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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)

DISCLOSEABLE TRANSACTION EQUITY TRANSFER IN SUBSIDIARY

Reference is made to the announcement of the Company dated 26 June 2025, in which Sunoasis, ICBC Financial and Fengsheng Power Generation entered into the Capital Injection Agreement and the Shareholders' Agreement.

Pursuant to the Capital Injection Agreement, ICBC Financial agreed to inject RMB500,000,000 to Fengsheng Power Generation, of which RMB469,651,993 will be credited to the registered capital of Fengsheng Power Generation and the remaining RMB30,348,007 will be credited to the capital reserve. Upon completion of the capital injection, ICBC Financial will hold 39.05% equity interest in Fengsheng Power Generation, while Sunoasis will hold 60.95% equity interest in Fengsheng Power Generation, and Fengsheng Power Generation will remain a non-wholly owned subsidiary of the Company.

Pursuant to the Shareholders' Agreement, the parties to the agreement have made relevant agreements regarding the transfer by ICBC Financial of its equity interests in Fengsheng Power Generation and the calculation method of the transfer price.

EQUITY TRANSFER CONTRACT

On 20 October 2026, Sunoasis, ICBC Financial and Fengsheng Power Generation entered into the Equity Transfer Contract, pursuant to which ICBC Financial agreed to transfer its 39.05% equity interest in Fengsheng Power Generation (representing the registered capital of RMB469,651,993 in Fengsheng Power Generation, being the Target Equity) to Sunoasis at a transfer consideration of RMB500,000,000, and Sunoasis agreed to acquire the Target Equity. Upon completion of the Equity Transfer, Sunoasis will hold 100% equity interest in Fengsheng Power Generation, which will remain a non-wholly owned subsidiary of the Company.

LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio calculated in respect of the Equity Transfer pursuant to Rule 14.06 of the Listing Rules exceeds 5% but is less than 25%, the Equity Transfer constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the announcement and reporting requirements under the Listing Rules, but is exempt from the shareholders' approval requirement.

BACKGROUND

Reference is made to the announcement of the Company dated 26 June 2025, in which Sunoasis, ICBC Financial and Fengsheng Power Generation entered into the Capital Injection Agreement and the Shareholders' Agreement.

Pursuant to the Capital Injection Agreement, ICBC Financial agreed to inject RMB500,000,000 to Fengsheng Power Generation, of which RMB469,651,993 will be credited to the registered capital of Fengsheng Power Generation and the remaining RMB30,348,007 will be credited to the capital reserve. Upon completion of the capital injection, ICBC Financial will hold 39.05% equity interest in Fengsheng Power Generation, while Sunoasis will hold 60.95% equity interest in Fengsheng Power Generation, and Fengsheng Power Generation will remain a non-wholly owned subsidiary of the Company.

Pursuant to the Shareholders' Agreement, the parties to the agreement have made relevant agreements regarding the transfer by ICBC Financial of its equity interests in Fengsheng Power Generation and the calculation method of the transfer price.

On 20 October 2026, Sunoasis, ICBC Financial and Fengsheng Power Generation entered into the Equity Transfer Contract, pursuant to which ICBC Financial agreed to transfer its 39.05% equity interest in Fengsheng Power Generation (representing the registered capital of RMB469,651,993 in Fengsheng Power Generation, being the Target Equity) to Sunoasis at a transfer consideration of RMB500,000,000, and Sunoasis agreed to acquire the Target Equity. Upon completion of the Equity Transfer, Sunoasis will hold 100% equity interest in Fengsheng Power Generation, which will remain a non-wholly owned subsidiary of the Company.

PRINCIPAL TERMS OF THE EQUITY TRANSFER CONTRACT

On 20 October 2026 (after trading hours), Sunoasis, ICBC Financial and Fengsheng Power Generation entered into the Equity Transfer Contract, the principal terms of which are summarized as follows:

Date:	On 20 October 2026 (after trading hours)
Parties:	(a) ICBC Financial (as the transferor) (b) Sunoasis (as the transferee) (c) Fengsheng Power Generation (as the target company)
Subject matter:	Pursuant to the terms and conditions of the Equity Transfer Contract, ICBC Financial agreed to transfer its 39.05% equity interest in Fengsheng Power Generation (representing the registered capital of RMB469,651,993 in Fengsheng Power Generation, being the Target Equity) to Sunoasis, and Sunoasis agreed to acquire the Target Equity.
Transfer consideration and payment:	The transfer consideration is RMB500,000,000. Pursuant to the Equity Transfer Contract, the transfer consideration was determined after arm's length negotiations between Sunoasis and ICBC Financial, taking into account, among others: (i) the operating performance of Fengsheng Power Generation; (ii) the original investment of RMB500,000,000 made to Fengsheng Power Generation by ICBC Financial pursuant to the Capital Injection Agreement; and (iii) the calculation method for the equity transfer consideration of ICBC Financial set out in the Shareholders' Agreement. Pursuant to the Shareholders' Agreement and the Equity Transfer Contract, the transfer consideration is calculated according to the following formula:

