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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 form of proxy and reply slip 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)

**REPORT OF BOARD OF DIRECTORS FOR THE YEAR 2017
REPORT OF SUPERVISORY BOARD FOR THE YEAR 2017
FINAL FINANCIAL ACCOUNTS FOR THE YEAR 2017
ANNUAL REPORT FOR THE YEAR 2017
PROFIT DISTRIBUTION PLAN AND DECLARATION OF
A FINAL DIVIDEND FOR THE YEAR 2017
DIRECTORS' AND SUPERVISORS' REMUNERATION PLAN FOR THE YEAR 2018
RE-APPOINTMENT OF INTERNATIONAL AUDITOR FOR THE YEAR 2018 AND
GRANT OF AUTHORITY TO THE BOARD TO
DETERMINE ITS REMUNERATION
PROPOSED APPOINTMENT OF DIRECTORS OF THE THIRD SESSION OF
BOARD OF DIRECTORS
PROPOSED APPOINTMENT OF SUPERVISORS OF THE THIRD SESSION OF
SUPERVISORY BOARD
GENERAL MANDATE TO ISSUE SHARES
PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice covering the annual general meeting (the "AGM") of the Company to be held at the Conference Room of the Conference Center of TBEA Co., Ltd. at No.189, South Beijing Road, Changji, Xinjiang, the PRC on Friday, 15 June 2018 at 11:00 a.m. is set out in this circular.

If you intend to appoint a proxy to attend the AGM, you are required to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. For holders of H Shares, the form of proxy should be returned to Computershare Hong Kong Investor Services Limited and for holders of Domestic Shares, the form of proxy should be returned to the Company's Board secretary office not less than 24 hours before the time fixed for holding the AGM (i.e. no later than 11:00 a.m. on Thursday, 14 June 2018) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or at any other adjourned meeting should you so wish.

If you intend to attend the AGM in person or by proxy, you are required to complete and return the accompanying reply slip 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 Saturday, 26 May 2018.

27 April 2018

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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 2017 to be held by the Company at the Conference Room of the Conference Center of TBEA Co., Ltd. at No. 189, South Beijing Road, Changji, Xinjiang, the PRC on Friday, 15 June 2018 at 11:00 a.m.
“Articles” or “Articles of Association”	the articles of association of the Company (as amended, modified or otherwise supplemented from time to time)
“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
“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
“Executive Director(s)”	executive director(s) of the Company
“Group”	the Company and its subsidiaries
“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
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Independent Non-executive Director(s)”	independent non-executive director(s) of the Company
“Latest Practicable Date”	23 April 2018, 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
“Macau”	the Macau Special Administrative Region of the People’s Republic of China
“Non-executive Director(s)”	non-executive director(s) of the Company

DEFINITIONS

“Notice of AGM”	the notice convening the AGM
“PRC” or “China”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, Macau and Taiwan
“Renminbi” or “RMB”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Shareholder(s)”	holder(s) of Shares
“Shares”	shares in the share capital of the Company, with a nominal value of RMB1.00 each, including Domestic Shares and H Shares
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Board”	the board of supervisors of the Company
“TBEA”	TBEA Co., Ltd. (特變電工股份有限公司)
“Xinjiang New Energy”	TBEA Xinjiang New Energy Co., Ltd. (特變電工新疆新能源股份有限公司)
“Xinjiang Tebian”	Xinjiang Tebian (Group) Co., Ltd. (新疆特變電工集團有限公司)

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. Ma Xuping
Mr. Yin Bo

Non-executive Directors:

Mr. Zhang Xin
Ms. Guo Junxiang
Mr. Tao Tao

Independent Non-executive Directors:

Mr. Qin Haiyan
Mr. Yang Deren
Mr. Wong, Yui Keung Marcellus

Registered office in the PRC:

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

Principal place of business in Hong Kong:

18/F, Tesbury Centre
28 Queen's Road East
Wanchai, Hong Kong

27 April 2018

To the Shareholders

Dear Sir or Madam,

**REPORT OF BOARD OF DIRECTORS FOR THE YEAR 2017
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LETTER FROM THE BOARD

