM THE BOARD

Withholding and Payment of Individual Income Tax on Behalf of Overseas Individual Shareholders

Pursuant to the applicable provisions of the Individual Income Tax Law of the PRC (《中華人民共和國個人所得稅法》) and its implementing rules and the Tax Notice (《稅收通知》), the Company will implement the following arrangements in relation to the withholding and payment of individual income tax on behalf of individual H Shares Shareholders:

- For individual H Shares Shareholders who are residents of Hong Kong or Macau or whose country of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of 10%, the Company will withhold and pay individual income tax at the rate of 10% on behalf of these individual H Shares Shareholders in the distribution of the final dividend;
- For individual H Shares Shareholders whose country of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of less than 10%, the Company will temporarily withhold and pay individual income tax at the rate of 10% on behalf of these individual H Shares Shareholders in the distribution of the final dividend. If relevant individual H Shares Shareholders would like to apply for a refund of the excess amount of tax withheld and paid, the Company will handle, on their behalf, the applications for tax preferential treatments under relevant tax treaties according to the Tax Notice (《稅收通知》). Qualified Shareholders please submit in time a letter of entrustment in writing and all application materials as required under the Tax Notice to the Company's H share registrar, Computershare Hong Kong Investor Services Limited. The Company will then submit the above documents to competent tax authorities and, after their examination and if and when approved, the Company will assist in refunding the excess amount of tax withheld and paid;
- For individual H Shares Shareholders whose country of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of more than 10% but less than 20%, the Company will withhold and pay individual income tax at the effective tax rate stipulated in the relevant tax treaty on behalf of these individual H Shares Shareholders in the distribution of the final dividend; and
- For individual H Shares Shareholders whose country of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of 20%, or a country (region) which has not entered into any tax treaties with the PRC, or under any other circumstances, the Company will withhold and pay individual income tax at the rate of 20% on behalf of these individual H Shares Shareholders in the distribution of the final dividend.

LETTER FROM THE BOARD

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, 30 June 2021 (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 Wednesday, 23 June 2021, 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.

5. ANNUAL REPORT FOR THE YEAR 2020

The Company’s annual report for the year 2020 will be proposed at the AGM to be approved by way of ordinary resolution. The Company’s annual report for the year 2020 has been dispatched to Shareholders and published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.xinteenergy.com).

6. DIRECTORS’ AND SUPERVISORS’ REMUNERATION PLAN FOR THE YEAR 2021

An ordinary resolution will be proposed at the AGM to approve the remuneration plan for Directors and Supervisors for the year ending 31 December 2021, which is formulated according to the Company’s internal policies as follows:

1. Independent non-executive Directors will receive their remunerations from the Company. For the year 2021, the Company will pay each independent non-executive Director RMB120,000 (before tax, paid on a quarterly basis, the Company being responsible for withholding and paying personal income tax). Travel expenses incurred by independent non-executive Directors in attending Board meetings, general meetings of the Company and relevant activities organized by the Board will be borne by the Company;
2. Non-executive Directors without holding offices in the management of the Company will not receive any remuneration from the Company;

LETTER FROM THE BOARD

3. Executive Directors holding offices in the management of the Company will receive their remunerations from the Company. The remuneration of an Executive Director will be determined based on the management position held by such Executive Director, in accordance with rules relating to the management of remuneration of the Company;
4. Supervisors without holding offices in the management of the Company will not receive any remuneration from the Company; and
5. The employee representative Supervisors will receive their remunerations from the Company. The remuneration of an employee representative Supervisor will be determined with reference to the standard of management position held by such employee representative Supervisor, in accordance with rules relating to the management of remuneration of the Company.

7. RE-APPOINTMENT OF INTERNATIONAL AUDITOR FOR THE YEAR 2021 AND GRANT OF AUTHORITY TO THE BOARD TO DETERMINE ITS REMUNERATION

An ordinary resolution will be proposed at the AGM to approve the re-appointment of PricewaterhouseCoopers as the Company's international auditor for the year 2021 and the grant of authority to the Board to determine its remuneration.

8. PROPOSED APPOINTMENT OF DIRECTORS OF THE FOURTH SESSION OF THE BOARD

Reference is made to the announcement of the Company dated 29 April 2021 in relation to the proposed appointment of members of the fourth session of the Board and the Supervisory Board.

As the term of the third session of the Board will expire on 15 June 2021, the Board wishes to nominate the following Director candidates for the fourth session of the Board:

Mr. Zhang Jianxin	Executive Director
Mr. Yin Bo	Executive Director
Mr. Xia Jinjing	Executive Director
Mr. Zhang Xin	Non-executive Director

LETTER FROM THE BOARD

Mr. Huang Hanjie	Non-executive Director
Ms. Guo Junxiang	Non-executive Director
Mr. Cui Xiang	Independent non-executive Director
Mr. Chen Weiping	Independent non-executive Director
Mr. Tam, Kwok Ming Banny	Independent non-executive Director

The Company will consider the above list of Director candidates at the AGM to elect nine Directors to the fourth session of the Board of the Company. The fourth session of the Board shall be effective from the date of approval at the AGM for a term of three years.

