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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)

ANNOUNCEMENT PROPOSED APPOINTMENT OF MEMBERS OF THE FIFTH SESSION OF THE BOARD OF DIRECTORS AND THE SUPERVISORY BOARD

NOMINATION OF DIRECTOR CANDIDATES FOR THE FIFTH SESSION OF THE BOARD OF DIRECTORS

As the term of the fourth session of the board of directors (the “**Board**”) of Xinte Energy Co., Ltd. (the “**Company**”) shall expire, the Board wishes to nominate the following persons as candidates for directors (the “**Director(s)**”) of the fifth session of the Board (“**Director Candidates**”) as follows:

Executive Directors:	Mr. Zhang Jianxin Mr. Yin Bo Mr. Hu Weijun
Non-executive Directors:	Mr. Zhang Xin Mr. Huang Hanjie Ms. Kong Ying
Independent non-executive Directors :	Mr. Cui Xiang Mr. Chen Weiping Mr. Tam, Kwok Ming Banny

Shareholders of the Company (the “**Shareholders**”) will consider and approve the above list of the Director Candidates at the annual general meeting of 2023 of the Company (the “**AGM**”) to be held on 18 June 2024 to elect nine Directors to form the fifth session of the Board. The term of the fifth session of the Board shall be three years, effective from the date of approval at the AGM.

Each of the candidates for independent non-executive Directors has confirmed his independence in accordance with the requirements under Rule 3.13 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The Company considers them to be independent.

Upon the approval of the proposed appointments of the Director Candidates at the AGM, the Company will enter into a service contract with each of the new Directors respectively and handle all other relevant matters immediately upon the effective date of their appointments. The remunerations of the new Directors will be determined in accordance with the Directors’ and Supervisors’ remuneration plan for the year 2024 to be approved at the AGM.

Details of the biographies of the Director Candidates and other information relating to their proposed appointments are set out in Appendix I to this announcement.

In view of the future business and strategic development needs of the Company, taking into account the adjustments of positions and duties of Ms. Guo Junxiang and Mr. Xia Jinjing with the Shareholders and the Company, after the Directors of the fifth session of the Board formally take their offices, Ms. Guo Junxiang will retire as a non-executive Director of the Company and a member of audit committee of Board and Mr. Xia Jinjing will retire as an executive Director of the Company and a member of nomination committee of Board. Ms. Guo Junxiang and Mr. Xia Jinjing indicated that they have no disagreement with the Board in any respect and there were no other matters relating to their retirements that shall be brought to the attention of the Shareholders or the Stock Exchange.

NOMINATION OF NON-EMPLOYEE REPRESENTATIVE SUPERVISOR CANDIDATES AND APPOINTMENT OF EMPLOYEE REPRESENTATIVE SUPERVISORS FOR THE FIFTH SESSION OF THE SUPERVISORY BOARD

As the term of the fourth session of the supervisory board of the Company (the “**Supervisory Board**”) shall expire, the Supervisory Board hereby nominates Mr. Chen Qijun, Mr. Hu Shujun and Mr. Han Shu as non-employee representative supervisor (the “**Supervisor(s)**”) candidates (the “**Non-employee Representative Supervisor Candidates**”) for the fifth session of the Supervisory Board.

The Shareholders will consider and approve the Election of Non-employee Representative Supervisor Candidates at the AGM. The term of the non-employee representative Supervisors of the fifth session of the Supervisory Board shall be three years, effective from the date of approval at the AGM.

Mr. Cao Huan and Mr. Guo Hao were elected as the employee representative Supervisors for the fifth session of the Supervisory Board at the employee representative meeting of the Company. The term of the employee representative Supervisors of the fifth session of the Supervisory Board shall be three years, their appointments are effective upon the conclusion of the AGM.

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 Supervisors respectively and handle all other relevant matters immediately upon the effective date of their appointments. The remunerations of the new Supervisors will be determined in accordance with the Directors' and Supervisors' remuneration plan for the year 2024 to be approved at the AGM.

Details of the biographies of the Non-employee Representative Supervisor Candidates and employee representative Supervisors for the fifth session of the Supervisory Board and other information relating to their appointments are set out in Appendix II to this announcement.

CIRCULAR

A circular containing, among other things, further details relating to the proposed appointment of the members of the fifth session of the Board of Directors and the Supervisory Board, together with the notice of the AGM will be dispatched by the Company to the Shareholders in due course. After the appointment of the members of the fifth session of the Board and the Supervisory Board are being approved at the AGM, a separate announcement will be made by the Company regarding the composition of the Board committees.

