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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 forms of proxy and reply slips 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)

**FINAL FINANCIAL ACCOUNTS FOR THE YEAR 2019
REPORT OF BOARD OF DIRECTORS FOR THE YEAR 2019
REPORT OF BOARD OF SUPERVISORS FOR THE YEAR 2019
PROFIT DISTRIBUTION PLAN AND DECLARATION OF
A FINAL DIVIDEND FOR THE YEAR 2019
ANNUAL REPORT FOR THE YEAR 2019**

**RE-APPOINTMENT OF INTERNATIONAL AUDITOR FOR THE YEAR 2020 AND
GRANT OF AUTHORITY TO THE BOARD TO DETERMINE ITS REMUNERATION
DIRECTORS' AND SUPERVISORS' REMUNERATION PLAN FOR THE YEAR 2020
PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
PROPOSAL FOR GENERAL MANDATE TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING AND CLASS MEETINGS**

A notice convening the AGM, the H Shares Shareholders Class Meeting and the Domestic Shares Shareholders Class Meeting (collectively the "**Meetings**") of the Company to be held at the Conference Room, 21st Floor, TBEA Co., Ltd. at No. 189, South Beijing Road, Changji, Xinjiang, the PRC at 11:00 a.m., 1:00 p.m. (or immediately after the conclusion or adjournment of the AGM, whichever is later) and 1:15 p.m. (or immediately after the conclusion or adjournment of the H Shares Shareholders Class Meeting, whichever is later) on Tuesday, 16 June 2020 respectively is set out in this circular.

If you intend to appoint a proxy to attend the Meetings, you are required to complete and return the accompanying form(s) of proxy in accordance with the instructions printed thereon. For holders of H Shares, the form(s) of proxy should be returned to Computershare Hong Kong Investor Services Limited and for holders of Domestic Shares, the form(s) of proxy should be returned to the Company's Board secretary office not less than 24 hours before the time fixed for holding the Meetings (i.e. no later than 11:00 a.m., 1:00 p.m. or 1:15 p.m. on Monday, 15 June 2020) or any adjourned meeting thereof. Completion and return of the forms of proxy will not preclude you from attending and voting in person at the Meetings or at any other adjourned meeting should you so wish.

If you intend to attend the Meetings in person or by proxy, you are required to complete and return the accompanying reply slip(s) to (for holders of H Shares) Computershare Hong Kong Investor Services Limited or to (for holders of Domestic Shares) the Company's Board secretary office on or before Wednesday, 27 May 2020.

29 April 2020

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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 2019 to be held by the Company at the Conference Room, 21st Floor, TBEA Co., Ltd. at No. 189, South Beijing Road, Changji, Xinjiang, the PRC at 11:00 a.m. on Tuesday, 16 June, 2020
“Articles”	the articles of association of the Company (as amended, modified or otherwise supplemented from time to time)
“Audit Committee”	the audit committee of the Board
“Board”	the board of directors of the Company
“Board of Supervisors”	the board of supervisors of the Company
“Class Meetings”	the Domestic Shares Shareholders Class Meeting and the H Shares Shareholders Class Meeting
“Company”	Xinte Energy Co., Ltd. (新特能源股份有限公司), a joint stock limited company incorporated in the PRC and its H Shares are listed on the Hong Kong 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
“Domestic Shares Shareholders Class Meeting”	the first class meeting for holders of domestic shares of 2020 to be held at 1:15 p.m. (or immediately after the conclusion or adjournment of the H Shares Shareholders Class Meeting, whichever is later) on Tuesday, 16 June 2020, to consider and approve the proposed amendments to the Articles
“Group”	the Company together with its subsidiaries

DEFINITIONS

“Guo Han [2019] No. 97”	Reply of the State Council on the Adjustment of the Provisions Applicable to the Notice Period of Convening General Meetings and Other Matters Applicable to Overseas Listed Companies (Guo Han [2019] No. 97) (《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》(國函[2019] 97號))
“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 Hong Kong Stock Exchange
“H Shares Shareholders Class Meeting”	the first class meeting for holders of H shares of 2020 to be held at 1:00 p.m. (or immediately after the conclusion or adjournment of the AGM, whichever is later) on Tuesday, 16 June 2020, to consider and approve the proposed amendments to the Articles
“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
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	24 April 2020, 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 Hong Kong 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
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holder(s) of Shares