**PROPOSED APPOINTMENT OF DIRECTORS OF THE THIRD SESSION OF
BOARD OF DIRECTORS
PROPOSED APPOINTMENT OF SUPERVISORS OF THE THIRD SESSION
OF SUPERVISORY BOARD
GENERAL MANDATE TO ISSUE SHARES
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AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you the Notice of AGM and provide you with relevant information to enable you to make informed decision on whether to vote for or against the resolutions (among others) to be proposed at the meeting for the following issues, to be approved by way of certain ordinary or special resolutions:

Ordinary Resolutions

1. Report of Board of Directors for the year 2017;
2. Report of Supervisory Board for the year 2017;
3. Final financial accounts for the year 2017;
4. Annual report for the year 2017;
5. Profit distribution plan and declaration of a final dividend for the year 2017;
6. Directors' and Supervisors' remuneration plan for the year 2018;
7. Re-appointment of international auditor for the year 2018 and grant of authority to the Board to determine its remuneration;
8. Proposed appointment of Directors of the third session of Board of Directors; and
9. Proposed appointment of Supervisors of the third session of Supervisory Board.

Special Resolutions

10. General mandate to issue shares; and
11. Proposed amendment to the Articles of Association.

LETTER FROM THE BOARD

1. REPORT OF BOARD OF DIRECTORS FOR THE YEAR 2017

An ordinary resolution will be proposed at the AGM to approve the report of Board of Directors for the year 2017, the full text of which is set out in the Company's annual report for the year 2017 dispatched.

2. REPORT OF SUPERVISORY BOARD FOR THE YEAR 2017

An ordinary resolution will be proposed at the AGM to approve the report of Supervisory Board for the year 2017, the full text of which is set out in the Company's annual report for the year 2017 dispatched.

3. FINAL FINANCIAL ACCOUNTS FOR THE YEAR 2017

An ordinary resolution will be proposed at the AGM to approve the final financial accounts for the year 2017. A summary of the report relating to the Company's 2017 final financial accounts prepared under the International Financial Reporting Standards is as follows:

1. Income and profit

In 2017, pursuant to the consolidated financial statements, the Company's operating revenue was RMB11,421 million and other income was RMB89 million. Cost of sales amounted to RMB8,928 million, while net finance expenses amounted to RMB270 million. Profit before tax was RMB1,218 million, of which the profit attributable to owners of the Company was RMB1,071 million.

2. Cash flow

In 2017, pursuant to the consolidated financial statements, the Company's net cash flow generated from operating activities was RMB1,764 million, net cash flow used in investing activities was RMB2,301 million and net cash flow generated from financing activities was RMB966 million. Cash and cash equivalents net increased by RMB430 million.

3. Assets and liabilities

As at 31 December 2017, pursuant to the consolidated financial statements, the Company's total assets amounted to RMB31,665 million, of which current assets amounted to RMB15,952 million, non-current assets amounted to RMB15,713 million. Total liabilities amounted to RMB22,404 million. Equity attributable to owners of the Company amounted to RMB9,207 million.

4. ANNUAL REPORT FOR THE YEAR 2017

The Company's annual report for the year 2017 will be proposed at the AGM to be approved by way of ordinary resolution. The Company's annual report for the year 2017 has been dispatched to Shareholders and published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.xtnysolar.com).

LETTER FROM THE BOARD

5. PROFIT DISTRIBUTION PLAN AND DECLARATION OF A FINAL DIVIDEND FOR THE YEAR 2017

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 RMB0.2 per Share (tax inclusive) in cash in an aggregate amount of approximately RMB209 million for the year ended 31 December 2017. 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 closing 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 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 Wednesday, 27 June 2018. The Company expected to pay the dividend no later than Wednesday, 15 August 2018. 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 Friday, 22 June 2018 to Wednesday, 27 June 2018, both days inclusive. To be eligible to receive the final dividend for the year ended 31 December 2017 (subject to the approval of the Company's 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 Thursday, 21 June 2018.

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).

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, 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 the 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;

LETTER FROM THE BOARD

- 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 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.

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 Wednesday, 27 June 2018 (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 Thursday, 21 June 2018, 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.

6. DIRECTORS' AND SUPERVISORS' REMUNERATION PLAN FOR THE YEAR 2018

An ordinary resolution will be proposed at the AGM to approve the remuneration plan for Directors and Supervisors for the year ended 31 December 2018, 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 2018, the Company will pay each Independent Non-executive Director RMB120,000 (before tax, paid on a quarterly basis, the Company being responsible for withholding and paying

LETTER FROM THE BOARD

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 without 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 without holding offices in the management of the Company will not receive any remuneration from the Company; and
5. The employee representative Supervisors of the Company will receive their remunerations from the Company. The remuneration of an employee representative Supervisor of the Company will be determined with reference to the standard of management position held by such employee representative Supervisor of the Company, in accordance with rules relating to the management of remuneration of the Company.

