
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Beijing Jingneng Clean Energy Co., Limited, you should at once hand this circular together with the enclosed proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Beijing Jingneng Clean Energy Co., Limited
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**GENERAL MANDATE TO ISSUE SHARES
GENERAL MANDATE TO REPURCHASE H SHARES
GENERAL MANDATE TO ISSUE DEBT FINANCING INSTRUMENTS
PROPOSED AMENDMENTS TO RULES OF PROCEDURE
FOR GENERAL MEETINGS, RULES OF PROCEDURE
FOR BOARD OF DIRECTORS AND RULES OF PROCEDURE
FOR BOARD OF SUPERVISORS
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 3 to 7 of this circular.

The notice convening the AGM to be held at 10:00 a.m. on Wednesday, 26 June 2024 at Harbour Room, 56/F, Island Shangri-La Hotel, Pacific Place, Supreme Court Road, Central, Hong Kong is set out on pages 41 to 45 of this circular. A proxy form for use at the AGM is enclosed with this circular and was also published on the website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<https://www.jncec.com>). Whether or not you are able to attend the AGM, you are requested to complete and return the proxy form in accordance with the instructions printed thereon not less than 24 hours before the time appointed for holding the AGM (i.e., not later than 10:00 a.m. on Tuesday, 25 June 2024) or any adjournment thereof (as the case may be).

Completion and return of the proxy form will not preclude you from attending and voting at the AGM should you so wish.

References to time and dates in this circular are to Hong Kong time and dates.

27 May 2024

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The following expressions have the meanings set out below unless the context requires otherwise:

“AGM”	the annual general meeting of the Company to be held at 10:00 a.m. on Wednesday, 26 June 2024 at Harbour Room, 56/F, Island Shangri-La Hotel, Pacific Place, Supreme Court Road, Central, Hong Kong
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Board” or “Board of Directors”	the board of Directors of the Company
“Company”	(Beijing Jingneng Clean Energy Co., Limited), a joint stock company incorporated in the PRC with limited liability, whose H Shares are listed on the Hong Kong Stock Exchange
“Company Law”	the Company Law of the People’s Republic of China (), as amended, modified or otherwise supplemented from time to time
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	the ordinary share(s) issued by the Company in the PRC, with a nominal value of RMB1.00 each, which are subscribed for in RMB
“H Share(s)”	the overseas-listed foreign invested share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	21 May 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, modified or otherwise supplemented from time to time
“PRC” or “China”	the People’s Republic of China and for the purpose of this circular, Centayxcludes

DEFINITIONS

“Rules of Procedure for General Meetings”	the Rules of Procedure for General Meetings of the Company
“Rules of Procedure for Board of Directors”	the Rules of Procedure for Board of Directors of the Company
“Rules of Procedure for Board of Supervisors”	the Rules of Procedure for Board of Supervisors of the Company
“Share(s)”	the ordinary share(s) of RMB1.00 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Domestic Shares and H Shares of the Company
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended, modified or otherwise supplemented from time to time
“%”	percentage

LETTER FROM THE BOARD



Beijing Jingneng Clean Energy Co., Limited
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Executive Directors:

Mr. CHEN Dayu (*Chairman*)
Mr. LI Minghui (*General Manager*)
Mr. ZHANG Wei

Non-executive Directors:

Mr. ZHOU Jianyu
Mr. SONG Zhiyong
Ms. ZHANG Yi

Independent non-executive Directors:

Ms. ZHAO Jie
Mr. WANG Hongxin
Mr. QIN Haiyan
Ms. HU Zhiying

Registered Office:

Room 118, 1 Ziguang East Road
Badaling Economic Development Zone
Yanqing District, Beijing
the PRC

Principal Place of Business in Hong Kong:

31/F., Tower Two, Times Square
1 Matheson Street, Causeway Bay
Hong Kong

27 May 2024

To the Shareholders

Dear Sir/Madam,

**GENERAL MANDATE TO ISSUE SHARES
GENERAL MANDATE TO REPURCHASE H SHARES
GENERAL MANDATE TO ISSUE DEBT FINANCING INSTRUMENTS
PROPOSED AMENDMENTS TO RULES OF PROCEDURE
FOR GENERAL MEETINGS, RULES OF PROCEDURE
FOR BOARD OF DIRECTORS AND RULES OF PROCEDURE
FOR BOARD OF SUPERVISORS
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to set out the notice of the AGM and to provide you with details regarding, among other things, the general mandate to the Board to issue additional Shares, the general mandate to the Board to repurchase H Shares, the general mandate to the Board to issue debt

financing instruments as well as the proposed amendments to Rules of Procedure for General Meetings, Rules of Procedure for Board of Directors and Rules of Procedure for Board of Supervisors, so as to enable you to make informed decisions on whether to vote for or against the resolutions to be proposed at the

LETTER FROM THE BOARD

resolution on the proposed grant of the Repurchase Mandate is approved, and the Company will not allot, issue or repurchase H Shares on or before the date of convening the AGM, the Company will be entitled to repurchase not more than 282,967,680 H Shares pursuant to the Repurchase Mandate. The funds of repurchase include internal funds and funds which fulfill the regulatory requirements for repurchase of shares;

- (3) to formulate, approve and implement specific repurchase plans, including but not limited to the price, batch, amount and time of execution of the repurchase of H Shares, opening overseas stock account and handling foreign exchange registration, notifying the creditors of the Company and publishing announcements in accordance with the provisions of the Company Law and the Articles of Association;
- (4) to obtain the required approval or fulfill the filing procedures in accordance with applicable laws, regulations and requirements;
- (5) if there are new provisions in laws and regulations, or new policies by regulatory authorities, or changes in market conditions in relation to the repurchase of H Shares, unless the relevant laws and regulations or requirements of the regulatory authorities or the Articles of Association require for re-vote at the general meeting(s), the Board may adjust the repurchase plan and continue to deal with relevant matters of the repurchase of H Shares in accordance with relevant laws and regulations and the requirements of regulatory authorities as well as the market conditions and the actual situation of the Company;
- (6) if applicable, to handle the deregistration procedures for the repurchased H Shares, decrease the registered capital, amend the Articles of Association regarding the share capital, shareholding structure and others and complete the registration and filing procedures; and
- (7) to sign other documents and handle other matters in relation to the repurchase of H Shares.

Validity of the Repurchase Mandate

The Repurchase Mandate shall be effective from the date of approving by the AGM until whichever is the earlier of:

- (1) the conclusion of the 2024 annual general meeting of the Company; or
- (2) the revocation or variation of the authority under this resolution by passing of a special resolution of the Company at any general meeting (the “**Relevant Period**”).

Impact of the Repurchase of H Shares

The fully execution of the Repurchase Mandate during the Relevant Period and any time as permitted by laws and regulations may have adverse impact on the working capital or gearing levels of the Company. However, if the Board considers the execution of the Repurchase Mandate will have a material adverse impact on the working capital or gearing levels of the Company, the Board will not

LETTER FROM THE BOARD

exercise the Repurchase Mandate under such circumstances. After considering the prevailing market conditions, the Board will determine the amount of H Shares to be repurchased, the price and other terms of the repurchase of H Shares to the extent that is in the best interests of the Company.

The repurchase of H Shares does not involve connected transaction or obligation to make a mandatory offer under the Takeovers Code.

The price, batch, amount and time of execution of the repurchase of H Shares are to be determined and are subject to uncertainties. The Company will strictly follow the Listing Rules and relevant laws and regulations to carry out the plan for repurchase of H Shares and fulfill information disclosure obligations in a timely manner.

The Listing Rules require the provision of necessary information relevant to the proposed repurchase of Shares to the Shareholders for their consideration, so that the Shareholders will be able to make informed decisions on the relevant resolutions on repurchase of Shares at the AGM, and the explanatory statement containing such information is set out in Appendix I to this circular.

4. GENERAL MANDATE TO ISSUE DEBT FINANCING INSTRUMENTS

A special resolution will be proposed at the AGM to consider and approve to generally and unconditionally authorize the Board (or Director(s) delegated by the Board), within the amount approved and in light of the demand of business operation and capital expenditures, as well as the market conditions, to determine the specific provisions and related matters regarding the issuance of debt financing instruments such as inbound ultra short-term financing bonds, short-term financing bonds, mid-term notes, corporate bonds, ABS, ABN, ABCP, offshore bonds, etc., including but not limited to the determination as to issue size, interest rate, duration, purchaser, use of proceeds subject to the aforesaid limits as well as all necessary documents to be made, executed or disclosed (the “**Debt Financing Instruments Issue Mandate**”).

The effective period of the Debt Financing Instruments Issue Mandate is from the date of the passing of the resolution at the AGM to the conclusion of the 2024 annual general meeting of the Company.

5. PROPOSED AMENDMENTS TO RULES OF PROCEDURE FOR GENERAL MEETINGS, RULES OF PROCEDURE FOR BOARD OF DIRECTORS AND RULES OF PROCEDURE FOR BOARD OF SUPERVISORS

We refer to the announcement of the Company dated 5 December 2023 and the circular of the Company dated 11 December 2023 in relation to, among other things, the amendments to the Articles of Association.

The Company amended the Articles of Association at the second extraordinary general meeting of 2023 and the second H share class meeting of 2023 in accordance with the abolition of the Special Provisions of State Council on Overseas Offering and Listing of Shares by Joint Stock Limited Companies and the Mandatory Provisions for the Articles of Association of the Companies to be Listed Outside the PRC, the corresponding amendments to the Listing Rules as well as proposals from Shareholders and in conjunction with the practical management of the Company, for the purpose

of complying with the changes in the corresponding laws and rules, and under the premise of compliance, simplifying the governance procedures of the Company and improving the governance efficiency. In order to comply with the revised Articles of Association and improve the consistency of the corporate governance standard, the Company currently proposes to amend the relevant provisions of Rules of Procedure for General Meetings, Rules of Procedure for Board of Directors and Rules of Procedure for Board of Supervisors. Details are set out in Appendix II to this circular.

