

1. FURTHER INFORMATION ABOUT OUR COMPANY

A. Incorporation

Our Company was established in the PRC as a joint stock company with limited liability under the PRC laws on October 16, 2012. Our registered office is at No.2499, Mianguangdong Street, Ganquanpu Economic and Technological Development Zone (Industrial Park), High-tech Industrial Development Zone (New Downtown), Urumqi, Xinjiang, PRC.

We have established a place of business in Hong Kong at 18/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong which was registered with the Registrar of Companies in Hong Kong as a non-Hong Kong company under Part 16 of the Companies Ordinance on June 9, 2015. Ms. Ng Wing Shan has been appointed as the authorized representative of our Company for the acceptance of service of process and notices on behalf of our Company in Hong Kong. The address for service of process on our Company in Hong Kong is the same as its principal place of business in Hong Kong as set out above.

As our Company was established in the PRC, we are subject to the relevant laws and regulations of the PRC. A summary of the relevant aspects of laws and regulations of the PRC and our Articles of Association is set out in Appendices IV and V to this prospectus.

B. Changes in the Share Capital of Our Company

Our predecessor, TBEA Silicon was established as a limited liability company in the PRC on February 20, 2008 with a registered capital of RMB400,000,000. At our establishment as a joint stock limited company converting from our predecessor, our registered capital was RMB568,000,000 divided into 568,000,000 Domestic Shares of nominal value of RMB1.00 each. The following sets out the changes to the Company's registered capital since its establishment.

- (a) TBEA Silicon, the predecessor of our Company, had a registered capital of RMB400,000,000 as of the date of its establishment on February 20, 2008, which is fully paid up by TBEA, Emei Institute, Xinjiang Tebian and Shanghai Honglian on April 18, 2008.
- (b) On November 16, 2008, the registered capital of TBEA Silicon was increased from RMB400,000,000 to RMB700,000,000, which was paid by TBEA in cash.
- (c) On February 10, 2009, the registered capital of TBEA Silicon was increased from RMB700,000,000 to RMB940,000,000, which was paid by China Foreign Economic and Trade Trust Co. (中國對外經濟貿易信託有限公司) in cash.
- (d) On February 4, 2009, Shanghai Honglian (Xinjiang Honglian) transferred 0.53% of its equity interest in TBEA Silicon to Xinjiang Tebian for a consideration of RMB5,000,000.
- (e) On December 20, 2010, China Foreign Economic and Trade Trust Co. (中國對外經濟貿易信託有限公司) transferred 25.53% of its equity interest in TBEA Silicon to TBEA for a consideration of RMB275,916,448.19.
- (f) On July 5, 2011, the registered capital of TBEA Silicon was increased from RMB940,000,000 to RMB2,200,000,000, among which, RMB1,000,000,000 was paid by TBEA in cash, RMB200,000,000 was paid by Xinjiang Tebian in cash and RMB60,000,000 was paid by Xinjiang Honglian in cash.

- (g) On December 19, 2011, Emei Institute transferred 1.82% of its equity interest in TBEA Silicon to Xinjiang Tebian for a consideration of RMB40,000,000.
- (h) On December 23, 2011, the registered capital of TBEA Silicon was increased from RMB2,200,000,000 to RMB2,556,880,000, among which RMB278,340,000 was paid by TBEA in cash, RMB14,550,000 was paid by Xinjiang Tebian in cash, RMB44,000,000 was paid by Xinjiang Honglian in cash, RMB5,440,000 was paid by Mr. Liu Bingcheng in cash and RMB14,550,000 was paid by Xinjiang Far Excellence in cash.
- (i) On January 10, 2012, the registered capital of TBEA Silicon was increased from RMB2,556,880,000 to RMB2,859,200,000, among which RMB298,060,000 was paid by TBEA in cash, and RMB4,260,000 was paid by Mr. Liu Bingcheng in cash.
- (j) On October 16, 2012, the Company was renamed as Xinte Energy Co., Ltd. and converted into a joint stock company with limited liability, and the registered capital was RMB568,000,000.
- (k) On October 12, 2013, Mr. Liu Bingcheng transferred his 448,560 shares of our Company to Mr. Jia Boyuan at a consideration of RMB2,260,742.4. The consideration was arrived at after arm's length negotiations between the parties with reference to the net asset of the Company as of December 31, 2012.
- (l) On October 24, 2013, Mr. Liu Bingcheng transferred his 287,908 Shares of our Company to Xinjiang Tebian at a consideration of RMB1,500,000. The consideration was arrived at after arm's length negotiations between the parties with reference to the net asset of the Company as of December 31, 2012.
- (m) On December 22, 2014, TBEA contributed its 521,012,000 shares in Xinjiang New Energy into our Company, as to approximately RMB105,050,000 credited as registered capital. The above capital increase was completed as of December 31, 2014 and as a result of which, our registered capital was increased from RMB568,000,000 to RMB673,050,000.
- (n) On April 11, 2015, our Company entered into a pre-IPO share subscription agreement with Jinglong Technology and TBEA respectively, pursuant to which we issued 14,619,883 Domestic Shares to Jinglong Technology for a consideration equivalent to RMB99,999,999.72 and 43,859,649 Domestic Shares to TBEA for a consideration equivalent to RMB299,999,999.16.
- (o) On April 13, 2015, we, together with TBEA and Xinjiang Tebian, entered into a pre-IPO share subscription agreement with CM International and a pre-IPO share subscription agreement with GF Energy and L.R. Capital Growth I, pursuant to which: (i) we issued 43,859,649 Unlisted Foreign Shares to CM International for a consideration equivalent to RMB299,999,999.16; and (ii) we issued 29,239,766 Unlisted Foreign Shares to GF Energy for a consideration equivalent to RMB199,999,999.44 and 73,099,415 Unlisted Foreign Shares to L.R. Capital Growth I for a consideration equivalent to RMB499,999,998.60, respectively. After this capital increase, the registered share capital of the Company was increased from RMB673,050,000 to RMB877,728,362.