Transfer consideration = ICBC Financial capital injection amount + (total cumulative expected dividend amount of ICBC Financial up to the date of the equity transfer – cumulative actual dividend amount received)/0.75 (if the difference between the total cumulative expected dividend amount of ICBC Financial for each year and the cumulative actual dividend amount received by ICBC Financial is negative, it shall be calculated as 0)

In respect of the above formula, the cumulative expected dividend amount for ICBC Financial is determined comprehensively based on the performance targets stipulated in the Capital Injection Agreement. As of the date of this announcement, ICBC Financial has received dividends of RMB32,876,712.33 according to the expected dividend amount.

The aforementioned transfer consideration shall be remitted in full by Sunoasis to the designated bank account of ICBC Financial upon signing of the Equity Transfer Contract.

Completion:

The completion date for the Equity Transfer shall be the date on which Sunoasis pays the transfer consideration to ICBC Financial.

ICBC Financial shall issue and deliver a payment receipt to Sunoasis within 10 working days of receiving the transfer consideration. Both parties shall cooperate with Fengsheng Power Generation to complete the relevant registration amendments with the State Administration for Market Regulation within 30 days of the Completion Date.

Transfer of rights and obligations:

From the date on which Sunoasis pays the full transfer consideration to ICBC Financial, all shareholder rights and obligations attached to the Target Equity (including but not limited to, voting rights, dividend rights and rights to the distribution of residual assets) shall be transferred to Sunoasis, and the Capital Injection Agreement shall be terminated.

INFORMATION ON THE PARTIES

Sunoasis

Sunoasis is a joint stock company incorporated in the PRC with limited liability on 30 August 2000. As at the date of this announcement, the Company, ABC Financial Asset Investment Co. Ltd. (農銀金融資產投資有限公司) and CECEP Solar Energy Technology Co., Ltd. (中節能太陽能科技有限公司), independent third parties of the Company, hold 91.26%, 8.28% and 0.46% equity interests in Sunoasis, respectively and Sunoasis is a non-wholly owned subsidiary of the Company. Its principal business is the development, construction and operation of wind energy and photovoltaic resources; and the research and development, manufacturing and sale of inverters, energy storage, flexible direct current transmission converter valves, static volt-ampere reactive (VAR) generators and other products.

Fengsheng Power Generation

Fengsheng Power Generation is a company incorporated in the PRC with limited liability on 21 January 2015. As at the date of this announcement, Fengsheng Power Generation is owned as to approximately 60.95% and 39.05% by Sunoasis and ICBC Financial, respectively. Its principal business is the development and operation of wind power resources. Upon completion of the Equity Transfer, Fengsheng Power Generation will be owned as to 100% equity interests by Sunoasis, and will remain a non-wholly owned subsidiary of the Company.

Fengsheng Power Generation's financial information during the following periods is set out as follows:

	For the year ended 31 December 2024 (Audited) RMB(0'000)	For the year ended 31 December 2025 (Audited) RMB(0'000)
Operating revenue	32,787.36	33,432.91
Net profit before tax	8,636.92	11,430.77
Net profit after tax	6,982.67	10,255.58

Based on the audited financial information, the total assets and net assets of Fengsheng Power Generation were approximately RMB2,751,668,600 and RMB1,354,118,700 as at 31 December 2025, respectively.

ICBC Financial

ICBC Financial, the third party investor, is a company incorporated in the PRC with limited liability on 26 September 2017, which is wholly-owned by Industrial and Commercial Bank of China Limited (the A shares of which are listed on the Shanghai Stock Exchange (stock code: 601398) and the H shares of which are listed on the Main Board of the Stock Exchange (stock code: 01398)). ICBC Financial is one of the first batch of market-driven debt-to-equity swap institutions approved to be established in the PRC, and its main businesses include conducting market-oriented and law-based debt-to-equity swaps and supporting business, raising funds from qualified investors in society in accordance with laws and regulations for supporting the implementation of market-oriented debt-to-equity swaps; issuance of financial bonds; financial advisory and consulting business related to debt-to-equity swaps businesses; and other businesses approved by the banking regulatory authority of the State Council.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, ICBC Financial and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons.