6.

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to enable the Shareholders to make an informed decision on whether to vote for or against the special resolution to approve the Repurchase Mandate.

CLASS AND NUMBER OF SHARES PROPOSED TO BE REPURCHASED

As at the Latest Practicable Date, the issued share capital of the Company was 8,244,508,144 Shares, including 5,414,831,344 Domestic Shares and 2,829,676,800 H Shares. If the special resolution on the proposed grant of the Repurchase Mandate is approved, and the Company will not allot, issue or repurchase H Shares on or before the date of convening the AGM, the Company will be entitled to repurchase not more than 282,967,680 H Shares pursuant to the Repurchase Mandate, representing 10% of the total number of H Shares in issue of the Company as at the date of passing the relevant resolution.

REASONS FOR REPURCHASE

The Board believes that the Repurchase Mandate is conducive to promote the sustainable operation and development of the Company, protect the long-term interests of investors and maximize the Shareholders' value. Based on the prevailing market conditions and funding arrangement, the exercise of the Repurchase Mandate may increase the net asset value per share and/or earnings per share. The Repurchase Mandate will be exercised only when the Directors consider that repurchase is beneficial to the Company and the Shareholders.

FUNDS FOR REPURCHASE

In repurchasing H Shares, the Company intends to use its internal funds lawfully available for such purpose in accordance with the Articles of Association, the Listing Rules, the Company Law and other applicable PRC laws, rules and regulations, and other funds that fulfil the regulatory requirements for repurchase of shares.

Considering the current working capital conditions of the Company, the Board believes that an exercise of the Repurchase Mandate in full will not cause material adverse impact on the working capital and/or gearing levels of the Company (as compared to the financial position as at 31 December 2023 as disclosed in the audited financial statements of the Company in the annual report for the year ended 31 December 2023). However, if the Board believes that the exercise of the Repurchase Mandate will have material adverse impact on the working capital requirements or gearing levels of the Company, the Board tends not to repurchase the H Shares by exercising the power conferred under the Repurchase Mandate. The Board will consider the prevailing market conditions at an appropriate timing to make decisions on the number of H Shares to be repurchased, the price and other terms to repurchase H Shares, in the best interest of the Company.

DISCLOSURE OF INTEREST

To the best knowledge of the Directors, having made all reasonable enquiries, none of the Directors or their close associates (as defined in the Listing Rules), has any present intention to sell to the Company any H Shares if the Repurchase Mandate is approved by the AGM.

As at the Latest Practicable Date, none of the core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any H Shares to the Company, or has undertaken not to do so in the event that the Repurchase Mandate is approved by the AGM.

UNDERTAKING OF THE DIRECTORS

The Directors will exercise the powers of the Company to repurchase H Shares pursuant to the Repurchase Mandate in compliance with the Listing Rules, the Articles of Association, the applicable laws, rules and regulations of the PRC, and in accordance with the special resolution set out in the notice of the AGM.

The Directors have confirmed that neither this explanatory statement nor the proposed share repurchase has unusual features.

EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors exercising the power of the Company to repurchase H Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition of the voting rights pursuant to Rule 32 of the Takeovers Code. If such an increase results in the change in control, it could, under certain circumstances, result in the recommendation for a mandatory acquisition in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Beijing Energy Holding Co., Ltd. () ("BEH") is the controlling Shareholder of the Company directly and indirectly holding approximately 68.68% interests in the issued share capital of the Company. BEH was wholly-owned by Beijing State-owned Capital Operation Management Co., Ltd. () which was established and wholly-owned by State-owned Assets Supervision and Administration Commission of the People's Government of Beijing Municipality (). The Company expects that the exercise of the Repurchase Mandate in full will not have any implications for BEH under the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the Directors are not aware of any consequence which may arise under the Takeovers Code and any similarly applicable laws as a consequence of any repurchase of H Shares under the Repurchase Mandate. Moreover, the Directors will not make share repurchase on the Hong Kong Stock Exchange if such repurchase would result in the requirements under Rule 8.08 of the Listing Rules not being complied with.

SECURITIES REPURCHASED BY THE COMPANY

No repurchase of any H Shares has been made by the Company during the six months immediately preceding the Latest Practicable Date.

DISPOSAL FOR H SHARES REPURCHASED

The Company will cancel these repurchased H Shares or hold them as treasury shares (subject to the relevant Listing Rules regarding the treasury shares that have come into effect) in accordance with the market conditions at the time of repurchase and the capital management needs of the Group.

PRICES OF H SHARES

The highest and lowest trading prices at which the H Shares have been traded on the Hong Kong Stock Exchange in each month over the last 12 months prior to the Latest Practicable Date are as follows:

Month	H Shares	
	Highest Price (HK\$)	Lowest Price (HK\$)
2023		
May	2.07	1.84
June	1.90	1.81
July	1.92	1.69
August	1.82	1.66
September	1.71	1.59
October	1.67	1.53
November	1.67	1.55
December	1.76	1.50
2024		
January	1.78	1.42
February	1.70	1.48
March	1.75	1.60
April	1.93	1.73
May (as of the Latest Practicable Date)	2.06	1.87

1. PROPOSED AMENDMENTS TO RULES OF PROCEDURE FOR GENERAL MEETINGS

Original article	Revised article after the proposed amendments
<p>Article 1 In order to protect the legitimate rights and interests of the shareholders, further clarify the responsibilities and authorities of the shareholders' general meeting of Beijing Jingneng Clean Energy Co., Limited (the "Company"), standardize its organization and behaviors, ensure that the shareholders' general meeting perform their functions according to laws, and improve the procedure efficiency of the shareholders' general meeting, the Rules of Procedure is formulated in accordance with relevant laws and regulations, such as the Company Law of the People's Republic of China (the "Company Law"), the Mandatory Provisions for the Articles of Association of the Companies to be Listed Outside the PRC (), the Guidelines for the Articles of Association of Chinese Listed Companies and relevant provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Articles of Association of Beijing Jingneng Clean Energy Co., Limited (the "Articles of Association").</p>	<p>Article 1 In order to protect the legitimate rights and interests of the shareholders, further clarify the responsibilities and authorities of the shareholders' general meeting of Beijing Jingneng Clean Energy Co., Limited (the "Company"), standardize its organization and behaviors, ensure that the shareholders' general meeting perform their functions according to laws, and improve the procedure efficiency of the shareholders' general meeting, the Rules of Procedure is formulated in accordance with relevant laws and regulations, such as the Company Law of the People's Republic of China (the "Company Law"), the Mandatory Provisions for the Articles of Association of the Companies to be Listed Outside the PRC (_____), the Guidelines for the Articles of Association of Chinese Listed Companies and relevant provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Articles of Association of Beijing Jingneng Clean Energy Co., Limited (the "Articles of Association").</p>
<p>Article 3 The general meetings shall include annual general meetings and extraordinary general meetings. Annual meetings shall be convened once a year and shall be held within six months from the end of the preceding fiscal year.</p> <p>In case of the occurrence of the event as stipulated in the Articles of Association of the Company shall convene class shareholders' meetings. Shareholders who hold different classes of shares are classified as class shareholders. Apart from holders of other</p>	<p>Article 3 The general meetings shall include annual general meetings and extraordinary general meetings. Annual meetings shall be convened once a year and shall be held within six months from the end of the preceding fiscal year.</p> <p>In case of the occurrence of the event as stipulated in the Articles of Association of the Company shall convene class shareholders' meetings. Shareholders who hold different classes of shares are classified as class shareholders. Apart from holders of other</p>

**PROPOSED AMENDMENTS TO RULES OF
PROCEDURE FOR GENERAL MEETINGS, RULES OF
PROCEDURE FOR BOARD OF DIRECTORS AND
RULES OF PROCEDURE FOR BOARD OF SUPERVISORS**

Original article	Revised article after the proposed amendments
<p>classes of shares, holders of domestic shares and holders of overseas listed shares shall be regarded as different classes of shareholders.</p>	<p>classes of shares, holders of domestic shares and holders of overseas listed shares shall be regarded as different classes of shareholders.</p>
<p>Article 5 The Company shall not proceed to change or abrogate the shareholders’ rights of a class of shares unless such change or abrogation has been approved by way of a special resolution of the general meeting in accordance with the Articles of Association and by a separate class meeting of the affected shareholders of the class of shares in accordance with the Articles of Association. The quorum for convening such general meeting of shareholders shall be the holders holding at least one third of the issued shares of relevant class.</p>	<p>Article 5 The Company shall not proceed to change or abrogate the shareholders’ rights of a class of shares unless such change or abrogation has been approved by way of a special resolution of the general meeting in accordance with the Articles of Association and by a separate class meeting of the affected shareholders of the class of shares in accordance with the Articles of Association. The quorum for convening such general meeting of shareholders shall be the holders holding at least one third of the issued shares of relevant class.</p>
<p>Where any changes in domestic and foreign laws, regulations and the listing rules of the place where the shares of the Company are listed, as well as decisions of domestic and foreign regulatory authorities which lead to the change of the class of shareholders’ rights or repeal shall not require the approval of shareholder’ meeting or class meeting.</p>	<p>Where any changes in domestic and foreign laws, regulations and the listing rules of the place where the shares of the Company are listed, as well as decisions of domestic and foreign regulatory authorities which lead to the change of the class of shareholders’ rights or repeal shall not require the approval of shareholder’ meeting or class meeting.</p>
<p>Article 7 The general meeting shall exercise the following functions and powers:</p> <p>(1) Decide the operational policy and investment plan of the Company;</p> <p>(2) Elect and replace directors and supervisors who are not staff representatives. Make decisions on matters in relation to the salary of the relevant directors and supervisors;</p> <p>(3) Review and approve the reports of the board of directors;</p>	<p>Article 7<u>6</u> The general meeting shall exercise the following functions and powers:</p> <p>(1) Decide the operational policy and investment plan of the Company;</p> <p>(2) Elect and replace directors and supervisors who are not staff representatives. Make decisions on matters in relation to the salary of the relevant directors and supervisors;</p> <p>(3) Review and approve the reports of the board of directors;</p>

