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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 2021  
REPORT OF SUPERVISORY BOARD FOR THE YEAR 2021  
FINAL FINANCIAL ACCOUNTS FOR THE YEAR 2021  
PROFIT DISTRIBUTION PLAN AND DECLARATION OF  
A FINAL DIVIDEND FOR THE YEAR 2021  
ANNUAL REPORT FOR THE YEAR 2021  
DIRECTORS' AND SUPERVISORS' ALLOWANCE PLAN FOR THE YEAR 2022  
RE-APPOINTMENT OF AUDITOR FOR THE YEAR 2022 AND  
GRANT OF AUTHORITY TO THE BOARD TO  
DETERMINE ITS REMUNERATION  
GENERAL MANDATE TO ISSUE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice given on 14 April 2022 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 Friday, 20 May 2022 at 11:00 a.m. is set out on pages 12 to 16 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 Thursday, 19 May 2022) 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.

28 April 2022

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## DEFINITIONS

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

“AGM”	the annual general meeting for the year 2021 to be held by the Company at the Conference Room, International Conference Center at No. 189, South Beijing Road, Changji, Xinjiang, the PRC on Friday, 20 May 2022 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)
“Board”	the board of directors of the Company
“Company”	Xinte Energy Co., Ltd. (新特能源股份有限公司), a joint stock company with limited liability incorporated in the PRC on 20 February 2008, the H Shares of which are listed on the Main Board of the Stock Exchange (Stock code: 1799)
“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
“Domestic Shares Shareholder(s)”	holder(s) of the Domestic Shares
“H Shares”	overseas listed foreign shares in the Company’s share capital with a nominal value of RMB1.00 each, which are listed on the Main Board of the Stock Exchange and traded in Hong Kong dollars
“H Shares Shareholder(s)”	holder(s) of the H Shares
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong

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## DEFINITIONS

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“Latest Practicable Date”	22 April 2022, 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
“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
“Renminbi” or “RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holder(s) of Shares
“Shares”	Domestic Shares and H Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Board”	the board of supervisors of the Company

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

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

*Non-executive Directors:*

Mr. Zhang Xin  
Mr. Huang Hanjie  
Ms. Guo Junxiang

*Independent Non-executive Directors:*

Mr. Cui Xiang  
Mr. Chen Weiping  
Mr. Tam, Kwok Ming Banny

*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

28 April 2022

*To the Shareholders*

Dear Sir or Madam,

**REPORT OF BOARD OF DIRECTORS FOR THE YEAR 2021  
REPORT OF SUPERVISORY BOARD FOR THE YEAR 2021  
FINAL FINANCIAL ACCOUNTS FOR THE YEAR 2021  
PROFIT DISTRIBUTION PLAN AND DECLARATION OF  
A FINAL DIVIDEND FOR THE YEAR 2021  
ANNUAL REPORT FOR THE YEAR 2021  
DIRECTORS' AND SUPERVISORS' ALLOWANCE PLAN FOR THE YEAR 2022  
RE-APPOINTMENT OF AUDITOR FOR THE YEAR 2022 AND  
GRANT OF AUTHORITY TO THE BOARD TO  
DETERMINE ITS REMUNERATION  
GENERAL MANDATE TO ISSUE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### INTRODUCTION

The purpose of this circular is to give you the notice of the AGM and provide you with relevant information to enable you to make informed decision on whether to vote for or against or abstain from voting 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 2021;
2. Report of Supervisory Board for the year 2021;
3. Final financial accounts for the year 2021;
4. Profit distribution plan and declaration of a final dividend for the year 2021;
5. Annual report for the year 2021;
6. Directors' and Supervisors' allowance plan for the year 2022;
7. Re-appointment of auditor for the year 2022 and grant of authority to the Board to determine its remuneration; and

#### Special Resolution

8. General mandate to issue Shares.

#### 1. REPORT OF BOARD OF DIRECTORS FOR THE YEAR 2021

An ordinary resolution will be proposed at the AGM to approve the report of Board of Directors for the year 2021, the full text of which is set out in the Company's annual report for the year 2021 dispatched.

#### 2. REPORT OF SUPERVISORY BOARD FOR THE YEAR 2021

An ordinary resolution will be proposed at the AGM to approve the report of Supervisory Board for the year 2021, the full text of which is set out in the Company's annual report for the year 2021 dispatched.

