#### To be valid, the whole of this document must be returned.

本文件必須整份交還,方為有效。

#### IMPORTANT 重要提示

Reference is made to the prospectus (the "**Prospectus**") issued by Xinyi Energy Holdings Limited (the "**Company**") dated 9 May 2023 in relation to the Rights Issue. Unless the context requires otherwise, the capitalised terms used in the Prospectus shall have the same meanings when used herein.

THIS PROVISIONAL ALLOTMENT LETTER ("PAL") IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL AND THE ACCOMPANYING EXCESS APPLICATION FORM ("EAF") EXPIRES AT 4:00 P.M. ON TUESDAY, 23 MAY 2023 (OR SUCH LATER DATE AND/OR TIME AS MENTIONED IN THE PARAGRAPHS UNDER "EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES AND FOR APPLICATION AND PAYMENT FOR THE EXCESS RIGHTS SHARES" IN THE SECTION HEADED "EXPECTED TIMETABLE" IN THE PROSPECTUS).

IF YOU ARE IN ANY DOUBT ABOUT THIS PAL, OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, LICENSED SECURITIES DEALER OR OTHER REGISTERED INSTITUTIONS IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS.

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this PAL, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this PAL.

Investors who have any doubt about their position are recommended to obtain professional advice from their advisers regarding dealings in the Shares or nil-paid Rights Shares during these periods.

A copy of this PAL, together with a copy of the Prospectus, the EAF and other documents specified in the paragraphs under "17. Documents delivered to the Registrar of Companies" in Appendix III to the Prospectus, have been registered with the Registrar of Companies in Hong Kong pursuant to section 342C of the Companies (WUMP) Ordinance. The Registrar of Companies in Hong Kong, the Stock Exchange and the SFC take no responsibility as to the contents of any of these documents.

Dealings in the Shares and the Rights Shares in both their nil-paid forms and fully-paid forms may be settled through CCASS operated by HKSCC and you should consult your licensed securities dealer or other registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers for details of those settlement arrangements and how such arrangements may affect your rights and interests.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and the CCASS Operational Procedures in effect from time to time.

茲提述信義能源控股有限公司(「本公司」)就供股所刊發日期為二零二三年五月九日的章程(「**章程**」)。除非文義另有所指,否則章程所界定之詞彙與本通知書所採用者具有相同涵義。

本暫定配額通知書(「暫定配額通知書」)乃有價值及可轉讓之表格,並應即時處理,本暫定配額通知書及隨附之額外申請表格(「額外申請表格」)所載之供股要約將於二零二三年五月二十三日(星期二)下午四時正截止(章程內「預期時間表」一節「惡劣天氣對接納供股份及繳付股款以及申請額外供股股份及繳付股款的最後時限的影響」中數段所述之較後日期及/或時間)。

閣下如對本暫定配額通知書或應採取之行動有任何疑問,應諮詢 閣下之股票經紀、持牌證券交易商或其他註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

香港交易及結算所有限公司、聯交所及香港結算對本暫定配額通知書之內容概不負責,對其準確性或完整性亦不發表任何聲明,並明確表示概不就因本暫定配額通知書全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

投資者如對彼等之狀況有任何疑問,應諮詢彼等顧問有關於該等期間買賣股份或未繳股款供股股份之專業意見。

本暫定配額通知書之副本連同章程、額外申請表格及章程附錄三「17.送呈公司註冊處處長之文件」中數段所述的其他文件之副本,已遵照公司(清盤及雜項條文)條例第342C條之規定向香港公司註冊處處長註冊。香港公司註冊處處長、聯交所及證監會對任何此等文件之內容概不負責。

股份及未繳股款及繳足股款供股股份之買賣可通過香港結算管理的中央結算系統結算。 閣下應諮詢 閣下之持牌證券交易商或其他註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問,以了解結算安排詳情以及有關安排可能如何影響 閣下之權利及權益。

待未繳股款及繳足股款供股股份獲准於聯交所上市及買賣,並符合香港結算之股份收納規定後,未繳股款及繳足股款供股股份將各自獲香港結算接納為合資格證券,可自各自開始於聯交所買賣當日或香港結算決定之其他日期起,在中央結算系統記存、結算及交收。聯交所參與者間於任何交易日進行之交易須於其後第二個交易日在中央結算系統進行交收。中央結算系統之一切活動均須依照不時有效之中央結算系統一般規則及中央結算系統的運作程序規則進行。





Hong Kong branch share registrar and transfer office: Computershare Hong Kong Investor Services Limited Shops 1712-1716 17th Floor Hopewell Centre 183 Queen's Road East Wanchai Hong Kong

香港股份過戶登記分處: 香港中央證券登記有限公司 香港 灣仔 皇后大道東 183 號 合和中心 17 樓 1712-1716號舗

# XINYI ENERGY HOLDINGS LIMITED

信義能源控股有限公司

(Incorporated in the British Virgin Islands with limited liability) (於英屬處女群島註冊成立之有限公司)

(Stock Code: 03868) (股份代號: 03868)

NON-UNDERWRITTEN RIGHTS ISSUE ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TEN (10) SHARES IN ISSUE HELD ON THE RECORD DATE

AT THE SUBSCRIPTION PRICE OF HK\$2.19 PER RIGHTS SHARE 按於記錄日期每持有十(10)股已發行股份獲發一(1)股供股股份的基準以認購價每股供股股份2.19港元進行非包銷供股

PAYABLE IN FULL ON ACCEPTANCE BY NO LATER THAN 4:00 P.M. ON TUESDAY, 23 MAY 2023

股款須不遲於二零二三年五月二十三日(星期二)下午四時正前 於接納時全數繳足

PROVISIONAL ALLOTMENT LETTER 暫定配額通知書

Registered office: 註冊辦事處: Jayla Place Wickhams Cay I Road Town Tortola, VG1110 British Virgin Islands

Head office and principal place of business in Hong Kong: Unit 2118-2120 21st Floor Rykadan Capital Tower No. 135 Hoi Bun Road Kwun Tong, Kowloon Hong Kong

