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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)**

## **FURTHER ANNOUNCEMENT CONNECTED TRANSACTIONS ENTERING AND RENEWAL OF CONTINUING CONNECTED TRANSACTIONS**

References are made to (i) the announcement of Xinte Energy Co., Ltd. dated 15 December 2017 in relation to the entering into the New Product Procurement Framework Agreement (Type 1), the New Coal Procurement Framework Agreement (Type 2) and the New Miscellaneous Services Framework Agreement (Type 4) with TBEA and the New Product Procurement Framework Agreement (Type 3), the New Miscellaneous Services Framework Agreement (Type 5) and the Transportation Services Framework Agreement (Type 6) with Xinjiang Tebian; and (ii) the Notice of the First Extraordinary General Meeting in 2018 dated 27 February 2018 (the “**Announcements**” and “**Notice**”). Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements and Notice.

### **TBEA Procurement Transactions**

Pursuant to 14A.83 of the Listing Rules, the Stock Exchange may aggregate all continuing connected transactions with a connected person. Since (i) TBEA and its associates are Connected Persons of the Company by virtue of the Controlling Shareholder relationship and the TBEA Procurement Transactions with TBEA are of similar nature as they all involved the procurement of products and services for the Company's energy related business, and (ii) the TBEA Framework Agreements are entered on the same date with the same party, the Stock Exchange has aggregated and treated the TBEA Procurement Transactions as if one transaction pursuant to 14A.81, 14A.82 and 14A.83 of the Listing Rules. Accordingly, the proposed annual caps in respect of the TBEA Procurement Transactions with TBEA are aggregated and used when calculating the relevant percentage ratios under Chapter 14A of the Listing Rules.

Since at least one of the relevant percentage ratios under the Listing Rules in respect of the TBEA Procurement Transactions, as contemplated under the TBEA Framework Agreements as aggregated is expected to be more than 5.0% on an annual basis, the transactions as contemplated under the TBEA Framework Agreements are subject to the annual reporting, annual review, announcement,

circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

## **Xinjiang Tebian Procurement Transactions**

Pursuant to 14A.83 of the Listing Rules, the Stock Exchange may aggregate all continuing connected transactions with a connected person. Since (i) Xinjiang Tebian and its associates are Connected Persons of the Company as Mr. Zhang Xin is a Connected Person of the Company by virtue of his position as a Director. Xinjiang Tebian, being the company in which Mr. Zhang Xin holds 30% or more interest, is a Connected Person of the Company by virtue of it being an associate of Mr. Zhang Xin as defined under Chapter 14A of the Listing Rules. The Group's Xinjiang Tebian Procurement Transactions with Xinjiang Tebian and its associates are of similar nature as they all involved the procurement of products and services for the Company's energy related business, and (ii) the Xinjiang Tebian Framework Agreements are entered on the same date with the same party, the Stock Exchange has aggregated and treated the Xinjiang Tebian Procurement Transactions as if one transaction pursuant to 14A.81 14A.82 and 14A.83 of the Listing Rules. Accordingly, the proposed annual caps in respect of the Xinjiang Tebian Procurement Transactions with Xinjiang Tebian are aggregated and used when calculating the relevant percentage ratios under Chapter 14A of the Listing Rules.

Since at least one of the relevant percentage ratios under the Listing Rules in respect of Xinjiang Tebian Procurement Transactions as contemplated under the Xinjiang Tebian Framework Agreements as aggregated, is expected to be more than 5.0% on an annual basis, the transactions as contemplated under the Xinjiang Tebian Framework Agreements are subject to the annual reporting, annual review, announcement, circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Board will closely monitor the actual aggregated transaction amount under the TBEA Procurement Transactions and the Xinjiang Tebian Procurement Transactions to ensure the actual aggregated transaction amount under the TEBA Procurement Transactions and the Xinjiang Tebian Procurement Transactions prior to the EGM do not exceed 5%.

The Company will convene the EGM on 16 April 2018 to consider and approve, among other matters, the TBEA Procurement Agreements, the Proposed TBEA Annual Caps, the Xinjiang Tebian Procurement Agreements, and the Proposed Xinjiang Tebian Annual Caps thereunder. A circular containing, amongst other things, further details, the letter from the Independent Board Committee, and the recommendation from TC Capital International Limited will be despatched to the Shareholders on or before 21 March 2018.

## **Definition**

“Board of Directors” or “Board”	the board of directors of the Company
“Company” or “our Company” or “we” or “us”	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

“Connected Person(s)”	has the same meaning as ascribed to it under the Listing Rules
“Connected Transaction(s)”	has the same meaning as ascribed to it under the Listing Rules
“Continuing Connected Transaction(s)”	has the same meaning as ascribed to it under the Listing Rules
“Controlling Shareholder(s)”	has the same meaning as ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“EGM”	the first extraordinary general meeting for the year 2018 to be held by the Company at the Conference Room, 21 Floor, TBEA Co., Ltd. at No. 189, Beijing South Road, Changji, Xinjiang, the PRC at 11:00 a.m. on Monday, 16 April 2018
“Framework Agreements”	TBEA Framework Agreements and Xinjiang Tebian Framework Agreements
“Group”	the Company and its subsidiaries
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Independent Board Committee”	an independent committee of the Board comprising all independent nonexecutive Directors, namely Mr. Qin Haiyan, Mr. Yang Deren and Mr. Wong, Yui Keung Marcellus, established to advise the Independent Shareholders on the TBEA Procurement Transactions, the TBEA Proposed Annual Caps, Xinjiang Tebian Procurement Transactions, and the Xinjiang Tebian Proposed Annual Caps
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“New Coal Procurement Framework Agreement (Type 2)” or “Type 2 Transaction”	the coal procurement framework agreement entered into by the Company and TBEA on 15 December 2017
“New Miscellaneous Services Framework Agreement (Type 4)” or “Type 4 Transaction”	the miscellaneous services framework agreement entered into by the Company and TBEA on 15 December 2017

“New Miscellaneous Services Framework Agreement (Type 5)” or “Type 5 Transaction”	the miscellaneous services framework agreement entered into by the Company and Xinjiang Tebian on 15 December 2017
“New Product Procurement Framework Agreement (Type 1)” or “Type 1 Transaction”	the product procurement framework agreement entered into by the Company and TBEA on 15 December 2017
“New Product Procurement Framework Agreement (Type 3)” or “Type 3 Transaction”	the product procurement framework agreement entered into by the Company and Xinjiang Tebian on 15 December 2017
“Transportation Services Framework Agreement (Type 6)” or “Type 6 Transaction”	the transportation services framework agreement entered into between the Company and Xinjiang Tebian on 15 December 2017
“TBEA Framework Agreements”	Type 1 Transaction, Type 2 Transaction and Type 4 Transaction
“TBEA Proposed Annual Caps”	the aggregated total annual cap of the TBEA Procurement Transactions
“TBEA Procurement Transactions”	transactions contemplated under Type 1 Transaction, Type 2 Transaction and Type 4 Transaction
“Xinjiang Tebian Framework Agreements”	Type 3 Transaction, Type 5 Transaction and Type 6 Transaction
“Xinjiang Tebian Proposed Annual Caps”	the aggregated total annual cap of the Xinjiang Tebian Framework Agreements
“Xinjiang Tebian Procurement Transactions”	transactions contemplated under Type 3 Transaction, Type 5 Transaction and Type 6 Transaction

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

Xinjiang, the PRC  
1 March 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.*