PROPOSED AMENDMENTS TO RULES OF
PROCEDURE FOR GENERAL MEETINGS, RULES OF
PROCEDURE FOR BOARD OF DIRECTORS AND
RULES OF PROCEDURE FOR BOARD OF SUPERVISORS

Original article	Revised article after the proposed amendments
(4) Review and approve the reports of the board of supervisors;	(4) Review and approve the reports of the board of supervisors;
(5) Review and approve the annual financial budgets and final accounting of the Company;	(5) Review and approve the annual financial budgets and final accounting of the Company;
(6) Review and approve the profit distribution plan and loss compensation plan of the Company;	(6) Review and approve the profit distribution plan and loss compensation plan of the Company;
(7) Decide on increasing or reducing the registered capital of the Company;	(7) Decide on increasing or reducing the registered capital of the Company;
(8) Decide on merger, division, winding up, liquidation or changing the form of the Company;	(8) Decide on merger, division, winding up, liquidation or changing the form of the Company;
(9) Pass resolutions on the issuance of bonds or listing plan of other securities by the Company;	(9) Pass resolutions on the issuance of bonds or listing plan of other securities by the Company;
(10) Pass resolutions on the employment and dismissal of accounting firms by the Company;	(10) Pass resolutions on the employment and dismissal of accounting firms by the Company;
(11) Amend the Articles of Association;	(11) Amend the Articles of Association;
(12) Review and approve the external guarantee issues which shall be reviewed at the general meeting as prescribed in Article 8 of the Rules of Procedure;	(12) Review and approve the external guarantee issues which shall be reviewed at the general meeting as prescribed in Article 8 <u>7</u> of the Rules of Procedure;
(13) Review purchases and sales of significant assets within a year exceeding 30% of the latest audited total assets of the Company;	(13) Review purchases and sales of significant assets within a year exceeding 30% of the latest audited total assets of the Company;
(14) Review and approve changes in the usage of raised funds;	(14) Review and approve changes in the usage of raised funds;
(15) Review share incentive plans;	(15) Review share incentive plans <u>and</u> <u>employee stock ownership plan</u> ;

Original article	Revised article after the proposed amendments
<p>(16) Review proposals of the shareholders who represent 3% or more of the Company’s voting shares;</p> <p>(17) Review other matters to be approved at the general meeting as prescribed by the law, administrative regulations, department regulations, listing rules of the local stock exchange where the Company’s shares are listed or the Articles of Association.</p>	<p>(16) Review proposals of the shareholders who represent 3% or more of the Company’s voting shares;</p> <p>(17) Review the Company’s external donations and sponsorships whose single amount reaches 0.1% or more of the Company’s latest audited net assets and are included in profit or loss for the current period;</p> <p>(18) Review other matters to be approved at the general meeting as prescribed by the law, administrative regulations, department regulations, listing rules of the local stock exchange where the Company’s shares are listed or the Articles of Association.</p>
<p>Article 8 The following external guarantees of the Company must be reviewed and passed at the general meeting:</p> <p>(1) Any external guarantee by the Company or its subsidiary and any subsequent guarantee, whose total amount is equal to or more than 50% of the Company’s audited net assets;</p> <p>(2) Any external guarantee by the Company and any subsequent guarantee, whose total amount is equal to or more than 30% of the Company’s latest audited total assets;</p> <p>(3) To provide guarantee to entities with more than 70% debt equity ratio;</p> <p>(4) A single guarantee whose amount exceeds 10% of the latest audited net assets;</p> <p>(5) To provide guarantee for shareholders, actual controller and its associates;</p>	<p>Article 87 The following external guarantees of the Company must be reviewed and passed at the general meeting:</p> <p>(1) Any external guarantee by the Company or its subsidiary and any subsequent external guarantee, whose total amount is equal to or more than 50% of the Company’s audited net assets;</p> <p>(2) whose total amount is equal to or more than 30% of the Company’s latest audited total assets;</p>

PROPOSED AMENDMENTS TO RULES OF PROCEDURE FOR GENERAL MEETINGS, RULES OF PROCEDURE FOR BOARD OF DIRECTORS AND RULES OF PROCEDURE FOR BOARD OF SUPERVISORS

Original article	Revised article after the proposed amendments
<p>(6) Other guarantees which shall be passed at the general meeting as prescribed by the local stock exchange where the Company’s shares are listed and the Articles of Association.</p> <p>The term “external guarantees” in this article refers to the guarantees provided by the Company to others, excluding the guarantees provided by the Company to its subsidiaries.</p>	<p>(4)(5) A single <u>external</u> guarantee whose amount exceeds 10% of the latest audited net assets;</p> <p>(5)(6) To provide guarantee for shareholders, actual controller and its associates;</p> <p>(6)(7) Other <u>external</u> guarantees which shall be passed at the general meeting as prescribed by the local stock exchange where the Company’s shares are listed and the Articles of Association.</p> <p>The term “external guarantees” in this article refers to the guarantees provided by the Company to others, excluding the guarantees provided by the Company to its subsidiaries.</p>
<p>Article 12 Shareholders holding more than 10% of shares (individually or together with others) shall be entitled to request for an extraordinary general meeting or class meeting according to the following procedures:</p> <p>(1) Upon signing one or several written requests with the same content and format, and stating the subject of the meeting, the aforesaid shareholders may request the board of directors to convene an extraordinary general meeting or class meeting. Concerning the above request, the board of directors shall, in accordance with the law, administrative regulations and the Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general meeting or class meeting within 10 days upon receipt of the proposal. Shares held by the above shareholders shall be calculated as at the date of submitting the written request.</p>	<p>Article 1211 Shareholders holding more than 10% of shares (individually or together with others) shall be entitled to request for an extraordinary general meeting or class meeting according to the following procedures:</p> <p>(1) Upon signing one or several written requests with the same content and format, and stating the subject of the meeting, the aforesaid shareholders may request the board of directors to convene an extraordinary general meeting or class meeting. Concerning the above request, the board of directors shall, in accordance with the law, administrative regulations and the Articles of Association, reply with a written opinion to state whether it agrees or disagrees to convene an extraordinary general meeting or class meeting within 10 days upon receipt of the proposal. Shares held by the above shareholders shall be calculated as at the date of submitting the written request.</p>

PROPOSED AMENDMENTS TO RULES OF
PROCEDURE FOR GENERAL MEETINGS, RULES OF
PROCEDURE FOR BOARD OF DIRECTORS AND
RULES OF PROCEDURE FOR BOARD OF SUPERVISORS

Original article	Revised article after the proposed amendments
<p>(2) If the board of directors agrees to convene an extraordinary general meeting or class meeting, it shall issue a notice of meeting within 5 days upon making the decision. Any changes made to the original request in the notice shall be agreed by the relevant shareholders.</p>	<p>(2) If the board of directors agrees to convene an extraordinary general meeting or class meeting, it shall issue a notice of meeting within 5 days upon making the decision. Any changes made to the original request in the notice shall be agreed by the relevant shareholders.</p>
<p>(3) If the board of directors disagrees to convene the extraordinary general meeting or class meeting, or does not reply within 10 days upon receipt of the proposal, shareholders individually or together holding more than 10% of the shares of the Company are entitled to request the board of supervisors to hold meeting in writing.</p>	<p>(3) If the board of directors disagrees to convene the extraordinary general meeting or class meeting, or does not reply within 10 days upon receipt of the proposal, shareholders individually or together holding more than 10% of the shares of the Company are entitled to request the board of supervisors to hold meeting in writing.</p>
<p>(4) If the board of supervisors agrees to convene the extraordinary general meeting or class meeting, it shall issue a notice of meeting within 5 days upon making the decision. Any changes made to the original request in the notice shall be agreed by the relevant shareholders.</p>	<p>(4) If the board of supervisors agrees to convene the extraordinary general meeting or class meeting, it shall issue a notice of meeting within 5 days upon making the decision. Any changes made to the original request in the notice shall be agreed by the relevant shareholders.</p>
<p>(5) If the board of supervisors does not issue the notice of general meeting within the prescribed period, it shall be deemed as the board of supervisors not convening and not holding the general meeting. Then the shareholders who individually or together hold more than 10% of the shares for more than 90 days consecutively may convene and hold the meeting themselves. Before publicly announcing the resolution(s) of the general meeting, the convening shareholders shall hold no less than 10% of the shares of the Company. When the convening shareholder issues the notice for general meeting and publicly announces the resolution(s) of the general</p>	<p>(5) If the board of supervisors does not issue the notice of general meeting within the prescribed period, it shall be deemed as the board of supervisors not convening and not holding the general meeting. Then the shareholders who individually or together hold more than 10% of the shares for more than 90 days consecutively may convene and hold the meeting themselves. Before publicly announcing the resolution(s) of the general meeting, the convening shareholders shall hold no less than 10% of the shares of the Company. When the convening shareholder issues the notice for general meeting and publicly announces the resolution(s) of the general</p>