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

Xinjiang, the PRC
29 April 2024

As at the date of this announcement, 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.

APPENDIX I BIOGRAPHIES OF DIRECTOR CANDIDATES

Candidates for Executive Directors:

Mr. Zhang Jianxin (張建新), aged 51, holds a PhD degree and is an economist of economic management. Mr. Zhang currently serves as the chairman and an executive Director of the Company, the general manager of TBEA Xinjiang Sunoasis Co., Ltd. (特變電工新疆新能源股份有限公司) (“**Sunoasis**”). Mr. Zhang worked as the director of Investment and Development Department, and the deputy chief economist of TBEA Co., Ltd. (特變電工股份有限公司) (“**TBEA**”, the controlling shareholder of the Company (has the meaning ascribed to it under the Listing Rules), a company listed on the Shanghai Stock Exchange, stock code: 600089), etc. Mr. Zhang has served as an executive Director of the Company since February 2008, and also served as the chairman of the Company since July 2012.

Mr. Yin Bo (銀波), aged 45, holds a doctorate degree and is a chief senior engineer with a major in chemical engineering. Mr. Yin currently serves as an executive Director and general manager of the Company, and 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 served as an executive Director and deputy general manager of the Company from June 2015 to February 2016, and also served as executive Director and general manager of the Company since March 2016.

Mr. Hu Weijun (呼維軍), aged 40, holds a bachelor’s degree and is a deputy senior engineer with a major in chemical engineering and a certified safety engineer. Mr. Hu is currently the director and general manager of Xinte Silicon-based New Material Co., Ltd. (新特硅基新材料有限公司). He was the head of the production department, the workshop director of the polysilicon business branch, the director of the production quality department, the director of the enterprise management department of the Company, and the deputy general manager of Xinte Silicon-based New Material Co., Ltd.

Candidates for Non-executive Directors:

Mr. Zhang Xin (張新), aged 62, holds an associate degree, and is an electrical engineer and a senior engineer of machinery and electronics. Mr. Zhang currently serves as a non-executive Director of the Company, the chairman of TBEA, a director of Xinjiang Joinworld Co., Ltd. (新疆眾和股份有限公司) (“**Xinjiang Joinworld**”, a 30%-controlled company of TBEA (has the meaning ascribed to it under the Listing Rules), and listed on the Shanghai Stock Exchange with the stock code: 600888), and a director of Xinjiang Tebian (Group) Co. Ltd.* (新疆特變電工集團有限公司) (“**Xinjiang Tebian**”, a 30%-controlled company of Mr. Zhang Xin), etc, and previously worked as the factory manager of Changji City Special Transformers Factory* (昌吉市特種變壓器廠廠長), the chairman of TBEA Xinjiang Silicon Industry Co., Ltd.* (特變電工新疆硅業有限公司) (the predecessor of the Company) and the chairman of Sunoasis, etc. Mr. Zhang has served as a non-executive Director of the Company since February 2008.

Mr. Huang Hanjie (黃漢杰), aged 45, holds a master’s degree and is a senior accountant. Mr. Huang currently serves as a non-executive Director of the Company, a director and the general manager of TBEA, the director of Xinjiang Joinworld, etc., and previously served as the director of the finance department, deputy chief accountant, deputy general manager, executive general manager of TBEA, etc. Mr. Huang has served as a non-executive Director of the Company since June 2021.

Ms. Kong Ying (孔營), aged 48, holds a bachelor’s degree and is a deputy senior engineer of petrochemical engineering. Ms. Kong is currently the general manager and chief engineer of the polysilicon division of TBEA. She was branch factory manager of Jiangsu Zhongneng Silicon Technology Development Co., Ltd. (江蘇中能硅業科技發展有限公司), the quality technical director of Xinjiang GCL New Energy Material Technology Co., Ltd. (新疆協鑫新能源材料科技有限公司), the deputy general manager of Hohhot Outong Energy Technology Co., Ltd. (呼和浩特歐通能源科技有限公司), and the deputy chief engineer of TBEA’s polysilicon industry.