DEFINITIONS

“Shares”	shares in the share capital of the Company, with a nominal value of RMB1.00 each, including Domestic Shares and H Shares
“subsidiary” or “subsidiaries”	has the meaning ascribed to it under the Listing Rules
“Supervisor(s)”	the supervisor(s) of the Company

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. 2499, Mianguangdong Street
Ganquanpu Economic and
Technological Development Zone
(Industrial Park)
Urumqi, Xinjiang, the PRC

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

No. 2499, Mianguangdong Street
Ganquanpu Economic and
Technological Development Zone
(Industrial Park)
Urumqi, Xinjiang, the PRC

Principal place of business in Hong Kong:

40th Floor, Sunlight Tower
No. 248 Queen's Road East
Wanchai, Hong Kong

29 April 2020

To the Shareholders

Dear Sir or Madam,

**FINAL FINANCIAL ACCOUNTS FOR THE YEAR 2019
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NOTICE OF ANNUAL GENERAL MEETING AND CLASS MEETINGS**

LETTER FROM THE BOARD

INTRODUCTION

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

Ordinary Resolutions

1. Final financial accounts for the year 2019;
2. Report of Board of Directors for the year 2019;
3. Report of Board of Supervisors for the year 2019;
4. Profit distribution plan and declaration of a final dividend for the year 2019;
5. Annual report for the year 2019;
6. Re-appointment of international auditor for the year 2020 and grant of authority to the Board to determine its remuneration;
7. Directors' and Supervisors' remuneration plan for the year 2020;
8. Proposed appointment of non-executive Director;

Special Resolutions

9. Proposed amendments to the Articles of Association; and
10. Proposal for general mandate to issue Shares.

LETTER FROM THE BOARD

1. FINAL FINANCIAL ACCOUNTS FOR THE YEAR 2019

An ordinary resolution will be proposed at the AGM to approve the final financial accounts for the year 2019. A summary of the Company's final financial accounts for the year 2019 prepared under the International Financial Reporting Standards is as follows:

1. Income and profit

In 2019, pursuant to the consolidated financial statements, the Company's operating revenue was RMB8,722.11 million and other income was RMB84.21 million. Cost of sales amounted to RMB6,888.08 million, while net finance expenses amounted to RMB375.96 million. Profit before income tax was RMB561.93 million, and the profit attributable to owners of the Company was RMB402.64 million.

2. Cash flow

In 2019, pursuant to the consolidated financial statements, the Company's net cash used in operating activities was RMB1,474.30 million, net cash used in investing activities was RMB4,312.89 million and net cash generated from financing activities was RMB4,673.22 million. Net cash and cash equivalents decreased by RMB1,113.97 million.

3. Assets and liabilities

As at 31 December 2019, pursuant to the consolidated financial statements, the Company's total assets amounted to RMB41,705.12 million, of which current assets amounted to RMB16,364.69 million, non-current assets amounted to RMB25,340.43 million. Total liabilities amounted to RMB27,856.44 million. Equity attributable to owners of the Company amounted to RMB11,423.44 million.

2. REPORT OF BOARD OF DIRECTORS FOR THE YEAR 2019

An ordinary resolution will be proposed at the AGM to approve the report of Board for the year 2019, the full text of which is set out in the Company's annual report for the year 2019 dispatched.

3. REPORT OF BOARD OF SUPERVISORS FOR THE YEAR 2019

An ordinary resolution will be proposed at the AGM to approve the report of Board of Supervisors for the year 2019, the full text of which is set out in the Company's annual report for the year 2019 dispatched.

LETTER FROM THE BOARD

4. PROFIT DISTRIBUTION PLAN AND DECLARATION OF A FINAL DIVIDEND FOR THE YEAR 2019

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 RMB0.06 per Share (tax inclusive) in an aggregate amount of RMB72 million for the year ended 31 December 2019. 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 Monday, 6 July 2020. The Company expects to pay the dividend no later than Friday, 14 August 2020. 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 Tuesday, 30 June 2020 to Monday, 6 July 2020, both days inclusive. To be eligible to receive the final dividend for the year ended 31 December 2019 (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 Monday, 29 June 2020.