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meeting, they shall submit the relevant proof materials to the CSRC sub-office at the Company’s residence and the stock exchange.	meeting, they shall submit the relevant proof materials to the CSRC sub-office at the Company’s residence and the stock exchange.
<p>Article 15 When a general meeting is held by the Company, the board of directors, board of supervisors or shareholders who individually or together holding more than 3% of the shares of the Company may propose resolutions to the Company.</p> <p>Shareholders who individually or together holding more than 3% of the shares of the Company may submit ad hoc proposals in writing to the convener of the general meeting 10 days before the holding of the general meeting. The convener shall issue a supplementary notice of the general meeting within 2 days upon receipt of the proposals and announce the contents of the ad hoc proposals.</p> <p>Except for circumstances provided in the above paragraph, the convener, after issuing the notice of the general meeting, cannot revise the proposals stated in the notice of general meetings or add new proposals.</p> <p>If a notice of general meeting does not specify the proposed resolutions or does not comply with Article 14 herein, no voting for decision should be held at the general meeting.</p>	<p>Article 15<u>14</u> When a general meeting is held by the Company, the board of directors, board of supervisors or shareholders who individually or together holding more than 3% of the shares of the Company may propose resolutions to the Company.</p> <p>Shareholders who individually or together holding more than 3% of the shares of the Company may submit ad hoc proposals in writing to the convener of the general meeting 10 days before the holding of the general meeting. The convener shall issue a supplementary notice of the general meeting within 2 days upon receipt of the proposals and announce the contents of the ad hoc proposals.</p> <p>Except for circumstances provided in the above paragraph, the convener, after issuing the notice of the general meeting, cannot revise the proposals stated in the notice of general meetings or add new proposals.</p> <p>If a notice of general meeting does not specify the proposed resolutions or does not comply with Article 14<u>13</u> herein, no voting for decision should be held at the general meeting.</p>
<p>Article 16 Where an annual general meeting is convened by the Company, it shall issue a written notice 20 clear business days prior to the meeting to notify all the registered shareholders of the matters proposed to be considered as well as the date and place of the meeting. Where an extraordinary general meeting is convened by the Company, it shall issue a notice 15 natural days or 10 clear</p>	<p>Article 16<u>15</u> Where an annual general meeting is convened by the Company, it shall issue a written notice 20 clear business days prior to the meeting to notify all the registered shareholders of the matters proposed to be considered as well as the date and place of the meeting. Where an extraordinary general meeting is convened by the Company, it shall issue a notice 15 natural days or 10 clear</p>

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<p>business days (whichever is longer) prior to the meeting to notify all the registered shareholders. The “business day(s)” mentioned in the Rules of Procedure shall be the statutory business days announced by the Hong Kong government..</p> <p>When calculating the time limit of the notice shall exclude the date of the meeting and the date of issuing the meeting notice.</p>	<p>business days (whichever is longer) prior to the meeting to notify all the registered shareholders. The “business day(s)” mentioned in the Rules of Procedure shall be the statutory business days announced by the Hong Kong government.-</p> <p>When calculating the time limit of the notice shall exclude the date of the meeting and the date of issuing the meeting notice.</p>
<p>Article 17 The notice of a general meeting shall meet the following requirements:</p> <p>(1) It shall be made in writing;</p> <p>(2) It shall specify the place, date and time of the meeting;</p> <p>(3) It shall specify the matters to be discussed at the meeting;</p> <p>(4) It shall specify the shareholding record date for shareholders who are entitled to attend the general meeting;</p> <p>(5) It shall provide to the shareholders the information and explanation necessary for them to make a wise decision on the matters to be discussed. This principle shall apply (but not limit) to proposed merger, repurchase of shares, reorganization of share capital or other restructuring, it shall provide the specific conditions and contract (if any) of the proposed transaction and properly explain the reasons and effects of the same;</p> <p>(6) Any director, supervisor, manager or other senior management members who have material conflicts of interests in any matters subject to</p>	<p>Article 17<u>16</u> A notice of general meeting shall meet the following requirements<u>include the followings</u>:</p> <p>(1) It shall be made in writing;</p> <p>(2)<u>(1)</u> It shall specify the <u>time</u>, place, date and time <u>and duration</u> of the meeting;</p> <p>(3)<u>(2)</u> It shall specify the matters <u>and proposals to be submitted for consideration at the meeting</u> to be discussed at the meeting;</p> <p>(4) It shall specify the shareholding record date for shareholders who are entitled to attend the general meeting;</p> <p>(5) It shall provide to the shareholders the information and explanation necessary for them to make a wise decision on the matters to be discussed. This principle shall apply (but not limit) to proposed merger, repurchase of shares, reorganization of share capital or other restructuring, it shall provide the specific conditions and contract (if any) of the proposed transaction and properly explain the reasons and effects of the same;</p> <p>(6) Any director, supervisor, manager or other</p>

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<p>discussion shall disclose the nature and extent of such material conflict of interests. If the effect of proposed matters on such director, supervisor, manager or other senior management members in their capacity as shareholder is different from that of other shareholders of the same class, the differences shall also be specified;</p> <p>(7) It shall contain the full text of any special resolution proposed to be adopted at the meeting;</p> <p>(8) It shall contain a clear statement that a shareholder who has right to attend and vote shall have the right to appoint one or more proxies to attend and vote on their behalf and that such proxies need not be a shareholder;</p> <p>(9) It shall state the time and place for the delivery of the proxy forms for the meeting;</p> <p>(10) It shall state the names and telephone numbers of the contact persons who handles the meeting affairs.</p>	<p>senior management members who have material conflicts of interests in any matters subject to discussion shall disclose the nature and extent of such material conflict of interests. If the effect of proposed matters on such director, supervisor, manager or other senior management members in their capacity as shareholder is different from that of other shareholders of the same class, the differences shall also be specified;</p> <p>(7) It shall contain the full text of any special resolution proposed to be adopted at the meeting;</p> <p>(8) It shall contain a clear statement that a shareholder who has right to attend and vote shall have the right to appoint one or more proxies to attend and vote on their behalf and that such proxies need not be a shareholder;</p> <p>(9) It shall state the time and place for the delivery of the proxy forms for the meeting;</p> <p>(10) It shall state the names and telephone numbers of the contact persons who handles the meeting affairs;</p> <p><u>(3) It shall contain a clear statement that a shareholder who has right all ordinary shareholders (including shareholders of preferred shares with restored voting rights) are entitled to attend at the general meeting, and may appoint a proxy or more in writing to attend and vote at the meeting</u></p> <p><u>(4) the record date for shareholders who are entitled to attend the general meeting;</u></p> <p><u>(5) It shall state the names and telephone numbers of the contact persons who handles the meeting affairs;</u></p> <p><u>(6) time and procedures of the voting through network or by any other means;</u></p>

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	<u>(7) other contents stipulated in laws, administrative regulations, competent departmental rules, regulatory rules of the place where the Company’s shares are listed and the Articles of Association.</u>
<p>Article 18 If a general meeting shall discuss the election of directors or supervisors, the notice of general meeting shall disclose full information of the candidates for directors and supervisors. It shall at least include the following:</p> <p>(1) Personal particulars such as: education background, work experience and other appointments;</p> <p>(2) Whether he/she has any connected relationship with the Company or the controlling shareholder and actual controller of the Company;</p> <p>(3) The number of shares of the Company he/she held;</p> <p>(4) Whether he/she is subject to any punishment by CSRC and other relevant securities regulatory authorities and sanctions by the stock exchange.</p> <p>(5) Other information subject to disclosure as required by the securities regulatory authorities and the listing rules of the places where the Company’s shares are listed.</p> <p>Each candidate of director or supervisor shall be individually proposed.</p>	<p>Article 1817 If a general meeting shall discuss the election of directors or supervisors, the notice of general meeting shall disclose full information of the candidates for directors and supervisors. It shall at least include the following:</p> <p>(1) Personal particulars such as: education background, work experience and other appointments;</p> <p>(2) Whether he/she has any connected relationship with the Company or the controlling shareholder and actual controller of the Company;</p> <p>(3) The number of shares of the Company he/she held;</p> <p>(4) Whether he/she is subject to any punishment by CSRC and other relevant securities regulatory authorities and sanctions by the stock exchange;</p> <p>(5) Other information subject to disclosure as required by the securities regulatory authorities and the listing rules of the places where the Company’s shares are listed.</p> <p>Each candidate of director or supervisor shall be individually proposed.</p>
<p>Article 23 An individual shareholder who attends the general meeting in person shall present valid proof which can confirm his</p>	<p>Article 2322 An individual shareholder who attends the general meeting in person shall present valid proof which can confirm his</p>

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<p>shareholder’s identity. If a proxy is appointed to attend the meeting, in addition to present the proxy’s identity card, the proxy shall also present the shareholder’s identity proof together with the authorization letter from the shareholder.</p> <p>If a shareholder who is a legal person appoints its representative to attend the meeting, the Company has right to request the representative to present the identity proof for the shareholder and its representative, as well as any resolution or authorization letter from the board of directors of the shareholder who is a legal person or other authority as proof of the such authorization.</p>	<p>shareholder’s identity. If a proxy is appointed to attend the meeting, in addition to present the proxy’s identity card, the proxy shall also present the shareholder’s identity proof together with the authorization letter from the shareholder.</p> <p>If a shareholder who is a legal person appoints its representative to attend the meeting, the Company has right to request the representative to present the identity proof for the shareholder and its representative, as well as any resolution or authorization letter from the board of directors of the shareholder who is a legal person or other authority as proof of the such authorization. <u>If the legal person shareholder has appointed a representative to attend any meeting, such legal person shareholder is deemed to be present in person.</u></p> <p><u>If a shareholder is a recognized clearing house (or its agent), the shareholder shall be entitled to appoint a person to serve as its representative at any general meeting. Such authorized person are entitled to attend the meeting on behalf of the recognized clearing house (or its agent) and are entitled to statutory rights equivalent to other shareholders, including rights to speak and vote.</u></p>
<p>Article 25 The instrument appointing a voting proxy shall be placed at the domicile of the Company or at such other place as specified in the notice of the meeting before 24 hours prior to the meeting at which the proxy is authorized to vote or before 24 hours prior to the specified time of the voting. Where the instrument is signed by another person authorized by the entrusting party, the authorization letter or other</p>	<p>Article 2524 The instrument appointing a voting proxy shall be placed at the domicile of the Company or at such other place as specified in the notice of the meeting before 24 hours prior to the meeting at which the proxy is authorized to vote or before 24 hours prior to the specified time of the voting. Where the instrument is signed by another person authorized by the entrusting party, the</p>