7. RE-APPOINTMENT OF INTERNATIONAL AUDITOR FOR THE YEAR 2018 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 2018 and the grant of authority to the Board to determine its remuneration.

8. PROPOSED APPOINTMENT OF DIRECTORS OF THE THIRD SESSION OF THE BOARD

As the term of the second session of the Board will expire on 2 June 2018, the Board wishes to nominate Director candidates for the third session of the Board as follows:

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

LETTER FROM THE BOARD

The Company will consider the above list of Director candidates for the third session of the Board at the AGM to elect nine Directors to the third session of the Board of the Company. The third session of the Board shall be effective from the date of approval at the AGM for a term of three years.

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

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

Save as disclosed in Appendix I to this circular, each of the Director candidates has confirmed that (i) he/she is not connected with the Directors, Supervisors, senior management, substantial shareholders or Controlling Shareholders of the Company; (ii) he/she does not hold any equity interest in the Company as defined in Part XV of the SFO; (iii) he/she is not in possession of any information that is required to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules, nor is he/she being involved or has been involved in any activity required to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules; and (iv) there are no other matters in relation to his/her appointment that shall be brought to the attention of the Shareholders or the Stock Exchange. Save as disclosed in the biographical details in Appendix I to this circular, each of the Director candidate confirmed that he/she did not hold any directorships in other listed companies in the last three years, nor did he/she hold any positions in any members of the Group.

9. PROPOSED APPOINTMENT OF SUPERVISORS OF THE THIRD SESSION OF THE SUPERVISORY BOARD

As the term of the second session of the Supervisory Board will expire on 2 June 2018, the Supervisory Board wishes to nominate the non-employee representative Supervisor candidates for the third session of the Supervisory Board as follows:

Mr. Chen Qijun	non-employee representative Supervisor
Mr. Han Shu	non-employee representative Supervisor
Mr. Hu Shujun	non-employee representative Supervisor

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

Mr. Cao Huan and Mr. Ma Junhua were elected as the employee representative Supervisors of the third session of the Supervisory Board in the employee representative meeting of the Company. The term of office of the employee representative Supervisors of the third session of the Supervisory Board shall be three years. The term of office of Mr. Cao Huan and Mr. Ma Junhua shall become effective upon the conclusion of the AGM.

LETTER FROM THE BOARD

Details of the biographies of the above non-employee representative Supervisor candidates and employee representative Supervisors for the third session of the Supervisory Board and other information relating to their appointments are set out in Appendix II to this circular.

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

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

Save as disclosed in Appendix II to this circular, each of the Supervisor candidates has confirmed that (i) he is not connected with the Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) he does not hold any equity interest in the Company as defined in Part XV of the SFO; (iii) he is not in possession of any information that is required to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules, nor is he being involved or has been involved in any activity required to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules; and (iv) there are no other matters in relation to his appointment that shall be brought to the attention of the Shareholders or the Stock Exchange. Save as disclosed in the biographical details in Appendix II to this circular, each of the Supervisor candidate confirmed that he did not hold any directorships in other listed companies in the last three years, nor did he hold any positions in any members of the Group.

10. GRANTING OF GENERAL MANDATE TO ISSUE SHARES

To ensure discretion of 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 H Shares not exceeding 20% of the total number of the Domestic Shares and/or H Shares of the Company respectively 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 731,529,532 Domestic Shares and 313,475,630 H Shares. Subject to the passing of the resolution related to the granting of the general mandate and assuming that no further new Shares will be issued before the AGM, the Company will be allowed to issue a maximum of 146,305,906 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 after the date of passing the resolution as a special resolution at the AGM; or (iii) the date of revocation or variation of the authority under the resolution by Shareholders by a special resolution at a 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.

