

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

# 新特能源

**XINTE ENERGY CO., LTD.**

**新特能源股份有限公司**

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

**(Stock Code: 1799)**

## **ANNOUNCEMENT**

### **PROPOSED APPOINTMENT OF DIRECTORS OF THE THIRD SESSION OF THE BOARD OF DIRECTORS PROPOSED APPOINTMENT OF SUPERVISORS OF THE THIRD SESSION OF THE SUPERVISORY BOARD**

#### **NOMINATION OF DIRECTOR CANDIDATES FOR THE THIRD SESSION OF THE BOARD OF DIRECTORS**

As the term of the second session of the board of directors (the “**Board**”) of Xinte Energy Co., Ltd. (the “**Company**”) will expire on 2 June 2018, the Board wishes to nominate the director (the “**Director(s)**”) candidates for the third session of the Board as follows:

Executive Directors	Mr. Zhang Jianxin, Mr. Yin Bo, Mr. Xia Jinjing
Non-executive Directors	Mr. Zhang Xin, Ms. Guo Junxiang, Mr. Tao Tao
Independent non-executive Directors	Mr. Qin Haiyan, Mr. Yang Deren, Mr. Wong, Yui Keung Marcellus

The Company will consider the above list of Director candidates for the third session of the Board at the annual general meeting of the Company (the “**AGM**”) to elect nine Directors to the third session of the Board. The third session of the Board shall be effective from the date of approval at the AGM for a term of three years.

Details of the biographies of the Director candidates for the third session of the Board and other information relating to their appointments are set out in Appendix I to this announcement. When the Directors of the third session of the Board formally take their offices, Mr. Ma Xuping will no longer serve as a Director due to changes in job allocation. Mr. Ma Xuping confirmed that he had no disagreement with the Board in any respect and there were no other matters relating to his retirement that shall be brought to the attention of the shareholders of the Company (the “**Shareholders**”) or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Meanwhile, upon the approval of the proposed appointments of the new Director candidates at the AGM, the Board agreed to authorise the Remuneration and Assessment Committee of the Board to determine their remunerations in accordance with the remuneration plan for the Directors and Supervisors in 2018 to be approved at the AGM and to authorise the chairman of the Board or any one of the executive Directors of the Company to enter into a service contract with each of the new Director and handle all other relevant matters on behalf of the Company upon proposed appointment of the new Directors being approved at the AGM.

Save as disclosed in Appendix I to this announcement, each of the Director candidate has confirmed that (i) he/she is not connected with the Directors, Supervisors, senior management, substantial shareholders 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 Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong); (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 Rules Governing the Listing of Securities on the Stock Exchange (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; and (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. Save as disclosed in the biographical details in Appendix I to this announcement, each of the Director candidate confirmed that he/she did not hold any directorships in other listed companies in the last three years, nor did he/she hold any positions in any members of the Company and its subsidiaries (the “**Group**”).

## **NOMINATION OF SUPERVISOR CANDIDATES FOR THE THIRD SESSION OF THE SUPERVISORY BOARD**

As the term of the second session of the supervisory board of the Company (the “**Supervisory Board**”) will expire on 2 June 2018, the Supervisory Board wishes to nominate the non-employee representative supervisor (the “**Supervisor(s)**”) candidates for the third session of the Supervisory Board as follows:

Non-employee representative Supervisors      Mr. Chen Qijun, Mr. Han Shu, Mr. Hu Shujun

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

Mr. Cao Huan and Mr. Ma Junhua were elected as the employee representative Supervisors of the third session of the Supervisory Board in the employee representative meeting of the Company. The term of office of the employee representative Supervisors of the third session of the Supervisory Board shall be three years. The term of office of Mr. Cao Huan and Mr. Ma Junhua 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 third session of the Supervisory Board and other information relating to their appointments are set out in Appendix II to this announcement.

After the Supervisors of the third session of the Supervisory Board have formally taken their offices, Ms. Wu Wei and Mr. Zhang Yueqiang, the members of the second session of the Supervisory Board, shall cease to be Supervisors due to changes in job allocation. Both Ms. Wu Wei and Mr. Zhang Yueqiang confirmed that they had no disagreement with the Supervisory Board in any respect and there were no other matters relating to their retirements that need to be brought to the attention of the Shareholders or the Stock Exchange.