The Nomination Committee had identified candidates pursuant to criteria set out in the nomination policy adopted by the Company and reviewed the written confirmation of independence of each of the candidates for independent non-executive Directors. Taking into account that Mr. Chen Weiping has extensive experience in chemical engineering, Mr. Cui Xiang has extensive experience in electric engineering, and Mr. Tam, Kwok Ming Banny has extensive experience in audit and accounting, the Nomination Committee is also of the view that each of the candidates for independent non-executive Directors would bring to the Board his own perspectives, skills and experience from different industries, as further described in each of their biographical details in Appendix I to this circular.

Based on the board diversity policy adopted by the Company, the Nomination Committee considers that each of the candidates for independent non-executive Directors can contribute to the diversity of the Board, in particular, with each of their professional background from different industries which enables them to provide valuable, independent and objective view to the Company's affairs.

Details of the biographies of the above candidates for the fourth session of the Board and other information (including the emoluments) relating to their appointments are set out in Appendix I to this circular.

Meanwhile, upon the approval of the resolution in respect of the proposed appointment of the Director candidates at the AGM, the Company will enter into a service contract with each of the new Directors and handle all other relevant matters immediately upon the effective date of their appointments. The remunerations of the new Directors will be determined by the Remuneration and Assessment Committee in accordance with the Directors' and Supervisors' remuneration plan

LETTER FROM THE BOARD

for the year 2021 to be approved at the AGM. For details of the emoluments, please refer to section headed “6. DIRECTORS’ AND SUPERVISORS’ REMUNERATION PLAN FOR THE YEAR 2021” and Appendix I of this circular.

In accordance with the Articles of Association, the term of office of any independent non-executive Director may not be renewed for more than six years, and after the Directors of the fourth session of the Board formally take their offices, Mr. Qin Haiyan, Mr. Yang Deren and Mr. Wong, Yui Keung Marcellus will retire and shall cease to be independent non-executive Directors of the Company. Mr. Qin Haiyan will cease to be a member of the Audit Committee, the chairman of the Nomination Committee, a member of the Remuneration and Assessment Committee and a member of the Strategic Committee; Mr. Yang Deren will cease to be a member of the Audit Committee, a member of the Nomination Committee, the chairman of the Remuneration and Assessment Committee and a member of the Strategic Committee; Mr. Wong, Yui Keung Marcellus will cease to be the chairman of the Audit Committee, a member of the Nomination Committee and a member of the Remuneration and Assessment Committee. Each of Mr. Qin Haiyan, Mr. Yang Deren and Mr. Wong, Yui Keung Marcellus indicated that he has no disagreement with the Board in any respect and there were no other matters relating to their retirements that shall be brought to the attention of the Shareholders or the Stock Exchange.

Save as disclosed in this circular, each of the Director candidates has confirmed that (i) he/she is not connected with the Directors, Supervisors, senior management, substantial shareholders (as defined in Listing Rules) or controlling shareholders of the Company; (ii) he/she does not hold any equity interest in the Company as defined in Part XV of the SFO; (iii) he/she is not in possession of any information that is required to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules, nor is he/she being involved or has been involved in any activity required to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules; (iv) there are no other matters in relation to his/her appointment that shall be brought to the attention of the Shareholders or the Stock Exchange; and (v) he/she did not hold any directorships in other listed companies in the last three years.

9. PROPOSED APPOINTMENT OF NON-EMPLOYEE REPRESENTATIVE SUPERVISORS OF THE FOURTH SESSION OF THE SUPERVISORY BOARD

Reference is made to the announcement of the Company dated 29 April 2021 in relation to the proposed appointment of members of the fourth session of the Board and the Supervisory Board.

LETTER FROM THE BOARD

As the term of the third session of the Supervisory Board will expire on 15 June 2021, the Supervisory Board wishes to nominate the following non-employee representative Supervisor candidates for the fourth session of the Supervisory Board:

Mr. Chen Qijun	non-employee representative Supervisor
Mr. Hu Shujun	non-employee representative Supervisor
Mr. Han Shu	non-employee representative Supervisor

The above list of non-employee representative Supervisor candidates for the fourth session of the Supervisory Board is proposed at the AGM for voting. The term of office of the Supervisors of the fourth session of the Supervisory Board shall be effective from the date of approval at the AGM for three years.

Mr. Cao Huan and Mr. Guo Hao were elected as the employee representative Supervisors of the fourth session of the Supervisory Board in the employee representative meeting of the Company. The term of office of the employee representative Supervisors of the fourth session of the Supervisory Board shall be three years. The term of office of Mr. Cao Huan and Mr. Guo Hao shall become effective upon the conclusion of the AGM.

Details of the biographies of the above non-employee representative Supervisor candidates and employee representative Supervisors for the fourth session of the Supervisory Board and other information relating to their appointments are set out in Appendix II to this circular.

