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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 to the purchaser(s) or transferee(s) or to the bank, stockbroker, or other agent through whom the sale or transfer was effected, for transmission to the purchaser(s) or the transferee(s).

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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 APPOINTMENT OF AN EXECUTIVE DIRECTOR;
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
AND
NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2024**

A letter from the Board is set out on pages 3 to 7 of this circular.

The notice convening the EGM of the Company to be held physically at the Conference Room, R&D Building, No. 2249, Zhongxin Street, Ganquanpu Economic and Technological Development Zone (Industrial Park), Urumqi, Xinjiang, the PRC on Friday, 6 September 2024 at 11:00 a.m. is set out on pages EGM-1 to EGM-2 of this circular.

Whether or not you intend to attend the EGM, you are reminded 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 EGM (i.e. no later than 11:00 a.m. on Thursday, 5 September 2024) or any adjourned meeting thereof. Completion and return of the said form of proxy will not preclude you from attending and voting in person at the EGM or at any adjourned meeting if you so wish.

16 August 2024

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DEFINITIONS

In this circular, unless the context otherwise requires, the following terms and expressions have the meanings as set forth below:

“Articles of Association”	the articles of association of the Company (as amended, modified or otherwise supplemented from time to time)
“Board”	the board of Directors
“Company”	Xinte Energy Co., Ltd. (新特能源股份有限公司), a company incorporated in the PRC with limited liability on 20 February 2008 and was converted into a joint stock limited liability company on 16 October 2012, the H Shares of which are listed on the main board of the Stock Exchange (stock code: 1799)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	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
“Domestic Shares Shareholder(s)”	holder(s) of the Domestic Shares
“EGM”	the second extraordinary general meeting of 2024 of the Company to be held physically at the Conference Room, R&D Building, No. 2249, Zhongxin Street, Ganquanpu Economic and Technological Development Zone (Industrial Park), Urumqi, Xinjiang, the PRC on Friday, 6 September 2024 at 11:00 a.m.
“H Share(s)”	overseas listed foreign shares in the Company’s share capital with a nominal value of RMB1.00 each, which are listed on the main board of the Stock Exchange and subscribed for and traded in Hong Kong dollars
“H Shares Shareholder(s)”	holder(s) of the H Shares
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	13 August 2024, 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 Stock Exchange
“PRC” or “China”	the People’s Republic of China, excluding, for the purpose of this circular, Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the Domestic Shares and H Shares
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“TBEA”	TBEA Co., Ltd. (特變電工股份有限公司), a joint stock company incorporated in the PRC with limited liability on 26 February 1993 and listed on the Shanghai Stock Exchange (stock code: 600089)
“%”	per cent

LETTER FROM THE BOARD

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*)

Ms. Kong Ying

Mr. Hu Weijun

Non-executive Directors:

Mr. Zhang Xin

Mr. Huang Hanjie

Independent Non-executive Directors:

Mr. Cui Xiang

Mr. Chen Weiping

Mr. Tam, Kwok Ming Banny

Registered office:

No. 2249, Zhongxin Street

Ganquanpu Economic and

Technological Development Zone

(Industrial Park)

Urumqi, Xinjiang, the PRC

*Headquarters and principal place of
business in the PRC:*

No. 2249, Zhongxin Street

Ganquanpu Economic and

Technological Development Zone

(Industrial Park)

Urumqi, Xinjiang, the PRC

Principal place of business in Hong Kong:

40th Floor, Dah Sing Financial Centre

No. 248 Queen's Road East

Wanchai, Hong Kong

16 August 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF AN EXECUTIVE DIRECTOR;
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
AND
NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2024**

I. INTRODUCTION

References are made to the Company's announcement dated 27 June 2024 in relation to, among other things, the proposed appointment of an executive Director and the announcement dated 9 August 2024 in relation to the proposed amendments to the Articles of Association.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with the relevant information about, among other things, the proposed appointment of an executive Director and the proposed amendments to the Articles of Association to enable you to make an informed decision on whether to vote for or against or abstain from voting on these resolutions, to be approved by way of ordinary or special resolutions.

A. THE PROPOSED APPOINTMENT OF AN EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 27 June 2024 in relation to, among others, the proposed appointment of Mr. Yang Xiaodong (“**Mr. Yang**”) as an executive Director (the “**Proposed Appointment**”). An ordinary resolution will be proposed at the EGM to approve the Proposed Appointment.

The biography of Mr. Yang is as follows:

Mr. Yang, aged 47, a doctoral degree holder and a professorate senior engineer. Mr. Yang currently serves as the general manager of the Company and previously served as the head of the corporate management department and the head of manufacturing department of TBEA Shenyang Transformer Group Co., Ltd.* (特變電工瀋陽變壓器集團有限公司), the general manager of TBEA Kangjia Transformer Co., LTD* (特變電工康嘉互感器有限責任公司) and the general manager of Xinjiang Tianchi Energy Co., Ltd.* (新疆天池能源有限責任公司).