INFORMATION ABOUT THE COMPANY

The Company is an industry-leading polysilicon manufacturer and a developer and operator of wind power and photovoltaic resources. Its principal businesses include the production of polysilicon and the provision of engineering and construction contracting and operating services for photovoltaic and wind power projects, and it is also engaged in the manufacturing of supporting equipment (mainly inverters, energy storage, flexible direct current transmission converter valves and static VAR generators).

REASONS FOR AND BENEFITS OF THE EQUITY TRANSFER

In order to implement the Group's overall strategy of revitalising existing assets while improving quality and efficiency, to consolidate management authority and to enhance asset control effectiveness, the acquisition of the Target Equity by Sunoasis will help optimise the shareholding structure of Fengsheng Power Generation, improve the efficiency of operational decision-making, unlock the operational potential of its projects, further increase operational returns from the Group's existing assets, and strengthen its ability to create asset value.

The Directors are of the view that the Equity Transfer Contract is determined after arm's length negotiations on normal commercial terms and the transaction contemplated thereunder is fair and reasonable and in the interests of the Company and the shareholders of the Company as a whole, although it is not conducted in the ordinary and usual course of business of the Company due to the transaction nature.

LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio calculated in respect of the Equity Transfer pursuant to Rule 14.06 of the Listing Rules exceeds 5% but is less than 25%, the Equity Transfer constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules and is subject to the announcement and reporting requirements under the Listing Rules, but is exempt from the shareholders' approval requirement.

DEFINITIONS

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

“Board”	the board of Directors of the Company
“Capital Injection Agreement”	the agreement entered into among Sunoasis, ICBC Financial and Fengsheng Power Generation on 26 June 2025 in relation to the capital injection by ICBC Financial to Fengsheng Power Generation
“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, which 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)
“Completion Date”	the date on which the transfer consideration is paid by Sunoasis to ICBC Financial is the completion date according to the Equity Transfer Contract
“Director(s)”	the director(s) of the Company
“Equity Transfer”	the transfer of the Target Equity by ICBC Financial to Sunoasis under the terms and conditions of the Equity Transfer Contract
“Equity Transfer Contract”	the Equity Transfer Contract of Zhengxiangbaiqi Fengsheng Power Generation Co., Ltd.* (正鑲白旗風盛發電有限公司) entered into among Sunoasis, ICBC Financial and Fengsheng Power Generation on 20 October 2026

“Fengsheng Power Generation”	Zhengxiangbaiqi Fengsheng Power Generation Co., Ltd.* (正鑲白旗風盛發電有限公司), a company incorporated in the PRC with limited liability on 21 January 2015, and a non-wholly owned subsidiary of the Company as at the date of this announcement
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“ICBC Financial”	ICBC Financial Asset Investment Co. Ltd. (工銀金融資產投資有限公司), a company incorporated in the PRC with limited liability, which is wholly-owned by Industrial and Commercial Bank of China Limited
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC” or “China”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholders’ Agreement”	the agreement entered into among Sunoasis, ICBC Financial and Fengsheng Power Generation on 26 June 2025
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary” or “subsidiaries”	has the same meaning as ascribed to it under the Listing Rules
“Sunoasis”	TBEA Xinjiang Sunoasis Co., Ltd. (特變電工新疆新能源股份有限公司), a joint stock company incorporated in the PRC on 30 August 2000 with limited liability, and a non-wholly owned subsidiary of the Company as at the date of this announcement

“Target Equity” the 39.05% equity interest in the Fengsheng Power Generation to be acquired by ICBC Financial upon completion of the capital increase to Fengsheng Power Generation under the Capital Injection Agreement, corresponding to RMB469,651,993.00 of the registered capital of Fengsheng Power Generation

“%” per cent

By order of the Board
Xinte Energy Co., Ltd.
Huang Hanjie
Chairman

Xinjiang, the PRC
20 October 2026

As at the date of this announcement, the Board consists of Mr. Huang Hanjie, Mr. Wang Bin and Ms. Huang Fen as executive Directors; Mr. Zhang Xin, Mr. Yang Xiaodong and Mr. Hu Youcheng as non-executive Directors; Mr. Sin, Kin On Johnny, Mr. Cui Xiang and Mr. Tam, Kwok Ming Banny as independent non-executive Directors.

* *For identification purpose only*