Candidates for independent non-executive Directors:

Mr. Cui Xiang (崔翔), aged 63, holds a PhD degree and the title of professor. Mr. Cui currently serves as an independent non-executive Director of the Company, a professor and doctoral supervisor of North China Electric Power University. Mr. Cui has been engaged in scientific research and teaching of electrical engineering for a long time. He has won the Outstanding Contribution Award for China Electric Power Science and Technology* (中國電力科學技術傑出貢獻獎), and the honorary titles including “Significant Contribution Expert for State Grid UHV DC Demonstration Project”* (國家電網特高壓直流示範工程重要貢獻專家), and “Special Contribution Expert for State Grid UHV AC Test Demonstration Project”* (國家電網特高壓交流試驗示範工程特殊貢獻專家). Mr. Cui has served as an independent non-executive Director of the Company since June 2021.

Mr. Cui has served as an independent director of Beijing Sifang Automation Co., Ltd. (a company listed on the Shanghai Stock Exchange with the stock code: 601126) since May 2019.

Mr. Chen Weiping (陳維平), aged 67, holds a bachelor’s degree and is a professor-level senior engineer. Mr. Chen currently serves as an independent non-executive Director of the Company, a re-appointed technical expert of Hualu Engineering & Technology Co., Ltd. (華陸工程科技有限責任公司), and previously served as an engineer, senior engineer, deputy chief engineer, chief engineer of the medical department, director of the process office, and professor-level senior engineer in the Sixth Design Institute of the Ministry of Chemical Industry* (化工部第六設計院) and China Hualu Engineering Company* (中國華陸工程公司) (predecessor of Hualu Engineering & Technology Co., Ltd.), etc. Mr. Chen has been engaged in chemical engineering design and technical development for nearly 40 years. Mr. Chen was awarded the honorary titles including “Master of Engineering Survey and Design in the Petroleum and Chemical Industry”* (石油和化工行業工程勘察設計大師), “Model Worker of Xi’an City”* (西安市勞動模範) and “Model Worker of Shaanxi Province”* (陝西省勞動模範), “Master of Engineering Survey and Design in Shaanxi Province”* (陝西省工程勘察設計大師), “Construction Craftsman for the 70th Anniversary of the Founding of New China”* (新中國成立七十週年建築工匠), and enjoys the “Special Allowance of the State Council”* (國務院特殊津貼). Mr. Chen has served as an independent non-executive Director of the Company since June 2021.

Mr. Tam, Kwok Ming Banny (譚國明), aged 61, is a certified public accountant in Hong Kong, a Chartered Certified Accountant, and a practising certified public accountant in Hong Kong. Mr. Tam obtained a post-experience certificate in accounting from Hong Kong Polytechnic College (currently known as the Hong Kong Polytechnic University) and currently serves as an independent non-executive Director of the Company and a partner of YATA Certified Public Accountants. He previously served as an auditor, audit manager, and partner of Ho and Ho & Company and a practicing director of ShineWing (HK) CPA Limited. Mr. Tam has served as an independent non-executive Director of the Company since June 2021.

Mr. Tam has been an independent director of Inner Mongolia Yitai Coal Co., Ltd. (a company listed on the Shanghai Stock Exchange, Stock Code: 900948) since June 2023.

As at the date of this announcement, so far as known to the Company, the interests or deemed interests of the Director candidates in the shares, underlying shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”) (Cap. 571 of the Laws of Hong Kong)) are as follows:

Name	Nature of interest	The Company/ associated corporation	Number/class of shares of the Company/associated corporation held	Approximate percentage in the total share capital of the Company/ associated corporation ⁽¹⁾	Approximate percentage of shareholding in the relevant class of shares of the Company ⁽²⁾	Long position/ short position
Mr. Zhang Xin	Interest in a controlled corporation ⁽³⁾	The Company	86,759,908 domestic shares	6.07%	8.23%	Long position
	Beneficial owner	TBEA ⁽⁴⁾	528,324 shares	0.01%	N/A	Long position
	Interest in a controlled corporation ⁽⁵⁾	TBEA ⁽⁴⁾	581,077,428 shares	11.50%	N/A	Long position
Mr. Huang Hanjie	Beneficial owner	TBEA ⁽⁴⁾	1,622,734 shares	0.04%	N/A	Long position
Mr. Zhang Jianxin	Interest in a controlled corporation ⁽⁶⁾	The Company	15,955,000 domestic shares	1.12%	1.51%	Long position
Mr. Yin Bo	Interest in a controlled corporation ⁽⁷⁾	The Company	16,165,000 domestic shares	1.13%	1.54%	Long position
Mr. Hu Weijun	Beneficial owner	TBEA ⁽⁴⁾	31,000 shares	0.00%	N/A	Long position

(1) The calculation is based on the total number of 5,052,792,541 shares of TBEA in issue and 1,430,000,000 shares of the Company in issue as at the date of this announcement.

