

# 新特能源

XINTE ENERGY CO., LTD.

新特能源股份有限公司

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

(Stock code: 1799)

## FORM OF PROXY FOR THE SECOND EXTRAORDINARY GENERAL MEETING OF 2022 TO BE HELD ON THURSDAY, 8 DECEMBER 2022

I/We<sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ Shares<sup>(Note 2)</sup> of RMB1.00 each in the share capital of Xinte Energy Co., Ltd. (the "Company") HEREBY APPOINT THE CHAIRMAN OF THE MEETING or<sup>(Note 3)</sup> \_\_\_\_\_,  
of \_\_\_\_\_  
as my/our proxy to attend and act and vote for me/us and on my/our behalf, in accordance with the instructions as indicated below, at the second extraordinary general meeting of 2022 (the "EGM") of the Company to be held at the Conference Room, No. 399, South Changchun Road, New Downtown, Urumqi, Xinjiang, the People's Republic of China (the "PRC") at 11:00 a.m. on Thursday, 8 December 2022, for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice dated 17 November 2022 convening the EGM.

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

ORDINARY RESOLUTIONS			FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>	ABSTAIN <sup>(Note 4)</sup>
1.	(a)	To consider and approve the supplemental product procurement framework agreement entered into between the Company and TBEA Co., Ltd. ("TBEA") on 17 October 2022 (the "Supplemental Product Procurement Framework Agreement (TBEA)"), the transactions contemplated thereunder and the proposed revised annual caps;			
	(b)	To consider and approve the supplemental miscellaneous services framework agreement entered into between the Company and TBEA on 17 October 2022 (the "Supplemental Miscellaneous Services Framework Agreement (TBEA)"), the transactions contemplated thereunder and the proposed revised annual caps; and			
	(c)	To authorise any one director of the Company for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated therein and the completion of the Supplemental Product Procurement Framework Agreement (TBEA) and the Supplemental Miscellaneous Services Framework Agreement (TBEA).			
2.	(a)	To consider and approve the supplemental product procurement framework agreement entered into between the Company and Xinjiang Tebian Group Co., Ltd. ("Xinjiang Tebian") on 17 October 2022 (the "Supplemental Product Procurement Framework Agreement (Xinjiang Tebian)"), the transactions contemplated thereunder and the proposed revised annual caps;			
	(b)	To consider and approve the supplemental miscellaneous services framework agreement entered into between the Company and Xinjiang Tebian on 17 October 2022 (the "Supplemental Miscellaneous Services Framework Agreement (Xinjiang Tebian)"), the transactions contemplated thereunder and the proposed revised annual caps; and			
	(c)	To authorise any one director of the Company for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated therein and the completion of the Supplemental Product Procurement Framework Agreement (Xinjiang Tebian) and the Supplemental Miscellaneous Services Framework Agreement (Xinjiang Tebian).			

Date: \_\_\_\_\_

Signature(s)<sup>(Note 5)</sup>: \_\_\_\_\_

*Notes:*

1. Full name(s) and address(es) to be inserted in **BLOCK LETTERS**.
2. Please insert the number of shares registered in your name(s) to which this form of proxy related. If no number is inserted, this form of proxy will be deemed to relate to all shares registered in your name(s).
3. If any proxy other than the chairman of the Meeting is preferred, please strike out the words “**THE CHAIRMAN OF THE MEETING** or” and insert the name and address of the proxy desired in the space provided. Any shareholder of the Company (the “**Shareholder**”) entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company but must attend the EGM in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED “AGAINST”. IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, TICK IN THE BOX MARKED “ABSTAIN”. ANY ABSTAIN VOTE OF SHAREHOLDERS PRESENT AT THE EGM (INCLUDING THEIR PROXIES) SHALL BE REGARDED AS VOTING RIGHTS FOR THE PURPOSE OF CALCULATING THE RESULT OF THAT RESOLUTION; BALLOTS OF ANY VOTES WHICH ARE INCOMPLETE, INCORRECTLY COMPLETED, ILLEGIBLE OR NOT CAST SHALL BE DEEMED TO BE FORBIDDEN VOTING RIGHTS, THUS THE VOTING RESULT IN RESPECT OF THESE SHARES SHALL BE COUNTED AS “ABSTAIN” AND THE VOTES SHALL BE REGARDED AS VOTING RIGHTS FOR THE PURPOSE OF CALCULATING THE RESULT OF THAT RESOLUTION; WHILE FOR SHAREHOLDERS NOT PRESENT AT THE EGM, ANY WAIVER TO VOTE SHALL BE DISREGARDED AS VOTING RIGHTS FOR THE PURPOSE OF CALCULATING THE RESULTS OF RESOLUTIONS.** If no direction is given, your proxy may vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM dated 17 November 2022.
5. This form of proxy must be signed by you or your attorney duly authorised in writing. In the case of a corporation, the same must be either under its common seal or under the hand of its legal representative or duly authorised attorney. If this form of proxy is signed by an attorney of the shareholder, the power of attorney authorising that attorney to sign or other authority must be notarised.
6. In case of joint holders of any share, any one of such joint holders may vote at the EGM, either personally or by proxy, in respect of such shares as if he/she is solely entitled thereto. However, if more than one of such joint holders are present at the EGM, personally or by proxy, the vote of the joint holder whose name stands first in the register of members and who tenders a vote, whether personally or by proxy, will be accepted to the exclusion of the votes of other joint holder(s).
7. In order to be valid, this form of proxy together with the power of attorney or other authority (if any) must be deposited with the Computershare Hong Kong Investor Services Limited, the H share registrar of the Company, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for holders of H shares) or to the Company’s Board secretary office at No. 399, South Changchun Road, New Downtown, Urumqi, Xinjiang, the PRC (for holders of domestic shares), not less than 24 hours before the time fixed for holding the EGM (i.e. no later than 11:00 a.m. on Wednesday, 7 December 2022) or any adjournment thereof, as the case may be. Completion and return of the form(s) of proxy will not preclude you from attending and voting in person at the EGM thereof should you so wish.
8. Shareholders or their proxies attending the EGM shall produce their identity documents.