After the Supervisors of the fourth session of the Supervisory Board have formally taken their offices, Mr. Ma Junhua, the member of the third session of the Supervisory Board, shall cease to be a Supervisor as he needs more time to devote to other work, and Mr. Ma Junhua indicated that he has no disagreement with the Supervisory Board in any respect and there were no other matters relating to his retirement that need to be brought to the attention of the Shareholders or the Stock Exchange.

Upon the approval of the resolution in respect of the proposed appointment of the above non-employee representative Supervisor candidates for the fourth session of the Supervisory Board at the AGM, the Company will enter into a service contract with each of the new Supervisors respectively and handle all other relevant matters immediately upon the effective date of their appointments. The remunerations of the new Supervisors will be determined by the Supervisory Board in accordance with the Directors' and Supervisors' remuneration plan for the year 2021 to

LETTER FROM THE BOARD

be approved at the AGM. For details of the emoluments, please refer to section headed “6. DIRECTORS’ AND SUPERVISORS’ REMUNERATION PLAN FOR THE YEAR 2021” and Appendix II of this circular.

Save as disclosed in this circular, each of the Supervisor candidates has confirmed that (i) he is not connected with the Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) he does not hold any equity interest in the Company as defined in Part XV of the SFO; (iii) he is not in possession of any information that is required to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules, nor is he being involved or has been involved in any activity required to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules; and (iv) there are no other matters in relation to his appointment that shall be brought to the attention of the Shareholders or the Stock Exchange. Save as disclosed in this circular, each of the Supervisor candidate confirmed that he did not hold any directorships in other listed companies in the last three years.

10. GRANTING OF GENERAL MANDATE TO ISSUE SHARES

To enhance the flexibility and efficiency of the Company’s operation and provide discretion to the Board to issue new Shares, the Company proposed to grant the new general mandate to the Board by way of a special resolution to be passed by the Shareholders at the AGM to allot, issue or deal with additional Domestic Shares and/or H Shares not exceeding 20% of the total number of the Domestic Shares and/or H Shares in issue on the date of passing such resolution and to make or grant such offer, agreement and option in connection with thereof.

As at the Latest Practicable Date, the issued share capital of the Company comprised 886,524,370 Domestic Shares and 313,475,630 H Shares. Subject to the passing of the resolution related to the granting of the general mandate and assuming that no new Shares will be issued before the AGM, the Company will be allowed to issue a maximum of 177,304,874 Domestic Shares and 62,695,126 H Shares in accordance with the general mandate.

The general mandate shall be effective from the time when the resolution is passed 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 under the resolution by Shareholders by a special resolution at a general meeting.

LETTER FROM THE BOARD

Any exercise of the power by the Board under the general mandate shall comply with relevant requirements of the Listing Rules, the Articles and relevant laws and regulations of the PRC.

11. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

According to the development needs and actual circumstances of the Company, the Board passed a resolution on 20 May 2021, proposing amendments to the Articles of Association. The Company will seek approval from shareholders of the Company by way of special resolution for the proposed amendments to the Articles of Association at the AGM.

Details of the proposed specific amendments to the Articles of Association are as follow:

Before amendment	After amendment
Article 7 The Company's legal representative is the <u>chairman of the board of directors</u> of the Company.	Article 7 The Company's legal representative is the <u>general manager</u> of the Company.
<p>Article 150 The chairman of the board of directors shall perform the following duties and powers:</p> <p>(I) to preside over general meetings and to convene and preside over board meetings;</p> <p>(II) to supervise and check the implementation of resolutions of Board;</p> <p><u>(III) to sign each documents related to the operation of Company as by the legal representative of the Company;</u></p> <p><u>(IV)</u> other duties and powers as authorised by the Board.</p>	<p>Article 150 The chairman of the board of directors shall perform the following duties and powers:</p> <p>(I) to preside over general meetings and to convene and preside over board meetings;</p> <p>(II) to supervise and check the implementation of resolutions of Board;</p> <p><u>(III)</u> other duties and powers as authorised by the Board.</p>

LETTER FROM THE BOARD

Before amendment	After amendment
<p>Article 167 The general manager is accountable to the Board and exercises the duties below:</p> <p>(I) to take charge of the production operations and management tasks and organize the implementation of the Board’s resolution, and to report his/her work to the Board;</p> <p>(II) to organize the implementation of the Company’s annual operating plan and investment plan;</p> <p>(III) to devise the set-up of the Company’s internal management structure;</p> <p>(IV) to devise the basic management policy of the Company;</p> <p>(V) to formulate the basic rules of the Company;</p> <p>(VI) to propose the appointment or dismissal of the deputy general manager, chief accountant, chief machinist, chief safety director and other senior management;</p> <p>(VII) to appoint or dismiss management personnel, aside from those requiring the Board in approving their appointment or dismissal;</p> <p><u>(VIII)</u> other duties as granted by the Company’s Articles of Association and the Board. General manager shall attend board meetings.</p>	<p>Article 167 The general manager is accountable to the Board and exercises the duties below:</p> <p>(I) to take charge of the production operations and management tasks and organize the implementation of the Board’s resolution, and to report his/her work to the Board;</p> <p>(II) to organize the implementation of the Company’s annual operating plan and investment plan;</p> <p>(III) to devise the set-up of the Company’s internal management structure;</p> <p>(IV) to devise the basic management policy of the Company;</p> <p>(V) to formulate the basic rules of the Company;</p> <p>(VI) to propose the appointment or dismissal of the deputy general manager, chief accountant, chief machinist, chief safety director and other senior management;</p> <p>(VII) to appoint or dismiss management personnel, aside from those requiring the Board in approving their appointment or dismissal;</p> <p><u>(VIII)</u> to sign documents related to the operation of the Company as the legal representative of the Company;</p> <p><u>(IX)</u> other duties as granted by the Company’s Articles of Association and the Board. General manager shall attend board meetings.</p>