As at the Latest Practicable Date, Mr. Yang holds 1,638,000 shares in TBEA, a controlling shareholder (as defined in Listing Rules) of the Company, representing approximately 0.03% of the total issued shares of TBEA.

Upon approval of the Proposed Appointment of Mr. Yang at the EGM, the Company will enter into a service contract with him and handle all other relevant matters immediately upon the effective date of his appointment. His term of service shall begin from the date of approval at the EGM, until the expiration of the term of the fifth session of the Board. His allowance standard as a Director will be determined in accordance with the allowance plan for Directors and supervisors of the Company for the year 2024 (i.e., an executive director’s allowance is RMB160,000 before tax).

As at the Latest Practicable Date, save as disclosed above, Mr. Yang has confirmed that (i) he is not connected with any Directors, supervisors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders of the Company; (ii) he does not have any interest or short position in 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 (Cap 571 of the Laws of Hong Kong); (iii) he is not involved in any matters required to be disclosed pursuant to the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; (iv) there is no other matter in relation to the Proposed Appointment that shall be brought to the

* For identification purpose only

LETTER FROM THE BOARD

attention of the Shareholders or the Stock Exchange; and (v) he has neither held any directorships of any listed companies nor any other positions of the Company or its subsidiaries in the past three years.

B. THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 9 August 2024 in relation to the proposed amendments to the Articles of Association. Based on the Company's actual conditions and in light of the requirement about standardizing the registration of business scope by the State Administration for Market Regulation, the Company proposed to amend the Articles of Association, which is subject to seeking approval from the Shareholders by way of special resolution at the EGM. The details of the proposed amendments are as follows:

Before amendment	After amendment
<p><u>Article 13</u> 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, installment and maintenance, sales and aftersales 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; import and export business for goods and technologies; production and sales of chemicals by-products related to polysilicon production; intraocular lens, energy storage materials, lithium ion batteries, hydrogen fuel cells, secondary batteries components and modules production and sales; 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, 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, building materials.</p>	<p><u>Article 13</u> The Company's scope of business includes: <u>general items: manufacturing of non-metallic mineral products; sales of non-metallic minerals and products; manufacturing of PV equipment and components; sales of PV equipment and components; manufacturing of electronic specialized materials; sales of electronic specialized materials; manufacturing of special ceramic products; sales of special ceramic products; manufacturing of synthetic materials (excluding hazardous chemicals); sales of synthetic materials; sales of metal matrix composite materials and ceramic matrix composite materials; sales of graphite and carbon products; processing and treatment of non-metallic waste and scrap; import and export of goods; import and export of technology; technology service, technology development, technology consultation, technology exchange, technology transfer, technology promotion; sales of machinery and equipment; sales of mechanical and electrical equipment; sales of metal materials; sales of building materials; house leasing; non-residential real estate leasing. (Except for items that need to be approved according to law, business activities can be carried out independently with business licenses according to law) approved items: installation, maintenance and testing of power transmission, supply and reception facilities; power generation business, power transmission business, power supply (distribution) business; production of hazardous chemicals; road freight transportation (excluding hazardous goods); international road freight transportation. (For items that require approval according to law, business activities can be carried out only upon approval by relevant authorities, and specific business items shall be subject to approval documents or licenses from relevant authorities)</u></p>

LETTER FROM THE BOARD

Before amendment	After amendment
<p>Article 158 Resolutions of the board meetings shall be <u>voted by show of hands. The written resolutions shall be signed and confirmed by directors and agreed with the content of resolution.</u></p> <p>The extraordinary board meetings may be held and the resolution may be voted by facsimile on the basis that directors' opinions can be expressed adequately and shall be signed by directors. But the following material matters reviewed by the Board shall not be voted by facsimile or other communication means.</p> <p>(I) <u>increase or reduction of capital register of the Company;</u></p> <p>(II) <u>division, merger, dissolution and liquidation of the Company;</u></p> <p>(III) <u>amendments to these Articles of Association;</u></p> <p>(IV) <u>the equity incentive scheme.</u></p>	<p>Article 158 Resolutions of the board meetings shall be <u>voted by a registered poll.</u></p> <p>The extraordinary board meetings may be held and the resolution may be voted by videoconference, teleconference, facsimile on the basis that directors' opinions can be expressed adequately and shall be signed by directors attending the meeting.</p>

There are a total of two proposed amendments to the Articles of Association. Save for the proposed amendments above, there will be no change in the contents of other articles in the Articles of Association. The existing Articles of Association remains effective before the passing of the proposed amendments above at the EGM.