總辦事處及香港主要營業 地點: 香港 九龍觀塘 海濱道135號 宏基資本大廈21樓

9 May 2023 二零二三年五月九日

2118至2120室

	Provisional Allotment Letter No. 暫定配額通知書編號
Name(s) and address of the Qualifying Shareholder(s) 合資格股東姓名/名稱及地址	
	Total number of Shares registered in your name(s) on Tuesday, 2 May 2023 於二零二三年五月二日(星期二)登記於 閣下名下之股份總數
	BOX A 甲欄
	Number of Rights Shares allotted to you subject to payment in full on acceptance by no later than 4:00 p.m. on Tuesday, 23 May 2023 閣下獲配發之供股股份數目·股款須不遲於二零二三年五月二十三日(星期二)下午四時正前於接納時繳足
	BOX B 乙欄
	Total subscription monies payable in full upon acceptance 應繳認購股款總額·股款須於接納時全數繳足
	BOX C 丙欄 HK\$ 港元
	Note: All remittances must be made in Hong Kong dollars by cheques which must be drawn on an account with, or by cashier's orders which must be issued by, a licensed bank in Hong Kong and made payable to XIRVI ENERGY HOLDINGS LIMITED — PAL and crossed Account Payee Only. All cheques and cashier's orders will be presented for payable medically including receipt.  ### "所有政策和心无理性" 生态性,是一个专家的工作,但是一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个一个
Name of bank on which cheque/	Cheque/cashier's order
cashier's order is drawn: 支票/銀行本票的付款銀行名稱:	number: 支票/銀行本票號碼:
Contact telephone number and/or email address: 聯絡電話號碼及/或電郵地址:	



IN THE EVENT OF TRANSFER OF RIGHTS TO SUBSCRIBE FOR RIGHTS SHARE(S), HONG KONG AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO HONG KONG AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF HONG KONG AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF THE RIGHT(S) TO SUBSCRIBE FOR THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT.
如轉讓可認購供股股份之認購權,每項買賣均須繳付香港從價印花税。除以出售形式外,饋贈或轉讓實益擁有之權益亦須繳付香港從價印花税。在送交本文件以登記轉讓任何認購供股股份之權利之前,須出示已繳付香港從價印花稅之證明。

#### Form B

表格乙

#### FORM OF TRANSFER AND NOMINATION

轉讓及提名表格

(To be completed and signed only by the Qualifying Shareholder(s) who wish(es) to transfer all of his/her/its/their right(s) to subscribe for the Rights Share(s) set out in Box B of Form A)

(只供擬轉讓彼/彼等載於表格甲內乙欄之全部供股股份認購權之合資格股東填寫及簽署)

The Directors To:

Xinyi Energy Holdings Limited 信義能源控股有限公司

列位董事

Dear Sirs and Madams, I/We hereby transfer all of my/our rights to subscribe for the Rights Shares comprised in this PAL to the person(s) accepting the same and signing the registration application form (Form C) below. I/We have read the conditions and procedures for transfer set forth in the enclosed sheet and agree to be bound thereby.

本人/吾等茲將本暫定配額表格中所載的轉讓條件及程	頁通知書所列本人/吾等之供股股份♪ ☑序・並同意受其約束。	之認購權悉數轉讓予接受此權利並簽署	署下列登記申請表格(表析	各丙)之人士。本人/吾等已問	<b>』</b> 讀隨附	
1	2	3	4.			
	Signature(s) of Qualif 合資	fying Shareholder(s) (all joint Share 資格股東簽署(所有聯名股東均須簽署	holders must sign)			
Date:	, 2023	日期:	二零二三年	月		
Rights Share(s) if this for		feror(s) and the transferee(s) in co r付香港從價印花税。	nnection with the trans	sfer of right(s) to subscribe	for the	
Form C 表格丙	REGISTRATION APPLICATION FORM 登記申請表格					
(To be comp		n(s) to whom the right(s) to subscribe 承讓供股股份認購權之人士填寫及簽		ave been transferred)		
To: The Directors     Xinyi Energy Holdings     话義能源控股有限公司     列位董事	Limited					
embodied in this PAL and set forth in the enclosed sh 敬啟者:	the Prospectus and subject to the a neet and agree to be bound thereby.	nentioned in Box B of Form A in my urticles of association of the Company	y. I/We have read the co	and procedures for	transfer	
本人/ 吾等謹請 閣下將表 之組織章程細則規限下,接	長格甲內乙欄所列之供股股份數目,至 約此等供股股份。本人/吾等已閱讀	登記於本人/吾等名下。本人/吾等同 隨附表格中所載的轉讓條件及程序,	司意按照本暫定配額通知 並同意受其約束。 	書及章程所載條款,以及在	貴公司	
			Existing Sharehold 現有股東請在本欄	er(s) please mark "X" in this box 內填上「X」號		
	請用英文正材	GLISH. Joint applicants should give the add 楷填寫。聯名申請人只須填報排名首位之申請 icant(s) must be given both in English and in 華裔申請人須填寫中英文姓名。	人地址。	cant only.		
Name in English 英文姓名	Family name or Company name (姓氏或公司名稱)	Other names (名字)	Name in Chinese 中文姓名			
Name continuation and/or name(s) of joint applicant(s) (if required) 續姓名及/或聯名申請人 姓名(如有需要)						
Address in English (joint applicants should give the						
address of the first-named applicant only) 英文地址(聯名申請人僅須						
填寫排名首位之申請人地址)						
Occupation 職業			Telephone number 電話號碼			
		Dividend Instructions 派息指示				
Name and address of bank 銀行名稱及地址			Bank A	Account number 銀行賬戶號碼		
			BANK BRANCH 銀行 分行	ACCOUNT 賬戶		
1	2.	3.	4.			
		of applicant(s) (all joint applicants 請人簽署(所有聯名申請人均須簽署)				

Hong Kong ad valorem stamp duty is payable by the transferor(s) and the transferee(s) in connection with the transfer of right(s) to subscribe for the Rights Share(s) if this form is completed. 填妥此表格後,轉讓人及承讓人須就轉讓認購供股股份的權利繳付香港從價印花稅。

日期:二零二三年

, 2023

The Rights Issue will proceed on a non-underwritten basis. The Prospectus Documents have not been and will not be registered and/or filed under any applicable securities or equivalent legislation of any jurisdictions other than (a) Hong Kong and (b) the PRC in accordance with the notice issued by the China Securities Regulatory Commission of "Filing Requirements for Hong Kong Listed Issuers Making Rights Issue to Mainland Shareholders through Mainland-Hong Kong Stock Connect (Announcement [2016] No. 21)" and "Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies".