Save as disclosed above, there has been no alteration in our Company's share capital since our establishment.

C. Written Resolutions Passed by Our Shareholders

Pursuant to the extraordinary shareholders' meeting held on June 2, 2015, the following resolutions, among others, were duly passed:

- (a) the issue by our Company of H Shares of nominal value of RMB1.00 each and such H Shares be listed on the Hong Kong Stock Exchange;
- (b) the number of H Shares to be issued shall not be more than 30% of the total issued share capital of our Company as enlarged by the Global Offering, and the grant to the Joint Bookrunners the Over-allotment Option of not more than 15% of the number of H Shares issued pursuant to the Global Offering;
- (c) subject to the completion of the Global Offering, the adoption of the Articles of Association, which shall become effective on Listing Date; and
- (d) authorization of the Board and its authorized persons to handle all matters relating to, among other things, the Global Offering, the issue and listing of the H Shares.

D. Changes in Share Capital of Our Principal Subsidiaries

The list of our principal subsidiaries (as defined under the Listing Rules) as of the date of this prospectus is set out under the financial statements in the Accountants' Report as included in Appendix I to this prospectus. Save as disclosed below, there is no change in the share capital of our principal subsidiaries within the two years preceding the date of this Prospectus.

(a) Xinjiang New Energy

On April 22, 2014, the registered capital of Xinjiang New Energy was increased from RMB46,980,000 to RMB1,253,900,000.

On July 2, 2015, the registered capital of Xinjiang New Energy was increased from RMB1,253,900,000 to RMB1,859,960,603.

(b) Xi'an TBEA Electric Power Design Co., Ltd. (西安特變電工電力設計有限責任公司)

On September 15, 2013, Xi'an TBEA Electric Power Design Co., Ltd. convened a general meeting of shareholders at which shareholder Chen Hu transferred RMB1,650,000, representing 33% of the total share capital of the company, out of the total equity interest he held in the company which amounted to RMB2,450,000, to new shareholder Shao Yonggang. After the transfer of equity interest, Chen Hu, Shao Yonggang and Xinjiang New Energy held 16%, 33% and 51% equity interest in the company, respectively.

On April 15, 2014, Xi'an TBEA Electric Power Design Co., Ltd. convened a general meeting of shareholders at which the registered capital of the company was increased by RMB1,920,000 through capitalization of distributable profits and by RMB3,080,000 as a result of capital contribution from Xinjiang New Energy by way of cash, and as such, the registered capital was increased to RMB10,000,000. After the transfer of equity interest, Chen Hu, Shao Yonggang and Xinjiang New Energy held 11.07%, 22.84% and 66.09% equity interest in the company, respectively.

(c) TBEA Xi'an Electrical Technology Co., Ltd. (特變電工西安電氣科技有限公司)

On May 22, 2014, the registered capital of TBEA Xi'an Electrical Technology Co., Ltd. was increased from RMB40,000,000 to RMB86,000,000, and further increased to RMB150,000,000 on the same date.

E. FURTHER INFORMATION ABOUT OUR JOINT VENTURE

The list of our joint ventures in which we are interested is set out below:

Sichuan Ganzi Datang International New Energy Co., Ltd. (四川甘孜大唐國際新能源有限責任公司) (“Ganzi JV”)

Capital Contribution and interest percentage of parties	Xinjiang New Energy: RMB45,223,100 (50%) Sichuan Datang International New Energy Co., Ltd. (四川大唐國際新能源有限公司) (“ Datang International ”): RMB45,223,100 (50%)
Company’s common reserve	When the business registration of Ganzi JV is completed, Datang International shall apply the government special supporting funds with a total amount of RMB15,300,000 and Xinjiang New Energy shall also make contributions to Ganzi JV with the same amount within one month after the government special supporting funds has been provided. The total amount will be used as Ganzi JV’s common reserve.
Term of joint venture	50 years
Place of establishment	China
Date of establishment	October 13, 2014
Scope of business	PV power generation (“ PV Project ”)
Nature	Joint Venture
Registered Capital	RMB90,446,200
Dividend distribution	Xinjiang New Energy will enjoy all the dividends before Datang International fully pays its subscribed capital contributions (it was mutually agreed that Datang International will fully pay its subscribed capital contributions within half a year after the commercial operation of the PV Project); after Datang International has fully paid its subscribed capital contributions, Xinjiang New Energy and Datang International shall enjoy the dividends in accordance with the proportion of their respective actual contributions.
Pre-emption rights	When Datang International fully paid its subscribed capital contributions, it will enjoy the pre-emption right if Xinjiang New Energy sells all or part of its shares; if Xinjiang New Energy wishes to sell all or part of its shares to a third party, Xinjiang New Energy shall urge the third party to provide Datang International with a confirmation letter confirming that it will comply with the articles of association of Ganzi JV and Ganzi JV shall be managed by Datang International.
Operation management	Xinjiang New Energy shall manage the business operation before the completion of the PV Project, while Datang International shall manage the business after the PV Project begins commercial operation (i.e. pass the connecting inspection of the grid company) and the conditions set forth in the Ganzi JV agreement are satisfied.
Termination event	The cooperation will be terminated if the construction and operation of the PV Project fails due to national policies or irresistible force.