LETTER FROM THE BOARD

11. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board proposed to adjust and modify the Company's business scope and investment matters according to its requirements of actual situation and business operation, and also proposed to amend the Articles of Association currently in effect based on the revision and modification of its business scope and investment matters. Details are as follows:

Before amendment	After amendment
<p>Article 13 The Company's scope of business includes: (other than projects which are subject to special approval under the laws and administrative regulations of the country) production and sales of silicon and relevant highly purified materials and relevant technology R&D; research, design, system integration, installation and maintenance, consulting service on new energy construction environmental protection technology and relevant engineering projects; manufacture, installment and technology consulting service and operating management on solar silicon wafers, solar cells, solar cell modules, controllers, inverters, solar battery cells, junction boxes, building components, brackets, accessories and environmental devices related to solar system and relevant products application; engineering design, production, installation and maintenance, sales and after-sales service related to solar PV off-grid, on-grid and solar-wind hybrid, solar-thermal hybrid, PV-hydroelectricity hybrid system and other system complementary to PV electricity generation; general construction contracting, commissioning and operation for thermal power, hydraulic and hydropower engineering, electrical power engineering; thermal power generation, thermal production and sales; labor dispatching; import and export business for goods and technologies; production and sales of chemicals by-products related to polysilicon production; production and sales of intraocular lens, energy storage materials, lithium ion batteries, hydrogen fuel cells, secondary batteries components and modules; nitride materials, oxide materials, carbide materials and zirconium products production and sales; industrial sodium hydroxide, sodium hydroxide (food grade), caustic soda, industrial liquid chlorine, sodium hypochlorite (available chlorine content higher than 5%), hydrochloric acid, sulphuric acid, nitric acid, hydrogen chloride,</p>	<p>Article 13 The Company's scope of business includes: (other than projects which are subject to special approval under the laws and administrative regulations of the country) production and sales of silicon and relevant highly purified materials and relevant technology R&D; research, design, system integration, installation and maintenance, consulting service on new energy construction environmental protection technology and relevant engineering projects; manufacture, installment and technology consulting service and operating management on solar silicon wafers, solar cells, solar cell modules, controllers, inverters, solar battery cells, junction boxes, building components, brackets, accessories and environmental devices related to solar system and relevant products application; engineering design, production, installation and maintenance, sales and after-sales service related to solar PV off-grid, on-grid and solar-wind hybrid, solar-thermal hybrid, PV-hydroelectricity hybrid system and other system complementary to PV electricity generation; general construction contracting, commissioning and operation for thermal power, hydraulic and hydropower engineering, electrical power engineering; thermal power generation, thermal production and sales; labor dispatching; import and export business for goods and technologies; production and sales of chemicals by-products related to polysilicon production; production and sales of intraocular lens, energy storage materials, lithium ion batteries, hydrogen fuel cells, secondary batteries components and modules; nitride materials, oxide materials, carbide materials and zirconium products production and sales; industrial sodium hydroxide, sodium hydroxide (food grade), caustic soda, industrial liquid chlorine, sodium hypochlorite (available chlorine content higher than 5%), hydrochloric acid, sulphuric acid, nitric acid, hydrogen chloride,</p>

LETTER FROM THE BOARD

Before amendment	After amendment
hydrogen, nitrogen, ammonia and sodium sulfate decahydrate production and sales; ordinary road cargo transportation, international road cargo transportation; leasing of properties; internal training; sales of machinery and electrical equipment, wires and cables, steels, steel pipes, valves and building materials.	hydrogen, nitrogen, ammonia and sodium sulfate decahydrate production and sales; ordinary road cargo transportation, international road cargo transportation; leasing of properties; internal training; sales of machinery and electrical equipment, wires and cables, steels, steel pipes, valves and building materials; <u>production, supply and sales of water for domestic and industrial uses.</u>
<p>Article 148 The Board shall determine the right relating to external investment, acquisition and disposal of assets, asset mortgage, external guarantees, consigned financial management and connected transactions, and shall establish strict examination and decision making procedure; and organize relevant experts and professionals to make assessments on material investment projects and submit them to the general meeting for approval.</p> <p>The power of examination and approval of investment, guarantee, borrowing and other material events of the Company is as follow:</p> <p>(I) Investment (including equity interests investment to other companies, enterprises and other legal persons, but excluding establishment branch company)</p> <p>(1) an individual investment amount reaching to or exceeding 10% of the latest audited net assets of the Company shall be subject to the consideration and approval of the general meeting of the Company;</p> <p>(2) an individual investment amount less than 10% of the latest audited net assets of the Company shall be subject to the consideration and approval of the Board of the Company;</p> <p>(3) an individual investment amount less than 2% of the latest audited net assets of the Company shall be subject to the consideration and approval of the chairman of the Board, the general manager and other senior management of the Company.</p>	<p>Article 148 The Board shall determine the right relating to external investment, acquisition and disposal of assets, asset mortgage, external guarantees, consigned financial management and connected transactions, and shall establish strict examination and decision making procedure; and organize relevant experts and professionals to make assessments on material investment projects and submit them to the general meeting for approval.</p> <p>The power of examination and approval of investment, guarantee, borrowing and other material events of the Company is as follow:</p> <p>(I) Investment (including equity interests investment to other companies, enterprises and other legal persons, but excluding establishment branch company)</p> <p>(1) an individual investment amount reaching to or exceeding 50% of the latest audited net assets of the Company shall be subject to the consideration and approval of the general meeting of the Company;</p> <p>(2) an individual investment amount less than 50% of the latest audited net assets of the Company shall be subject to the consideration and approval of the Board of the Company;</p> <p>(3) an individual investment amount less than 2% of the latest audited net assets of the Company shall be subject to the consideration and approval of the chairman of the Board, the general manager and other senior management of the Company.</p>