There are three proposed amendments to the Articles of Association. Save for the proposed amendments above, there will be no change in the contents of the other articles in the Articles of Association.

LETTER FROM THE BOARD

The amended Articles of Association shall become effective on the date when the relevant resolution is approved at the AGM. The existing Articles of Association remains effective before the passing of the relevant resolution at the AGM.

12. AGM

The Company will convene the AGM at 11:00 a.m. on Wednesday, 16 June 2021 at the Conference Room, International Conference Center at No. 189, South Beijing Road, Changji, Xinjiang, the PRC. The notice and supplemental notice of the AGM is set out in this circular.

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 Thursday, 10 June 2021 to Wednesday, 16 June 2021, both days inclusive, during which no transfer of Shares will be effected. Shareholders whose names appear on the register of members of the Company at the close of business on Wednesday, 9 June 2021 shall be entitled to attend and vote at the AGM. In order for the holders of Shares 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. 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 Wednesday, 9 June 2021 for registration.

Shareholders who intend to appoint a proxy to attend the AGM shall complete and return the accompanying form of proxy in accordance with the instructions printed thereon. For holders of H Shares, the form of proxy should be returned to Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, and for holders of Domestic Shares, the form of proxy should be returned to the Company's Board secretary office, at No. 399, South Changchun Road, New Downtown, Urumqi, Xinjiang, the PRC, in person or by post not less than 24 hours before the time fixed for holding the AGM (i.e. no later than 11:00 a.m. on Tuesday, 15 June 2021) or any adjourned meeting thereof.

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/her/its behalf. A proxy need not be a Shareholder.

LETTER FROM THE BOARD

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 of Association.

VOTING BY POLL AT AGM

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of shareholders of a listed issuer at the issuer’s general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of AGM will therefore demand a poll for every resolution put to the vote at the AGM pursuant to Articles of Association. On a poll, every Shareholder present in person or by proxy to attend the AGM (or being a corporation by its duly authorized representative) shall have one vote for each Share registered in his/her/its name in the register of members. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all his/her/its votes in the same way.

RECOMMENDATION

The Board considers that all resolutions set out in the notice and supplemental notice of the AGM for Shareholders’ consideration and approval are in the best interests of the Company and its Shareholders. As such, the Board recommends the Shareholders to vote in favour of the said resolutions set out in the notice and supplemental notice of the AGM which are to be proposed at the AGM.

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

Candidates for executive Directors:

Mr. Zhang Jianxin, aged 48, holds a PhD degree and is an economist of economic management. Mr. Zhang currently serves as the chairman of the Board and an executive Director, and previously served as the director of investment and development department and the deputy chief economist of TBEA, the chairman of Xinjiang New Energy, etc. Mr. Zhang has served as an executive Director since February 2008, and has served as the chairman of the Board since July 2012. The total annual emolument of Mr. Zhang will be RMB3.90 million, which will be paid based on the assessment results in accordance with the letter of objectives and responsibilities signed by the Company with him.

Mr. Yin Bo, aged 42, is a doctoral candidate and a chief senior engineer of chemical engineering. Mr. Yin serves as an executive Director and the general manager of the Company, and previously served as a clerk of the polysilicon preparatory team of TBEA, the head of process department, deputy chief engineer, the general manager of polysilicon workshop, and a deputy general manager of the Company, etc. Mr. Yin served as an executive Director and deputy general manager of the Company from June 2015 to February 2016, and has served as an executive Director and the general manager of the Company since March 2016. The total annual emolument of Mr. Yin will be RMB3.80 million, which will be paid based on the assessment results in accordance with the letter of objectives and responsibilities signed by the Company with him.

Mr. Xia Jinjing, aged 40, holds a master's degree and is a chief senior engineer in chemical engineering. Mr. Xia currently serves as an executive Director and a deputy general manager of the Company, and previously served as a technician at Sichuan Yibin Tianyuan Co., Ltd.* (四川宜賓天原股份有限公司), a process engineer at Chengdu Wuhuan Xinrui Chemical Co., Ltd. (成都五環新銳化工有限公司), a deputy manager of Chongqing Daquan New Energy Co., Ltd.* (重慶大全新能源股份有限公司), a process engineer and the general manager of polysilicon business of the Company, etc. Mr. Xia has served as an executive Director and deputy general manager of the Company since 15 June 2018. The total annual emolument of Mr. Xia will be RMB1.95 million, which will be paid based on the assessment results in accordance with the letter of objectives and responsibilities signed by the Company with him.