Upon the approval of the proposed appointments of the above non-employee representative Supervisor candidates for the third session of the Supervisory Board at the AGM, the Company will enter into a service contract with each of the new Supervisor immediately upon the effective date of their appointments. Meanwhile, the Supervisory Board agreed to authorise the chairman of the Supervisory Board to determine their remunerations in accordance with the remuneration plan for the Directors and Supervisors in 2018 to be approved at the AGM upon the approval of the appointments of the new Supervisor candidates at the AGM.

Save as disclosed in Appendix II to this announcement, each of the Supervisor candidate 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 Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong); (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 the biographical details in Appendix II to this announcement, each of the Supervisor candidate confirmed that he did not hold any directorships in other listed companies in the last three years, nor did he hold any positions in any members of the Group.

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

Xinjiang, the PRC  
27 April 2018

*As of the date of this announcement, the Board of the Company consists of Mr. Zhang Jianxin, Mr. Ma Xuping and Mr. Yin Bo as executive directors; Mr. Zhang Xin, Ms. Guo Junxiang and Mr. Tao Tao as non-executive directors; Mr. Qin Haiyan, Mr. Yang Deren and Mr. Wong, Yui Keung Marcellus as independent non-executive directors.*

## APPENDIX I BIOGRAPHIES OF CANDIDATES FOR DIRECTORS

### Candidates for Executive Directors:

Mr. **Zhang Jianxin**, aged 45, currently serves as the chairman of the Board and an executive Director. Mr. Zhang has attained his PhD and he is also an economist of economic management. Mr. Zhang worked as the director of Investment and Development Department, the deputy chief economist of TBEA Co., Ltd. (“TBEA”), the chairman of TBEA Xinjiang New Energy Co., Ltd. (“Xinjiang New Energy”), etc. Mr. Zhang has joined the Company since February 2008, served as an executive Director of the Company since February 2008, and also served as the chairman since July 2012.

Mr. **Yin Bo**, aged 39, currently serves as executive Director and general manager. Mr. Yin is studying for a doctorate and he is a senior engineer of chemical engineering and process. Mr. Yin served as a clerk of polysilicon preparatory team of TBEA, the head of technology department, deputy chief engineer, the general manager of polysilicon workshop, and the deputy general manager of the Company, etc. Mr. Yin has joined the Company since February 2008, served as an executive Director and deputy general manager of the Company since June 2015, and also served as general manager of the Company since March 2016.

Mr. **Xia Jinjing**, aged 37, served as a technician at Sichuan Yibin Tianyuan Co., Ltd. (四川宜賓天原股份有限公司) from July 2004 to April 2007, a process engineer at Chengdu Wuhuan Xinrui Chemical Co., Ltd. (成都五環新銳化工有限公司) from April 2007 to November 2007, and a deputy manager of Chongqing Daquan New Energy Co., Ltd. (重慶大全新能源股份有限公司) from November 2007 to December 2010. Since December 2010, he has successively served as a process engineer, the general manager of the second branch and the general manager of polysilicon business in the Company.

### Candidates for Non-executive Directors:

Mr. **Zhang Xin**, aged 56, currently serves as a non-executive Director. Mr. Zhang obtained an associate degree, and he is an electrical engineer as well as a senior engineer of machinery and electronics. Mr. Zhang currently serves as the chairman of TBEA, which is the controlling shareholder of the Company, and a director of Xinjiang Joinworld Co., Ltd. (Stock code: 600888.SH). Mr. Zhang worked as factory manager of Changji City Special Transformers Factory, 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. Mr. Zhang has served as a non-executive Director since February 2008.

Ms. **Guo Junxiang**, aged 47, currently serves as a non-executive Director. Ms. Guo obtained a bachelor degree and is a senior economist in industrial economics. Ms. Guo currently serves as the board secretary and a director of TBEA and a supervisor of Xinjiang Joinworld Co., Ltd. She worked as deputy director of general manager office, director of Securities Department of TBEA and a supervisor of Xinjiang New Energy. Ms. Guo has served as a non-executive Director since February 2008.