LETTER FROM THE BOARD

There are two proposed amendments to the Articles of Association. Except for the proposed amendments above, there should be no change in the content of other articles in the Articles of Association.

The amended Articles of Association shall become effective on the date of the passing of the above resolution at the AGM. Prior to the passing of the above resolution at the AGM, the existing Articles of Association shall remain valid.

AGM

The Company will convene the AGM at 11:00 a.m. on Friday, 15 June 2018 at the Conference Room of the Conference Center of TBEA Co., Ltd. at No.189, South Beijing Road, Changji, Xinjiang, the PRC. Notice of AGM is set out in this circular.

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 Wednesday, 16 May 2018 to Friday, 15 June 2018, 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 Wednesday, 16 May 2018 shall be entitled to attend and vote at the AGM. In order for the holders of Shares to qualify to attend and vote at the AGM, 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 Tuesday, 15 May 2018 for registration.

Shareholders who intend to appoint a proxy to attend the AGM shall complete and return the accompanying form of proxy in accordance with the instructions printed thereon. For holders of H Shares, the form 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 form 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 (i.e. no later than 11:00 a.m. on Thursday, 14 June 2018) or any adjourned meeting thereof.

Shareholders who intend to attend the AGM (or any adjournment thereof) in person or by proxy 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 Saturday, 26 May 2018).

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 behalf. A proxy need not be a Shareholder of the Company.

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 of the Company or by a person duly authorized by the relevant Shareholder of the Company in writing (“**power of attorney**”). If the form of proxy is signed by the person authorized by the relevant Shareholder of the Company as aforesaid, the relevant power of attorney and other relevant documents of authorization (if any) must be notarized. If a corporate Shareholder of the Company 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 of the Company or duly signed by its director or any other person duly authorized by that corporate Shareholder of the Company as required by the Articles of Association of the Company.

VOTING BY POLL AT AGM

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of shareholders of a listed issuer 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 Articles of Association. 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 the votes he/she/its uses in the same manner.

RECOMMENDATION

The Board considers that all resolutions set out in the Notice of AGM for Shareholders’ consideration and approval are in the best interests of the Company and its Shareholders. As such, the Board recommends the Shareholders to vote in favour of the said resolutions set out in the Notice of AGM which are to be proposed at the AGM.

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

Candidates for Executive Directors:

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

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

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

Candidates for Non-executive Directors:

Mr. Zhang Xin, aged 56, currently serves as a Non-executive Director. Mr. Zhang obtained an associate degree, and he is an electrical engineer as well as a senior engineer of machinery and electronics. Mr. Zhang currently serves as the chairman of TBEA, and a director of Xinjiang Joinworld Co., Ltd. (Stock code: 600888.SH). Mr. Zhang worked as factory manager of Changji City Special Transformers Factory, the chairman of TBEA Silicon Industry Co., Ltd. (特變電工硅業有限公司) (the predecessor of our Company) and the chairman of Xinjiang New Energy. Mr. Zhang has served as a Non-executive Director since February 2008.

