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

“Art c<sup>o</sup> f A c<sup>o</sup> t n

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“<sup>h</sup> a r - d r “<sup>h</sup> a r - d f <sup>h</sup> e c t r

t h<sup>o</sup> <sup>h</sup> a r - d f <sup>h</sup> e c t r f t h<sup>o</sup> m<sup>o</sup> n’

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GM

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p e r n w h a e

## DEFINITIONS

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■ GM

“S c Amē Appēcat n / g h

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r e c v e t n d e o a r n g f r m t ā n c r a e n a h e p r e f  
S c Amē s u b j e c t p e c f c t m e f a n e a n d e n d n

“S c Amē h l o r ( )

t ā h l o r ( ) f t ā a h e ( ) f t ā m e n'

“%

p e r c e n t







(v) au t h r o t h a r i t a r i u t t h r a n a g e m e n t a n e c e a r

Proposed Adoption of the Scheme and the Grant

A summary of the major terms of the Scheme are set out below.

Incentive Instrument

The Scheme is the Share Appreciation Rights Scheme which is a non-vesting instrument which is subject to the terms and conditions of the Scheme. The Scheme is a non-vesting instrument which is subject to the terms and conditions of the Scheme. The Scheme is a non-vesting instrument which is subject to the terms and conditions of the Scheme.

Effective Conditions

Approximately 10% of the total number of shares of the Company are available for grant under the Scheme.

Duration

The Scheme shall remain in force for a period of 10 years from the date of its adoption.

Incentive Recipients

( ) The Scheme is available for grant to all full-time employees of the Company who are in the ordinary course of business. The Scheme is available for grant to all full-time employees of the Company who are in the ordinary course of business. The Scheme is available for grant to all full-time employees of the Company who are in the ordinary course of business.

**Number of the Share  
Appreciation Rights to be  
granted**

The total number of shares being granted to the Applicant  
under the Share Appreciation Rights Plan is 123,675,000 shares,  
representing approximately 1.5% of the total number of  
shares outstanding at the time of the grant. The number of  
shares being granted to the Applicant under the Share Appreciation  
Rights Plan is subject to the terms and conditions of the Plan and  
the applicable law. The exercise price of the shares granted is  
\$0.10 per share.

**Date of Grant**

The grant of the Share Appreciation Rights is subject to the terms  
and conditions of the Plan and the applicable law. The grant is  
subject to the terms and conditions of the Plan and the applicable  
law. The grant is subject to the terms and conditions of the Plan  
and the applicable law. The grant is subject to the terms and  
conditions of the Plan and the applicable law. The grant is subject  
to the terms and conditions of the Plan and the applicable law.

**Exercise Price**

The exercise price of the shares granted is \$0.10 per share.  
The exercise price of the shares granted is \$0.10 per share.  
The exercise price of the shares granted is \$0.10 per share.  
The exercise price of the shares granted is \$0.10 per share.  
The exercise price of the shares granted is \$0.10 per share.

( ) <sup>R</sup> / <sup>E</sup> <sup>E</sup> <sup>r</sup> <sup>v</sup> <sup>e</sup> <sup>-</sup> <sup>d</sup> <sup>e</sup> <sup>g</sup> <sup>r</sup> <sup>a</sup> <sup>n</sup> <sup>t</sup>

Tranches of exercise	Exercise period	Exercise proportion
First tranche	from the first date of the 24 months from the date of the exercise of the rights to the date of the 36 months from the date of the exercise	33
Second tranche	from the first date of the 36 months from the date of the exercise to the date of the 48 months from the date of the exercise	33
Third tranche	from the first date of the 48 months from the date of the exercise to the date of the 60 months from the date of the exercise	34

Conditions precedent for the Grant under the Scheme

The employee must be granted the Share Appreciation Rights upon the date of the grant of the rights.

( ) The employee must be granted the rights upon the date of the grant of the rights.

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- The employee must be granted the rights upon the date of the grant of the rights.