TO ACCEPT THE PROVISIONAL ALLOTMENT OF THE RIGHTS SHARES AS SPECIFIED IN THIS PAL IN FULL, YOU MUST LODGE THIS PAL INTACT WITH THE HONG KONG BRANCH REGISTRAR, COMPUTERSHARE HONG KONG INVESTOR SERVICES LIMITED, AT SHOPS 1712-1716, 17TH FLOOR, HOPEWELL CENTRE, 183 QUEEN'S ROAD EAST, WANCHAI, HONG KONG TOGETHER WITH A REMITTANCE, BY CHEQUE OR CASHIER'S ORDER, IN HONG KONG DOLLARS FOR THE FULL AMOUNT PAYABLE ON ACCEPTANCE SHOWN IN BOX C OF FORM A SO AS TO BE RECEIVED BY NO LATER THAN 4:00 P.M. ON TUESDAY, 23 MAY 2023 (OR, UNDER BAD WEATHER CONDITIONS, SUCH LATER DATE AS MENTIONED IN THE PARAGRAPHS UNDER "EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES AND FOR APPLICATION AND PAYMENT FOR THE EXCESS RIGHTS SHARES" IN THE SECTION HEADED "EXPECTED TIMETABLE" IN THE PROSPECTUS). ALL REMITTANCES MUST BE MADE IN HONG KONG DOLLARS BY CHEQUES WHICH MUST BE DRAWN ON AN ACCOUNT WITH, OR BY CASHIER'S ORDERS WHICH MUST BE ISSUED BY, A LICENSED BANK IN HONG KONG AND MADE PAYABLE TO "XINYI ENERGY HOLDINGS LIMITED — PAL" AND CROSSED "Account Payee Only". INSTRUCTIONS ON TRANSFER AND SPLITTING OF THE RIGHTS TO SUBSCRIBE FOR RIGHTS SHARES ARE ALSO SET FORTH IN THE ENCLOSED SHEET. NO RECEIPT WILL BE GIVEN FOR SUCH REMITTANCE.

Each person accepting the provisional allotment specified in this document:

- confirms that he/she/it has read the terms and conditions and acceptance procedures set forth in the enclosed sheet and in the Prospectus and agrees to be bound by them; and
- agrees that this PAL, and the resulting contract, will be governed by and construed in accordance with the laws in Hong Kong.

供股將按非包銷基準進行。除(a)香港;及(b)中國(根據中國證監會發出的《關於港股通下香港上市公司向境內原股東配售股份的備案規定》(公告[2016]21號)通知)及《境內企業境外發行證券和上市管理試行辦法》以外,章程文件並無亦將不會根據任何司法權區的任何適用證券法或等同法例登記及/或備案。

閣下如欲根據本暫定配額通知書所載接納供股股份之全數暫定配額,須將本暫定配額通知書整份連同表格甲內欄所示將由香港股份過戶登記分處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖)收取之接納時應付港元全數股款(以支票或銀行本票),不遲於二零二三年五月二十三日(星期二)下午四時正(或於惡劣天氣情況下,章程內「預期時間表」一節「惡劣天氣對接納供股股份及繳付股款以及申請額外供股股份及繳付股款的最後時限的影響」中數段所述之較後日期)交回,所有股款須以港元支票繳付,以香港持牌銀行戶口開出之支票或以香港持牌銀行發出之銀行本票支付,須註明抬頭人為「XINYI ENERGY HOLDINGS LIMITED — PAL」,並以「只准入抬頭人賬戶」劃線方式開出。有關轉讓及分拆認購供股股份之權利之指示載於隨附文件。本公司將不另發股款收據。

接納本文件所載之暫定配額的每位人士均:

- 確認彼已閱讀所附表格及章程所載之條款及條件以及接納手續,並同意受其約束;及
- 同意本暫定配額通知書及因此構成之合約須受香港法例規限及根據香港法例詮釋。

A SEPARATE CHEQUE OR CASHIER'S ORDER MUST ACCOMPANY EACH ACCEPTANCE

NO RECEIPT WILL BE GIVEN FOR REMITTANCE 每份接納須隨附獨立之支票或銀行本票

本公司將不另發股款收據

# XINYI ENERGY HOLDINGS LIMITED

# 信義能源控股有限公司

(Incorporated in the British Virgin Islands with limited liability)

(Stock Code: 03868)

9 May 2023

Dear Qualifying Shareholder(s),

#### INTRODUCTION

Reference is made to the prospectus (the "**Prospectus**") issued by Xinyi Energy Holdings Limited (the "**Company**") dated 9 May 2023 in relation to the Rights Issue. Unless the context requires otherwise, the capitalised terms used in the Prospectus shall have the same meanings when used herein.

In accordance with the terms and conditions of the PAL and those set forth in the Prospectus and subject to the articles of association of the Company, the Directors have provisionally allotted to you the number of Rights Shares indicated in Box B on Form A of the PAL on the basis of one (1) Rights Share for every ten (10) Shares in issue held and registered in your name(s) in the register of members of the Company as at the Record Date, i.e. Tuesday, 2 May 2023, at the Subscription Price of HK\$2.19 per Rights Share. Your holding of existing Shares in the Company as at the Record Date is set forth in Box A on Form A of the PAL and the number of Rights Shares provisionally allotted to you is set forth in Box B on Form A of the PAL.

You have the right to acquire the Rights Shares provisionally allotted to you at the Subscription Price payable in full on acceptance, in the manner set forth below, by no later than 4:00 p.m. on Tuesday, 23 May 2023.

You may, subject to the section headed "Qualifying Shareholders and Excluded Shareholders" below, accept all or any number of the Rights Shares provisionally allotted to you hereunder or dispose of your right of all or any of them. If you wish to accept only part of your provisional allotment and to transfer the remainder or to transfer your provisional allotment to more than one person, you should refer to the instructions in the section headed "Splitting" below. If you wish to transfer all of your provisional allotment, you should refer to the instructions in the section headed "Transfer" below.

The Rights Issue is conditional upon the fulfillment of the conditions set forth in the Prospectus. If the Rights Issue does not become unconditional, the Rights Issue will not proceed.