2. FURTHER INFORMATION ABOUT OUR BUSINESS

A. Summary of Our Material Contracts

We have entered into the following contracts (not being contracts entered into in the ordinary course of business of the Company) within two years preceding the date of this prospectus which are or may be material and a copy of each has been delivered to the Registrar of Companies in Hong Kong for registration:

- (a) a pre-IPO share subscription agreement dated April 11, 2015 entered into between our Company and Jinglong Technology Holdings Limited (晶龍科技控股有限公司), pursuant to which we issued 14,619,883 Shares to Jinglong Technology Holdings Limited (晶龍科技控股有限公司) for a consideration equivalent to RMB99,999,999.72;
- (b) a pre-IPO share subscription agreement dated April 11, 2015 entered into between our Company and TBEA Co., Ltd. (特變電工股份有限公司), pursuant to which we issued 43,859,649 Shares to TBEA Co., Ltd. (特變電工股份有限公司) for a consideration equivalent to RMB299,999,999.16;
- (c) a pre-IPO share subscription agreement dated April 13, 2015 entered into among our Company, TBEA Co., Ltd. (特變電工股份有限公司), Xinjiang Tebian (Group) Co., Ltd. (新疆特變電工集團有限公司) and CM International Capital Limited (中民國際資本有限公司), pursuant to which we issued 43,859,649 Shares to CM International Capital Limited (中民國際資本有限公司) for a consideration equivalent to RMB299,999,999.16;
- (d) a pre-IPO share subscription agreement dated April 13, 2015 entered into among our Company, TBEA Co., Ltd. (特變電工股份有限公司), Xinjiang Tebian (Group) Co., Ltd. (新疆特變電工集團有限公司), GF Energy Investment Limited and L.R. Capital China Growth I Company Limited, pursuant to which we issued 29,239,766 Shares to GF Energy Investment Limited for a consideration equivalent to RMB199,999,999.44 and 73,099,415 Shares to L.R. Capital China Growth I Company Limited for a consideration equivalent to RMB499,999,998.60, respectively;
- (e) the non-competition undertaking dated June 16, 2015, entered into between our Company and TBEA Co., Ltd. (特變電工股份有限公司), pursuant to which TBEA Co., Ltd. (特變電工股份有限公司) has undertaken that, *inter alia*, it will not, and it will procure its subsidiaries and associates not to, engage in any businesses which directly or indirectly constitute competition or potential competition with the businesses of our Group;
- (f) the cornerstone investment agreement dated December 14, 2015, entered into between Keystone Group LTD. (鑰石集團有限公司), AMTD Asset Management Limited, GF Securities (Hong Kong) Brokerage Limited and the Company, pursuant to which Keystone Group LTD. (鑰石集團有限公司) agreed to subscribe for such number of Offer Shares (rounded down to the nearest whole board lot of 400 H Shares) which may be purchased with an aggregate amount of Hong Kong dollars equivalent of USD30 million (exclusive of brokerage fee, Hong Kong Stock Exchange trading fee and SFC transaction levy) at the Offer Price;
- (g) the cornerstone investment agreement dated December 14, 2015, entered into between LRC. Belt and Road Investment Limited, AMTD Asset Management Limited, GF Securities (Hong Kong) Brokerage Limited and the Company, pursuant to which LRC. Belt and Road Investment Limited agreed to subscribe for such number of Offer Shares (rounded down to the nearest whole board lot of 400 H Shares) which may be purchased

with an aggregate amount of Hong Kong dollars equivalent of USD30 million (exclusive of brokerage fee, Hong Kong Stock Exchange trading fee and SFC transaction levy) at the Offer Price;

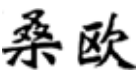
- (h) the cornerstone investment agreement dated December 14, 2015, entered into between Xinjiang Energy Investment Co., Ltd. (新疆能源(集團)投資有限責任公司), GF Securities (Hong Kong) Brokerage Limited and the Company, pursuant to which Xinjiang Energy Investment Co., Ltd. (新疆能源(集團)投資有限責任公司) agreed to subscribe for such number of Offer Shares (rounded down to the nearest whole board lot of 400 H Shares) which may be purchased with an aggregate amount of Hong Kong dollars equivalent of USD10 million (exclusive of brokerage fee, Hong Kong Stock Exchange trading fee and SFC transaction levy) at the Offer Price;
- (i) the cornerstone investment agreement dated December 14, 2015, entered into between Union Sky Holding Group Limited, GF Securities (Hong Kong) Brokerage Limited and the Company, pursuant to which Union Sky Holding Group Limited agreed to subscribe for such number of Offer Shares (rounded down to the nearest whole board lot of 400 H Shares) which may be purchased with an aggregate amount of Hong Kong dollars equivalent of USD20 million (exclusive of brokerage fee, Hong Kong Stock Exchange trading fee and SFC transaction levy) at the Offer Price; and
- (j) the Hong Kong Underwriting Agreement.

B. Our Intellectual Property Rights

As of the Latest Practicable Date, our Company has registered or has applied for the following intellectual property rights which are material in relation to our Company's business.