Candidates for non-executive Directors:

Mr. Zhang Xin, aged 59, holds an associate degree, and is an electrical engineer as well as a senior engineer of machinery and electronics. Mr. Zhang currently serves as a non-executive Director of the Company, the chairman of TBEA, a director of Xinjiang Joinworld, and a director of Xinjiang Tebian, etc, and previously worked as the factory manager of Changji City Special Transformers Factory* (昌吉市特種變壓器廠廠長), the chairman of TBEA Silicon Industry Co., Ltd.* (特變電工硅業有限公司) (the predecessor of the Company) and the chairman of Xinjiang New Energy, etc. Mr. Zhang has served as a non-executive Director since February 2008. As Mr. Zhang, a non-executive Director candidate, will not hold office in the management of the Company, he will not receive any remuneration from the Company.

Mr. Huang Hanjie, aged 42, holds a master's degree and is a senior accountant. Mr. Huang graduated from Xiamen University in July 2005 with a master's degree in business management. Mr. Huang currently serves as a director and the president of TBEA, the chairman of the supervisory board of Xinjiang Joinworld, and previously served as a deputy director of the finance department, director of the finance department, deputy chief accountant, deputy general manager, executive general manager of TBEA, etc. As Mr. Huang, a non-executive Director candidate, will not hold office in the management of the company, he will not receive any remuneration from the Company.

Ms. Guo Junxiang, aged 50, holds a bachelor's degree and is a senior economist in industrial economics. Ms. Guo currently serves as a non-executive Director, a director of TBEA and a supervisor of Xinjiang Joinworld, and previously served as a deputy director of general manager office, director of Securities Department, and Board secretary of TBEA. Ms. Guo has served as a non-executive Director since February 2008. As Ms. Guo, a non-executive Director candidate, will not hold office in the management of the Company, she will not receive any remuneration from the Company.

Mr. Cui Xiang, aged 60, holds a PhD degree and the title of professor. Mr. Cui graduated from the North China Electric Power College (currently known as the North China Electric Power University) in January 1982 and July 1984 with his bachelor and master's degrees in theoretical electrical engineering respectively, and graduated from China Institute of Atomic Energy in April 1988 with a Ph.D degree. Mr. Cui currently serves as a professor and doctoral supervisor of North China Electric Power University and an executive director of the China Electrotechnical Society. Mr. Cui has been engaged in scientific research and teaching of electrical engineering for a long time. He has won the Outstanding Contribution Award for China Electric Power Science and Technology* (中國電力科學技術傑出貢獻獎), and the honorary titles including "Significant

Contribution Expert for State Grid UHV DC Demonstration Project”* (國家電網特高壓直流示範工程重要貢獻專家), and “Special Contribution Expert for State Grid UHV AC Test Demonstration Project”* (國家電網特高壓交流試驗示範工程特殊貢獻專家).

Mr. Cui has served as an independent director of Beijing Sifang Automation Co., Ltd. (a company listed on the Shanghai Stock Exchange with the stock code: 601126) since May 2019, and he previously served as a director of Jiangsu Zhongtian Technology Co., Ltd. (a company listed on the Shanghai Stock Exchange with the stock code: 600522) from 27 November 2007 to 13 June 2019.

After receiving the approval of Mr. Cui’s appointment at the AGM, Mr. Cui will be entitled to receive an annual emolument of RMB120,000.

Mr. Chen Weiping, aged 64, holds a bachelor’s degree and is a professor-level senior engineer. Mr. Chen graduated from the department of chemical engineering of Zhengzhou Institute of Technology with a bachelor’s degree in July 1982. Mr. Chen currently serves as a re-appointed technical expert of Hualu Engineering & Technology Co., Ltd. (華陸工程科技有限責任公司), and previously served as an assistant engineer, engineer, senior engineer, deputy chief engineer, chief engineer of the medical department, director of the process office, and professor-level senior engineer in the Sixth Design Institute of the Ministry of Chemical Industry* (化工部第六設計院) and China Hualu Engineering Company* (中國華陸工程公司) (currently known as Hualu Engineering & Technology Co., Ltd.), etc.

Mr. Chen has been engaged in chemical engineering design and technical development for nearly 40 years. Mr. Chen was awarded the honorary titles including “Master of Engineering Survey and Design in the Petroleum and Chemical Industry”* (石油和化工行業工程勘察設計大師), “Model Worker of Shaanxi Province”* (陝西省勞動模範) and “Master of Survey and Design in Shaanxi Province”* (陝西省勘察設計大師), “Master of Engineering Design in Shaanxi Province”* (陝西省工程設計大師), “Construction Craftsman for the 70th Anniversary of the Founding of China”* (中國成立七十週年建築工匠), and enjoys the “Special Allowance of the State Council”* (國務院特殊津貼).

After receiving the approval of Mr. Chen’s appointment at the AGM, Mr. Chen will be entitled to receive an annual emolument of RMB120,000.