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. 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 Monday, 6 July 2020 (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 Monday, 29 June 2020, 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 2019

The Company’s annual report for the year 2019 will be proposed at the AGM to be approved by way of ordinary resolution. The Company’s annual report for the year 2019 has been dispatched to Shareholders and published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.xintenergy.com).

6. RE-APPOINTMENT OF INTERNATIONAL AUDITOR FOR THE YEAR 2020 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 2020 and the grant of authority to the Board to determine its remuneration.

7. DIRECTORS’ AND SUPERVISORS’ REMUNERATION PLAN FOR THE YEAR 2020

An ordinary resolution will be proposed at the AGM to approve the remuneration plan for Directors and Supervisors for the year ending 31 December 2020, 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 2020, the Company will pay each independent non-executive Director RMB120,000 (before tax, paid on a quarterly basis, the Company being

LETTER FROM THE BOARD

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 not holding offices in the management of the Company will not receive any remuneration from the Company;
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 not 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.

8. PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR

An ordinary resolution will be proposed at the AGM to approve the appointment of Mr. Qin Xiaodong (“**Mr. Qin**”) as a non-executive Director with effect from the date of approval of such appointment by Shareholders at the AGM until the expiration of the term of the current session of the Board. Meanwhile, Mr. Qin has also been nominated as a member of the Audit Committee, the service term of which is the same as his term as a non-executive Director.

Upon the approval of the proposed appointment of Mr. Qin at the AGM, the Board agreed to authorise the remuneration and assessment committee of the Board to determine his remuneration in accordance with the remuneration plan for the Directors and Supervisors for the year 2020 approved at the AGM, and to authorise the chairman of the Board or any one of the executive Directors to enter into a service contract with him and handle all other relevant matters on behalf of the Company.

LETTER FROM THE BOARD

Details of the biography of Mr. Qin is as follows:

Mr. Qin Xiaodong, 39 years old, worked in the Shanghai branch of Ernst & Young Hua Ming LLP from September 2003 to September 2009, and his last position was manager. From September 2009 to May 2016, he served as the finance due diligence director in Shanghai Fosun High Technology (Group) Co., Ltd.* (上海復星高科技(集團)有限公司). From May 2016 till now, he served as the project audit manager in the capital operation center of China Minsheng Investment Co., Ltd.* (中國民生投資股份有限公司).

Mr. Qin is a certified public accountant in the PRC and chartered financial analyst. In July 2003 and June 2013, he graduated from Shanghai Jiao Tong University with a bachelor's degree in economics (major in finance) and a master's degree in business administration (major in business administration) respectively.

Save as disclosed above, as at the Latest Practicable Date, Mr. Qin (i) does not have any relationship with any Directors, Supervisors, senior management, substantial shareholders (as defined under the Listing Rules) or controlling shareholders (as defined under the Listing Rules) of the Company; (ii) has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iii) is not in possession of any information nor is he being involved or has been involved in any activity that shall be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules; and (iv) there is no other matter that shall be brought to the attention of the Shareholders or the Hong Kong Stock Exchange.

Mr. Qin has neither held any directorships in public companies the securities of which are listed on any securities market in the past three years nor any other positions of the Company and its subsidiaries.

9. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Pursuant to the Guo Han [2019] No. 97, requirements related to the notice period, requisition rights of shareholders and procedures for convening general meetings of limited stock companies incorporated in the PRC that are listed overseas shall be aligned with the relevant requirements under the Companies Law of the PRC, and the requirements under articles 20 to 22 of the Special Provisions of the State Council Concerning the Floatation and Listing Abroad of Stocks by Limited Stock Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》) shall no longer be applicable.

LETTER FROM THE BOARD

Accordingly, in accordance with the requirements under relevant laws and regulations, such as Guo Han [2019] No. 97 and after taking into consideration the actual circumstances of the Company, the Board proposes to make amendments to the Articles. A special resolution will be proposed at the AGM and the Class Meetings to approve the proposed amendments to the Articles.