Trademarks—registered

As of the Latest Practicable Date, we have registered the following trademarks which we consider to be material in relation to our business:

No.	Registrant	Trademark Sample	Registration Number	Approved Class	Date of Registration	Expiry Date	Place of Registration
1	Xinjiang New Energy		5083264	Class 9	2008/12/21	2008/12/20	PRC
2	Xinjiang New Energy		1757771	Class 9	2002/04/28	2022/04/27	PRC
3	Xinjiang New Energy		5055423	Class 9	2008/12/07	2018/12/06	PRC
4	Xinjiang New Energy		1772745	Class 9	2002/05/21	2022/05/20	PRC

Trademarks—licensed

As of the Latest Practicable Date, we have been licensed to use the following trademarks which we consider to be material in relation to our business:

No.	Registrant	Trademark Sample	Registration Number	Approved Class	Scope of Application	Effective Period of Licensing Agreement	Place of Registration
1	TBEA		4099093	Class 9	Products and product packaging, company name, identification	2017/12/31	PRC
2	TBEA		4475833	Class 9	Products and product packaging, company name, identification	2017/12/31	PRC
3	TBEA		4475858	Class 9	Products and product packaging, company name, identification	2017/12/31	PRC
4	TBEA		11561810	Class 9	Products and product packaging, company name, identification	2017/12/31	PRC

Software Copyrights

As of the Latest Practicable Date, we have registered the following software copyrights, which we consider to be or may be material to our business:

No.	Right Holder	Software Name	Registration Number / Application Number	Date of Registration	Period of Use	Place of Registration
1	TBEA Xinjiang New Energy Co., Ltd.; TBEA Xi'an Electrical Technology Co., Ltd.	TBEA Small Photovoltaic Power Station Monitoring System Software V1.0 (特變電工小型光伏電站監控系統軟件V1.0)	2012SR132744	2012/12/24	50 years	PRC
2	TBEA Xinjiang New Energy Co., Ltd.	Photovoltaic System Engineering Design Software (光伏系統工程設計軟件) (Abbreviation: PVSPD) V1.0	2013SR131492	2013/11/22	50 years	PRC
3	TBEA Xinjiang New Energy Co., Ltd.; TBEA Xi'an Electrical Technology Co., Ltd.	Photovoltaic Power Station Energy Management System Software (光伏電站能源管理系統軟件) (Abbreviation: Solar manage system) V1.0	2014SR061763	2014/05/16	50 years	PRC

No.	Right Holder	Software Name	Registration Number / Application Number	Period of Validity		Place of Registration
				Date of Registration	Period of Use	
4	TBEA Xinjiang New Energy Co., Ltd.; TBEA Xi'an Electrical Technology Co., Ltd.	Inverter HMI LCD Software V1.0 (逆變器人機接口液晶軟件V1.0)	2014SR067190	2014/05/27	50 years	PRC
5	Xinte Energy Co., Ltd.	Xinte Energy Reduction Furnace Start and Stop Sequence Program Software V1.0 (新特能源還原爐啟停爐順控程序軟件V1.0)	2013SR044819	2013/05/15	50 years	PRC
6	Xinte Energy Co., Ltd.	Enterprise and Institution Patents Management System V1.0 (企事業單位專利管理系統V1.0)	2014SR114154	2014/08/06	50 years	PRC

Domain Names

As of the Latest Practicable Date, we have registered the following domain names:

No.	Registrant	Domain Name	Period of Validity		Place of Registration
			Date of Registration	Date of Expiration	
1	Xinte Energy Co., Ltd.	xtnysolar.com	2014/12/25	2019/12/25	PRC
2	Xinte Energy Co., Ltd.	xtnysolar.com.cn	2014/12/30	2019/12/30	PRC
3	Xinte Energy Co., Ltd.	xtnysolar.cn	2014/12/30	2019/12/30	PRC
4	Xinte Energy Co., Ltd.	xtnysolar.net	2014/12/30	2019/12/30	PRC
5	Xinte Energy Co., Ltd.	tbea-xnjc.com	2014/12/25	2019/12/25	PRC
6	Xinte Energy Co., Ltd.	zhixinscitech.com	2015/01/12	2020/01/12	PRC
7	Xinte Energy Co., Ltd.	xjxtwl.com	2014/12/30	2019/12/30	PRC
8	Xinte Energy Co., Ltd.	xn-analysis.com	2014/12/30	2019/12/30	PRC
9	TBEA Xinjiang New Energy Co., Ltd.	sunoasis.com.cn	2001/11/12	2018/11/12	PRC
10	TBEA Xinjiang New Energy Co., Ltd.	tbea-energy.com	2014/02/26	2020/02/26	PRC
11	TBEA Xinjiang New Energy Co., Ltd.	tbeaenergy.com	2013/01/31	2023/01/31	PRC
12	TBEA Xinjiang New Energy Co., Ltd.	tbeasolar.com.cn	2010/06/18	2018/06/18	PRC
13	TBEA Xinjiang New Energy Co., Ltd.	tbeasolar.com	2010/05/27	2021/05/27	PRC
14	TBEA Xinjiang New Energy Co., Ltd.	tbeasunoasis.cn	2010/06/18	2018/06/18	PRC
15	TBEA Xinjiang New Energy Co., Ltd.	tbeasunoasis.com	2010/06/18	2018/06/18	PRC
16	TBEA Xinjiang New Energy Co., Ltd.	特變電工新能源.中國	2010/06/18	2016/06/18	PRC

