

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)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, 16 JUNE 2016

I/We ^(Note 1) _____

of _____

being the registered holder(s) of _____ shares ^(Note 2) of RMB1.00 each in the share capital of Xinte Energy Co., Ltd. (the "Company") **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** ^(Note 3) or _____

of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of 2015 (the "Meeting") of the Company to be held at the Conference Room of the Conference Center of TBEA Co., Ltd. at No.189, Beijing South Road, Changji, Xinjiang, the People's Republic of China (the "PRC") at 11:00 a.m. on Thursday, 16 June 2016, for the purposes of considering and, if thought fit, passing the resolution as set out in the notice convening the Meeting.

Please tick ("✓") in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll ^(Note 4).

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)	ABSTAIN ^(Note 4)
1	To consider and approve the report of the Board of Director of the Company for the year 2015.			
2	To consider and approve the report of the Supervisory Board of the Company for the year 2015.			
3	To consider and approve the final financial accounts of the Company for the year ended 31 December 2015.			
4	To consider and approve the annual report for the year 2015.			
5	To consider and approve the profit distribution plan of the Company for the year ended 31 December 2015, i.e., the proposed distribution of a final dividend of RMB0.1 per share (tax inclusive) in cash in an aggregate amount of approximately RMB104,500,516 for the year ended 31 December 2015, and to authorize the Board of Directors of the Company (the "Board") to implement the aforesaid distribution.			
6.	To consider and approve the remuneration plan for Directors and Supervisors of the Company for the year 2016.			
7	To consider and approve the re-appointment of PricewaterhouseCoopers as the Company's international auditor for the year 2016 for a term until the conclusion of the next annual general meeting of the Company, and to authorize the audit committee of the Board to determine their remuneration.			
8	To confirm, recognize and approve the following matters contemplated under Products Purchasing Framework Agreements entered into by the Company and TBEA Co., Ltd. ("TBEA")			
	(i) the continuing connected transactions for the year ended 31 December 2015, of which the aggregate transaction amount was RMB389,533,636.			
	(ii) the revised annual cap as of 31 December 2016 and 31 December 2017.			

Special Resolutions		FOR <small>(Note 4)</small>	AGAINST <small>(Note 4)</small>	ABSTAIN <small>(Note 4)</small>
9	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.			
10	To consider and approve the issuance of the short term financing debentures with a registered principal amount in aggregate of not exceeding RMB1 billion (including RMB1 billion) in the PRC, and according to the requirement of the Company and market condition, to issue in separate tranches on a rolling basis within the effective registration period; to authorize the Board to deal with all such matters relating to the registration and issue of the aforementioned short term financing debentures at their full discretion, subject to relevant laws and regulations; and to approve the delegation of the authority by the Board to the management of the Company to deal with all such specific matters relating to the issue of the aforementioned short term financing debentures within the scope of authorization above.			
11	To consider and approve the issue of medium term notes with an aggregate registered principal amount in aggregate of not exceeding RMB1 billion (including RMB1 billion) in the PRC, and, according to the requirement of the Company and market conditions, to issue in multiple tranches on a rolling basis within the effective registration period, and to authorize the Board to deal with all relevant matters relating to the registration and issue of the aforementioned medium-term notes at their full discretion, subject to relevant laws and regulations, and to approve the delegation of the authority by the Board to the management of the Company to deal with all relevant matters relating to the issue of the aforementioned medium-term notes debenture within the scope of authorization above.			
12	To consider and approve the resolution of the amendments to the Articles of Association.			

Date: _____

Signature(s): _____

Notes:

- Full name(s) and addresses (es) to be inserted in **BLOCK LETTERS**.
- Please insert the class and the number of shares registered in your name(s) to which this form of proxy related. If no number is inserted, this revised form of proxy will be deemed to relate to all shares registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words “**THE CHAIRMAN OF THE MEETING**” and insert the name and address of the proxy desired in the space provided. A shareholder entitled to attend and vote at the Meeting may appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company but must attend the Meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED “AGAINST”. IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, TICK IN THE BOX MARKED “ABSTAIN”. ANY ABSTAIN VOTE OF SHAREHOLDERS PRESENT AT THE MEETING (INCLUDING THEIR PROXIES) SHALL BE REGARDED AS VOTING RIGHTS FOR THE PURPOSE OF CALCULATING THE RESULT OF THAT RESOLUTION; BALLOTS OF ANY VOTES WHICH ARE INCOMPLETE, INCORRECTLY COMPLETED, ILLEGIBLE OR NOT CAST SHALL BE DEEMED TO BE FORBIDDEN VOTING RIGHTS, THUS THE VOTING RESULT IN RESPECT OF THESE SHARES SHALL BE COUNTED AS “ABSTAIN” AND THE VOTES SHALL BE REGARDED AS VOTING RIGHTS FOR THE PURPOSE OF CALCULATING THE RESULT OF THAT RESOLUTION; WHILE FOR SHAREHOLDERS NOT PRESENT AT THE MEETING, ANY WAIVER TO VOTE SHALL BE DISREGARDED AS VOTING RIGHTS FOR THE PURPOSE OF CALCULATING THE RESULTS OF RESOLUTIONS.** If no direction is given, your proxy may vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting dated 29 April 2016.
- This form of proxy must be signed by you or your attorney duly authorised in writing. In the case of a corporation, the same must be either under its common seal or under the hand of its legal representative or duly authorised attorney. If this form of proxy is signed by an attorney of the shareholder, the power of attorney authorizing that attorney to sign or other document(s) of authorisation must be notarised.
- In case of joint holders of any share, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such shares as if he is solely entitled thereto. However, if more than one of such joint holders are present at the Meeting, personally or by proxy, the vote of the joint holder whose name stands first in the register of members and who tenders a vote, whether personally or by proxy, will be accepted to the exclusion of the votes of other joint holder(s).
- In order to be valid, this form of proxy together with the power of attorney or other document(s) of authorization (if any) must be deposited with the Computershare Hong Kong Investor Services Limited, the H share registrar of the Company in Hong Kong, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for holders of H shares) or to the Company’s Board secretary office at No. 399, South Changchun Road ,Urumqi, Xinjiang, China (for holders of domestic shares), not less than 24 hours before the time fixed for holding the Meeting or any adjournment thereof, as the case may be. Completion and return of the form(s) of proxy will not preclude you from attending and voting in person at the Meeting thereof should you so wish.
- Shareholders or their proxies attending the Meeting shall produce their identity documents.

* For identification purpose only