II. THE EGM

The Company will convene the EGM physically at the Conference Room, R&D Building, No. 2249, Zhongxin Street, Ganquanpu Economic and Technological Development Zone (Industrial Park), Urumqi, Xinjiang, the PRC on Friday, 6 September 2024 at 11:00 a.m. to consider and, if thought fit, to approve the matters contained in this circular. The notice of the EGM is set out on pages EGM-1 to EGM-2 in this circular.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, none of the Shareholders are required to abstain from voting at the EGM.

In order to determine the Shareholders who are eligible to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 3 September 2024 to Friday, 6 September 2024, both days inclusive, during which period no transfer of Shares will be effected. Shareholders whose names appear on the register of members of the Company on Friday, 6 September 2024 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 Share transfer documents accompanied by the relevant share certificates must be lodged with the Company's board secretary office (in case of Domestic

LETTER FROM THE BOARD

Shares Shareholders), at No. 399, South Changchun Road, New Downtown, Urumqi, Xinjiang, the PRC, or the Company's H Share registrar (in case of H Shares Shareholders), 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 Monday, 2 September 2024 for registration.

Shareholders who intend to appoint a proxy to attend the EGM shall complete and return the accompanying form of proxy in accordance with the instructions printed thereon. For H Shares Shareholders, the form of proxy should be returned to Computershare Hong Kong Investor Services Limited and for Domestic Shares Shareholders, the form of proxy should be returned to the Company's board secretary office in person or by post not less than 24 hours before the time fixed for holding the EGM (i.e. no later than 11:00 a.m. on Thursday, 5 September 2024) or any adjourned meeting thereof.

III. VOTING BY POLL AT THE EGM

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders of a listed issuer at the issuer's EGM 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 the EGM will, therefore, demand a poll for each resolution put to the vote at the EGM pursuant to the Articles of Association.

On a poll, every Shareholder present in person or by proxy to attend the EGM (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 to use all his/her/its votes or cast all the votes he/she/its uses in the same manner.

IV. RECOMMENDATIONS

The Board considers that all resolutions set out in the notice of the EGM for Shareholders' consideration and approval are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all resolutions set out in the notice of the EGM and to be proposed at the EGM.

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

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2024

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 SECOND EXTRAORDINARY GENERAL MEETING OF 2024

NOTICE IS HEREBY GIVEN that the second extraordinary general meeting of 2024 (the “**EGM**”) of Xinte Energy Co., Ltd. (the “**Company**”) will be held physically at the Conference Room, R&D Building, No. 2249, Zhongxin Street, Ganquanpu Economic and Technological Development Zone (Industrial Park), Urumqi, Xinjiang, the People's Republic of China (the “**PRC**”) on Friday, 6 September 2024 at 11:00 a.m. to consider and, if thought fit, approve the following resolutions.

ORDINARY RESOLUTION

1. To consider and approve the appointment of Mr. Yang Xiaodong as an executive director of the Company.

SPECIAL RESOLUTION

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

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

Xinjiang, the PRC
16 August 2024

Notes:

1. In order to determine the 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 Tuesday, 3 September 2024 to Friday, 6 September 2024, both days inclusive, during which period no transfer of Shares will be effected. Shareholders whose names appear on the register of members of the Company on Friday, 6 September 2024 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 share transfer documents accompanied by the relevant share certificates must be lodged with the Company's board

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2024

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 Monday, 2 September 2024 for registration.

2. Shareholders may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the EGM (or any adjournment thereof) on his/her behalf. The proxy needs not be a Shareholder.
3. 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 authorized by the relevant Shareholder in writing ("**power of attorney**"). If the form of proxy is signed by the person authorized by the relevant Shareholder as aforesaid, the relevant power of attorney and other relevant documents of authorization (if any) must be notarized. 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 authorized by that corporate Shareholder as required by the articles of association of the company.
4. To be valid, the form of proxy and the relevant notarized power of attorney (if any) and other relevant documents of authorization (if any) as mentioned in note 3 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 fixed for the EGM (i.e. no later than 11:00 a.m. on Thursday, 5 September 2024) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM if you so wish.
5. 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 authorized 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 authorization document (as the case may be).
6. 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.
7. 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 of directors of the Company consists of Mr. Zhang Jianxin, Ms. Kong Ying and Mr. Hu Weijun as executive directors; Mr. Zhang Xin and Mr. Huang Hanjie as non-executive directors; Mr. Cui Xiang, Mr. Chen Weiping and Mr. Tam, Kwok Ming Banny as independent non-executive directors.