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## LETTER FROM THE BOARD

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### 3. FINAL FINANCIAL ACCOUNTS FOR THE YEAR 2021

An ordinary resolution will be proposed at the AGM to approve the final financial accounts for the year 2021. A summary of the report relating to the Company's 2021 final financial accounts prepared under the China Accounting Standards for Business Enterprises is as follows:

#### 1. Income and profit

In 2021, pursuant to the consolidated financial statements, the Company's operating revenue was RMB22,523.04 million. Operating cost amounted to RMB13,231.34 million. Total profit was RMB6,318.35 million, and the net profit attributable to shareholders of the listed company was RMB4,955.26 million.

#### 2. Cash flow

In 2021, pursuant to the consolidated financial statements, the Company's net cash flow generated from operating activities was RMB4,310.26 million, net cash outflow from investing activities was RMB7,308.39 million and net cash flow generated from financing activities was RMB4,191.30 million. As at 31 December 2021, the balance of cash and cash equivalents of the Company was RMB3,192.11 million.

#### 3. Assets and liabilities

As at 31 December 2021, pursuant to the consolidated financial statements, the Company's total assets amounted to RMB58,198.87 million, of which current assets amounted to RMB23,888.32 million, non-current assets amounted to RMB34,310.55 million. Total liabilities amounted to RMB34,810.23 million. As at 31 December 2021, the total Shareholders' equity of the Company amounted to RMB23,388.64 million.

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## LETTER FROM THE BOARD

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#### **4. PROFIT DISTRIBUTION PLAN AND DECLARATION OF A FINAL DIVIDEND FOR THE YEAR 2021**

An ordinary resolution will be proposed at the AGM to approve the Company's profit distribution plan. The Company will distribute a final dividend of RMB1.10 per share (tax inclusive) in the total amount of RMB1,573 million for the year ended 31 December 2021 based on the number of 1,430,000,000 shares in issue of the Company. Final dividend will be paid to Domestic Shares Shareholders in Renminbi and to H Shares Shareholders in Hong Kong dollars. The actual amount of H Share dividend attributable to H Shares Shareholders 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 Friday, 3 June 2022. The Company expects to pay the dividend no later than Wednesday, 20 July 2022. 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 Saturday, 28 May 2022 to Friday, 3 June 2022, both days inclusive. To be eligible to receive the final dividend for the year ended 31 December 2021 (subject to the approval of the Company's Shareholders at the AGM), H Shares Shareholders 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 Friday, 27 May 2022.

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 H Shares Shareholders (including any H Shares registered in the name of HKSCC Nominees Limited).

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## LETTER FROM THE BOARD

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### **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.

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## LETTER FROM THE BOARD

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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 Friday, 3 June 2022 (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 Friday, 27 May 2022, 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 2021**

The Company’s annual report for the year 2021 will be proposed at the AGM to be approved by way of ordinary resolution. The Company’s annual report for the year 2021 has been dispatched to Shareholders and published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.xinteenergy.com](http://www.xinteenergy.com)).

### **6. DIRECTORS’ AND SUPERVISORS’ ALLOWANCE PLAN FOR THE YEAR 2022**

An ordinary resolution will be proposed at the AGM to approve the allowance plan for Directors and Supervisors for the year ending 31 December 2022, details of which are as follows:

1. The Company will pay each independent non-executive Director RMB200,000 (before tax) as allowance;
2. The Company will pay each Director (excluding the independent non-executive Directors) RMB160,000 (before tax) as allowance; and
3. The Company will pay each Supervisor RMB80,000 (before tax) as allowance.

The above allowances for Directors and Supervisors are paid on a quarterly basis, and the Company is responsible for withholding and paying personal income tax.

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## LETTER FROM THE BOARD

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The above allowances for Directors and Supervisors do not include their remunerations for other management positions in the Company, which are implemented in accordance with the relevant remuneration systems of the Company.

Travel expenses incurred by Directors and Supervisors in attending Board meetings, meetings of the Supervisory Board, general meetings of the Company and relevant activities organized by the Company will be borne by the Company.

### **7. RE-APPOINTMENT OF AUDITOR FOR THE YEAR 2022 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 SHINEWING Certified Public Accountants LLP as the Company's auditor for the year 2022 to hold office until the conclusion of the next annual general meeting of the Company and the grant of authority to the Board to determine its remuneration.

