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# 新特能源

**XINTE ENERGY CO., LTD.**

**新特能源股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock code: 1799)**

## **NOTICE OF THE THIRD EXTRAORDINARY GENERAL MEETING OF 2021**

**NOTICE IS HEREBY GIVEN** that the third extraordinary general meeting of 2021 (the “**EGM**”) of Xinte Energy Co., Ltd. (the “**Company**”) will be held at the Conference Room, International Conference Center at No. 189, South Beijing Road, Changji, Xinjiang, the PRC on Monday, 22 November 2021 at 11:00 a.m. to consider and, if thought fit, approve the resolutions set out below.

### **ORDINARY RESOLUTIONS**

1. **“THAT:**

- (a) the supplemental product procurement framework agreement entered into between the Company and TBEA Co., Ltd. (“**TBEA**”) on 13 October 2021 (the “**Supplemental Product Procurement Framework Agreement (TBEA)**”), a copy of which is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose, the transactions contemplated thereunder and the proposed revised annual caps thereunder, be and are hereby confirmed and approved;
- (b) the supplemental coal procurement framework agreement entered into between the Company and TBEA on 13 October 2021 (the “**Supplemental Coal Procurement Framework Agreement**”), a copy of which is tabled at the meeting and marked “B” and initialled by the chairman of the meeting for identification purpose, the transactions contemplated thereunder and the proposed revised annual caps thereunder, be and are hereby confirmed and approved;
- (c) the supplemental miscellaneous services framework agreement entered into between the Company and TBEA on 13 October 2021 (the “**Supplemental Miscellaneous Services Framework Agreement (TBEA)**”), a copy of which is tabled at the meeting and marked “C” and initialled by the chairman of the meeting for identification purpose, the transactions contemplated thereunder and the proposed revised annual caps thereunder, be and are hereby confirmed and approved;

- (d) the supplemental product sales framework agreement entered into between the Company and TBEA on 13 October 2021 (the “**Supplemental Product Sales Framework Agreement**”), a copy of which is tabled at the meeting and marked “D” and initialled by the chairman of the meeting for identification purpose, the transactions contemplated thereunder and the proposed revised annual caps thereunder, be and are hereby confirmed and approved;
- (e) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated therein and the completion of the Supplemental Product Procurement Framework Agreement (TBEA), Supplemental Coal Procurement Framework Agreement, Supplemental Miscellaneous Services Framework Agreement (TBEA) and Supplemental Product Sales Framework Agreement.”

2. “**THAT:**

- (a) the supplemental financial services framework agreement entered into between the Company and TBEA Group Finance Co., Ltd. on 13 October 2021 (the “**Supplemental Financial Services Framework Agreement**”), a copy of which is tabled at the meeting and marked “E” and initialled by the chairman of the meeting for identification purpose, the transactions contemplated thereunder and the proposed revised annual caps thereunder, be and are hereby confirmed and approved;
- (b) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated therein and the completion of the Supplemental Financial Services Framework Agreement.”

3. “**THAT:**

- (a) the supplemental product procurement framework agreement entered into between the Company and Xinjiang Tebian (Group) Co., Ltd. (“**Xinjiang Tebian**”) on 13 October 2021 (the “**Supplemental Product Procurement Framework Agreement (Xinjiang Tebian)**”), a copy of which is tabled at the meeting and marked “F” and initialled by the chairman of the meeting for identification purpose, the transactions contemplated thereunder and the proposed revised annual caps thereunder, be and are hereby confirmed and approved;
- (b) the supplemental miscellaneous services framework agreement entered into between the Company and Xinjiang Tebian on 13 October 2021 (the “**Supplemental Miscellaneous Services Framework Agreement (Xinjiang Tebian)**”), a copy of which is tabled at the

meeting and marked “G” and initialled by the chairman of the meeting for identification purpose, the transactions contemplated thereunder and the proposed revised annual caps thereunder, be and are hereby confirmed and approved;

- (c) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated therein and the completion of the Supplemental Product Procurement Framework Agreement (Xinjiang Tebian) and Supplemental Miscellaneous Services Framework Agreement (Xinjiang Tebian).”
4. To consider and approve the adoption of China Accounting Standards for Business Enterprises for the preparation of the financial statements.
5. To consider and approve the termination of appointment of PricewaterhouseCoopers as the Company’s international auditor, the appointment of SHINEWING Certified Public Accountants LLP as the Company’s auditors until the conclusion of the next annual general meeting of the Company, and to approve and authorise the Board to determine its remuneration.

#### **SPECIAL RESOLUTION**

6. To consider and approve the amendments to the articles of association of the Company.

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

Xinjiang, the PRC  
2 November 2021

*Notes:*

1. **Important:** A circular setting out details of the resolutions to be approved in this EGM and the form of proxy of the EGM will be dispatched and published by the Company in due course.
2. In order to determine shareholders of the Company (the “**Shareholders**”) who are eligible to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 17 November 2021 to Monday, 22 November 2021, both days inclusive, during which no transfer of shares will be registered. Shareholders whose names appear on the register of members of the Company on Wednesday, 17 November 2021 shall be entitled to attend and vote at the EGM. In order for the Shareholders to qualify to attend and vote at the EGM, 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, 16 November 2021 for registration.

3. 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 EGM (or any adjournment thereof) on his/her behalf. The proxy needs not be a Shareholder of the Company.
4. Shareholders must use the form of proxy of the Company for appointing a proxy and the appointment must be in writing. The form of proxy must be signed by the relevant Shareholder or by a person duly authorised by the relevant Shareholder in writing ("**power of attorney**"). If the form of proxy is signed by the person authorised by the relevant Shareholder as aforesaid, the relevant power of attorney and other relevant documents of authorization (if any) must be notarised. If a corporate Shareholder appoints a person other than its legal representative to attend the EGM (or any adjournment thereof) on its behalf, the relevant form of proxy must be affixed with the company seal of the corporate Shareholder or signed by its director or any other person duly authorised by that corporate Shareholder as required by the Articles.
5. To be valid, the form of proxy and the relevant notarised power of attorney (if any) and other relevant authority (if any) as mentioned in note 4 above must be delivered to the Company's Board secretary office at No. 399, South Changchun Road, New Downtown, Urumqi, Xinjiang, the PRC (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 EGM (or any adjournment thereof) (i.e. no later than 11 a.m. on Sunday 21 November 2021).
6. A Shareholder or his/her proxy should produce proof of identity when attending the EGM (or any adjournment thereof). If a corporate Shareholder's legal representative or any other person duly authorised by such corporate Shareholder attends the EGM (or any adjournment thereof), such legal representative or other person shall produce his/her proof of identity, and proof of designation as legal representative or the valid authorisation document (as the case may be).
7. The EGM (or any adjournment thereof) is expected to take less than half a day. Shareholders or their proxies who attend the EGM (or any adjournment thereof) shall be responsible for their own travel and accommodation expenses.
8. The contact information of the Board secretary office of the Company is as follows:

Address: No. 399, South Changchun Road, New Downtown, Urumqi, Xinjiang, the PRC  
Contact person: Ms. Zhang Juan  
Tel: +86-991-3665888

*As at the date of this notice, the Board consists of Mr. Zhang Jianxin, Mr. Yin Bo and Mr. Xia Jinjing as executive Directors; Mr. Zhang Xin, Mr. Huang Hanjie and Ms. Guo Junxiang as non-executive Directors; and Mr. Cui Xiang, Mr. Chen Weiping and Mr. Tam, Kwok Ming Banny as independent non-executive Directors.*