# **RIGHTS SHARES**

The Rights Shares to be allotted and issued will rank *pari passu* in all respects with each other, including, in particular, as to dividends, voting and capital, and with all Shares in issue as at the date of allotment and issue of Rights Shares such that holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions the record dates of which are on or after the date of allotment and issue of the Rights Shares.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both nilpaid and fully-paid forms on the Stock Exchange, as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and the CCASS Operational Procedures in effect from time to time.

# XINYI ENERGY HOLDINGS LIMITED 信義能源控股有限公司

(於英屬處女群島註冊成立之有限公司)

(股份代號:03868)

致合資格股東:

## 緒言

茲提述信義能源控股有限公司(「本公司」)就供股所刊發日期為二零二三年五月九日的章程(「章程」)。除非文義另有所指,否則章程所界定之詞彙與本通知書所採用者具有相同涵義。

根據暫定配額通知書及章程所載之條款及條件,並在本公司之組織章程細則的規限下,董事已暫定按於記錄日期(即二零二三年五月二日(星期二))每持有及以 閣下名義在本公司股東登記冊上登記十(10)股已發行股份獲發一(1)股供股股份的基準以認購價每股供股股份2.19港元配發暫定配額通知書表格甲乙欄所載數目之本公司供股股份予 閣下。 閣下於記錄日期持有之本公司現有股份列於暫定配額通知書表格甲甲欄,而所獲暫定配發之供股股份數目則列於暫定配額通知書表格甲乙欄。

閣下有權不遲於二零二三年五月二十三日(星期二)下午四時正根據下文所載之方式以認購價(於接納時 全數繳足)收購暫定配發予 閣下之供股股份。

在下文「合資格股東及除外股東」一節的規限下, 閣下可接納據此暫定配發予 閣下之全部或任何數目的供股股份,或出售 閣下之全部或任何有關權利。 閣下如欲只接納 閣下之部分暫定配額並將餘額轉讓,或擬將 閣下之暫定配額轉讓予超過一人,則 閣下應參閱下文「分拆」一節內之指示。 閣下如欲轉讓 閣下之全部暫定配額,則 閣下應參閱下文「轉讓」一節內之指示。

供股須待章程內所列的條件達成,方可作實。倘若供股並未成為無條件,則供股將不會進行。

## 供股股份

將獲配發及發行的供股股份將於各方面各自(尤其包括股息、投票權及股本)及與於配發及發行供股股份當日之所有已發行股份享有同等權益,故該等繳足股款供股股份持有人將有權收取記錄日期為配發及發行供股股份日期或之後的所有未來股息及分派。

待未繳股款及繳足股款供股股份獲准於香港聯交所上市及買賣,並符合香港結算之股票接納規定後,未 繳股款及繳足股款供股股份將各自獲香港結算接納為合資格證券,可自各自開始於聯交所買賣當日或由 香港結算決定之其他日期起,在中央結算系統內記存、結算及交收。聯交所參與者間在任何交易日之交 易須於其後第二個交易日在中央結算系統進行交收。中央結算系統之一切活動均須依照不時生效之中央 結算系統一般規則及中央結算系統的運作程序規則進行。

#### PROCEDURE FOR ACCEPTANCE AND PAYMENT

Any person (including, without limitation, agents, custodians, nominees and trustees) outside Hong Kong wishing to take up his/her/its rights under the Rights Issue must satisfy himself/herself/itself as to full observance of the laws and regulations of all relevant jurisdictions, including the obtaining of any governmental or other consents, the observing of any other requisite formalities and to pay any taxes and duties required to be paid in such jurisdictions in connection therewith.

Qualifying Shareholders who wish to take up their provisional allotment of Rights Shares in full must complete, sign and lodge the whole of the PAL intact with the Hong Kong Branch Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, together with a remittance for the full amount payable on acceptance, as shown in Box C on Form A of the PAL, so as to be received by the Hong Kong Branch Registrar by no later than 4:00 p.m. on Tuesday, 23 May 2023 (or, under bad weather conditions, such later time or date as mentioned in the paragraphs under "Effect of bad weather on the latest time for acceptance of and payment for the Rights Shares and for application and payment for the excess Rights Shares" in the section headed "Expected Timetable" in the Prospectus). All remittances must be in Hong Kong dollars by cheques which must be drawn on an account with, or by cashier's orders which must be issued by, a licensed bank in Hong Kong and made payable to "XINYI ENERGY HOLDINGS LIMITED — PAL" and crossed "Account Payee Only". Such payment will constitute acceptance of the provisional allotment of Rights Shares on the terms of the PAL and the Prospectus and subject to the articles of association of the Company. No receipt will be given for such remittances. All enquiries in connection with the PAL should be addressed to the Hong Kong Branch Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

It should be noted that, unless a PAL, duly completed, together with the appropriate remittance for the amount shown in Box C on Form A, has been received by the Hong Kong Branch Registrar as described above by no later than 4:00 p.m. on Tuesday, 23 May 2023 (or, under bad weather conditions, such later time or date as mentioned in the paragraphs under "Effect of bad weather on the latest time for acceptance of and payment for the Rights Shares and for application and payment for the excess Rights Shares" in the section headed "Expected Timetable" in the Prospectus), whether by the original allottee or any person to whom the nil-paid Rights Shares have been validly transferred, your provisional allotment and all rights and entitlements thereunder will be deemed to have been declined and will be cancelled. The Company may at its sole discretion treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions. The Company may require such incomplete PAL to be completed by the relevant applicants at a later stage.

## **SPLITTING**

If you wish to accept only part of your provisional allotment of the Rights Shares without renouncing the balance of your provisional allotment hereunder, or to transfer a part of your rights to subscribe for the Rights Shares provisionally allotted to you hereunder, or to transfer all or part of your rights to more than one person (not as joint holders), the entire and original PAL must be surrendered and lodged for cancellation with a covering letter stating clearly the number of split PAL required and the number of nil-paid Rights Shares to be comprised in each split PAL (which, in aggregate, should be equal to the number of Rights Shares provisionally allotted to you as set forth in Box B on Form A of the PAL), by no later than 4:30 p.m. on Monday, 15 May 2023 with the Hong Kong Branch Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, who will cancel the original PAL and issue new PAL(s) in the denominations required which will be available for collection at the Hong Kong Branch Registrar at the above address, after 9:00 a.m. on the second Business Day after the surrender of the original PAL.