Original article	Revised article after the proposed amendments
<p>document authorizing the signatory shall be notarized. The notarized authorization letter or other authorizing document shall be placed together with the instrument appointing the voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting.</p> <p>Where the principal is a legal person, its legal representative or the person authorized by resolution of its board of directors or other decision-making body shall be entitled to attend the Company's general meetings as the representative of such legal person.</p>	

Original article	Revised article after the proposed amendments
<p>by the securities registrations and clearing organizations. The names of shareholders and the number of shares with voting rights shall be registered. The registration at the meeting shall terminate before the chairman of the meeting announces the number of shareholders and proxies attending the meeting and the shares held with voting rights.</p>	<p>members provided by the securities registrations and clearing organizations. The names of shareholders and the number of shares with voting rights shall be registered. The registration at the meeting shall terminate before the chairman of the meeting announces the number of shareholders and proxies attending the meeting and the shares held with voting rights.</p>
<p>Article 33 In the annual general meeting, the board of directors and board of supervisors shall report their work during the past year to the general meeting. Each independent director shall also present a work report.</p>	<p>Article 3330 In the annual general meeting, the board of directors and board of supervisors shall report their work during the past year to the general meeting., which shall include the performance of theEach independent non-executive directors shall also present a work report.</p>
<p>Article 38 The convener shall ensure that the general meeting be conducted continuously until final resolutions are made. If the</p>	

Original article	Revised article after the proposed amendments
<p>Shares held by the Company do not carry voting rights, and shall not be counted in the total number of voting shares represented by shareholders present at a general meeting.</p> <p>Subject to and conditional upon compliance with applicable laws, regulations and/or requirements of the listing rules of the place where the Company's shares are listed, the board of directors, independent directors and shareholders who meet relevant requirements may solicit for the voting rights from shareholders.</p> <p>When the general meeting considers related party transactions, the related party shareholders shall not participate in the voting if so specified in the applicable law, regulations or listing rules of the place where the Company's shares are listed. His/her shares held with voting rights will not be counted within the total number of valid votes. The public announcement on the voting results of the general meeting shall fully disclose the voting results of the non-related party shareholders.</p> <p>In accordance with the applicable laws, regulations and listing rules of the place where the Company's shares are listed, where any shareholder shall abstain from voting for any particular resolution, or is restricted to vote only for or against such resolution, any votes in violation of such requirement or restriction by the shareholders (or their proxies) shall not be counted in the voting results.</p>	<p>Shares held by the Company do not carry voting rights, and shall not be counted in the total number</p>

Original article	Revised article after the proposed amendments
	In accordance with the applicable laws, regulations and listing rules of the place where the Company's shares are listed, where any shareholder shall abstain from voting for any particular resolution, or is restricted to vote only for or against such resolution, any votes in violation of such requirement or restriction by the shareholders (or their proxies) shall not be counted in the voting results.
Article 42 When a poll is taken at a meeting, a shareholder (including proxies) who have the right to two or more votes need not cast all his votes in the same way.	Article 42 When a poll is taken at a meeting, a shareholder (including proxies) who have the right to two or more votes need not cast all his votes in the same way.
Article 43 When the number of votes for and against a resolution is equal, the chairman of the meeting shall be entitled to one additional vote.	Article 43 When the number of votes for and against a resolution is equal, the chairman of the meeting shall be entitled to one additional vote.
Article 44 As for the powers to be exercised by the general meeting of shareholders, except for such matters as set out in paragraphs (1), (2), (3), (4), (5), (6), (10), (12), (14) and (17) in Article 7 of the Rules of Procedure or other matters in need of going through the special resolutions in accordance with the laws, administrative regulations or the Articles of Association, the other matters shall be passed by ordinary resolutions at a general meeting.	Article 44 39 As for the powers to be exercised by the general meeting of shareholders, except for such matters as set out in paragraphs (1), (2), (3), (4), (5), (6), (10), (12), (14) and, (17) and (18) in Article 76 of the Rules of Procedure or other matters in need of going through the special resolutions in accordance with the laws, administrative regulations or the Articles of Association, the other matters shall be passed by ordinary resolutions at a general meeting.
Article 45 As for the powers to be exercised by the general meeting of shareholders, such items as set out paragraphs (7), (8), (9), (11), (13) and (15) in Article 7 of the Rules of Procedure or matters required by the laws, administrative regulations or the Articles of Association, or such matters resolved by the general meeting by ordinary resolutions to be of significant impact to the Company and thereby shall be passed by special resolutions, shall be	Article 45 40 As for the powers to be

APPENDIX II

**PROPOSED AMENDMENTS TO RULES OF
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Original article	Revised article after the proposed amendments
<p>passed by special resolutions at a general meeting. And such matters set out in paragraph (16) shall respectively apply the above mentioned provisions on the ordinary resolutions and special resolutions in accordance with the specific content of shareholder’s proposals.</p>	<p>special resolutions, shall be passed by special resolutions at a general meeting. And such matters set out in paragraph (16) shall respectively apply the above mentioned provisions on the ordinary resolutions and special resolutions in accordance with the specific content of shareholder’s proposals.</p>
<p>Article 46 The chairman of the meeting shall determine whether or not a resolution of the general meeting shall be adopted according to poll results. His decision shall be final and conclusive and shall be announced at the meeting and recorded in the meeting minutes.</p>	<p>Article 4641 <u>The physical meetings of the shareholders’ general meeting shall not end any earlier than that held through network or by any other means.</u> The chairmanpresider of the meeting shall <u>declare the voting and result of each resolution at the meeting, and announced</u>determine whether or not a <u>the</u> resolution shall behas been adopted according to poll results. His decision shall be final and conclusive and shall be announced at the meeting and recorded in the meeting minutes.</p>
<p>Article 48 If counting of votes is held at a general meeting, the result of the counting shall be recorded in the minutes of meeting. The minutes of meeting and the registration record of attendants signed by the attendant shareholders and proxies shall be kept at the Company’s domicile for a period no less than 10 years.</p>	<p>Article 48 If counting of votes is held at a general meeting, the result of the counting shall be recorded in the minutes of meeting. The minutes of meeting and the registration record of attendants signed by the attendant shareholders and proxies shall be kept at the Company’s domicile for a period no less than 10 years.</p>
<p>Article 49 Shareholders may examine photocopies of the minutes of meetings during the Company’s office hours free of charge. If any shareholder requests for a photocopy of the relevant minutes of meetings, the Company shall send such photocopies within seven days upon receipt of payment of reasonable charges.</p>	<p>Article 49 Shareholders may examine photocopies of the minutes of meetings during the Company’s office hours free of charge. If any shareholder requests for a photocopy of the relevant minutes of meetings, the Company shall send such photocopies within seven days upon receipt of payment of reasonable charges.</p>
<p>Chapter 8 Special Procedures for Voting at Class Meeting</p>	<p>Chapter 8 Special Procedures for Voting at Class Meeting</p>
<p>Article 50 Shareholders who hold different classes of shares shall be shareholders of different classes.</p>	<p>Article 50 Shareholders who hold different classes of shares shall be shareholders of different classes.</p>

Original article	Revised article after the proposed amendments
<p>Shareholders of different classes shall enjoy rights and undertake obligations in accordance with the laws, administrative regulations and the Articles of Association.</p> <p>Where the share capital of the Company includes shares which do not carry voting rights, the words “non-voting shares” must appear in the designation of such shares.</p> <p>Where the share capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favorable voting rights, must include the words “restricted voting” or “limited voting”.</p>	<p>Shareholders of different classes shall enjoy rights and undertake obligations in accordance with the laws, administrative regulations and the Articles of Association.</p> <p>Where the share capital of the Company includes shares which do not carry voting rights, the words “non voting shares” must appear in the designation of such shares.</p> <p>Where the share capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favorable voting rights, must include the words “restricted voting” or “limited voting”.</p>
<p>Article 51 The Company shall not proceed to change or abrogate the shareholders’ rights of a class of shares unless such change or abrogation has been approved by way of a special resolution of the general meeting and by a separate class meeting of the affected shareholders of the class of shares in accordance with Articles 52 to 56 of the Rules of Procedure. The quorum for convening such general meeting of shareholders shall be the holders holding at least one third of the issued shares of relevant class.</p> <p>Where any changes in domestic and foreign laws, regulations and the listing rules of the place where the shares of the Company are listed, as well as decisions of domestic and foreign regulatory authorities which lead to the change of the class of shareholders’ rights or repeal shall not require the approval of shareholder’ meeting or class meeting.</p>	<p>Article 51 The Company shall not proceed to change or abrogate the shareholders’ rights of a class of shares unless such change or abrogation has been approved by way of a special resolution of the general meeting and by a separate class meeting of the affected shareholders of the class of shares in accordance with Articles 52 to 56 of the Rules of Procedure. The quorum for convening such general meeting of shareholders shall be the holders holding at least one third of the issued shares of relevant class.</p> <p>Where any changes in domestic and foreign laws, regulations and the listing rules of the place where the shares of the Company are listed, as well as decisions of domestic and foreign regulatory authorities which lead to the change of the class of shareholders’ rights or repeal shall not require the approval of shareholder’ meeting or class meeting.</p>

