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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)**

## **PROPOSED CHANGE OF ADDRESS OF THE COMPANY AND PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

### **PROPOSED CHANGE OF ADDRESS OF THE COMPANY**

The board of directors (the “**Board**”) of Xinte Energy Co., Ltd. (the “**Company**”) hereby announces that, according to the actual conditions of the Company, the Board proposes to change the address of the Company to “No. 2249, Zhongxin Street, Ganquanpu Economic and Technological Development Zone (Industrial Park), Urumqi”. The above-mentioned change will take effect after the approval of the annual general meeting to be held on 16 June 2020 (the “**AGM**”) and the completion of related industrial and commercial changes.

### **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

In addition, the Board hereby announces the proposed amendments to the articles of association of the Company (the “**Articles of Association**”).

Pursuant to the 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)) (“**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.

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 passed a resolution, proposing amendments to the Articles of Association. The Company will seek approval from shareholders of the Company by way of special resolution for the proposed amendments to the Articles of Association at the AGM, the H Shares shareholders class meeting and the Domestic Shares shareholders class meeting (collectively the “**Class Meetings**”).

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

<b>Before amendment</b>	<b>After amendment</b>
<p><b>Article 1</b> 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><b>Article 1</b> 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”), <b><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></b>, 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><b>Article 5</b> The address of the Company: <b><u>No. 2499, Mianguangdong Street</u></b>, Ganquanpu Economic and Technological Development Zone (Industrial Park), Urumqi Postal Code: 831400</p>	<p><b>Article 5</b> The address of the Company: <b><u>No. 2249, Zhongxin Street</u></b>, Ganquanpu Economic and Technological Development Zone (Industrial Park), Urumqi Postal Code: 831400</p>

Before amendment	After amendment
<p><b><u>Article 44</u></b> <b><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></b></p>	<p><b><u>Article 44</u></b> <b><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></b></p>
<p><b><u>Article 74</u></b> When the Company convenes a general meeting, a notice shall be given <b><u>45 days</u></b> before the date of the meeting <b><u>(excluding the date of meeting) to</u></b> all registered shareholders <b><u>in respect</u></b> of the matters to be considered at such meeting, the date and the place of the general meeting. <b><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></b></p>	<p><b><u>Article 74</u></b> When the Company convenes an <b><u>annual</u></b> general meeting, a notice shall be given <b><u>20 business days</u></b> before the date of the meeting; <b><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></b> all registered shareholders of the matters to be considered at such meeting, the date and the place of the general meeting.</p> <p><b><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></b></p>

Before amendment	After amendment
<p data-bbox="165 197 785 1002"><b><u>Article 75</u></b> <b><u>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></b></p> <p data-bbox="165 1055 785 1170">Extraordinary general meeting shall not decide matters that are not set out in the notice.</p>	<p data-bbox="810 197 1430 312"><b>Article 75</b> Extraordinary general meeting shall not decide matters that are not set out in the notice.</p>

Before amendment	After amendment
<p><b>Article 77</b> The notice of general meeting shall be sent to shareholders (whether the shareholders are entitled to vote in general meeting or not) by <b><u>specially-assigned personnel or prepaid mail</u></b>. 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 <b><u>forty-five days to fifty days before the meeting is held</u></b> 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><b>Article 77</b> The notice of general meeting shall be sent to shareholders (whether the shareholders are entitled to vote in general meeting or not) by <b><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></b>. <b><u>If sent by mail</u></b>, 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>

Before amendment	After amendment
<p><b>Article 87</b> 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><b>Article 87</b> 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. <b><u>Where the relevant stock exchange(s) where shares of the Company are listed or regulatory authorities provide otherwise, such provisions shall prevail.</u></b></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>

Before amendment	After amendment
<p><b>Article 128</b> <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 <b>45 days before the date of the class shareholders' meeting.</b> 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. <b><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></b></p> <p><b><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></b></p>	<p><b>Article 128</b> 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 <b><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></b> 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><b><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></b></p>

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

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

A circular containing, among other matters, details on the resolution in relation to the amendment of the Articles of Association, together with the notice of AGM and the Class Meetings, will be despatched to the shareholders of the Company in due course.

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

Xinjiang, the PRC  
27 March 2020

*As at the date of this announcement, the Board of the Company consists of Mr. Zhang Jianxin, Mr. Yin Bo and Mr. Xia Jinjing as executive directors; Mr. Zhang Xin, Ms. Guo Junxiang and Mr. Wang Shi as non-executive directors; Mr. Qin Haiyan, Mr. Yang Deren and Mr. Wong, Yui Keung Marcellus as independent non-executive directors.*