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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 H SHARES SHAREHOLDERS CLASS MEETING

NOTICE IS HEREBY GIVEN that the first class meeting for holders of H shares of 2019 (the **“H Shares Shareholders Class Meeting”**) of Xinte Energy Co., Ltd. (the **“Company”**) will be held at the Conference Room, 21st Floor of TBEA Co., Ltd. at No. 189, South Beijing Road, Changji, Xinjiang, the People's Republic of China (the **“PRC”**) at 11:30 a.m. on Friday, 11 January 2019 (or immediately after the conclusion or adjournment of the first extraordinary general meeting in 2019 of the Company, whichever is later) to consider and, if thought fit, approve the resolutions set out below as special resolutions.

SPECIAL RESOLUTIONS

1. To consider and approve the Company to grant a specific mandate to the board of directors of the Company (the **“Board”**) to conditionally issue 154,994,838 domestic shares of the Company directionally to TBEA Co., Ltd. (the **“Subscriber”**) pursuant to the terms and conditions as set out in the domestic share subscription agreement entered into between the Company and the Subscriber (the **“Domestic Share Subscription Agreement”**); and to authorise the Board to make such amendments to the articles of association of the Company (the **“Articles”**) as deemed appropriate, to reflect the new capital structure after the directional issue of the new domestic shares of the Company under the specific mandate (the **“Directional Issue of Domestic Shares”**).

“THAT

the Board and its authorised persons be hereby authorised to handle all matters in relation to the Directional Issue of Domestic Shares under the framework and subject to the principles thereof within the validity period of the resolutions at their sole discretion, including but not limited to:

- (1) signing and submitting applications, related reports and other documents in connection with the Directional Issue of Domestic Shares to regulatory authorities or institutions within or outside the PRC, and handling the formalities in respect of review and approval, registration, filing, ratification, consent, etc.;
- (2) finalising the specific plan for the Directional Issue of Domestic Shares, including determining the exact size of the Directional Issue of Domestic Shares, final pricing, issuance time and issuance method, signing, executing, amending and terminating any

agreement, contract or other documents in relation to the Directional Issue of Domestic Shares, as well as adjusting the use of proceeds and other relevant matters;

- (3) negotiating with the persons to whom the domestic shares of the Company will be directionally issued and signing the Domestic Share Subscription Agreement, as well as confirming any amendments thereto;
 - (4) handling relevant matters (if any) in obtaining the approvals for the Directional Issue of Domestic Shares from The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and/or other competent regulatory authorities within and outside the PRC;
 - (5) engaging and appointing lawyers and other relevant intermediary agencies within and outside the PRC, according to actual needs and for the purpose of the Directional Issue of Domestic Shares, as well as signing the engagement or appointment agreements and other related legal documents;
 - (6) making amendments to the plan for the Directional Issue of Domestic Shares, according to specific situations at the time of the Directional Issue of Domestic Shares and the relevant approval documents of the competent regulatory authorities;
 - (7) signing, executing, amending and completing all documents and making all desirable or appropriate actions or matters in relation to the Directional Issue of Domestic Shares; and
 - (8) approving the publication of announcements, circulars and notices in relation to the Directional Issue of Domestic Shares on the websites of the Stock Exchange and the Company, and submitting relevant forms, documents or other materials to the Stock Exchange.”
2. To consider and approve the resolution regarding the amendments to the Articles.

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

Xinjiang, the PRC, 23 November 2018

Notes:

1. **Important:** A circular setting out further details of the resolutions, the form of proxy and the reply slip of the H Shares Shareholders Class Meeting will be dispatched and published by the Company in due course.
2. In order to determine the H shares shareholders of the Company (the “**H Shares Shareholders**”) who are eligible to attend and vote at the H Shares Shareholders Class Meeting, the register of members of the Company will be closed from Wednesday, 12 December 2018 to Friday, 11 January 2019, both days inclusive, during which no transfer of shares will be registered. H Shares Shareholders whose names appear on the register of members of the Company on Wednesday, 12 December 2018 shall be entitled to attend and vote at the H Shares Shareholders Class Meeting. In order for the H Shares Shareholders to qualify to attend and vote at the H Shares Shareholders Class Meeting, all transfer documents accompanied

by the relevant share certificates must be lodged 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 Tuesday, 11 December 2018 for registration.

3. H Shares Shareholders who intend to attend the H Shares Shareholders Class Meeting (or any adjournment thereof) should complete and return the reply slip for attending the H Shares Shareholders Class Meeting (or any adjournment thereof) by person or by post. The reply slip should be completed and returned to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, by facsimile (fax number: +852-28650990) or by post to (or by depositing it at) 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, such that the reply slip shall be received by the Company 20 days before the H Shares Shareholders Class Meeting (i.e. on or before Saturday, 22 December 2018).
4. H Shares Shareholders may, by completing the form of proxy of the Company, appoint one or more proxies (whether he/she is an H Shares Shareholder) to attend and vote at the H Shares Shareholders Class Meeting (or any adjournment thereof) on his/her behalf. The proxy needs not be an H Shares Shareholder of the Company.
5. H Shares 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 H Shares Shareholder or by a person duly authorised by the relevant H Shares Shareholder in writing ("**power of attorney**"). If the form of proxy is signed by the person authorised by the relevant H Shares Shareholder of the Company as aforesaid, the relevant power of attorney and other relevant documents of authorization (if any) must be notarised. If a corporate H Shares Shareholder appoints a person other than its legal representative to attend the H Shares Shareholders Class Meeting (or any adjournment thereof) on its behalf, the relevant form of proxy must be affixed with the company seal of the corporate H Shares Shareholder or signed by its director or any other person duly authorised by that corporate H Shares Shareholder as required by the Articles.
6. To be valid, the form of proxy and the relevant notarised power of attorney (if any) and other relevant authority (if any) as mentioned in note 5 above must be delivered to 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 no later than 24 hours before the time appointed for the H Shares Shareholders Class Meeting (or any adjournment thereof) (i.e. no later than 11:30 a.m. on Thursday, 10 January 2019).
7. An H Shares Shareholder or his/her proxy should produce proof of identity when attending the H Shares Shareholders Class Meeting (or any adjournment thereof). If a corporate H Shares Shareholder's legal representative or any other person duly authorised by such corporate H Shares Shareholder attends the H Shares Shareholders Class Meeting (or any adjournment thereof), such legal representative or other person shall produce his/her proof of identity, and proof of designation as legal representative or the valid authorisation document (as the case may be).
8. The H Shares Shareholders Class Meeting (or any adjournment thereof) is expected to take thirty minutes. Shareholders or their proxies who attend the H Shares Shareholders Class Meeting (or any adjournment thereof) shall be responsible for their own travel and accommodation expenses.

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.