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Original article	Revised article after the proposed amendments
<p>Article 52 The rights of shareholders of a certain class shall be deemed to have been changed or abrogated in the following conditions:</p> <p>(1) an increase or decrease in the number of shares of such class or an increase or decrease in the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;</p> <p>(2) a change of all or part of the shares of such class into shares of another class, a conversion of all or part of the shares of another class into shares of such class or the grant of the right to such change;</p> <p>(3) a removal or reduction of rights to accrued dividends or cumulative dividends attached to shares of such class;</p> <p>(4) a reduction or removal of a dividend preference or property distribution preference during liquidation of the Company, attached to shares of such class;</p> <p>(5) an addition, removal or reduction of share conversion rights, options, voting rights, transfer rights, preemptive rights to rights issues or rights to acquire securities of the Company attached to shares of such class;</p> <p>(6) a removal or reduction of rights to receive amounts payable by the Company in a particular currency attached to shares of such class;</p> <p>(7) a creation of a new class of shares with voting rights, distribution rights or other</p>	<p>Article 52 The rights of shareholders of a certain class shall be deemed to have been changed or abrogated in the following conditions:</p> <p>(1) an increase or decrease in the number of shares of such class or an increase or decrease in the number of shares of a class having voting rights, distribution rights or other privileges equal or superior to those of the shares of such class;</p> <p>(2) a change of all or part of the shares of such class into shares of another class, a conversion of all or part of the shares of another class into shares of such class or the grant of the right to such change;</p> <p>(3) a removal or reduction of rights to accrued dividends or cumulative dividends attached to shares of such class;</p> <p>(4) a reduction or removal of a dividend preference or property distribution preference during liquidation of the Company, attached to shares of such class;</p> <p>(5) an addition, removal or reduction of share conversion rights, options, voting rights, transfer rights, preemptive rights to rights issues or rights to acquire securities of the Company attached to shares of such class;</p> <p>(6) a removal or reduction of rights to receive amounts payable by the Company in a particular currency attached to shares of such class;</p> <p>(7) a creation of a new class of shares with voting rights, distribution rights or other</p>

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Original article	Revised article after the proposed amendments
<p>Association shall be “interested shareholders”;</p> <p>(2) if the Company has bought back its own shares by an agreement outside a securities exchange in accordance with the requirement of the Articles of Association, holders of share in relation to such agreement shall be “interested shareholders”;</p> <p>(3) under a restructuring proposal of the Company, shareholders who will bear liability in a proportion smaller than that of the liability borne by other shareholders of the same class, or shareholders who have an interest in a restructuring proposal of the Company that is different from the interest in such restructuring proposal of other shareholders of the same class shall be “interested shareholders”.</p>	<p>Association shall be “interested shareholders”;</p> <p>(2) if the Company has bought back its own shares by an agreement outside a securities exchange in accordance with the requirement of the Articles of Association, holders of share in relation to such agreement shall be “interested shareholders”;</p> <p>(3) under a restructuring proposal of the Company, shareholders who will bear liability in a proportion smaller than that of the liability borne by other shareholders of the same class, or shareholders who have an interest in a restructuring proposal of the Company that is different from the interest in such restructuring proposal of other shareholders of the same class shall be “interested shareholders”.</p>
<p>Article 54 Resolutions of a meeting of shareholders of different classes may be passed only by more than two-thirds of the voting rights of that class represented at the meeting in accordance with Article 52.</p>	<p>Article 54 Resolutions of a meeting of shareholders of different classes may be passed only by more than two thirds of the voting rights of that class represented at the meeting in accordance with Article 52.</p>
<p>Article 55 When the Company is to hold a class meeting, the period of issuing a written notice shall be the same as the period of issuing a written notice of a non-class meeting to be convened together with such class meeting, and the provisions of Article 16 of the Rules of Procedure shall apply.</p> <p>If there is any special requirement by the listing rules of the place where the Company’s shares are listed, such requirements shall prevail.</p>	<p>Article 55 When the Company is to hold a class meeting, the period of issuing a written notice shall be the same as the period of issuing a written notice of a non class meeting to be convened together with such class meeting, and the provisions of Article 16 of the Rules of Procedure shall apply.</p> <p>If there is any special requirement by the listing rules of the place where the Company’s shares are listed, such requirements shall prevail.</p>
<p>Article 56 The notice of class meeting of shareholders shall be delivered only to the shareholders entitled to vote thereat.</p>	<p>Article 56 The notice of class meeting of shareholders shall be delivered only to the shareholders entitled to vote thereat.</p>

Original article	Revised article after the proposed amendments
<p>The procedure of a class meeting shall, to the extent possible, be identical with the procedure of a general meeting. Unless otherwise specified in this section, provisions of the Articles of Association of the Company relevant to procedure for the holding of a general meeting shall be applicable to a class meeting.</p>	<p>The procedure of a class meeting shall, to the</p>

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RULES OF PROCEDURE FOR BOARD OF SUPERVISORS**

Original article	Revised article after the proposed amendments
<p>Article 58 The Rules of Procedure shall be formulated by the board of directors and as an appendix attached to the Articles of Association, shall come into effect on the date when the overseas listed foreign shares issued by the Company are listed and dealing in on The Stock Exchange of Hong Kong Limited upon approval by the general meeting. Any amendment to the Rules of Procedure shall be proposed by the board of directors in the form of an amendment proposal and shall come into effect upon approval by the general meeting.</p>	<p>Article 58⁴³ The Rules of Procedure shall be formulated by the board of directors and as an appendix attached to the Articles of Association, shall come into effect on the date when the overseas listed foreign shares issued by the Company are listed and dealing in on The Stock Exchange of Hong Kong Limited of upon approval by the general meeting. Any amendment to the Rules of Procedure shall be proposed by the board of directors in the form of an amendment proposal and shall come into effect upon approval by the general meeting.</p>

2. PROPOSED AMENDMENTS TO RULES OF PROCEDURE FOR BOARD OF DIRECTORS

Original articles	Revised articles after the proposed amendments
<p>Article 1 In order to ensure the standardized operation of Beijing Jingneng Clean Energy Co., Limited (the “Company”), improve the work efficiency and the scientific decision-making level of the board of directors in compliance with relevant laws and regulations, and safeguard the interests of the Company and the legitimate rights and interests of the Shareholders, this Rules of Procedure is formulated in accordance with relevant laws and regulations, such as the Company Law of the People’s Republic of China, the Constitution of the Communist Party of China, the Mandatory Provisions for the Articles of Association of the Companies to be Listed Outside the PRC (_____), the Guidelines for the Articles of Association of Chinese Listed Companies as well as the relevant provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and the Articles of Association of Beijing Jingneng Clean Energy Co., Limited (the “Articles of Association”).</p>	<p>Article 1 In order to ensure the standardized operation of Beijing Jingneng Clean Energy Co., Limited (the “Company”), improve the work efficiency and the scientific decision-making level of the board of directors in compliance with relevant laws and regulations, and safeguard the interests of the Company and the legitimate rights and interests of the Shareholders, this Rules of Procedure is formulated in accordance with relevant laws and regulations, such as the Company Law of the People’s Republic of China, the Constitution of the Communist Party of China, the Mandatory Provisions for the Articles of Association of the Companies to be Listed Outside the PRC (_____ →, the Guidelines for the Articles of Association of Chinese Listed Companies as well as the relevant provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and the Articles of Association of Beijing Jingneng Clean Energy Co., Limited (the “Articles of Association”).</p>
<p>Article 5 The Party Committee, chairman, any shareholder holding more than one-tenth voting rights, more than one third of the directors or the board of supervisors, the general manager may propose the holding of an extraordinary meeting of the board of directors. The chairman shall convene and preside over the extraordinary meeting of the board of directors within 10 days upon receipt of the proposal.</p>	<p>Article 5 The Party Committee, chairman, <u>specialized committee of the board of directors</u>, any shareholder holding more than one-tenth voting rights, more than one third of the directors or the board of supervisors, the general manager may propose the holding of an extraordinary meeting of the board of directors. The chairman shall convene and preside over the extraordinary meeting of the board of directors within 10 days upon receipt of the proposal.</p>

PROPOSED AMENDMENTS TO RULES OF PROCEDURE FOR GENERAL MEETINGS, RULES OF PROCEDURE FOR BOARD OF DIRECTORS AND RULES OF PROCEDURE FOR BOARD OF SUPERVISORS

Original articles	Revised articles after the proposed amendments
<p>Article 11 Except for the consideration on the related party transactions by the board of directors as set out in Article 150 of the Articles of Association and Article 20 hereof, the board meeting shall not be held unless more than one half of the directors are present.</p> <p>A supervisor can be present at a meeting of the board of directors. The general manager, secretary to the board of directors and the general counsel (not being a director) shall be in attendance at the meetings of the board of directors. The chairman presiding over the meeting may notify other relevant persons to be in attendance at the meetings of the board of directors if he thinks necessary.</p>	<p>Article 11 Except for the consideration on the related party transactions by the board of directors as set out in Article 150¹²¹ of the Articles of Association and Article 20²⁴ hereof, the board meeting shall not be held unless more than one half of the directors are present.</p> <p>A supervisor can be present at a meeting of the board of directors. The general manager, secretary to the board of directors and the general counsel (not being a director) shall be in attendance at the meetings of the board of directors. The chairman presiding over the meeting may notify other relevant persons to be in attendance at the meetings of the board of directors if he thinks necessary.</p>
	<p><u>Article 15 A board meeting may not be convened for the following matters, provided that written resolution will be issued by the board of directors:</u></p> <p><u>(1) matters of a procedural nature that are not within the authority of the board of directors pursuant to the Articles of Associate, the implementing methods of "Three Important and One Great" Decision-Making System, these Rules of Procedure and other Rules, or matters for which the board of directors has delegated authority to the management to decide, but for which a Board resolution needs to be issued externally;</u></p> <p><u>(2) matters for which the board of directors has held a meeting within the past year to resolve specific matters, and there has been no material change in the conditions and contents on which decisions are made, but a new Board resolution needs to be issued</u></p>

