

# 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)

## FORM OF PROXY FOR THE H SHARES SHAREHOLDERS CLASS MEETING TO BE HELD ON FRIDAY, 11 JANUARY 2019

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ H Shares <sup>(Note 2)</sup> of RMB1.00 each in the share capital of Xinte Energy Co., Ltd. (the "Company") HEREBY APPOINT THE CHAIRMAN OF THE MEETING or <sup>(Note 3)</sup> \_\_\_\_\_,  
of \_\_\_\_\_

as my/our proxy to attend and act and vote for me/us and on my/our behalf, in accordance with the instructions as indicated below, at the first class meeting for holders of H shares of 2019 (the "H Shares Shareholders Class Meeting") of the Company to 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), for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice of the H Shares Shareholders Class Meeting.

	SPECIAL RESOLUTIONS	FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>	ABSTAIN <sup>(Note 4)</sup>
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 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; and to authorise the Board to make such amendments to the articles of associations of the Company (the "Articles") as deemed appropriate, to reflect the new capital structure after the directional issue of the new domestic shares under the specific mandate.			
2.	To consider and approve the resolution regarding the amendments to the Articles.			

Date: \_\_\_\_\_

Signature(s) <sup>(Note 5)</sup>: \_\_\_\_\_

### Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK LETTERS**.
2. Please insert the number of shares registered in your name(s) to which this form of proxy related. If no number is inserted, this form of proxy will be deemed to relate to all shares registered in your name(s).
3. If any proxy other than the chairman of the Meeting is preferred, please strike out the words "THE CHAIRMAN OF THE MEETING or" and insert the name and address of the proxy desired in the space provided. Any H shareholder of the Company (the "H Share Shareholder") entitled to attend and vote at the H Shares Shareholders Class Meeting may appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company but must attend the H Shares Shareholders Class Meeting in person to represent you. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, TICK IN THE BOX MARKED "ABSTAIN". ANY ABSTAIN VOTE OF SHAREHOLDERS PRESENT AT THE H SHARES SHAREHOLDERS CLASS MEETING (INCLUDING THEIR PROXIES) SHALL BE REGARDED AS VOTING RIGHTS FOR THE PURPOSE OF CALCULATING THE RESULT OF THAT RESOLUTION; BALLOTS OF ANY VOTES WHICH ARE INCOMPLETE, INCORRECTLY COMPLETED, ILLEGIBLE OR NOT CAST SHALL BE DEEMED TO BE FORBIDDEN VOTING RIGHTS, THUS THE VOTING RESULT IN RESPECT OF THESE SHARES SHALL BE COUNTED AS "ABSTAIN" AND THE VOTES SHALL BE REGARDED AS VOTING RIGHTS FOR THE PURPOSE OF CALCULATING THE RESULT OF THAT RESOLUTION; WHILE FOR SHAREHOLDERS NOT PRESENT AT THE H SHARES SHAREHOLDERS CLASS MEETING, ANY WAIVER TO VOTE SHALL BE DISREGARDED AS VOTING RIGHTS FOR THE PURPOSE OF CALCULATING THE RESULTS OF RESOLUTIONS.** If no direction is given, your proxy may vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the H Shares Shareholders Class Meeting other than those referred to in the notice convening the H Shares Shareholders Class Meeting dated 23 November 2018.
5. This form of proxy must be signed by you or your attorney duly authorised in writing. In the case of a corporation, the same must be either under its common seal or under the hand of its legal representative or duly authorised attorney. If this form of proxy is signed by an attorney of the shareholder, the power of attorney authorising that attorney to sign or other authority must be notarised.
6. In case of joint holders of any share, any one of such joint holders may vote at the H Shares Shareholders Class Meeting, either personally or by proxy, in respect of such shares as if he is solely entitled thereto. However, if more than one of such joint holders are present at the H Shares Shareholders Class Meeting, personally or by proxy, the vote of the joint holder whose name stands first in the register of members and who tenders a vote, whether personally or by proxy, will be accepted to the exclusion of the votes of other joint holder(s).
7. In order to be valid, this form of proxy together with the power of attorney or other authority (if any) must be deposited with the Computershare Hong Kong Investor Services Limited, the H share registrar of the Company, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time fixed for holding the H Shares Shareholders Class Meeting (i.e. no later than 11:30 a.m. on Thursday, 10 January 2019) or any adjournment thereof, as the case may be. Completion and return of the form(s) of proxy will not preclude you from attending and voting in person at the H Shares Shareholders Class Meeting thereof should you so wish.
8. Shareholders or their proxies attending the H Shares Shareholders Class Meeting shall produce their identity documents.