(2) The calculation is based on the total number of 1,053,829,244 domestic shares of the Company in issue as at the date of this announcement.

- (3) Mr. Zhang Xin directly holds 40.08% equity interest in Xinjiang Tebian and holds 24.04% equity interest in Xinjiang Tebian through his wholly-owned Tianjin Hongyuan Innovation Enterprise Management Co., Ltd.* (天津宏遠創新企業管理有限公司); pursuant to the SFO, as Xinjiang Hongyuan Innovation Enterprise Management Co., Ltd.* (新疆宏遠創新企業管理有限公司) (“**Xinjiang Hongyuan**”), in which he holds 70% equity interest, acts as the general partner of Xinjiang Xingze Enterprise Management Limited Partnership* (新疆興則企業管理有限合夥企業) (“**Xinjiang Xingze**”), Mr. Zhang Xin is also deemed to be interested in the 32.95% equity interest in Xinjiang Tebian held by Xinjiang Xingze, and Xinjiang Tebian directly holds 581,077,428 shares of TBEA. Xinjiang Tebian held 83,863,108 domestic shares of the Company as the date of this announcement; Xinjiang Far Excellence Enterprise Management Consulting Co., Ltd.* (新疆遠卓企業管理諮詢有限公司), a wholly-owned subsidiary of Xinjiang Tebian, holds 2,896,800 domestic shares of the Company. Therefore, Mr. Zhang Xin holds approximately 6.07% of the total issued shares of the Company through his interests in the controlled corporations.
- (4) TBEA is the Company’s Controlling Shareholder and therefore an associated corporation of the Company. As at the date of this announcement, TBEA held 921,286,161 domestic shares (approximately 87.42% of the relevant class of shares) of the Company, and TBEA (HONGKONG) CO., LIMITED, a wholly-owned subsidiary of TBEA, held 1,223,200 H shares (approximately 0.33% of the relevant class of shares) of the Company, which in total accounted for approximately 64.52% of the total number of issued shares of the Company.
- (5) Mr. Zhang Xin directly holds 40.08% equity interest in Xinjiang Tebian and holds 24.04% equity interest in Xinjiang Tebian through his wholly-owned Tianjin Hongyuan Innovation Enterprise Management Co., Ltd.*; pursuant to the SFO, as Xinjiang Hongyuan, in which he holds 70% equity interest, acts as the general partner of Xinjiang Xingze, Mr. Zhang Xin is also deemed to be interested in the 32.95% equity interest in Xinjiang Tebian held by Xinjiang Xingze, and Xinjiang Tebian directly holds 581,077,428 shares of TBEA.
- (6) Mr. Zhang Jianxin is a limited partner of Tianjin Xinte Kangrong Enterprise Management Partnership (Limited Partnership) and holds 45.87% interest in it, so he is deemed to be interested in the 2,180,000 domestic shares of the Company held by Tianjin Xinte Kangrong Enterprise Management Partnership (Limited Partnership); in addition, Mr. Zhang Jianxin is the general partner of 5 partnership enterprises (namely Tianjin Xinte Tongxin Enterprise Management Partnership (Limited Partnership), Tianjin Xinte Chengxin Enterprise Management Partnership (Limited Partnership), Tianjin Xinte Zhuocheng Enterprise Management Partnership (Limited Partnership), Tianjin Xinte Green Energy Enterprise Management Partnership (Limited Partnership) and Tianjin Xinte Innovation Enterprise Management Partnership (Limited Partnership)), and has contributed RMB1,000 to each of the 5 partnership enterprises. Mr. Zhang Jianxin (as the general partner) is deemed to be interested in the total 13,775,000 domestic shares of the Company held by the aforesaid 5 partnership enterprises under the SFO.
- (7) Mr. Yin Bo is the general partner of 6 partnership enterprises (namely Tianjin Xinte Dingxin Enterprise Management Partnership (Limited Partnership), Tianjin Xinte Chengli Enterprise Management Partnership (Limited Partnership), Tianjin Xinte Biantong Enterprise Management Partnership (Limited Partnership), Tianjin Xinte Kangrong Enterprise Management Partnership (Limited Partnership), Tianjin Xinte Jianming Enterprise Management Partnership (Limited Partnership) and Tianjin Xinte Hexing Enterprise Management Partnership (Limited Partnership)), and has contributed RMB1,000 to each of the 6 partnership enterprises. Mr. Yin Bo (as the general partner) is deemed to be interested in the total 16,165,000 domestic Shares of the Company held by the aforesaid 6 partnership enterprises under the SFO.