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

Before amendment	After amendment
<p>Article 1 These Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China, the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (the “Special Regulations”), the Mandatory Provisions for Articles of Association of Companies Listing Overseas (the “Mandatory Provisions”), the Listing Rules of Main Board of the Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) and other relevant laws and regulations in order to protect the legal interest of Xinte Energy Co., Ltd. (the “Company”), the Shareholders and creditors and standardize the organization and activities of the Company.</p>	<p>Article 1 These Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China, the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (the “Special Regulations”), <u>Reply of the State Council on the Adjustment of the Provisions Applicable to the Notice Period of Convening General Meetings and Other Matters Applicable to Overseas Listed Companies</u>, the Mandatory Provisions for Articles of Association of Companies Listing Overseas (the “Mandatory Provisions”), the Listing Rules of Main Board of the Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) and other relevant laws and regulations in order to protect the legal interest of Xinte Energy Co., Ltd. (the “Company”), the Shareholders and creditors and standardize the organization and activities of the Company.</p>
<p>Article 5 The address of the Company: <u>No. 2499, Mianguangdong Street</u>, Ganquanpu Economic and Technological Development Zone (Industrial Park), Urumqi</p> <p style="text-align: center;">Postal Code: 831400</p>	<p>Article 5 The address of the Company: <u>No. 2249, Zhongxin Street</u>, Ganquanpu Economic and Technological Development Zone (Industrial Park), Urumqi</p> <p style="text-align: center;">Postal Code: 831400</p>

LETTER FROM THE BOARD

Before amendment	After amendment
<p>Article 44 <u>Transfers may not be entered in the register of shareholders within thirty days prior to the date of a general meeting or within five days prior to the record date set by the Company for the purpose of distribution of dividends.</u></p>	<p>Article 44 <u>Where laws, administrative regulations, departmental rules, normative documents and requirements of relevant stock exchange(s) or regulatory authorities where shares of the Company are listed contain provisions which stipulate the period when share registration and transfer shall be closed prior to a general meeting or the record date set by the Company for the purpose of distribution of dividends, such requirements shall prevail.</u></p>
<p>Article 74 When the Company convenes a general meeting, a notice shall be given 45 days before the date of the meeting (<u>excluding the date of meeting</u>) to all registered shareholders in respect of the matters to be considered at such meeting, the date and the place of the general meeting. <u>Shareholders intending to attend the general meeting are required to send written confirmations of their attendance to the Company 20 days before the general meeting. For the purpose of the notice to be issued under this Article, the issuance date thereof shall be the date on which the Company or the share registrars appointed by the Company has delivered the notice to the postal office for posting.</u></p>	<p>Article 74 When the Company convenes an annual general meeting, a notice shall be given 20 business days before the date of the meeting; <u>when the Company convenes an extraordinary general meeting, a notice shall be given 10 business days or 15 days (whichever is longer) before the date of the meeting. The notice shall notify</u> all registered shareholders of the matters to be considered at such meeting, the date and the place of the general meeting.</p> <p><u>When calculating the starting date of the aforesaid periods, the date of such announcement and the date of the meeting shall be excluded. The “business day” in this Articles of Association shall mean days on which the Hong Kong Stock Exchange is open for dealing in securities.</u></p>

LETTER FROM THE BOARD

Before amendment	After amendment
<p data-bbox="199 251 783 1008"><u>Article 75 Based on the written replies received 20 days before the date of the general meeting, the Company shall calculate the number of voting shares represented by the shareholders intending to attend the meeting. If the number of voting shares represented by the shareholders intending to attend the meeting is half or more than half of the total number of the Company's voting shares, the Company may hold the general meeting. If not, the Company shall, within five days, inform the shareholders once again of the matters to be considered at and the date and place of the meeting in the form of a public announcement. After such notification by public announcement, the Company may hold the general meeting.</u></p> <p data-bbox="199 1066 783 1134">Extraordinary general meeting shall not decide matters that are not set out in the notice.</p>	<p data-bbox="805 251 1390 363">Article 75 Extraordinary general meeting shall not decide matters that are not set out in the notice.</p>