# 接納及付款手續

香港以外的任何人士(包括(並不限於)代理人、保管人、代名人及受託人)如欲接納彼等於供股之權利, 須使自已全面遵守所有相關司法權區之法例及規例,包括取得該等司法權區可能規定之任何政府或其他 同意或辦理任何其他必要手續,以及繳付任何該等司法權區規定應付之相關稅項及徵費。

合資格股東如欲全數接納其供股股份暫定配額,必須將整份暫定配額通知書填妥、簽署連同暫定配額通知書表格甲內欄所示須於接納時應付之全數股款,不遲於二零二三年五月二十三日(星期二)下午四時正(或於惡劣天氣情況下,章程內「預期時間表」一節「惡劣天氣對接納供股股份及繳付股款以及申請額外供股股份及繳付股款的最後時限的影響」中數段所述之較後時間或日期)交回香港過戶登記分處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖)。所有股款須以港元支票繳付,以香港持牌銀行戶口開出之支票或以香港持牌銀行發出之銀行本票支付,須註明抬頭人為「XINYI ENERGY HOLDINGS LIMITED — PAL」,並以「只准入抬頭人賬戶」劃線方式開出。繳付股款後,即表示已按暫定配額通知書及章程所載之條款,及在本公司之組織章程細則之規限下接納供股份的暫定配額。本公司將不另發股款收據。所有有關暫定配額通知書之查詢均須寄交香港過戶登記分處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17M樓)。

謹請注意,除非由原獲配售人或有效承讓有關未繳股款供股股份之任何人士填妥之暫定配額通知書連同表格甲內欄所示金額之適當匯款已按上文所述不遲於二零二三年五月二十三日(星期二)下午四時正(或於惡劣天氣情況下,章程內「預期時間表」一節「惡劣天氣對接納供股股份及繳付股款以及申請額外供股股份及繳付股款的最後時限的影響」中數段所述之較後時間或日期)送達香港過戶登記分處,否則 閣下之暫定配額及一切據此而獲得之權利及配額將視作已遭放棄而被取消。本公司或會全權酌情將並未遵照有關指示填妥之暫定配額通知書視作有效,且對交回之人士或代表其交回之人士具有約束力。本公司或會要求相關申請人在後續階段填妥該等不完整的暫定配額通知書。

#### 分拆

閣下如欲只接納 閣下之部分暫定配額而不放棄 閣下暫定配額之餘額,或轉讓據此暫定配發予 閣下之認購供股股份之部分權利,或向超過一名人士(並非作為聯名持有人)轉讓 閣下全部或部分權利,則 閣下須將整份原暫定配額通知書連同清楚註明所需要的分拆暫定配額通知書數目及每份分拆暫定配額通知書包含的未繳股款供股股份數目(兩者合共應相等於暫定配額通知書表格甲乙欄所載列暫定配發予 閣下的供股股份數目)的信件,不遲於二零二三年五月十五日(星期一)下午四時三十分交回及送遞香港過戶登記分處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖),以供香港過戶登記分處註銷原暫定配額通知書,並按所需數目發出新暫定配額通知書。新暫定配額通知書將可於交回原暫定配額通知書後第二個營業日上午九時正後於香港過戶登記分處(地址同上)領取。

#### **TRANSFER**

If you wish to transfer all of your provisional allotment under the PAL to another person or persons as joint holders, you should complete and sign the "Form of Transfer and Nomination" (Form B) in the PAL and hand the completed and signed PAL to the person to or through whom you are transferring your provisional allotment. The transferee(s) must then complete and sign the "Registration Application Form" (Form C) in the PAL and lodge the PAL intact together with a remittance for the full amount payable on acceptance as set forth in Box C in Form A with the Hong Kong Branch Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, by no later than 4:00 p.m. on Tuesday, 23 May 2023 (or, under bad weather conditions, such later time or date as mentioned in the paragraphs under "Effect of bad weather on the latest time for acceptance of and payment for the Rights Shares and for application and payment for the excess Rights Shares" in the section headed "Expected Timetable" in the Prospectus).

It should be noted that Hong Kong ad valorem stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares to the transferee(s) and the acceptance by the transferee(s) of such rights. The Company reserves the right to refuse to register any transfer in favour of any person in respect of which the Company believes such transfer may violate applicable legal or regulatory requirements.

# **CHEQUES AND CASHIER'S ORDERS**

Completion and return of a PAL together with a cheque or a cashier's order in payment for the Rights Shares accepted will constitute a warranty by the applicant(s) that the cheque or the cashier's order will be honoured on first presentation. All cheques and cashier's orders will be presented for payment immediately following receipt and all interest earned on such application monies (if any) will be retained for the benefit of the Company. Without prejudice to the other rights of the Company in respect thereof, any PAL in respect of which the accompanying cheque or cashier's order is dishonoured on first presentation is liable to be rejected, and in that event the provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled.

#### SHARE CERTIFICATES AND REFUND CHEQUES FOR THE RIGHTS ISSUE

It is expected that Share certificates for all fully-paid Rights Shares are to be posted on or before Thursday, 1 June 2023 to those Qualifying Shareholders who have accepted and (where applicable) applied for, and paid for, the Rights Shares by ordinary post to their registered addresses at their own risk. Each Shareholder will receive one Share certificate for all allotted Rights Shares. Refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares (if any) are expected to be posted on or before Thursday, 1 June 2023 by ordinary post to the applicants to their registered addresses at their own risk.

# **EXCESS RIGHTS SHARES**

The Qualifying Shareholders (other than the PRC Southbound Trading Investors) may apply, by way of excess application, for Rights Shares representing an aggregation of unsold fractional entitlements, together with any Rights Shares provisionally allotted but not taken up by Qualifying Shareholders or otherwise subscribed for by renouncees or transferees of nil-paid Rights Shares and any Rights Shares representing any unsold entitlements of the Excluded Shareholders (if any).