Patents

As of the Latest Practicable Date, we have registered the following patents, which we consider to be or may be material to our business:

No.	Patentees	Patent Name	Class of Patents	Patent Number	Application Date	Grant Date
1.	Xinte Energy Co., Ltd.	Method and device for vaporizing hydrogen chloride in tail gas in polysilicon production (一種多晶矽生產中汽化尾氣中氯化氫的方法及其裝置)	Invention	ZL201010195798.1	2010/06/09	2011/08/31
2.	Xinte Energy Co., Ltd.	Method for removing carbons in polysilicon carbon head materials (一種去除多晶矽碳頭料中碳的方法)	Invention	ZL201010195803.9	2010/06/09	2011/08/10
3.	Xinte Energy Co., Ltd.	Method and device for recycling heat energy in reduced tail gas in polysilicon production (一種多晶矽生產中還原尾氣熱能回收利用的方法和裝置)	Invention	ZL201010574832.6	2010/12/06	2011/10/05
4.	Xinte Energy Co., Ltd.	Method and device for recovering waste silicon powder from trichlorosilane synthetic furnace (一種三氯氫矽合成爐廢矽粉回收方法及裝置)	Invention	ZL201210245222.0	2012/07/16	2014/07/09
5.	Xinte Energy Co., Ltd.	Method for catalyzing and hydrogenating silicon tetrachloride by using nano platinum (納米鉑催化氫化四氯化矽的方法)	Invention	ZL201210346131.6	2012/09/18	2014/09/03
6.	Xinte Energy Co., Ltd.	Catalyst for catalytic hydrogenation of silicon tetrachloride and preparation method thereof (催化氫化四氯化矽的催化劑及其製備方法)	Invention	ZL201210437980.2	2012/11/06	2014/12/10

No.	Patentees	Patent Name	Class of Patents	Patent Number	Application Date	Grant Date
7.	TBEA Xinjiang New Energy Co., Ltd.; TBEA Xi'an Electrical Technology Co., Ltd.	Zero-current through compensation method and device for grid-connected inverter (並網逆變器的零電流穿越補償方法和裝置)	Invention	ZL201010271759.5	2010/09/03	2014/01/29
8.	TBEA Xinjiang New Energy Co., Ltd.; TBEA Xi'an Electrical Technology Co., Ltd.	Single-phase non-isolated photovoltaic grid-connected inverter and control method (單相非隔離型光伏並網逆變器及控制方法)	Invention	ZL201010536429.4	2010/11/09	2013/12/25
9.	TBEA Xinjiang New Energy Co., Ltd.; TBEA Xi'an Electrical Technology Co., Ltd.	Grid-connected inverter and alternating-current output filter method thereof (一種並網逆變器及其交流輸出濾波方法)	Invention	ZL201010553722.1	2010/11/17	2012/08/08
10.	TBEA Xinjiang New Energy Co., Ltd.; TBEA Xi'an Electrical Technology Co., Ltd.	Non-isolated photovoltaic grid-connected inverter and control method thereof (非隔離型光伏並網逆變器及其控制方法)	Invention	ZL201110098675.0	2011/04/15	2015/01/21
11.	TBEA Xinjiang New Energy Co., Ltd.; TBEA Xi'an Electrical Technology Co., Ltd.	Inverter phase lock control system and method for phase locking (逆變器的鎖相控制系統及其鎖相方法)	Invention	ZL201110108506.0	2011/04/28	2015/01/21
12.	Xinte Energy Co., Ltd.	Method and device for recycling tail gas in polysilicon production (一種多晶矽生產尾氣再回收利用的方法及其裝置)	Invention	ZL201210346204.1	2012/09/18	2015/03/25
13.	Xinte Energy Co., Ltd.	Technology and device for production of polysilicon by reduction (一種多晶矽還原生產工藝及裝置)	Invention	ZL201210348552.2	2012/09/19	2015/03/25

No.	Patentees	Patent Name	Class of Patents	Patent Number	Application Date	Grant Date
14.	TBEA Xinjiang New Energy Co., Ltd. ; TBEA Xi'an Electrical Technology Co., Ltd.	Start-stop control method in parallel multi-unit PV grid-connected inverter system (並聯型多單元光伏並網逆變器系統的啟停控制方法)	Invention	ZL201310087037.8	2013/03/15	2015/04/22

3. FURTHER INFORMATION ABOUT OUR DIRECTORS AND SUPERVISORS

A. Particulars of Directors' and Supervisors' Contracts

Pursuant to Rules 19A.54 and 19A.55 of the Hong Kong Listing Rules, we have entered into a contract with each of our Directors and Supervisors in respect of, among other things (i) compliance of relevant laws of regulations, (ii) observance of the Articles of Association, and (iii) provisions on arbitration.

Save as disclosed above, none of the Directors or Supervisors has or is proposed to have a service contract with any member of our Group (other than contracts expiring or determinable by the relevant employer within one year without the payment of compensation other than statutory compensation).

B. Remuneration of Directors, Supervisors and Senior Management

In 2012, 2013 and 2014 and the six months ended June 30, 2015, the total compensation before tax paid to the Directors, Supervisors and the senior management by the Group was RMB2,948,212, RMB3,326,103, RMB3,122,826.42 and RMB1,526,252, respectively. In accordance with the current arrangements, the total compensation before tax payable to the Directors and Supervisors by the Group for the year ending December 31, 2015 is expected to be approximately RMB3,500,000.