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

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

Candidates for Independent Non-executive Directors:

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

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

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

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

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

Upon the approval of the proposed appointments of the above candidates for Directors at the AGM, the Company will enter into a service contract with each of the Director respectively immediately upon the effective date of their appointments. Independent Non-executive Directors will receive their remunerations from the Company. For the year 2018, the Company will pay each Independent Non-executive Director RMB120,000 (before tax, paid on a quarterly basis, the Company being responsible for withholding and paying personal income tax). Travel expenses incurred by Independent Non-executive Directors in attending Board meetings, general meetings of the Company and relevant activities organized by the Board will be borne by the Company; Non-executive Directors without holding offices in the management of the Company will not receive any remuneration from the Company; and Executive Directors holding offices in the management of the Company will receive their remunerations from the Company. The remuneration of such Executive Directors will be determined based on the management position held by them, in accordance with rules relating to the management of remuneration of the Company.

The above candidates for Independent Non-executive Directors confirmed that they had met the independence requirements as referred to in Rule 3.13 of the Listing Rules. The Company considers them to be independent in accordance with the independence guidelines of the Listing Rules.

As at the Latest Practicable Date save as disclosed above, each of the Director candidate has confirmed that (i) he/she is not connected with the Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) he/she does not hold any equity interest in the Company as defined in Part XV of the SFO; (iii) he/she is not in possession of any information that is required to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules, nor is he/she being involved or has been involved in any activity required to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules; and (iv) there are no other matter in relation to his/her appointment that shall be brought to the attention of the Shareholders or the Stock Exchange. Save as disclosed in the biographical details, each of the Director candidate confirmed that he/she did not hold any directorship in other listed companies in the last three years, nor did he/she hold any positions in any members of the Group.

APPENDIX II BIOGRAPHIES OF NON-EMPLOYEE REPRESENTATIVE CANDIDATES AND EMPLOYEE REPRESENTATIVE FOR SUPERVISORS

Candidates for non-employee Representative Supervisors:

Mr. Chen Qijun, aged 47, currently serves as chairman of Supervisory Board. He obtained an associate degree and is a senior economist of economic management. Mr. Chen currently serves as the chief risk controller and chairman of Supervisory Board of TBEA. He worked as the deputy factory manager and executive deputy factory manager of Xinjiang Transformers Factory of TBEA, the general manager of TBEA Shandong Luneng Taishan Cable Co., Ltd. (特變電工山東魯能泰山電纜有限公司), and the deputy general manager of TBEA. Mr. Chen has served as a Supervisor since June 2015.

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

Mr. Hu Shujun, aged 45, currently serves as a Supervisor, obtained an associate degree and is a senior electrical engineer. Mr. Hu now serves as chairman and general manager of Xinjiang Tebian. He worked as iron core workshop director, head of production department, assistant to the factory manager and deputy factory manager of TBEA Xinjiang Transformers Factory, and the assistant to the general manager and deputy general manager of TBEA. Mr. Hu has served as a Supervisor since June 2015.

Employee Representative Supervisors:

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

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

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

As at the Latest Practicable Date, save as disclosed above, each of the Supervisor candidate has confirmed that (i) he is not connected with the Directors, Supervisors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) he does not hold any equity interest in the Company as defined in Part XV of the SFO; (iii) he is not in possession of any information that is required to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules, nor is he being involved or has been involved in any activity required to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(v) of the Listing Rules; and (iv) there are no other matters in relation to his appointment that shall be brought to the attention of the Shareholders or the Stock Exchange. Save as disclosed in the biographical details, each of the Supervisor candidate confirmed that he did not hold any directorships in other listed companies in the last three years, nor did he hold any positions in any members of the Group.

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 IN 2017

NOTICE IS HEREBY GIVEN that the annual general meeting of 2017 (the “**AGM**”) of Xinte Energy Co., Ltd. (the “**Company**”) will be held at the Conference Room of the Conference Center of 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 Friday, 15 June 2018 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 report of the board of director of the Company for the year 2017.
2. To consider and approve the report of the supervisory board of the Company for the year 2017.
3. To consider and approve the final financial accounts of the Company for the year ended 31 December 2017.
4. To consider and approve the Company's annual report for the year 2017.
5. To consider and approve the profit distribution plan and the distribution of the final dividend of the Company for the year ended 31 December 2017.
6. To consider and approve the remuneration plan for directors and supervisors of the Company for the year 2018.
7. To consider and approve the re-appointment of PricewaterhouseCoopers as the Company's international auditor for the year 2018 for a term until the conclusion of the next annual general meeting of the Company, and to authorize the board of director of the Company (the “**Board**”) to determine its remuneration.
8. To consider and approve the appointment of each of the candidates as director for the third session of the Board of the Company as set out below:
 - 8.1 to appoint Mr. Zhang Jianxin as an executive director of the Company
 - 8.2 to appoint Mr. Yin Bo as an executive director of the Company
 - 8.3 to appoint Mr. Xia Jinjing as an executive director of the Company
 - 8.4 to appoint Mr. Zhang Xin as a non-executive director of the Company