# 轉讓

閣下如欲根據暫定配額通知書轉讓 閣下之全部暫定配額予其他一名人士或多名人士(作為聯名持有人),閣下應填妥及簽署暫定配額通知書內之「轉讓及提名表格」(表格乙),並將填妥及簽妥之暫定配額通知書轉交 閣下之暫定配額的承讓人或經手轉讓的人士。承讓人其後須填妥及簽署暫定配額通知書內之「登記申請表格」(表格丙),並將暫定配額通知書連同表格甲丙欄所載的接納時應付全部款項的股款,不遲於二零二三年五月二十三日(星期二)下午四時正(或於惡劣天氣情況下,章程內「預期時間表」一節「惡劣天氣對接納供股股份及繳付股款以及申請額外供股股份及繳付股款的最後時限的影響」中數段所述之較後時間或日期)送交香港過戶登記分處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心1712-1716號舖)。

務請注意, 閣下轉讓有關供股股份之認購權予承讓人時須繳付香港從價印花稅,而承讓人於接納有關權利時亦須繳付香港從價印花稅。本公司保留權利拒絕受理以任何人士為受益人的任何轉讓登記,如本公司相信該轉讓或會違反適用法例或監管規定。

# 支票及銀行本票

填妥之暫定配額通知書連同所接納供股股份之付款支票或銀行本票交回後將構成申請人之一項保證,表示該支票或銀行本票於首次過戶時將可兑現。所有支票及銀行本票於收訖後立即過戶,而有關申請款項賺取之全部利息(如有)將撥歸本公司所有。在不影響本公司其他有關權利的情況下,任何暫定配額通知書所隨附之支票或銀行本票未能於首次過戶時兑現,有關通知書有可能被拒絕受理,在此情況下,該暫定配額通知書下的暫定配額及所有權利將被視為已遭拒絕及將予以註銷。

# 供股的股票及退款支票

預期所有繳足股款供股股份之股票將於二零二三年六月一日(星期四)或之前以平郵方式按登記地址寄發予已接納及(如適用)申請認購供股股份並繳交股款之合資格股東,郵誤風險概由彼等自行承擔。每位股東將就所有獲配發之供股股份收到一張股票。預期全部或部分不獲接納額外供股股份申請(如有)之退款支票將於二零二三年六月一日(星期四)或之前以平郵方式按登記地址寄發予申請人,郵誤風險概由彼等自行承擔。

# 額外供股股份

合資格股東(中國港股通投資者除外)可以額外申請之方式申請認購有關未出售之零碎配額彙集所產生之供股股份、暫定配發但未獲合資格股東接納或另行獲未繳股款供股股份棄權人或承讓人認購之任何供股股份,以及除外股東之任何未售配額有關的任何供股股份(如有)。

Application for excess Rights Shares should be made by completing a prescribed EAF. The Directors will allocate the excess Rights Shares at their discretion on a fair and equitable basis on certain principles as set forth in the Prospectus, including, that no preference will be given to applications made for topping odd lot holdings to whole board lot holdings; and subject to the availability of excess Rights Shares, the excess Rights Shares will be allocated to the Qualifying Shareholders who have applied for the excess application on a pro rata basis by reference to the number of excess Rights Shares applied for by them.

If a Qualifying Shareholder wishes to apply for any excess Rights Shares in addition to his/her/its provisional allotment, he/she/it must complete and sign an EAF enclosed with the Prospectus and lodge it, together with a separate remittance for the amount payable in respect of the excess Rights Shares applied for, with the Hong Kong Branch Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 4:00 p.m. on Tuesday, 23 May 2023 (or, under bad weather conditions, such later time or date as mentioned in the paragraphs under "Effect of bad weather on the latest time for acceptance of and payment for the Rights Shares and for application and payment for excess Rights Shares" in the section headed "Expected timetable" in the Prospectus). All remittances must be made in Hong Kong dollars by cheques which must be drawn on an account with, or by cashier's orders which must be issued by, a licensed bank in Hong Kong and made payable to "XINYI ENERGY HOLDINGS LIMITED — EAF" and crossed "Account Payee Only".

#### FRACTIONAL ENTITLEMENTS

The entitlement of Qualifying Shareholders will be rounded down to the nearest whole number. The Company will not provisionally allot and will not accept applications for any fractions of Rights Shares. All fractions of Rights Shares will be aggregated (and rounded down to the nearest whole number) and all nil-paid Rights Shares arising from such aggregation will be sold in the market if a premium (net of expenses) can be obtained, and the Company will retain the proceeds for its own benefit. Any unsold fractions of Rights Shares will be aggregated and made available for excess application by the Qualifying Shareholders (other than the PRC Southbound Trading Investors) under the EAF.

#### ODD LOT TRADING ARRANGEMENT

In order to alleviate difficulties in relation to the existence of odd lots of the Shares arising from the Rights Issue, the Company has appointed Computershare Hong Kong Investor Services Limited as an agent to provide matching services on a best effort basis to the Shareholders who wish to top up or sell their holdings of odd lots of the Shares during the period from 9:00 a.m. on Friday, 2 June 2023 to 4:00 p.m. on Thursday, 15 June 2023, both dates inclusive. Holders of the Shares in odd lot represented by the existing Share certificate who wish to take advantage of this facility to either dispose of their odd lots of the Shares or top up their odd lots to a full board lot may directly or through their brokers contact Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (telephone number: (852) 2862 8555) during office hours (i.e. 9:00 a.m. to 4:30 p.m.) within such period. Holders of the Shares who would like to match odd lots are recommended to make an appointment in advance by dialing the telephone number of Computershare Hong Kong Investor Services Limited set forth above.

可填妥特設之額外申請表格申請認購額外供股股份。董事將酌情按章程所載的若干原則根據公平及衡平基準分配額外供股股份,包括為補足碎股至完整買賣單位而提出的申請將不獲優先處理;及倘有足夠的額外供股股份,額外供股股份將參考其所申請的額外供股股份數目按比例分配予提供額外申請的合資格股東。

合資格股東如欲申請認購其暫定配額以外之任何額外供股股份,則必須填妥並簽署隨附章程之額外申請表格,並於二零二三年五月二十三日(星期二)下午四時正(或於惡劣天氣情況下,章程內「預期時間表」一節「惡劣天氣對接納供股股份及繳付股款以及申請額外供股股份及繳付股款的最後時限的影響」中數段所述之較後時間或日期)連同就所申請額外供股股份應付之獨立股款一併交回香港過戶登記分處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖),所有股款須以港元支票繳付,以香港持牌銀行戶口開出之支票或以香港持牌銀行發出之銀行本票支付,須註明抬頭人為「XINYI ENERGY HOLDINGS LIMITED — EAF」,並以「只准入抬頭人賬戶」劃線方式開出。