For the year ended December 31, 2012, the five highest paid individuals of the Group included two Directors/Supervisors; for the year ended December 31, 2013, the five highest paid individuals of the Group included 2 Directors/Supervisors; for the year ended December 31, 2014, the five highest paid individuals of the Group included 2 Directors/Supervisors; for the six months ended June 30, 2015, the five highest paid individuals of the Group included 2 Directors/Supervisors. In 2012, 2013 and 2014 and the six months ended June 30, 2015, the total compensation before tax paid to the other three, three, three and three non-Directors/Supervisors out of the five highest paid individuals by the Group was approximately RMB838,615, RMB1,112,198, RMB1,348,992 and RMB638,052, respectively.

There is no arrangement under which any Director or Supervisor has waived or agreed to waive any remuneration or benefits in kind for the years ended December 31, 2012, 2013 and 2014 and for the six months ended June 30, 2015.

4. DISCLOSURE OF INTERESTS

A. Disclosure of Interests of Directors and Supervisors

Immediately following the completion of the Global Offering and assuming the Over-allotment Option is not exercised, the interests and short positions of each of our Directors or Supervisors in the

Shares, underlying Shares and debentures of our Company or our associated corporations (within the meaning of Part XV of the SFO) which will be required to be notified to our Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interest or short positions which they were taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which will be required, pursuant to the Model Code for Securities Transactions by Directors and Listed Issuers to be notified to us and the Hong Kong Stock Exchange (for this purpose, the relevant provisions of the SFO will be interpreted as if they applied to the Supervisor) will be as follows:

Interest in our Company

<u>Name</u>	<u>Position</u>	<u>Type of Interest</u>	<u>Number of Shares held after the Global Offering</u>	<u>Approximate percentage of shareholding interests immediately prior to the Global Offering (%)</u>	<u>Approximate percentage of shareholding interests immediately after the Global Offering (assuming the Over-allotment Option is not exercised) (%)</u>	<u>Approximate percentage of shareholding interests immediately after the Global Offering (assuming the Over-allotment Option is exercised in full) (%)</u>
Mr. Zhang Xin ⁽¹⁾	Non-executive Director	Beneficial owner/Interest of controlled corporation	57,826,308	6.59	5.65	5.53

(1) Mr. Zhang Xin directly holds 40.08% of the equity interest of Xinjiang Tebian, which directly holds 6.59% of the equity interest of our Company.

Interest in our Associated Corporation

<u>Name</u>	<u>Position</u>	<u>Name of Associated Corporation</u>	<u>Number of Shares held</u>	<u>Percentage Shareholding (%)</u>
Mr. Zhang Xin ⁽²⁾	Non-executive Director	TBEA	377,780,865	11.627
Mr. Ma Xuping	Executive Director	TBEA	270,280	0.008
Mr. Zhang Jianxin	Executive Director	TBEA	250,000	0.008
Ms. Guo Junxiang	Non-executive Director	TBEA	300,000	0.009
Mr. Yin Bo	Executive Director	TBEA	125,600	0.004
Ms. Wu Wei	Supervisor	TBEA	350,000	0.011
Mr. Hu Shujun	Supervisor	TBEA	300,000	0.009
Mr. Nan Xinjian	Supervisor	TBEA	50,000	0.002
Mr. Cao Huan	Supervisor	TBEA	50,000	0.002

(2) Mr. Zhang Xin directly holds 351,478 shares of TBEA, and also directly holds 40.08% of the equity interest of Xinjiang Tebian, which directly holds 377,429,387 shares of TBEA. Thus Mr. Zhang Xin is deemed to hold 11.627% of the equity interest of TBEA.

B. Disclosure of Interests of Substantial Shareholders

For information on the persons who will, immediately following the completion of the Global Offering and assuming that the Over-allotment Option is not exercised, have interests or short positions in our Shares or underlying Shares which, once our H Shares are listed, would be required to be disclosed to us and the Hong Kong Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, directly or indirectly, be interested in 10.0% or more of the nominal value of any class of share capital carrying the rights to vote in all circumstances at general meetings of the Company, see the section headed “*Substantial Shareholders*” of this prospectus.

Substantial Shareholders' interest or short position in the Shares of our Company

Name of Shareholder	Class of Shares to be held after the Global Offering	Number of Shares to be held after the Global Offering	Nature of interest	Approximate percentage of shareholding in the relevant class of Shares after the Global Offering	Approximate percentage of shareholding in the total share capital of the Company after the Global Offering (assuming the Over-allotment Option is not exercised)
TBEA	Domestic Shares	628,926,449	Beneficial interest	85.97%	61.40%
Xinjiang Tebian	Domestic Shares	57,826,308	Beneficial interest	7.90%	5.65%
L.R. Capital					
Growth I	H Shares	73,099,415	Beneficial interest	24.97%	7.14%
CM International	H Shares	43,859,649	Beneficial interest	14.98%	4.28%
GF Energy	H Shares	29,239,766	Beneficial interest	9.99%	2.85%
Mr. Zhang Xin ⁽ⁱ⁾	Domestic Shares	57,826,308	Interest of controlled corporation	7.90%	5.65%
Mr. Chen Weilin ⁽ⁱⁱ⁾	Domestic Shares	57,826,308	Interest of controlled corporation	7.90%	5.65%
Keystone Group					
LTD. ⁽ⁱⁱⁱ⁾	H shares	25,718,800	Beneficial interest	8.79%	2.51%
Ms. Ouyang Xinxiang (歐陽新香) ^(iv)	H shares	25,718,800	Interest of controlled corporation	8.79%	2.51%
LRC. Belt and Road					
Investment					
Limited ^(v)	H shares	25,718,800	Beneficial interest	8.79%	2.51%
Strategic Global					
Investment					
Corporation			Interest of controlled		
Limited ^(vi)	H shares	25,718,800	corporation	8.79%	2.51%
Union Sky Holding					
Group Limited ^(vii)	H shares	17,146,000	Beneficial interest	5.86%	1.67%
Mr. Shi Yuzhu (史玉柱) ^(viii)	H shares	17,146,000	Interest of controlled corporation	5.86%	1.67%