### **8. 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 1,053,829,244 Domestic Shares and 376,170,756 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 210,765,848 Domestic Shares and 75,234,151 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

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## LETTER FROM THE BOARD

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- (iii) the date of revocation or variation of the authority under the resolution by Shareholders by a special resolution at a general meeting.

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.

### 9. AGM

The Company will convene the AGM at 11:00 a.m. on Friday, 20 May 2022 at the Conference Room, International Conference Center at No. 189, South Beijing Road, Changji, Xinjiang, the PRC. The 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 Saturday, 14 May 2022 to Friday, 20 May 2022, both days inclusive, during which period no transfer of Shares will be effected. Shareholders whose names appear on the register of members of the Company on Friday, 20 May 2022 shall be entitled to attend and vote at the AGM. Shareholders who intend to attend and vote at the AGM must lodge all transfer documents accompanied by the relevant share certificates with the Company's Board secretary office (in case of Domestic Shares Shareholders), at No. 399, South Changchun Road, New Downtown, Urumqi, Xinjiang, the PRC, or the Company's H share registrar (in case of H Shares Shareholders), 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 Friday, 13 May 2022 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 H Shares Shareholders, 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 Domestic Shares Shareholders, 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 Thursday, 19 May 2022) 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.

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## LETTER FROM THE BOARD

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

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

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## NOTICE OF 2021 ANNUAL GENERAL MEETING

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# 新特能源

**XINTE ENERGY CO., LTD.**

**新特能源股份有限公司**

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

**(Stock code: 1799)**

### NOTICE OF THE ANNUAL GENERAL MEETING OF 2021

**NOTICE IS HEREBY GIVEN** that the annual general meeting of 2021 (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 Friday, 20 May 2022 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 2021.
2. To consider and approve the report of the board of supervisors of the Company for the year 2021.
3. To consider and approve the final financial accounts of the Company for the year 2021.
4. To consider and approve the profit distribution plan and the distribution of the final dividend of the Company for the year 2021.
5. To consider and approve the Company's annual report for the year 2021.
6. To consider and approve the allowance plan for directors and supervisors of the Company for the year 2022.
7. To consider and approve the re-appointment of SHINEWING Certified Public Accountants LLP as the Company's auditor for the year 2022 for a term until the conclusion of the next annual general meeting of the Company, and to authorize the Board to determine its remuneration.

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## NOTICE OF 2021 ANNUAL GENERAL MEETING

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### SPECIAL RESOLUTION

To consider and approve the following special resolution:

8. 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;

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## NOTICE OF 2021 ANNUAL GENERAL MEETING

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

(e) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the 12 months after the date of passing the resolution as a special resolution at the AGM; or
- (iii) the date of revocation or variation of the authority given under this resolution by a special resolution at a general meeting of the Company.

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

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

Xinjiang, the PRC

14 April 2022

*Notes:*

1. **Important:** A circular setting out further details of the abovementioned resolutions will be dispatched and published by the Company in due course and the form of proxy of the AGM was dispatched and published by the Company on 14 April 2022. 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 2021 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 2021 includes, among others, the report of the Board of Directors for the year 2021, the report of board of supervisors of the Company for the year 2021, the audited financial accounts and the auditor’s report for the year 2021.

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## NOTICE OF 2021 ANNUAL GENERAL MEETING

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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 Saturday, 14 May 2022 to Friday, 20 May 2022, both days inclusive, during which period no transfer of Shares will be effected. Shareholders whose names appear on the register of members of the Company on Friday, 20 May 2022 shall be entitled to attend and vote at the AGM. Shareholders who intend to attend and vote at the AGM must lodge all transfer documents accompanied by the relevant share certificates 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 Friday, 13 May 2022 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 Saturday, 28 May 2022 to Friday, 3 June 2022, both days inclusive, during which period 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 on Friday, 3 June 2022 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, Wanchai, Hong Kong, no later than 4:30 p.m. on Friday, 27 May 2022 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 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 (or any adjournment thereof) (i.e. no later than 11:00 a.m. on Thursday, 19 May 2022). Completion and return of the form(s) of proxy will not preclude you from attending and voting in person at the Meeting thereof should you so wish.
6. A Shareholder 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).

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## NOTICE OF 2021 ANNUAL GENERAL MEETING

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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: +86-991-3665888

*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, Mr. Huang Hanjie and Ms. Guo Junxiang as non-executive Directors; Mr. Cui Xiang, Mr. Chen Weiping and Mr. Tam, Kwok Ming Banny as independent non-executive Directors.*