Original articles	Revised articles after the proposed amendments
	externally; (3) an application to bank for granting of credit limit (provided that the use of specific loans shall not be voted by means of written resolutions).
	Article 16 As for the major issues or matters to be deliberated by the board of directors in accordance with Article 110 in the Articles of Association, the board of directors should listen to the opinions of the Party Committee of the Company in advance in accordance with the Articles of Association and the implementation measures of “Three Important and One Great” Decision-Making System before making a resolution.
	Article 17 The board of directors can approve or make a resolution on issues involving the vital interests of the employees of the Company only after they are deliberated and approved by the workers’ congress or in other democratic forms in accordance with the relevant provisions of the state.
	Article 18 Matters proposed to be resolved by the board of directors fall within the scope of the duties of specialized committees shall first be submitted to the corresponding specialized committees for review and approval, and the specialized committees shall submit written opinions to the board of directors after seeking opinions and suggestions from the relevant parties.
Article 22 The board of directors must obtain the consent of at least the following number of directors to consider FI)FHRHTdf)qHRp	

**PROPOSED AMENDMENTS TO RULES OF
PROCEDURE FOR GENERAL MEETINGS, RULES OF
PROCEDURE FOR BOARD OF DIRECTORS AND
RULES OF PROCEDURE FOR BOARD OF SUPERVISORS**

Original articles	Revised articles after the proposed amendments
<p>of the Articles of Association must be passed by more than two-thirds of the directors;</p> <p>(2) Related party transactions as stated in Article 20 hereof shall be passed by more than one half of the independent directors;</p> <p>(3) Matters other than as stated above shall be passed by over half of directors.</p> <p>A resolution of the board of directors shall be passed by more directors if such requirement is stipulated by laws, regulations, listing rules prevailing in places where shares of the Company are listed or the Articles of Association.</p> <p>Where the substance or implications conflict with each other among resolutions, the resolutions passed at the latter time shall prevail.</p>	<p>138110 of the Articles of Association must be passed by more than two-thirds of the directors;</p> <p>(2) <u>Matters authorized by the board of directors to the management shall be passed by more than two-thirds of the directors;</u></p> <p>(2)(3) Related party transactions as stated in Article 2024 hereof shall be passed by more than one half of the independent directors;</p> <p>(3)(4) Matters other than as stated above shall be passed by over half of directors.</p> <p>A resolution of the board of directors shall be passed by more directors if such requirement is stipulated by laws, regulations, listing rules prevailing in places where shares of the Company are listed or the Articles of Association.</p> <p>Where the substance or implications conflict with each other among resolutions, the resolutions passed at the latter time shall prevail.</p>
	<p><u>Article 27 The board of directors shall form a resolution on decision. The resolution shall at least include the following contents:</u></p> <p><u>(1) the date, place of the meeting, or the date on which the resolution is passed and signed;</u></p> <p><u>(2) the matters under consideration;</u></p> <p><u>(3) attendance and absence of members in person and by proxy (as meeting is convened);</u></p>

Original articles	Revised articles after the proposed amendments
	<p>(4) the voting method and result of each resolution (the voting result shall indicate the number of votes for, against resolutions, abstaining from or withdrawing from the resolution);</p> <p>(5) explanations on the procedures of the meeting and the validity and legality of votes.</p> <p>A resolution of the board of directors shall be made at least in duplicate and shall be signed by directors. The board of directors may, as needed, make board resolutions either individually for each decision-making matter or in combination for matters considered at a single meeting.</p>
<p>Article 26 The attending directors shall sign on the meeting minutes and resolution records for confirmation on behalf of themselves and the directors who authorize them to attend the meeting on their behalf. Any director who has different views on the meeting minutes or resolution records can make written comments when signing on such minutes or records. Where any director neither signs for confirmation in accordance with the proceeding article nor makes written comments for his/her different views, he/she shall be deemed to fully agree with the content of the meeting minutes and resolution records.</p>	<p>Article 2631 The attending directors shall sign on the meeting minutes and resolution records for confirmation on behalf of themselves and the directors who authorize them to attend the meeting on their behalf. Any director who has different views on the meeting minutes or resolution records can make written comments when signing on such minutes or records. Where any director neither signs for confirmation in accordance with the proceeding article nor makes written comments for his/her different views, he/she shall be deemed to fully agree with the content of the meeting minutes and resolution records.</p>
	<p>Article 36 The board of directors may delegate certain of the matters to be determined by the board to the general manager and the management under his/her leadership in combination with the Company's specific situation, and develop the Measures for Management of Authorization by the Board of Directors and the List of Authority Delegated by the</p>

**PROPOSED AMENDMENTS TO RULES OF
PROCEDURE FOR GENERAL MEETINGS, RULES OF
PROCEDURE FOR BOARD OF DIRECTORS AND
RULES OF PROCEDURE FOR BOARD OF SUPERVISORS**

Original articles	Revised articles after the proposed amendments
	<p><u>Board of Directors. When delegating such authority, the board of directors shall specify the matter to be authorized, the authority delegated, and the duration of the authorization, etc., and the duration of authorization shall not exceed three years in principle. The general manager and the management under his/her leadership shall make decisions on matters within the scope of the aforesaid authority, and convene the general manager’s work meetings to collectively consider and discuss such matters in accordance with the requirements of the “Three Important and One Great” Decision-Making System. The board of directors shall periodically listen to the report by the general manager on the execution of such authorization and assess the scope of the authorization at least once a year.</u></p>
<p>Article 31 The Rules of Procedure shall be formulated by the board of directors and as an appendix attached to the Articles of Association, shall come into effect on the date when the overseas listed foreign shares issued by the Company are listed and dealing in on The Stock Exchange of Hong Kong Limited upon approval by the general meeting. Any amendment to the Rules of Procedure shall be proposed by the board of directors in the form of an amendment proposal and shall come into effect upon approval by the general meeting.</p>	<p>Article 3137 The Rules of Procedure shall be formulated by the board of directors and as an appendix attached to the Articles of Association, shall come into effect on the date when the overseas listed foreign shares issued by the Company are listed and dealing in on The Stock Exchange of Hong Kong Limited of upon approval by the general meeting. Any amendment to the Rules of Procedure shall be proposed by the board of directors in the form of an amendment proposal and shall come into effect upon approval by the general meeting.</p>

3. PROPOSED AMENDMENTS TO RULES OF PROCEDURE FOR BOARD OF SUPERVISORS

Original articles	Revised articles after the proposed amendments
<p>Article 1 In order to ensure the standardized operation of Beijing Jingneng Clean Energy Co., Limited (the “Company”), improve the work efficiency and the scientific decision-making level of the board of supervisors in compliance with relevant laws and regulations, and safeguard the interests of the Company and the legitimate rights and interests of the Shareholders, this Rules of Procedure is formulated in accordance with the Company Law of the People’s Republic of China, the Mandatory Provisions for the Articles of Association of the Companies to be Listed Outside the PRC (</p> <p>), the Guidelines for the Articles of Association of Chinese Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other domestic and overseas regulatory requirements, and the Articles of Association of Beijing Jingneng Clean Energy Co., Limited (the “Articles of Association”).</p>	<p>Article 1 In order to ensure the standardized operation of Beijing Jingneng Clean Energy Co., Limited (the “Company”), improve the work efficiency and the scientific decision-making level of the board of supervisors in compliance with relevant laws and regulations, and safeguard the interests of the Company and the legitimate rights and interests of the Shareholders, this Rules of Procedure is formulated in accordance with the Company Law of the People’s Republic of China, the Mandatory Provisions for the Articles of Association of the Companies to be Listed Outside the PRC (</p> <p>), the Guidelines for the Articles of Association of Chinese Listed Companies, <u>and other laws and regulations as well as relevant provisions of</u> the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other domestic and overseas regulatory requirements, and the Articles of Association of Beijing Jingneng Clean Energy Co., Limited (the “Articles of Association”).</p>
<p>Article 11 Voting at the meeting of the board of supervisors shall be carried out by poll and each supervisor shall have one vote.</p> <p>The voting intent of a supervisor may be pro, con or abstention. Every attending supervisor shall choose one out of the aforesaid intents. Where any supervisor does not make any option or makes two or more options, the presider shall require the said supervisor to make an option again, otherwise the said supervisor shall be deemed as having abstained from voting; any supervisor who has left the meeting midway without coming back and has not</p>	<p>Article 11 Voting at the meeting of the board of supervisors shall be carried out by poll and each supervisor shall have one vote.</p> <p>The voting intent of a supervisor may be pro, con or abstention. Every attending supervisor shall choose one out of the aforesaid intents. Where any supervisor does not make any option or makes two or more options, the presider shall require the said supervisor to make an option again, otherwise the said supervisor shall be deemed as having abstained from voting; any supervisor who has left the meeting midway without coming back and has not</p>

APPENDIX II

PROPOSED AMENDMENTS TO RULES OF PROCEDURE FOR GENERAL MEETINGS, RULES OF PROCEDURE FOR BOARD OF DIRECTORS AND RULES OF PROCEDURE FOR BOARD OF SUPERVISORS