Mr. Tam, Kwok Ming Banny, aged 58, is a certified public accountant in Hong Kong, a Chartered Certified Accountant, and a practising certified public accountant in Hong Kong. Mr. Tam obtained a post-experience certificate in accounting from Hong Kong Polytechnic College (currently known as the Hong Kong Polytechnic University) in November 1993 and currently serves as a partner of YATA Certified Public Accountants. He previously served as an auditor, audit manager, and partner of Ho and Ho & Company and a practicing director of ShineWing (HK) CPA Limited.

After receiving the approval of Mr. Tam's appointment at the AGM, Mr. Tam will be entitled to receive an annual emolument of RMB120,000.

Each of the above candidates for independent non-executive Directors confirmed that they had met the independence requirements under Rule 3.13 of the Listing Rules. The Company considers them to be independent in accordance with the independence guidelines of the Listing Rules.

As at the Latest Practicable Date, the Director candidates' interest in the shares of the Company and/or its associated companies as stated in Part XV of the SFO are as follows:

Name	Capacity	The Company/ associated corporation	Number and class of shares of the Company/ associated corporation	Approximate percentage of shareholdings in the total share capital of the Company/ associated corporation ⁽¹⁾	Approximate percentage of shareholdings in the relevant class of Shares of the Company ⁽²⁾
Mr. Zhang Xin	Interest in a controlled corporation ⁽³⁾	The Company	61,143,108 Domestic Shares	5.09%	6.89%
	Beneficial owner	TBEA ⁽⁴⁾	406,403 shares	0.01%	N/A
	Interest in a controlled corporation ⁽⁵⁾	TBEA ⁽⁴⁾	446,982,637 shares	12.03%	N/A
Ms. Guo Junxiang	Beneficial owner	TBEA ⁽⁴⁾	260,180 shares	0.01%	N/A
Mr. Huang Hanjie	Beneficial owner	TBEA ⁽⁴⁾	346,880 shares	0.01%	N/A

(1) The calculation is based on the 3,714,312,789 shares of TBEA and 1,200,000,000 Shares of the Company in issue as at the Latest Practicable Date.

(2) The calculation is based on the total number of 886,524,370 Domestic Shares in issue as at the Latest Practicable Date.

- (3) As at the Latest Practicable Date, Mr. Zhang Xin directly held 40.08% equity interest of Xinjiang Tebian, and Xinjiang Tebian directly held 58,246,308 Domestic Shares, and Xinjiang Yuanzhuo Enterprise Management Consulting Co., Ltd, a wholly owned subsidiary of Xinjiang Tebian directly held 2,896,800 Domestic Shares.
- (4) TBEA is the Company's holding company and therefore an associated corporation of the Company within the meaning of Part XV of the SFO. As at the Latest Practicable Date, TBEA held 783,921,287 Domestic Shares, and TBEA (HONGKONG) CO., LIMITED, a wholly owned subsidiary of TBEA, held 1,223,200 H Shares, which in total accounted for approximately 65.43% of the total share capital of the Company.
- (5) As at the Latest Practicable Date, Mr. Zhang Xin directly held 40.08% equity interest of Xinjiang Tebian, and Xinjiang Tebian directly held 446,982,637 shares of TBEA.

**APPENDIX II BIOGRAPHIES OF NON-EMPLOYEE REPRESENTATIVE CANDIDATES
AND EMPLOYEE REPRESENTATIVE FOR SUPERVISORS**

Candidates for non-employee representative Supervisors:

Mr. Chen Qijun, aged 50, holds an associate degree and is a senior economist of economic management. Mr. Chen currently serves as chairman of Supervisory Board, the chief risk director and chairman of supervisory board of TBEA, and a supervisor of Xinjiang New Energy, etc. He previously served as the deputy factory manager and executive deputy factory manager of TBEA Xinjiang Transformers Factory* (特變電工新疆變壓器廠), the general manager of TBEA Shandong Luneng Taishan Cable Co., Ltd.* (特變電工山東魯能泰山電纜有限公司), the deputy general manager of TBEA, etc. Mr. Chen has served as chairman of Supervisory Board since June 2015. As Mr. Chen, a non-employee representative Supervisor candidate, will not hold office in the management of the Company, he will not receive any remuneration from the Company.

Mr. Hu Shujun, aged 48, holds a master's degree and is a senior electrical engineer. Mr. Hu currently holds various positions such as supervisor of the Company, chairman and general manager of Xinjiang Tebian, director of TBEA, and director of Xinjiang Communications Construction Group Co., Ltd.* (Xinjiang Communications Construction Group Co., Ltd.) (a company listed on Shenzhen Stock Exchange, stock code: 002941). He once served as iron core workshop director, head of production department, assistant to the factory manager and deputy factory manager of TBEA Xinjiang Transformers Factory, and the assistant to the general manager and deputy general manager of TBEA. As Mr. Hu, a non-employee representative Supervisor candidate, will not hold office in the management of the Company, he will not receive any remuneration from the Company.