# 零碎股份權益

合資格股東之權益將向下調整至最接近之整數。本公司將不會暫定配發及不會接受申請任何零碎供股股份。所有零碎供股股份將整合處理(並向下約整至最近整數位),而倘若可獲得溢價(於扣除費用後),則整合後出現之所有未繳股款供股股份將會在市場出售,所得收益將歸本公司所有。任何未出售之零碎供股股份將被匯集並可供合資格股東(中國港股通投資者除外)以額外申請表格作出額外申請。

# 零碎股份買賣安排

為減輕因供股產生零碎股份而出現之不便,本公司已委任香港中央證券登記有限公司作為代理,於二零二三年六月二日(星期五)上午九時正至二零二三年六月十五日(星期四)(包括首尾兩日)下午四時正期間,按盡力基準為有意購入或出售所持零碎股份之股東提供對盤服務。有意利用此項服務出售所持股份碎股或購入碎股以湊合完整的買賣單位的股份碎股持有人,可於有關期間在辦公時間內(上午九時正至下午四時三十分)直接或透過彼等的經紀聯絡香港中央證券登記有限公司,香港灣仔皇后大道東183號合和中心17M樓(電話號碼:(852)28628555)。建議有意對盤零碎股份之股份持有人可透過撥打上述香港中央證券登記有限公司之電話號碼提前預約。

#### DISTRIBUTION OF THE PAL AND THE OTHER PROSPECTUS DOCUMENTS

The PAL shall only be sent to Qualifying Shareholders.

The Prospectus Documents have not been and will not be registered and/or filed under any applicable securities or equivalent legislation of any jurisdictions other than (a) Hong Kong and (b) the PRC in accordance with the notice issued by the China Securities Regulatory Commission of "Filing Requirements for Hong Kong Listed Issuers Making Rights Issue to Mainland Shareholders through Mainland-Hong Kong Stock Connect (Announcement [2016] No. 21)" and "Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies".

No action has been taken to permit a public offering of the Rights Shares other than in Hong Kong, or the distribution of Prospectus Documents in any jurisdiction other than Hong Kong, except for the distribution of Prospectus Documents to the PRC Southbound Trading Investors. Accordingly, the Prospectus Documents may not be used for the purpose of, and do not constitute, an offer or invitation in any jurisdiction or in any circumstances in which such an offer or invitation is not authorised or to any person to whom it is unlawful to make such an offer or invitation. It is the responsibility of the Shareholders (including the Overseas Shareholders) to observe the local legal and regulatory requirements applicable to them for taking up and onward sale (if applicable) of the Rights Shares.

The PRC Southbound Trading Investors may participate in the Rights Issue through China Clear. China Clear will provide nominee services for the PRC Southbound Trading Investors to (a) sell their nil-paid Rights Shares on the Stock Exchange; and/or (b) subscribe for their provisional allotment in respect of Rights Shares held on the Record Date at the Subscription Price under the Rights Issue in accordance with the relevant laws and regulations. However, China Clear will not support applications by such PRC Southbound Trading Investors for excess Rights Shares under the Rights Issue through the Shanghai-Hong Kong Stock Connect. In addition, the PRC Southbound Trading Investors (or the relevant China Clear participants as the case may be) whose stock accounts are credited with nil-paid Rights Shares could only sell those nil-paid Rights Shares on the Stock Exchange under Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect but could not purchase any other nil-paid Rights Shares nor transfer any nil-paid Rights Shares to other PRC Southbound Trading Investors.

For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited, who subscribe for the Rights Shares on behalf of CCASS participants, or China Clear, who subscribe for the Rights Shares on behalf of the PRC Southbound Trading Investors, is subject to any of the representations and warranties. If you are in doubt as to your position, you should consult your own professional advisers.

The Company reserves the right to refuse to accept any application for the Rights Shares where it believes that doing so would violate the applicable securities or other laws or regulations of any jurisdiction.

# 派發暫定配額通知書及其他章程文件

暫定配額通知書只可向合資格股東寄發。

除(a)香港;及(b)中國(根據中國證監會發出的《關於港股通下香港上市公司向境內原股東配售股份的備案規定》(公告[2016]21號)通知)及《境內企業境外發行證券和上市管理試行辦法》以外,章程文件並無亦將不會根據任何司法權區的任何適用證券法或等同法例登記及/或備案。

本公司並無採取任何行動,以批准在香港以外地區公開提呈發售供股股份或在香港以外任何司法權區派發章程文件(惟派發章程文件予中國港股通投資者除外)。因此,在未受批准,或向任何人士提呈發售或提出認購邀請即屬違法的任何司法權區或任何情況下,章程文件不得用作亦不構成提呈發售或提出認購邀請。股東(包括海外股東)在認購及後續出售(如適用)供股股份時須遵守其適用的地方法律及監管規定。

中國港股通投資者可透過中國結算參與供股。中國結算將為中國港股通投資者提供代名人服務,以(a)在聯交所上市出售彼等的未繳股款供股股份;及/或(b)根據相關法律及法規按認購價認購彼等根據供股按於記錄日期所持供股股份的暫定配額。然而,中國結算將不會支持有關中國港股通投資者透過滬港通或深港通申請認購供股項下的額外供股股份。此外,股票戶口內記存未繳股款供股股份的中國港股通投資者(或相關中國結算參與者,視情況而定)僅可在聯交所透過滬港通或深港通出售該等未繳股款供股股份,而不得購買任何未繳股款供股股份,亦不得向其他中國港股通投資者轉讓有關未繳股款供股股份。

為免生疑,代表中央結算系統參與者認購供股股份的香港結算及香港中央結算(代理人)有限公司,或代表中國港股通投資者認購供股股份的中國結算,均不會受限於任何該等聲明及保證。倘 閣下對本身的情況有疑問,應諮詢 閣下本身的專業顧問。

倘本公司相信接納任何供股股份申請會違反任何司法權區的適用證券或其他法律或法規,則其保留權利 拒絕接納有關申請。

# QUALIFYING SHAREHOLDERS AND EXCLUDED SHAREHOLDERS

To qualify for the Rights Issue and to accept the Rights Shares provisionally allotted under the PAL, a Shareholder must have been registered as a member of the Company as at the Record Date, i.e. Tuesday, 2 May 2023 and be a Qualifying Shareholder.