Original articles	Revised articles after the proposed amendments
<p>made any option shall be deemed as having abstained from voting.</p> <p>Resolutions of the meeting of the board of supervisors shall be approved by more than two thirds of the members of the board of supervisors.</p>	<p>made any option shall be deemed as having abstained from voting.</p> <p>Resolutions of the meeting of the board of supervisors shall be approved by more than two thirds half of the members of the board of supervisors.</p>
<p>Article 15 The Rules of Procedure shall be formulated by the board of supervisors and as an appendix attached to the Articles of Association, and shall come into effect on the date when the overseas listed foreign shares issued by the Company are listed and dealing in on The Stock Exchange of Hong Kong Limited upon approval by the general meeting. Any amendment to the Rules of Procedure shall be proposed by the board of supervisors in the form of an amendment proposal and shall come into effect upon approval by the general meeting.</p>	<p>Article 15 The Rules of Procedure shall be formulated by the board of supervisors and as an appendix attached to the Articles of Association, and shall come into effect on the date when the overseas listed foreign shares issued by the Company are listed and dealing in on The Stock Exchange of Hong Kong Limited of upon approval by the general meeting. Any amendment to the Rules of Procedure shall be proposed by the board of supervisors in the form of an amendment proposal and shall come into effect upon approval by the general meeting.</p>

NOTICE OF THE ANNUAL GENERAL MEETING



Beijing Jingneng Clean Energy Co., Limited
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NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**AGM**”) of Beijing Jingneng Clean Energy Co., Limited (the “**Company**”) will be held at 10:00 a.m. on Wednesday, 26 June 2024 at Harbour Room, 56/F, Island Shangri-La Hotel, Pacific Place, Supreme Court Road, Central, Hong Kong for the purposes of considering and, if thought fit, passing the following resolutions:

AS ORDINARY RESOLUTIONS

1. To consider and approve the work report of the board of directors of the Company (the “**Board**”) for the year ended 31 December 2023.
2. To consider and approve the work report of the board of supervisors of the Company for the year ended 31 December 2023.
3. To consider and approve the report of the Company’s auditors and the audited financial statements of the Company prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2023.
4. To consider and approve the profit distribution proposal and the plan of distribution of final dividends of the Company for the year ended 31 December 2023.
5. To consider and approve the annual report of the Company for the year ended 31 December 2023.
6. To consider and approve the investment business plan of the Company for the year 2024.
7. To consider and approve the budget report of the Company for the year 2024.
8. To consider and approve the re-appointment of Deloitte Touche Tohmatsu as the international auditor of the Company for the year 2024, to hold office until the conclusion of the next annual general meeting of the Company and its audit fee is approximately RMB3.39 million.

NOTICE OF THE ANNUAL GENERAL MEETING

9. To consider and approve the appointment of Baker Tilly International Certified Public Accountants (Special General Partnership) as the domestic auditor of the Company for the year 2024, to hold office until the conclusion of the next annual general meeting of the Company and its audit fee is approximately RMB2.58 million.
10. To consider and approve the amendments to Rules of Procedure for General Meetings of the Company.
11. To consider and approve the amendments to Rules of Procedure for the Board of Directors of the Company.
12. To consider and approve the amendments to Rules of Procedure for the Board of Supervisors of the Company.

AS SPECIAL RESOLUTIONS

1. To consider and approve the following:

“THAT:

- (1) the Board be granted an unconditional general mandate to issue, allot or otherwise deal with additional shares in the capital of the Company and to make or grant offers, agreements and options in respect thereof, subject to the following conditions:
 - (a) such mandate shall not exceed beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements, or options which might require the exercise of such powers after the end of the Relevant Period;
 - (b) the aggregate amount of shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Board shall not exceed 20 per cent of the aggregate number of Shares in issue as of the passing date of this resolution; and
 - (c) the Board will only exercise its power under such mandate in accordance with the Company Law of the People’s Republic of China (the “**PRC**”) (as amended from time to time) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) (as the same may be amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant government authorities of the PRC are obtained;

For the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until the earliest of:

- (A) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or

NOTICE OF THE ANNUAL GENERAL MEETING

- (B) the expiration of the 12-month period following the passing of this resolution; or
 - (C) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting; and
- (2) subject to the Board resolving to issue shares pursuant to sub-paragraph (1) of this resolution, the Board be authorized to:
- (a) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares including, without limitation, determining the time and place of issue, making all necessary applications to the relevant authorities, and entering into an underwriting agreement (or any other agreements);
 - (b) determine the use of proceeds and to make all necessary filings and registrations with the relevant authorities in the PRC, Hong Kong and/or any other places and jurisdictions (as appropriate); and
 - (c) increase the registered capital of the Company in accordance with the actual increase of capital by issuing shares pursuant to sub-paragraph (1) of this resolution, to register the increase of capital with the relevant authorities in the PRC, Hong Kong and/or any other places and jurisdiction (as appropriate) and to make such amendments to the articles of association of the Company as it thinks fit so as to reflect the increase and any other resultant changes in the registered capital of the Company.”
2. To consider and approve the grant of a general mandate to the Board for the proposed repurchase of H shares of the Company.
3. To consider and approve the following:

“THAT:

generally and unconditionally authorize the Board (or Director(s) delegated by the Board), within the amount approved and in light of the demand of business operation and capital expenditures, as well as the market conditions, to determine the specific provisions and related matters regarding the issuance of debt financing instruments such as inbound ultra short-term financing bonds, short-term financing bonds, mid-term notes, corporate bonds, ABS, ABN, ABCP, offshore bonds, etc., including but not limited to the determination as to issue size, interest rate, duration, purchaser, use of proceeds subject to the aforesaid limits as well as all necessary documents to be made, executed or disclosed (the **“Debt Financing Instruments Issue Mandate”**).

NOTICE OF THE ANNUAL GENERAL MEETING

The effective period of the Debt Financing Instruments Issue Mandate commenced from the date of the passing of the resolution at the AGM until the conclusion of the 2024 annual general meeting of the Company.”

By Order of the Board
Beijing Jingneng Clean Energy Co., Limited
CHEN Dayu
Chairman

Beijing, the PRC
27 May 2024

As at the date of this notice, the executive directors of the Company are Mr. Chen Dayu, Mr. Li Minghui and Mr. Zhang Wei; the non-executive directors are Mr. Zhou Jianyu, Mr. Song Zhiyong and Ms. Zhang Yi; the independent non-executive directors are Ms. Zhao Jie, Mr. Wang Hongxin, Mr. Qin Haiyan and Ms. Hu Zhiying.

Notes:

1. DETAILS OF ORDINARY RESOLUTIONS NO. 1 TO 9 ABOVE ARE SET OUT IN THE 2023 ANNUAL REPORT OF THE COMPANY. DETAILS OF ORDINARY RESOLUTIONS NO. 10 TO 12 AND SPECIAL RESOLUTIONS NO. 1 TO 3 ABOVE ARE SET OUT IN THE CIRCULAR OF THE COMPANY DATED 27 MAY 2024.

2. CLOSURE OF REGISTER FOR H SHARES, ELIGIBILITY FOR ATTENDING THE AGM

Holders of H shares are advised that the share register for H shares will be closed from Friday, 21 June 2024 to Wednesday, 26 June 2024 (both days inclusive). The shareholders whose names appear on the register of members of the Company on the close of business on Thursday, 20 June 2024 are entitled to attend and vote at the AGM. Holders of H shares of the Company who wish to attend the AGM but have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates at the Company’s H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 20 June 2024 for registration.

3. CLOSURE OF REGISTER FOR H SHARES, ELIGIBILITY FOR THE ENTITLEMENT TO THE PROPOSED FINAL DIVIDENDS (SUBJECT TO THE APPROVAL BY THE SHAREHOLDERS AT THE AGM)

Holders of H shares are advised that the share register for H shares will be closed from Wednesday, 3 July 2024 to Monday, 8 July 2024 (both days inclusive). In order to qualify for the proposed final dividends (subject to the approval by the shareholders at the AGM), holders of the H shares whose transfers have not been registered shall deposit all transfer documents together with the relevant share certificates at the Company’s H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 2 July 2024 for registration. The final dividends will be paid to the shareholders whose names appear on the register of members on Monday, 8 July 2024.

4. The directors of the Company (including the chairman of the Board) may attend the AGM remotely through video or telephone conference facilities if needed. The chairman of the Board and chairmen of the special committees under the Board will be available either in person or through video or telephone conference facilities to answer questions from shareholders of the Company at the AGM.

NOTICE OF THE ANNUAL GENERAL MEETING

5. PROXY

Shareholders of the Company entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote in their stead. A proxy need not be a shareholder of the Company.

The instrument appointing a proxy must be in writing under the hand of a shareholder of the Company or his attorney duly authorized in writing. If the shareholder of the Company is a corporate body, the proxy form must be either executed under its common seal or under the hand of its director(s) or duly authorized attorney(s). If the proxy form is signed by an attorney of the shareholder of the Company, the power of attorney authorizing that attorney to sign or other authorization document must be notarized.

For holders of H shares, the proxy form together with the power of attorney or any other authorization document (if any) must be lodged at the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by hand or by post not less than 24 hours before the time appointed for the above AGM (i.e., not later than 10:00 a.m., Tuesday, 25 June 2024) or adjournment thereof (as the case may be). Holders of H shares can still attend and vote at the AGM in person upon completion and return of the proxy form.

6. ADDRESS AND TELEPHONE NUMBER OF THE COMPANY'S PRINCIPAL PLACE OF BUSINESS IN THE PRC

Address: 7/8F, No. 6 Xibahe Road, Chaoyang District
Beijing, the PRC

Telephone: (86 10) 8740 7188

7. PROCEDURES FOR VOTING AT THE AGM

Any vote of shareholders at the AGM must be taken by poll.

8. OTHER BUSINESS

Shareholders (in person or by proxy) attending the AGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the AGM shall produce their identity documents.

9. References to time and dates in this notice are to Hong Kong time and dates.