Mr. Han Shu, aged 43, holds a bachelor's degree and is a qualified lawyer. Mr. Han currently serves as a Supervisor, a supervisor and the director of legal affairs department of TBEA, etc. He previously served as the head of factory and the head of risk management department of TBEA Xinjiang Transformers Factory, the director of risk management department, the deputy director and the director of legal affairs department as well as the deputy director of the audit and legal affairs department of TBEA. As Mr. Han, a non-employee representative Supervisor candidate, will not hold office in the management of the Company, he will not receive any remuneration from the Company.

Employee representative Supervisors:

Mr. Cao Huan, aged 37, holds a bachelor's degree. Mr. Cao currently serves as an employee representative Supervisor and the secretary of the disciplinary inspection committee of the Company. He previously served as the purchasing supervisor of purchase department, assistant to the director of audit department, deputy director of audit department, and director of audit department of the Company. Mr. Cao has served as an employee representative Supervisor since June 2015. The total annual emolument of Mr. Cao will be RMB0.65 million, which will be paid based on the assessment results in accordance with the letter of objectives and responsibilities signed by the Company with him.

**APPENDIX II BIOGRAPHIES OF NON-EMPLOYEE REPRESENTATIVE CANDIDATES
AND EMPLOYEE REPRESENTATIVE FOR SUPERVISORS**

Mr. Guo Hao, aged 42, holds a master’s degree and is a qualified lawyer. Mr. Guo graduated from Northwest University of Political Science and Law with his bachelor and master’s degrees in July 2003 and July 2010 respectively. He currently serves as the director of legal affairs department of Xinjiang New Energy. He previously served as a legal specialist of Shandong Qingdao Rongtai Foundry Machinery Co., Ltd.* (山東省青島榮泰鑄造機械有限責任公司), a legal manager of Xi’an Dongqing Optoelectronics Technology Co., Ltd.* (西安東慶光電科技有限公司), a legal manager of Yulin Jiaxian Tianbao Technology Industry and Trade Co., Ltd.* (榆林佳縣天寶科工貿有限公司), a legal supervisor and deputy director of legal affairs department of Xinjiang New Energy. The total annual emolument of Mr. Guo will be RMB0.28 million, which will be paid based on the assessment results in accordance with the letter of objectives and responsibilities signed by the Company with him.

As at the Latest Practicable Date, the Supervisor candidates’ interest in the shares of the Company and/or its associated companies as stated in Part XV of the SFO are as follows:

Name	Capacity	The Company/ associated corporation	Number of shares of the Company/ associated corporation	Approximate percentage of shareholdings in the total share capital of the Company/ associated corporation⁽¹⁾
Mr. Han Shu	Beneficial owner	TBEA ⁽²⁾	1,058 shares	0.00%
Mr. Hu Shujun	Beneficial owner	TBEA ⁽²⁾	69,376 shares	0.00%

- (1) The calculation is based on the 3,714,312,789 shares of TBEA in issue as at the Latest Practicable Date.
- (2) TBEA is the Company’s holding company and therefore an associated corporation of the Company within the meaning of Part XV of the SFO. As at the Latest Practicable Date, TBEA held 783,921,287 Domestic Shares, and TBEA (HONGKONG) CO., LIMITED, a wholly owned subsidiary of TBEA, held 1,223,200 H Shares, which in total accounted for approximately 65.43% of the total share capital of the Company.

NOTICE OF 2020 ANNUAL GENERAL MEETING

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 2020

NOTICE IS HEREBY GIVEN that the annual general meeting of 2020 (the “**AGM**”) 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 11:00 a.m. on Wednesday, 16 June 2021 to consider and approve the following matters:

ORDINARY RESOLUTIONS

To consider and approve the following ordinary resolutions:

1. To consider and approve the report of the board of directors of the Company (the “**Board**”) for the year 2020.
2. To consider and approve the report of the board of supervisors of the Company (the “**Supervisory Board**”) for the year 2020.
3. To consider and approve the final financial accounts of the Company for the year ended 31 December 2020.
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 2020.
5. To consider and approve the Company's annual report for the year 2020.
6. To consider and approve the remuneration plan for directors and supervisors of the Company for the year 2021.
7. To consider and approve the re-appointment of PricewaterhouseCoopers as the Company's international auditor for the year 2021 for a term until the conclusion of the next annual general meeting of the Company, and to authorize the Board to determine its remuneration.