Excluded Shareholders are those Shareholder(s) whose name(s) appear(s) on the register of members of the Company on the Record Date and whose address(es) as shown on such register is/are outside Hong Kong where the Directors, after making enquiries regarding the legal restrictions under the laws of the relevant places or the requirements of the relevant regulatory bodies or stock exchanges in that place (the "**Specified Territories**"), consider it necessary or expedient to exclude any such Shareholders from the Rights Issue.

No person receiving the PAL and/or any other Prospectus Document in the Specified Territories may treat it as an offer or invitation to apply for the Rights Shares, unless in that territory such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements thereof. In those circumstances, the PAL and/or the other Prospectus Documents must be treated as sent for information only and should not be copied or redistributed.

#### **GENERAL**

Lodgment of the PAL with, where relevant, the form of transfer and nomination purporting to have been signed by the person(s) in whose favour the PAL has been issued, shall be conclusive evidence of the title of the party or parties lodging it to deal with the same and to receive a split PAL and/or the share certificates for the Rights Shares. Further copies of the Prospectus are available at the Hong Kong Branch Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

All documents, including cheques for refund, will be sent by ordinary mail at the risk of the relevant applicants or other persons entitled thereto.

The PAL and all acceptances of the offer contained in it shall be governed by and construed in accordance with the laws of Hong Kong. Nil-paid Rights Shares are expected to be traded in board lots of 2,000 (as the existing Shares are currently traded on the Stock Exchange in board lots of 2,000). References in the PAL to times and dates are to Hong Kong times and dates unless otherwise stated. In case of any inconsistency between the English and Chinese version of this PAL, the English version will prevail.

If you have questions in relation to the PAL, please address your questions to the Hong Kong Branch Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong during business hours from 9:00 a.m. to 4:30 p.m., Monday to Friday (other than Hong Kong public holidays).

# 合資格股東及除外股東

為符合資格參與供股及接納根據本暫定配額通知書所暫定配發的供股股份,股東於記錄日期(即二零二三年五月二日(星期二))須為本公司之登記股東,且為合資格股東。

除外股東指於記錄日期名列本公司股東登記冊,及該登記冊上所示地址位於香港境外之股東,而董事於查詢相關地區法律之法律限制及該地區(「**特定地區**」)相關監管機構或證券交易所之規定後,認為撇除任何有關股東參與供股乃屬必要或適宜。

任何人士如在特定地區收到暫定配額通知書及/或任何其他章程文件,除非該地區可合法提呈有關要約或邀請而毋須遵守其任何登記或其他法律或監管規定,否則不可視作申請供股股份之要約或邀請。在該等情況下,暫定配額通知書及/或其他章程文件須視為僅供參照處理,亦不應複製或轉發。

# 一般事項

暫定配額通知書連同(如適用)由獲發本暫定配額通知書人士所簽署的轉讓及提名表格一經交回,即確證 交回的人士(一名或多名)有權處理暫定配額通知書及收取分拆之暫定配額通知書及/或供股股份股票。如需要額外的章程,可於香港過戶登記分處香港中央證券登記有限公司(地址為香港灣仔皇后大道東 183號合和中心 17M 樓)索取。

所有文件(包括退款支票)將以平郵投遞方式寄予有關申請人或其他應得的人士,郵誤風險概由收件人自 行承擔。

暫定配額通知書及所有接納其中所載之要約均須受香港法例規限,並按其詮釋。預期未繳股款供股股份 將以2,000股之每手買賣單位進行買賣(現有股份目前以2,000股之每手買賣單位在聯交所進行買賣)。 除另有説明者外,暫定配額通知書內所提及之時間及日期均為香港時間及日期。如本暫定配額通知書的 中英文版本有任何不一致,則以英文版本為準。

倘若 閣下對暫定配額通知書有任何疑問,請於星期一至星期五(香港公眾假期除外)上午九時正至下午四時三十分之營業時間將 閣下的問題提交至香港過戶登記分處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17M樓)。

By completing, signing and submitting the PAL, you agree to disclose to the Company and/or the Hong Kong Branch Registrar and their respective advisers and agent's personal data and any information which they require about you or the person(s) for whose benefit you have made the acceptance of the provisional allotment of the Rights Shares. The Personal Data (Privacy) Ordinance (chapter 486 of the Laws of Hong Kong) (the "PD(P)O") provides the holders of securities with rights to ascertain whether the Company or the Hong Kong Branch Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the PD(P) O, the Company and the Hong Kong Branch Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to (i) the Company, at its Head Office and Principal Place of Business in Hong Kong at Unit 2118-2120, 21st Floor, Rykadan Capital Tower, No. 135 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong or as notified from time to time in accordance with applicable law, for the attention of the company secretary of the Company; or (ii) (as the case may be) the Hong Kong Branch Registrar at its address set forth above.

Yours faithfully,
For and on behalf of
Xinyi Energy Holdings Limited
LEE Shing Put, B.B.S.
Chairman

倘若填妥、簽署及交回本暫定配額通知書, 閣下同意向本公司及/或香港過戶登記分處及彼等各自之顧問及代理披露個人資料及彼等所需而有關 閣下或 閣下為其利益而接納暫定配發之供股股份的人士之任何資料。香港法例第486章《個人資料(私隱)條例》(「《個人資料(私隱)條例》」)給予證券持有人權利可確定本公司或香港過戶登記分處是否持有其個人資料、索取有關資料的副本,以及更正任何不準確的資料。根據《個人資料(私隱)條例》,本公司及香港過戶登記分處有權就處理任何查閱資料的要求收取合理費用。有關查閱資料或更正資料或有關政策及慣例以及持有資料種類的資料的所有要求,應寄往(i)本公司之總辦事處及香港主要營業地點(地址為香港九龍觀塘海濱道135號宏基資本大廈21樓2118至2120室)或根據適用法律不時通知之地點並以本公司的公司秘書為收件人,或(ii)(視情況而定)於上文所示地址之香港過戶登記分處。

此致

列位合資格股東 台照

代表 **信義能源控股有限公司** *主席* **李聖潑(銅紫荊星章)** 謹啟

二零二三年五月九日