As at the date of this announcement, save as disclosed above, 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; (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; and (v) he/she did not hold any directorships in other listed companies in the last three years, nor did he/she hold any positions in the Company and its subsidiaries (the “Group”).

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

Non-employee Representative Supervisor Candidates:

Mr. Chen Qijun, aged 53, obtained an associate degree, and is a senior economist of economic management, senior enterprise risk manager and senior credit manager. Mr. Chen is now serving as the chairman of Supervisory Board of the Company, the chairman of supervisory board, secretary of the disciplinary inspection committee and chief risk control compliance officer of TBEA, the chairman of the supervisory board of Xinjiang Joinworld, etc. He worked as the deputy factory manager and executive deputy factory manager of TBEA Xinjiang Transformers Factory, 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), etc. Mr. Chen has served as the chairman of Supervisory Board of the Company since June 2015.

Mr. Hu Shujun, aged 51, holds a master’s degree and is a senior electrical engineer. Mr. Hu currently serves as a Supervisor of the Company, the chairman and general manager of Xinjiang Tebian, a director of TBEA, a director of Xinjiang Communications Construction Group Co., Ltd. (a company listed on the Shenzhen Stock Exchange with the stock code: 002941), etc. He previously served 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 of the Company since June 2015.

Mr. Han Shu, aged 46, holds a bachelor's degree and is a qualified lawyer. Mr. Han currently serves as a Supervisor of the Company, a supervisor and the director of legal affairs department of TBEA, etc. He previously served as the deputy director of legal affairs department and the director of risk management department of TBEA Cable Factory in Xinjiang, and the deputy director of legal affairs department of TBEA. Mr. Han has served as a Supervisor of the Company since June 2018.

Employee representative Supervisors:

Mr. Cao Huan, aged 40, holds a bachelor's degree. Mr. Cao currently serves as an employee representative Supervisor and the secretary of the disciplinary inspection committee and the chief risk control compliance officer of the Company. He previously served as the assistant to the director of audit department, deputy director of audit department, and director of audit department of the Company. Mr. Cao has served as an employee representative Supervisor of the Company since June 2015.

Mr. Guo Hao, aged 45, holds a master's degree and is a qualified lawyer. Mr. Guo currently serves as an employee representative Supervisor of the Company and the chief compliance officer of Sunoasis. He previously served as a legal director, deputy director and director of legal affairs department. Mr. Guo has served as an employee representative Supervisor of the Company since June 2021.

As at the date of this announcement, so far as known to the Company, the interests or deemed interests of the Supervisor candidates in the shares, underlying shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) are as follows:

Name	Nature of interest	The Company/ associated corporation	Number/class of shares of the Company/associated corporation held	Approximate percentage in the total share capital of the Company/ associated corporation ⁽¹⁾	Approximate percentage of shareholding in the relevant class of shares of the Company ⁽²⁾	Long position/short position
Mr. Han Shu	Beneficial owner	TBEA ⁽³⁾	1,375 shares	0.00%	N/A	Long position
Mr. Hu Shujun	Beneficial owner	TBEA ⁽³⁾	90,189 shares	0.00%	N/A	Long position
Mr. Guo Hao	Beneficial owner	TBEA ⁽³⁾	70,000 shares	0.00%	N/A	Long position

(1) The calculation is based on the total number of 5,052,792,541 shares of TBEA and 1,430,000,000 shares of the Company in issue as at the date of this announcement.

- (2) The calculation is based on the total number of 1,053,829,244 domestic shares of the Company in issue as at the date of this announcement.
- (3) TBEA is the Company's controlling shareholder and therefore is an associated corporation of the Company. As at the date of this announcement, TBEA held 921,286,161 domestic shares of the Company (accounting for approximately 87.42% of relevant class of shares) and TBEA (HONGKONG) CO., LIMITED, a wholly-owned subsidiary of TBEA, held 1,223,200 H shares of the Company (accounting for approximately 0.33% of relevant class of shares), which together accounted for approximately 64.52% of the total share capital of the Company.

As at the date of this announcement, save as disclosed above, each of the Supervisor 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; (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; and (v) 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.

* *For identification purpose only*