

Mr. TUNG Ching Sai is a party to the Pre-emptive Agreement (the “**Pre-emptive Agreement**”) dated 22 November 2018 entered into between Dr. LEE Yin Yee, B.B.S., Mr. TUNG Ching Bor, Mr. TUNG Ching Sai, Mr. LEE Sing Din, Mr. LI Ching Wai, Mr. LI Man Yin, Mr. SZE Nang Sze, Mr. NG Ngan Ho, and Mr. LI Ching Leung. The Pre-emptive Agreement is an agreement to which section 317(1)(a) of the Securities and Futures Ordinance (Cap.571) applies.

The material terms of the Pre-emptive Agreement have been recorded in the prospectus (the “**Prospectus**”) of Xinyi Energy Holdings Limited (“**Xinyi Energy**”) dated 15 May 2019.

As disclosed in the Prospectus, pursuant to the Pre-emptive Agreement, each of parties to the Pre-emptive Agreement has agreed to grant a right of first offer to the other parties to the Pre-emptive Agreement if he would like to dispose of his shares (the “**Shares**”) in Xinyi Energy received under the Equity Investment (as defined in the Prospectus) and those Capitalization Shares (as defined in the Prospectus) allotted to him, the selling party shall inform the other parties of the number of Shares proposed to be sold. The other parties shall be entitled to purchase from the selling party all or part of the Shares proposed to be sold within two business days at such prices as agreed with the selling party, but in any event not less than 12.0% discount to the average closing prices of the Shares for the last seven consecutive Business Days (the “**Agreed Price**”). If there is more than one party indicating their interest to acquire the Shares from the selling party, the selling party shall sell his Shares on a pro rata basis. If there is no party to the Pre-emptive Agreement indicating their interest to acquire the Shares from the selling party, the selling party may sell all or part of the Shares proposed to be sold to independent third parties within 60 days at a price of not less than the Agreed Price.