LETTER FROM THE BOARD

Before amendment	After amendment
<p>Article 77 The notice of general meeting shall be sent to shareholders (whether the shareholders are entitled to vote in general meeting or not) by <u>specially-assigned personnel or prepaid mail</u>. The address of the recipient shall be based on the registered address in register of shareholders. For shareholders of Domestic Shares, the notice of general meeting can also be made by means of public announcement.</p> <p>Announcement referred to in the preceding paragraph shall be published <u>forty-five days to fifty days before the meeting is held</u> in one or more newspapers designated by the securities competent authority of the State Council. Once the announcement is made, it shall be considered that all shareholders of Domestic Shares have been notified about the general meeting.</p>	<p>Article 77 The notice of general meeting shall be sent to shareholders (whether the shareholders are entitled to vote in general meeting or not) by <u>any means permitted by the stock exchange(s) where shares of the Company are listed (including, but not limited to, by specially-assigned personnel, prepaid mail, email, facsimile, announcement or publish on the website of the Company or the stock exchange(s) on which the shares of the Company are listed).</u> <u>If sent by mail,</u> the address of the recipient shall be based on the registered address in register of shareholders. For shareholders of Domestic Shares, the notice of general meeting can also be made by means of public announcement.</p> <p>Announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities competent authority of the State Council. Once the announcement is made, it shall be considered that all shareholders of Domestic Shares have been notified about the general meeting.</p>

LETTER FROM THE BOARD

Before amendment	After amendment
<p>Article 87 The power of attorney shall be placed at the domicile of the Company or other place specified in the notice of the meeting at least 24 hours before the relevant meeting of the voting for the power of attorney starts or 24 hours before the set time of voting. If the power of attorney is sign by other personnel authorized by consignor, the power of attorney or other authorization documents should be certified by a notary. The certificate of authorization or other authorization documents certified by a notary, together with the power of attorney appointing the proxy shall be placed at the domicile of the Company or other location specified in the notice convening the meeting.</p> <p>If the consignor is a legal person, the legal representative or any person authorized by resolutions of the Board or other decision-making institutions can attend the general meeting on behalf of the consignor.</p>	<p>Article 87 The power of attorney shall be placed at the domicile of the Company or other place specified in the notice of the meeting at least 24 hours before the relevant meeting of the voting for the power of attorney starts or 24 hours before the set time of voting. If the power of attorney is sign by other personnel authorized by consignor, the power of attorney or other authorization documents should be certified by a notary. The certificate of authorization or other authorization documents certified by a notary, together with the power of attorney appointing the proxy shall be placed at the domicile of the Company or other location specified in the notice convening the meeting. <u>Where the relevant stock exchange(s) where shares of the Company are listed or regulatory authorities provide otherwise, such provisions shall prevail.</u></p> <p>If the consignor is a legal person, the legal representative or any person authorized by resolutions of the Board or other decision-making institutions can attend the general meeting on behalf of the consignor.</p>

LETTER FROM THE BOARD

Before amendment	After amendment
<p>Article 128 <u>Written</u> notice of a class shareholders' meeting shall be given to all shareholders who are registered as holders of that class in the register of shareholders 45 days before the date of the class shareholders' meeting. Such notice shall give such shareholders notice of the matters to be considered at such meeting, the date and the place of the class shareholders' meeting. <u>Shareholders who intend to attend the class shareholders' meeting shall deliver their written reply in respect thereof to the Company 20 days before the date of the class shareholders' meeting.</u></p> <p><u>If the shareholders who intend to attend such class shareholders' meeting represent half or more of the total number of shares of that class which have the right to vote at such meeting, the Company may hold the class shareholders' meeting; if not, the Company shall within five days give the shareholders further notice of the matters to be considered, the date and the place of the class shareholders' meeting by way of public announcement. The Company may then hold the class shareholders' meeting after such public announcement has been made.</u></p>	<p>Article 128 Notice of a class shareholders' meeting shall be given to all shareholders who are registered as holders of that class in the register of shareholders <u>in accordance with the notice period requirement of an annual and extraordinary general meeting as stipulated in Article 74 of the Articles of Association.</u> Such notice shall give such shareholders notice of the matters to be considered at such meeting, the date and the place of the class shareholders' meeting.</p> <p><u>The quorum of any class meeting of shareholders (excluding adjourned meeting thereof) held to consider modifying the rights of any class of shares shall be at least one-third of the holders of the shares of the said class in issue.</u></p>

There are 8 proposed amendments to the Articles. Save for the proposed amendments above, there will be no change in the contents of the other articles in the Articles.