NOTICE OF 2020 ANNUAL GENERAL MEETING

8. To consider and approve the appointment of each of the director candidates as director for the fourth session of the Board as set out below:
 - 8.1 to appoint Mr. Zhang Jianxin as an executive director of the Company
 - 8.2 to appoint Mr. Yin Bo as an executive director of the Company
 - 8.3 to appoint Mr. Xia Jinjing as an executive director of the Company
 - 8.4 to appoint Mr. Zhang Xin as a non-executive director of the Company
 - 8.5 to appoint Mr. Huang Hanjie as a non-executive director of the Company
 - 8.6 to appoint Ms. Guo Junxiang as a non-executive director of the Company
 - 8.7 to appoint Mr. Cui Xiang as an independent non-executive director of the Company
 - 8.8 to appoint Mr. Chen Weiping as an independent non-executive director of the Company
 - 8.9 to appoint Mr. Tam, Kwok Ming Banny as an independent non-executive director of the Company

9. To consider and approve the appointment of each of the non-employee representative supervisor candidates as non-employee representative supervisor for the fourth session of the Supervisory Board as set out below:
 - 9.1 to appoint Mr. Chen Qijun as a non-employee representative supervisor of the Company
 - 9.2 to appoint Mr. Hu Shujun as a non-employee representative supervisor of the Company
 - 9.3 to appoint Mr. Han Shu as a non-employee representative supervisor of the Company

NOTICE OF 2020 ANNUAL GENERAL MEETING

SPECIAL RESOLUTION

To consider and approve the following special resolution:

10. 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 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

NOTICE OF 2020 ANNUAL GENERAL MEETING

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 2021

Notes:

1. **Important:** A circular setting out further details of the abovementioned resolutions and the form of proxy 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 2020 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 2020 includes, among others, the Report of the Board of Directors for the year 2020, the Report of Supervisory Board for the year 2020, the audited financial accounts and the auditor’s report for the year 2020.
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 Thursday, 10 June 2021 to Wednesday, 16 June 2021, both days inclusive, during which no transfer of Shares will be effected. Shareholders whose names appear on the register of members of the Company at the close of business on Wednesday, 9 June 2021 shall be entitled to attend and vote at the AGM. In

NOTICE OF 2020 ANNUAL GENERAL MEETING

order for the holders of Shares 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. 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 Wednesday, 9 June 2021 for registration.

In order to determine shareholders who are entitled to receive the final dividend, the register of members of the Company will be closed from Thursday, 24 June 2021 to Wednesday, 30 June 2021, both days inclusive, during which no transfer of shares will be registered. Holders of H Shares and Domestic Shares whose names appear on the register of members of the Company at the close of business on Wednesday, 30 June 2021 are entitled to receive the final dividend. Holders of H Shares who intend to receive the final dividend payment must lodge all 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, Wan Chai, Hong Kong, no later than 4:30 p.m. on Wednesday, 23 June 2021 for registration.

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 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/her behalf. A proxy need not be a Shareholder.
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 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 of the Company as required by the Articles.
5. 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 4 above must be delivered to the Company's Board secretary office at No. 399, South Changchun Road, New Downtown, Urumqi, Xinjiang, 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 Tuesday, 15 June 2021) (or any adjournment thereof).
6. A shareholder of the Company or his/her 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/her proof of identity, and proof of designation as legal representative or the valid authorization document (as the case may be).

NOTICE OF 2020 ANNUAL GENERAL MEETING

7. 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.
8. The contact of the Board secretary office of the Company is as follows:

Address: No. 399, South Changchun Road, New Downtown, Urumqi, Xinjiang, 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; and Mr. Qin Haiyan, Mr. Yang Deren and Mr. Wong, Yui Keung Marcellus as independent non-executive Directors.

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)

SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING OF 2020

REFERENCE IS MADE to the notice (the “Original Notice”) dated 14 May 2021 of the annual general meeting of 2020 (the “AGM”) to 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 11:00 a.m. on Wednesday, 16 June 2021.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM will be held as originally scheduled. In addition, the AGM will consider and, if thought fit, to approve, the following supplemental resolution of the Company, in addition to the resolutions set out in the Original Notice:

SPECIAL RESOLUTION

11. To consider and approve the amendments to the Articles of Association of the Company.

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

Xinjiang, the PRC
26 May 2021

Notes:

1. **Important:** A circular setting out further details of the abovementioned resolution and the form of proxy of the AGM was dispatched and published by the Company on 26 May 2021.
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 Thursday, 10 June 2021 to Wednesday, 16 June 2021, both days inclusive, during which no transfer of Shares will be effected. Shareholders whose names appear on the register of members of the Company at the close of business on Wednesday, 9 June 2021 shall be entitled to attend and vote at the AGM. In order for the holders of Shares 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. 399, South Changchun Road, New Downtown, Urumqi, Xinjiang, the PRC, or the

SUPPLEMENTAL NOTICE OF 2020 ANNUAL GENERAL MEETING

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 Wednesday, 9 June 2021 for registration.

In order to determine shareholders who are entitled to receive the final dividend, the register of members of the Company will be closed from Thursday, 24 June 2021 to Wednesday, 30 June 2021, both days inclusive, during which no transfer of shares will be registered. Holders of H Shares and Domestic Shares whose names appear on the register of members of the Company at the close of business on Wednesday, 30 June 2021 are entitled to receive the final dividend. Holders of H Shares who intend to receive the final dividend payment must lodge all 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, Wan Chai, Hong Kong, no later than 4:30 p.m. on Wednesday, 23 June 2021 for registration.

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 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/her behalf. A proxy need not be a Shareholder.
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 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 of the Company as required by the Articles.
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SUPPLEMENTAL NOTICE OF 2020 ANNUAL GENERAL MEETING

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