NOTICE OF 2017 ANNUAL GENERAL MEETING

- 8.5 to appoint Ms. Guo Junxiang as a non-executive director of the Company
- 8.6 to appoint Mr. Tao Tao as a non-executive director of the Company
- 8.7 to appoint Mr. Qin Haiyan as an independent non-executive director of the Company
- 8.8 to appoint Mr. Yang Deren as an independent non-executive director of the Company
- 8.9 to appoint Mr. Wong, Yui Keung Marcellus as an independent non-executive director of the Company
- 9. To consider and approve the appointment of each of the non-employee representative candidate as non-employee representative supervisor for the third session of the Supervisory Board of the Company as set out below:
 - 9.1 to appoint Mr. Chen Qijun as a non-employee representative supervisor of the Company
 - 9.2 to appoint Mr. Han Shu as a non-employee representative supervisor of the Company
 - 9.3 to appoint Mr. Hu Shujun as a non-employee representative supervisor of the Company

SPECIAL RESOLUTIONS

To consider and approve the following matters as special resolutions:

- 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 of association of the Company (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;

NOTICE OF 2017 ANNUAL GENERAL MEETING

- (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 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 the resolution as a special resolution at the AGM; 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.”

11. To consider and approve the proposal on the amendments to the Articles.

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

Xinjiang, PRC, 27 April 2018

NOTICE OF 2017 ANNUAL GENERAL MEETING

Notes:

1. **Important:** A circular setting out further details of the resolutions, the form of proxy and the reply slip of the AGM will be dispatched and published by the Company in due course. The Company will also dispatch and publish the Company's annual report for 2017 in due course. 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 2017 published on the websites of The Stock Exchange of Hong Kong Limited and the Company, or dispatched to relevant Shareholders. The Company's annual report for 2017 includes, among others, the Report of the Board of Directors for the year 2017, the Report of Supervisory Board for the year 2017, the audited financial accounts and the auditor's report for the year 2017.
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 Wednesday, 16 May 2018 to Friday, 15 June 2018, 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 Wednesday, 16 May 2018 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 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 Tuesday, 15 May 2018 for registration.

In order to determine the Shareholders who are entitled to receive the proposed 2017 final dividend, the register of members of the Company will be closed from Friday, 22 June 2018 to Wednesday, 27 June 2018, both days inclusive. To be eligible to receive the final dividend for the year ended 31 December 2017 (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 Thursday, 21 June 2018.

The Company will determine the resident status of the individual H Shareholders based on the registered address as recorded in the register of members of the Company on Wednesday, 27 June 2018 (the "**Registered Address**"). If the resident status of any individual H Shareholder is not in consistency with that indicated by the Registered Address, such individual H Shareholder shall notify the Company's H share registrar not later than 4:30 p.m. on Thursday, 21 June 2018, 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 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 Shareholders and for any claims arising from any delay in or inaccurate determination of the tax status or tax treatment of the individual H 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 Saturday, 26 May 2018).

NOTICE OF 2017 ANNUAL GENERAL MEETING

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 behalf. A proxy need not be a Shareholder of the Company.
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 of the Company or by a person duly authorized by the relevant Shareholder of the Company in writing (“**power of attorney**”). If the form of proxy is signed by the person authorized by the relevant Shareholder of the Company as aforesaid, the relevant power of attorney and other relevant documents of authorization (if any) must be notarized. If a corporate Shareholder of the Company 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 of the Company or duly signed by its director or any other person duly authorized by that corporate Shareholder of the Company as required by the Articles of the Company.
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, 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 Thursday, 14 June 2018) (or any adjournment thereof).
7. A shareholder of the Company or his 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 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, PRC

Contact person: Ms. Zhang Juan

Tel: +86-991-366588