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

LETTER FROM THE BOARD

10. PROPOSAL FOR 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 to issue Shares and assuming that no new Shares will be issued after the Latest Practicable Date and 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 following the passing this resolution; or
- (iii) the date of revocation or variation of the authority under this resolution by passing a special resolution at any 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.

AGM AND CLASS MEETINGS

The Company will convene the AGM, the H Shares Shareholders Class Meeting and Domestic Shares Shareholders Class Meeting at 11:00 a.m., 1:00 p.m. (or immediately after the conclusion or adjournment of the AGM, whichever is later) and 1:15 p.m. (or immediately after the conclusion or adjournment of the H Shares Shareholders Class Meeting, whichever is later) respectively on Tuesday, 16 June 2020 at the Conference Room, 21st Floor, TBEA Co., Ltd. at No. 189, South Beijing Road, Changji, Xinjiang, the PRC. Notices of the AGM and Class Meetings are set out in this circular.

LETTER FROM THE BOARD

In order to determine the Shareholders who are eligible to attend and vote at the AGM and Class Meetings, the register of members of the Company will be closed from Saturday, 16 May 2020 to Tuesday, 16 June 2020, both days inclusive, during which no transfer of Shares will be effected. Shareholders whose names appear on the register of members of the Company on Saturday, 16 May 2020 shall be entitled to attend and vote at the AGM and Class Meetings. In order for the holders of Shares to qualify to attend and vote at the AGM and Class Meetings, 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 Friday, 15 May 2020 for registration.

Shareholders who intend to appoint a proxy to attend the AGM and Class Meetings shall complete and return the accompanying forms of proxy in accordance with the instructions printed thereon. For holders of H Shares, the forms 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 forms 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 and Class Meetings (i.e. no later than 11:00 a.m., 1:00 p.m. and 1:15 p.m. respectively on Monday, 15 June 2020) or any adjourned meeting thereof.

Shareholders who intend to attend the AGM and Class Meetings (or any adjournment thereof) in person or by proxy should complete and return the reply slips for attending the AGM and Class Meetings (or any adjournment thereof) personally or by post. The reply slips should be completed and returned to the Company's Board secretary office by post to (or by depositing it at) No. 399, South Changchun Road, New Downtown, Urumqi, Xinjiang, the PRC, for holders of Domestic Shares; or 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 for holders of H Shares, such that the reply slips shall be received by the Company 20 days before the AGM and Class Meetings (i.e. on or before Wednesday, 27 May 2020).

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 and Class Meetings (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 and Class Meetings (or any adjournment thereof) on its behalf, the relevant forms 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.

VOTING BY POLL AT AGM

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of shareholders 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 the Articles. 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 AGM and the Class Meetings for Shareholders’ consideration and approval are in the best interests of the Company and the Shareholders. As such, the Board recommends the Shareholders to vote in favour of the said resolutions set out in the notice of AGM and the Class Meetings which are to be proposed at the AGM and the Class Meetings

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

NOTICE OF 2019 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 2019

NOTICE IS HEREBY GIVEN that the annual general meeting of 2019 (the “**AGM**”) of Xinte Energy Co., Ltd. (the “**Company**”) will be held at the Conference Room, 21st Floor, TBEA Co., Ltd. at No. 189, South Beijing Road, Changji, Xinjiang, the People's Republic of China (the “**PRC**”) at 11:00 a.m. on Tuesday, 16 June, 2020 to consider and approve the following matters:

ORDINARY RESOLUTIONS

To consider and approve the following matters as ordinary resolutions:

1. To consider and approve the final financial accounts of the Company for the year ended 31 December 2019.
2. To consider and approve the report of the board of directors of the Company (the “**Board**”) for the year 2019.
3. To consider and approve the report of the board of supervisors of the Company for the year 2019.
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 2019.
5. To consider and approve the Company's annual report for the year 2019.
6. To consider and approve the re-appointment of PricewaterhouseCoopers as the Company's international auditor for the year 2020 for a term until the conclusion of the next annual general meeting of the Company, and to authorize the board of directors of the Company to determine its remuneration.

NOTICE OF 2019 ANNUAL GENERAL MEETING

7. To consider and approve the remuneration plan for directors and supervisors of the Company for the year 2020.
8. To consider and approve the appointment of Mr. Qin Xiaodong as a non-executive director of the Company.