Mr. **Tao Tao**, aged 35, currently serves as a non-executive Director. He holds a master's degree and currently serves as the deputy general manager in equity investment division of Minsheng CMH Investment Company Limited (中民華恒投資有限公司). He previously served as a researcher of First Futures Co., Ltd. (一德期貨有限公司), a researcher of PICC Asset Management Company Limited (中國人保資產管理股份有限公司), and a director of design division No. 1 (new energy division) of China Minsheng Investment Corporation (中國民生投資有限公司). Mr. Tao has served as a non-executive Director since June 2017.

Candidates for Independent Non-executive Directors:

Mr. **Qin Haiyan**, aged 48, currently serves as an independent non-executive Director. Mr. Qin obtained a master degree, and he currently serves as the director of China General Certification Center Co., Ltd. (北京鑒衡認證中心有限公司主任), a member and the secretary general of the National Wind Power Machinery Standardization and Technology Committee (全國風力機械標準化技術委員會 (SAC/TC50)), a member of the 27th Council of the Climate Change and Low Carbon Development Committee of the Chinese Meteorological Society (中國氣象學會第27屆理事會氣象變化與低碳發展委員會), the deputy director of the Special Committee by Chinese Renewable Energy Industries Association (中國資源綜合利用協會可再生能源專業委員會)/the Industry Committee of Chinese Renewable Energy Society (中國可再生能源學會產業委員會專委會), the vice chairman of the IEC System For Certification to Standards Relating to Equipment for Use in Renewable Energy Applications (IECRE) (國際電工委員會可再生能源設備認證互認體系). Mr. Qin has served as an independent non-executive Director since June 2015.

Mr. Qin currently also serves as an independent non-executive director of China Suntien Green Energy Co., Ltd. (新天綠色能源股份有限公司) (Stock code: 956.HK), an independent non-executive director of Huaneng Renewables Corporation Limited (華能新能源股份有限公司) (Stock code: 958.HK), an independent non-executive director of Ningxia Jiaze New Energy Co., Ltd. (寧夏嘉澤新能源股份有限公司) (stock code: 601619.SH) and an independent non-executive director of CECEP Wind-power Corporation (中節能風力發電股份有限公司) (stock code: 601016.SH).

Mr. **Yang Deren**, aged 54, currently serves as an independent non-executive Director. Mr. Yang obtained a PhD and the title of professor. He is an academician of Chinese Academy of Sciences. He now serves as the director of State Key Laboratory of Silicon Materials (硅材料國家重點實驗室主任) and the director of Institute of Semiconductor Materials (半導體材料研究所所長) in Zhejiang University. He was named as the Distinguished Professor under the Yangtze River Scholar Award Scheme (長江學者獎勵計劃特聘教授), and the Senior Specialist of Zhejiang Province (浙江省特級專家). He was awarded the National Science Fund for Distinguished Young Scholars (國家傑出青年基金) and the 9th Chinese Youth Science and Technology Prize (第九屆中國青年科技獎). Mr. Yang was awarded the National Natural Science Award (Second Class Award) by his research project on “silicon doped nitrogen with single crystal helium and relevant defect (4)” and the “controllable plant and its mechanism of one-dimensional nanometer semiconductor materials (一維納米半導體材料的可控生產長及其機理)”. Mr. Yang has served as an independent non-executive Director since June 2015.

Mr. Yang now also serves as an independent non-executive director of Hangzhou First PV Material Co., Ltd. (杭州福斯特光伏材料股份有限公司) (Stock code: 603806.SH) and Zhejiang Jingsheng Mechanical & Electrical Co., Ltd. (浙江盛晶機電有限公司) (Stock code: 300316SZ).