Notes:

- (i) Mr. Zhang Xin holds 40.08% of the equity interest of Xinjiang Tebian, which directly holds 4.61% interest of our Company. Accordingly, under SFO, Mr. Zhang Xin is deemed to be interested in the 57,826,308 Domestic Shares held by Xinjiang Tebian.
- (ii) Mr. Chen Weilin holds 33.61% of the equity interest of Xinjiang Tebian, which directly holds 4.61% interest of our Company. Accordingly, under SFO, Mr. Chen Weilin is deemed to be interested in the 57,826,308 Domestic Shares held by Xinjiang Tebian.
- (iii) The number of H Shares and percentage of shareholding of Keystone Group LTD. are calculated based on the Offer Price of HK\$9.04 (being the mid-point of the Offer Price range set out in this prospectus).
- (iv) Keystone Group LTD. is 100% owned by Ms. Ouyang Xinxiang. Therefore, Ms. Ouyang Xinxiang is deemed or taken to be interested in all our Shares held by Keystone Group LTD. for the purpose of the SFO.
- (v) The number of H Shares and percentage of shareholding of LRC. Belt and Road Investment Limited are calculated based on the Offer Price of HK\$9.04 (being the mid-point of the Offer Price range set out in this prospectus).
- (vi) Chan Mei Ching and Chan Min Chi hold 47% and 51% equity interest in Strategic Global Investment Corporation Limited, respectively. Strategic Global Investment Corporation Limited holds 99% equity interest in LRC. Belt and Road Investment Limited. Therefore, each of Chan Mei Ching, Chan Min Chi and Strategic Global Investment Corporation Limited is deemed or taken to be interested in all our Shares held by LRC. Belt and Road Investment Limited for the purpose of the SFO.
- (vii) The number of H Shares and percentage of shareholding of Union Sky Holding Group Limited are calculated based on the Offer Price of HK\$9.04 (being the mid-point of the Offer Price range set out in this prospectus).
- (viii) Union Sky Holding Group Limited is 100% owned by Mr. Shi Yuzhu. Therefore, Mr. Shi Yuzhu is deemed or taken to be interested in all our Shares held by Union Sky Holding Group Limited for the purpose of the SFO.

C. Disclaimers

Save as disclosed in this prospectus:

- (a) none of our Directors or Supervisors of our Company has any interest or short position in the Shares, underlying Shares or debentures of our Company or any of its associated corporation (within the meaning of the SFO) which will have to be notified to our Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which will be required to be notified to our Company and the Hong Kong Stock Exchange pursuant to the Model Code once the Shares are listed;
- (b) none of our Directors or Supervisors has any direct or indirect interest in the promotion of our Company, or in any assets which have within the two years immediately preceding the date of this prospectus been acquired or disposed of by or leased to any member of our Group, or are proposed to be acquired or disposed of by or leased to any member of our Group;
- (c) none of our Directors or Supervisors is materially interested in any contract or arrangement subsisting at the date of this prospectus which is significant in relation to the business of our Group taken as a whole;
- (d) without taking into account any Shares which may be taken up under the Global Offering, none of our Directors knows of any person (not being a Director or chief executive of our Company) who will, immediately following completion of the Global Offering, have an interest or short position in the Shares or underlying Shares of our Company which would fall to be disclosed to our Company under the provisions of Divisions 2 and 3 of Part XV of SFO or be interested, directly or indirectly, in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of our Group; and
- (e) so far as is known to our Directors, none of our Directors, their respective close associates (as defined under the Hong Kong Listing Rules) or shareholders of our Company who are interested in more than 5% of the issued share capital of our Company has any interests in the five largest customers or the five largest suppliers of our Group.

5. OTHER INFORMATION

A. Estate Duty

Our Directors have been advised that no material liability for estate duty under the PRC laws is likely to fall on our Company or our subsidiaries.

B. Litigation

As of the Latest Practicable Date, save as disclosed in the section headed “*Business—Legal Compliance and Proceedings*”, no member of our Group was engaged in any litigation or arbitration of material importance and, so far as our Directors are aware, no litigation or claim of material importance is pending or threatened by or against any member of our Group.

C. Joint Sponsors

GF Energy, one of our pre-IPO investors and an affiliate of GF Capital (Hong Kong) Limited, holds 29,239,766 Shares in the Company, representing approximately 2.85% of the issued share capital

of the Company immediately following the Global Offering (assuming the Over-allotment Option is not exercised). In addition, GF Securities Co., Ltd., an affiliate of GF Capital (Hong Kong) Limited, has a current business relationship with TBEA. In such circumstances, GF Capital (Hong Kong) Limited does not satisfy the independence criteria applicable to sponsors set forth in Rule 3A.07 of the Hong Kong Listing Rules. UBS Securities Hong Kong Limited satisfies the independence criteria applicable to sponsors set out in Rule 3A.07 of the Hong Kong Listing Rules.