SPECIAL RESOLUTIONS

To consider and approve the following matters as special resolutions:

9. To consider and approve the amendments to the articles of association of the Company (the “**Articles**”).
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 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

NOTICE OF 2019 ANNUAL GENERAL MEETING

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 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 of this resolution; 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, 29 April 2020

Notes:

1. **Important:** A circular setting out further details of the abovementioned resolutions, the form of proxy and the reply slip of the AGM were dispatched and published by the Company on 29 April 2020. 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 2019 published on the websites of The Stock Exchange of Hong Kong Limited and the Company, or

NOTICE OF 2019 ANNUAL GENERAL MEETING

dispatched to relevant Shareholders. The Company's annual report for 2019 includes, among others, the report of the Board for the year 2019, the report of board of supervisors for the year 2019, the audited financial accounts and the auditor's report for the year 2019.

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, 16 May 2020 to Tuesday, 16 June 2020 both days inclusive, during which no transfer of shares will be effected. Shareholders whose names appear on the register of members of the Company on Saturday, 16 May 2020 shall be entitled to attend and vote at the AGM. In order for the Shareholders to qualify to attend and vote at the AGM, all share 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 Friday, 15 May 2020 for registration.

In order to determine the Shareholders who are entitled to receive the proposed 2019 final dividend, the register of members of the Company will be closed from Tuesday, 30 June 2020 to Monday, 6 July 2020 both days inclusive. To be eligible to receive the final dividend for the year ended 31 December 2019 (subject to the approval of the Shareholders at the AGM), holders of H shares of the Company 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 Monday, 29 June 2020.

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 Monday, 6 July 2020 (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 Monday, 29 June 2020, 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.

3. Shareholders who intend to attend the AGM (or any adjournment thereof) should complete and return the reply slip for attending the AGM (or any adjournment thereof) personally or by post. The reply slip should be completed and returned to the Company's Board secretary office by post to (or by depositing it at) No. 399, South Changchun Road, New Downtown, Urumqi, Xinjiang, the PRC, for holders of domestic shares; or 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 for holders of H shares, such that the reply slip shall be received by the Company 20 days before the AGM (i.e. on or before Wednesday, 27 May 2020).
4. 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 of the Company.

NOTICE OF 2019 ANNUAL GENERAL MEETING

5. 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.
6. 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 5 above must be delivered to the Company’s Board secretary office at No. 399, South Changchun Road, New Downtown, Urumqi, Xinjiang, the 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 Monday, 15 June 2020) (or any adjournment thereof).
7. 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).
8. 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.
9. The contact of the Board secretary office of the Company is as follows:

Address: No. 399, South Changchun Road, New Downtown, Urumqi, Xinjiang, the 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.

NOTICE OF THE FIRST H SHARES SHAREHOLDERS CLASS MEETING OF 2020

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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 FIRST H SHARES SHAREHOLDERS CLASS MEETING OF 2020

NOTICE IS HEREBY GIVEN that the first class meeting for holders of H shares of 2020 (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 1:00 p.m. on Tuesday, 16 June 2020 (or immediately after the conclusion or adjournment of the annual general meeting of 2019 of the Company to be convened on the same day, whichever is later) to consider and, if thought fit, approve the following resolution:

SPECIAL RESOLUTION

1. To consider and approve the amendment to the articles of association of the Company.

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

Xinjiang, the PRC, 29 April 2020

NOTICE OF THE FIRST H SHARES SHAREHOLDERS CLASS MEETING OF 2020

Notes:

1. 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 Saturday, 16 May 2020 to Tuesday, 16 June 2020, 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 Saturday, 16 May 2020 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 Friday, 15 May 2020 for registration.
2. 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 Wednesday, 27 May 2020).
3. 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 does not need to be an H Shares Shareholder.
4. 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.
5. 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 4 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 1:00 p.m. on Monday, 15 June 2020).

NOTICE OF THE FIRST H SHARES SHAREHOLDERS CLASS MEETING OF 2020

6. 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).
7. The H Shares Shareholders Class Meeting (or any adjournment thereof) is expected to take fifteen 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.