Mr. **Wong, Yui Keung Marcellus**, aged 64, currently serves as an independent non-executive Director. Mr. Wong obtained a bachelor degree, and he is a Certified Tax Adviser in Hong Kong and a Fellow of the Hong Kong Institute of Certified Public Accountants (香港會計師公會) as well as CPA Australia. Mr. Wong currently serves as the vice chairman of the global advisory board of L.R. Capital Management Company (Cayman) Limited, the vice chairman of the board of directors of AMTD Group, honorary adviser of CPA Australia, chairman of Tax Policy Committee of Hong Kong, and a member of the joint contacting group in Inland Revenue Department of Hong Kong. He previously served as a partner of PricewaterhouseCooper, a member of the Working Group on Long-Term Fiscal Planning of the Government of the Hong Kong SAR, the president of the Taxation Institute of Hong Kong and the president of CPA Australia (Greater China Division). Mr. Wong has served as an independent non-executive Director since June 2015.

Upon the approval of the proposed appointments of the above candidates for Directors at the AGM, the Company will enter into a service contract with each of the Director respectively immediately upon the effective date of their appointments. Independent Non-executive Directors will receive their remuneration from the Company. For the year 2018, 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; non-executive Directors without holding offices in the management of the Company will not receive any remuneration from the Company; and executive Directors holding offices in the management of the Company will receive their remunerations from the Company. The remuneration of such executive Directors will be determined based on the management position held by them, in accordance with rules relating to the management of remuneration of the Company.

The above candidates for independent non-executive Directors confirmed that they had met the independence requirements as referred to in 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 date of this announcement, save as disclosed above, each of the Director candidate has confirmed that (i) he/she is not connected with the Directors, Supervisors, senior management, substantial shareholders 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 Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong); (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; and (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. Save as disclosed in the biographical details, each of the Director candidate confirmed that he/she did not hold any directorships in other listed companies in the last three years, nor did he/she hold any positions in any members of the Group.

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

Candidates for Non-employee Representative Supervisors:

Mr. **Chen Qijun**, aged 47, currently serves as chairman of Supervisory Board. He obtained an associate degree and is a senior economist of economic management. Mr. Chen currently serves as the chief risk controller and chairman of Supervisory Board of TBEA. He worked as the deputy factory manager and executive deputy factory manager of Xinjiang Transformers Factory of TBEA, 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), and the deputy general manager of TBEA. Mr. Chen has served as a Supervisor since June 2015.

Mr. **Han Shu**, aged 40, holds a bachelor degree and is a practising lawyer. He currently serves as the director of legal affairs department of TBEA. He previously served as the head of factory and the head of risk management department of TBEA Transformers Factory in Xinjiang, the deputy director and the director of legal affairs department of TBEA, as well as the deputy director of the audit department of TBEA.

Mr. **Hu Shujun**, aged 45, currently serves as a Supervisor, obtained an associate degree and is a senior electrical engineer. Mr. Hu now serves as chairman and general manager of Xinjiang Tebian (Group) Co. Ltd. (新疆特變電工集團有限公司). He previously 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. Mr. Hu has served as a Supervisor since June 2015.

Employee Representative Supervisors:

Mr. **Cao Huan**, aged 34, currently serves as an employee representative Supervisor. He obtained a bachelor degree. Mr. Cao now serves as director of audit department. He worked as the purchasing supervisor of purchase department, assistant to the director of audit department, deputy director of audit department. Mr. Cao has joined the Company since June 2008 and served as a Supervisor since June 2015.

Mr. **Ma Junhua**, aged 42, holds a bachelor degree, and is a certified public accountant and a certified tax accountant. Mr. Ma currently serves as the general manager of the system integration division of Xinjiang New Energy, a subsidiary of the Company. He worked as the head of the financial department, the head of the business administration department and the executive deputy general manager and assistant to the general manager of the system integration division of Xinjiang New Energy.

Upon the approval of the proposed appointments of the above non-employee representative Supervisor candidates at the AGM, the Company will enter into a service contract with each of the new Supervisor respectively immediately upon the effective date of their appointments. Supervisors without holding offices in the Company will not receive any remunerations from the Company; and employee representative Supervisors will receive their remunerations from the Company where they currently hold a position. The remuneration of an employee representative Supervisor of the Company will be determined with reference to the duties of the management position held by him, in accordance with rules relating to the management of remuneration of the Company.

As at the date of this announcement, save as disclosed above, each of the Supervisor candidate 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 Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong); (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 the biographical details, each of the Supervisor candidate confirmed that he did not hold any directorships in other listed companies in the last three years, nor did he hold any positions in any members of the Group.