The Joint Sponsors have made an application on our behalf to the Listing Committee for listing of, and permission to deal in, all the Shares in issue and to be issued as mentioned in this prospectus.

Pursuant to the engagement letter entered into between our Company and each of the Joint Sponsors, we have agreed to pay each of the Joint Sponsors a fee of HK\$3.0 million to act as the sponsors of our Company in connection with the proposed listing on the Hong Kong Stock Exchange.

D. Compliance Adviser

Our Company has appointed GF Capital (Hong Kong) Limited as the compliance adviser upon Listing in compliance with Rule 3A.19 of the Hong Kong Listing Rules.

E. Preliminary Expenses

The estimated preliminary expenses are approximately RMB600,000 and have been paid by our Company.

F. Promoters

Promoters of the Company are TBEA, Xinjiang Tebian, Xinjiang Honglian, Xinjiang Far Excellence and Mr. Liu Bingcheng.

Save as disclosed in this prospectus, within the two years immediately preceding the date of this prospectus, no cash, securities or other benefit has been paid, allotted or given nor is any proposed to be paid, allotted or given to any promoters in connection with the Global Offering and the related transactions described in this prospectus.

G. Qualification of Experts

The qualifications of the experts, as defined under the Hong Kong Listing Rules, who have given opinions in this prospectus, are as follows:

Name	Qualification
GF Capital (Hong Kong) Limited	Licensed to conduct Type 6 (advising on corporate finance) of the regulated activities under the SFO
UBS Securities Hong Kong Limited	Licensed to conduct Type 1 (dealing in securities), Type 6 (advising on corporate finance) and Type 7 (providing automated trading services) of the regulated activities under the SFO
PricewaterhouseCoopers	Certified public accountants
Grandall Law Firm (Beijing)	PRC legal advisers
Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.	Industry consultants

H. Consents of Experts

Each of the experts named in the paragraph G of this Appendix has given and has not withdrawn its written consent to the issue of this prospectus with the inclusion of its report and/or letter and/or opinion and/or the references to its name included herein in the form and context in which it is respectively included.

None of the experts named above has any shareholding interests in any member of our Group or the right (other than the penal provisions) of sections 44A of the Companies (Winding Up and Miscellaneous Provisions) Ordinance so far as applicable.

I. Taxation of Holders of H Shares

The sale, purchase and transfer of H Shares are subject to Hong Kong stamp duty if such sale, purchase and transfer is effected on the H Share register of members of our Company, including in circumstances where such transaction is effect on the Hong Kong Stock Exchange. The current rate of Hong Kong stamp duty for such sale, purchase and transfer is HK\$2.00 for every HK\$1,000 (or part thereof) of the consideration or, if higher, the fair value of the H Shares being sold or transferred. For further information in relation to taxation, see “*Appendix III—Taxation and Foreign Exchange*” to this prospectus.

J. No Material Adverse Change

Save as disclosed in this prospectus, our Directors confirm after performing all the due diligence work which the Directors consider appropriate, that there has been no event which could materially affect the information shown in our consolidated financial statements included in the Accountant’s Report set forth in Appendix I to this prospectus since June 30, 2015 (being the latest date of our audited consolidated financial statements), and as of the date of this prospectus, there has been no material adverse change in our financial, operational or trading position.

K. Binding Effect

This prospectus shall have the effect, if an application is made in pursuant hereof, of rendering all persons concerned bound by all the provisions (other than the penal provisions) of sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance so far as applicable.

L. Related Party Transactions

Our Group entered into the related party transactions within the two years immediately preceding the date of this prospectus as mentioned in “*Appendix I—Accountant’s Report—36. Related Party Transactions.*”

M. Miscellaneous

Save as disclosed in this prospectus:

- (a) within the two years immediately preceding the date of this prospectus:
 - (i) no share or loan capital of our Company or any of our subsidiaries has been issued or agreed to be issued or is proposed to be fully or partly paid either for cash or a consideration other than cash;

- (ii) no share or loan capital of our Company or any of our subsidiaries is under option or is agreed conditionally or unconditionally to be put under option;
- (iii) no commissions, discounts, brokerages or other special terms have been granted or agreed to be granted in connection with the issue or sale of any share of our Company or any of our subsidiaries;
- (iv) no commission has been paid or is payable for subscription, agreeing to subscribe, procuring subscription or agreeing to procure subscription for any share in or debentures of our Company;
- (b) there are no founder, management or deferred shares or any debentures in our Company or any of our subsidiaries;
- (c) there has not been any interruption in the business of our Group which may have or has had a significant effect on the financial position of our Group in the 12 months preceding the date of this prospectus;
- (d) our Company has no outstanding convertible debt securities or debentures;
- (e) there is no arrangement under which future dividends are waived or agreed to be waived;
- (f) all necessary arrangements have been made to enable the H Shares to be admitted into CCASS for clearing and settlement;
- (g) none of the equity and debt securities of our Company, if any, is listed or dealt within any other stock exchange nor is any listing or permission to deal in other stock exchanges being or proposed to be sought; and
- (h) our Company currently is a sino-foreign investment joint stock limited company and is subject to the Sino-Foreign Joint Venture Law of the PRC (中華人民共和國中外合資經營企業法).

N. Bilingual Prospectus

The English language and Chinese language versions of this prospectus are being published separately, in reliance upon the exemption provided by section 4 of the Companies (Exemption of Companies and prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).