NOTICE OF THE FIRST DOMESTIC SHARES SHAREHOLDERS CLASS MEETING OF 2020

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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 FIRST DOMESTIC SHARES SHAREHOLDERS CLASS MEETING OF 2020

NOTICE IS HEREBY GIVEN that the first class meeting for holders of domestic shares of 2020 (the “**Domestic 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 1:15 p.m. on Tuesday, 16 June 2020 (or immediately after the conclusion or adjournment of the first class meeting of the H share shareholders in 2020 of the Company to be convened on the same day, whichever is later) to consider and, if thought fit, approve the following resolution.

SPECIAL RESOLUTION

1. To consider and approve the amendment to the articles of association of the Company.

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

Xinjiang, the PRC, 29 April 2020

NOTICE OF THE FIRST DOMESTIC SHARES SHAREHOLDERS CLASS MEETING OF 2020

Notes:

1. In order to determine the domestic shares shareholders of the Company (the “**Domestic Shares Shareholders**”) who are eligible to attend and vote at the Domestic Shares Shareholders Class Meeting, the register of members of the Company will be closed from Saturday, 16 May 2020 to Tuesday, 16 June 2020, both days inclusive, during which no transfer of shares will be registered. Domestic Shares Shareholders whose names appear on the register of members of the Company on Saturday, 16 May 2020 shall be entitled to attend and vote at the Domestic Shares Shareholders Class Meeting. In order for the Domestic Shares Shareholders to qualify to attend and vote at the Domestic Shares Shareholders Class Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Board secretary office at No. 399, South Changchun Road, New Downtown, Urumqi, Xinjiang, the PRC no later than 4:30 p.m. on Friday, 15 May 2020 for registration.
2. Domestic Shares Shareholders who intend to attend the Domestic Shares Shareholders Class Meeting (or any adjournment thereof) should complete and return the reply slip for attending the Domestic 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 Board secretary office by facsimile (fax number: +852-28650990) or by post to (or by depositing it at) No. 399, South Changchun Road, New Downtown, Urumqi, Xinjiang, the PRC, such that the reply slip shall be received by the Company 20 days before the Domestic Shares Shareholders Class Meeting (i.e. on or before Wednesday, 27 May 2020).
3. Domestic Shares Shareholders may, by completing the form of proxy of the Company, appoint one or more proxies (whether he/she is a Domestic Shares Shareholder) to attend and vote at the Domestic Shares Shareholders Class Meeting (or any adjournment thereof) on his/her behalf. The proxy needs not be a Domestic Shares Shareholder of the Company.
4. Domestic 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 Domestic Shares Shareholder or by a person duly authorised by the relevant Domestic Shares Shareholder in writing (“**power of attorney**”). If the form of proxy is signed by the person authorised by the relevant Domestic Shares Shareholder as aforesaid, the relevant power of attorney and other relevant documents of authorization (if any) must be notarised. If a corporate Domestic Shares Shareholder appoints a person other than its legal representative to attend the Domestic 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 Domestic Shares Shareholder or signed by its director or any other person duly authorised by that corporate Domestic Shares Shareholder as required by the Articles.
5. 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 4 above must be delivered to the Company’s Board secretary office at No. 399, South Changchun Road, New Downtown, Urumqi, Xinjiang, the PRC no later than 24 hours before the time appointed for the Domestic Shares Shareholders Class Meeting (or any adjournment thereof) (i.e. no later than 1:15 p.m. on Monday, 15 June 2020).
6. A Domestic Shares Shareholder or his/her proxy should produce proof of identity when attending the Domestic Shares Shareholders Class Meeting (or any adjournment thereof). If a corporate Domestic Shares Shareholder’s legal representative or any other person duly authorised by such corporate Domestic Shares Shareholder attends the Domestic 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).
7. The Domestic Shares Shareholders Class Meeting (or any adjournment thereof) is expected to take fifteen minutes. Shareholders or their proxies who attend the Domestic Shares Shareholders Class Meeting (or any adjournment thereof) shall be responsible for their own travel and accommodation expenses.

NOTICE OF THE FIRST DOMESTIC SHARES SHAREHOLDERS CLASS MEETING OF 2020

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

Address: No. 399, South Changchun Road, New Downtown, Urumqi, Xinjiang, the 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 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.