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f q f d b t a t ng /u f

8. pr hbt n fr m p r t c p t ng n a h e n c e n t v e f  
t a m n' a f q f d b d w a n d e g d t n

9. t h r c r u m a n c e a d e r m n e d b f e x n t  
f e g d t r a u t h r t e

Conditions precedent for exercise under the Scheme

T h a h e A p p r e c i a t i o n R i g h t s S c h e m e I n c e n t i v e P l a n  
a h i l l e x e r c i s e d u n d e r t h e s c h e m e u n t i l t h e a c t i o n f a c t a  
f i l l w n g c n d n

( ) n e f t a f i l l w n g e v e n t a h c u r r e n t t a  
m n' a

1. f u r t e n g g e a n a c c u n t n g f r m t c n u d t  
a u d t n g w r k n a c c r a d n c e w t h t a p r e c r d d  
p r e u d e a n d e q f e m e n t

2. t h f e g d t r a u t h r t e f t a d e - w n e d  
a e t t h b a r d f u p e r v r r a u d t  
d e p r t m e n t a h v e m e r a p l e c t n n e p e c t f  
t a f a n c a p e r f m a n c e r t h a n n a p f a n c a p  
f e p r t f t a m n' a

3. m e r a p h e a c h f u f a n d p e a l l e w e r e  
m p e d b f u r t e f e g d t r a u t h r t e a n d  
t h r f e x n t a u t h r t e a a f e u l l

4. u e f a n a u d t r' f e p r t w t h a n a d e r e  
p n n r n d a t n g t a a b l o t g v e a n  
p n n n t a f a n c a p r e p r t r t h a e m e n t  
f n e r a p c n t r p f r t a d e t a c c u n t n g t e a r b  
a c e r t f e d p b c a c c u n a n t

5. p r f t d t r u b t n n v d t n f t a d w a n d  
f e g d t n t a A r t c l e f A c a t n r p b c  
u n d e r k n g u d r n g t a d t 36 m n t h

6. pr hbt n fr m m p n e n t n g a h e n c e n t v e b  
t a d w a n d e g d t n







Details of the Incentive Recipients under the Grant:

Name	Position	Number	Maximum number of the Share Appreciation Rights to be granted	Approximate percentage to the total issued share capital of the Company as at the date of this circular (%)	Approximate percentage to the total number of Share Appreciation Rights to be granted under the Scheme (%)
<b>Director and Senior Management</b>					
Ching Nga ng	Executive Director, Chairman of the Board and Executive Director	1	2,485,430	0.03%	2.01%
An Lu	Executive Director and Executive Director	1	2,485,430	0.03%	2.01%
Wu Ping	Executive Director and Chairman of the Board	1	2,236,887	0.03%	1.81%
Ching Wei	Executive Director and Executive Director	1	2,236,887	0.03%	1.81%
Ju Fengge	Executive Director and Executive Director	1	2,236,887	0.03%	1.81%
Chen Jian	Executive Director	1	2,236,887	0.03%	1.81%
Chen Xuyun	Executive Director	1	2,236,887	0.03%	1.81%
Wang Gang	Executive Director	1	2,236,887	0.03%	1.81%
Li Minghui	Executive Director	1	2,236,887	0.03%	1.81%
Core staff		104	82,433,442	1.00%	66.65%
Total of the first grant		113	103,062,511	1.25%	83.33%
Reserved grant		-	20,612,489	0.25%	16.67%
<b>Total</b>			<b>123,675,000</b>	<b>1.50%</b>	<b>100%</b>

After the effecting of the above IPO, the total number of shares in issue of the Company will be 8,000,000,000 shares.

APPENDIX

PROPOSED ADOPTION OF H SHARE APPRECIATION RIGHTS SCHEME AND

At t h t m f t h G g n t h e x p e c t e d g n f e c h I n c e n t v e / R e p e n t f r m a h e n c e n t v e a h i l l n t  
e x c e d 4 0 % f h r A r t a l i e m n e a t n e v e l a t t h t m f t h G g n t n o l o n g e x p e c t e d g n f r m  
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g n f e c h I n c e n t v e / R e p e n t 6 0 % f h r A r t a l i e m n e a t n e v e l a t t h t m f t h  
G g n t -



Beijing Jingneng Clean Energy Co., Limited  
北京京能清潔能源電力股份有限公司

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

(Stock Code: 00579)

**NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2024**

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the "EGM") of Beijing Jingneng Clean Energy Co., Limited (the "Company") will be held at 9:30 a.m. on Tuesday, 27 February 2024 at Meeting Room 802, 8th Floor, No. 6 Xizhi Road, Chaoyang District, Beijing, the first step of the agenda is as follows:

**SPECIAL RESOLUTIONS**

1. To consider and approve the amendment to the articles of association of the Company as set out in the Appendix A of the Notice of the EGM dated 28 March 2024.
2. To consider and approve the appointment of the

# NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2024

Notes:

අපේ ප්‍රධාන අභිමතය වන්නේ ප්‍රථම වරින් පසුව 2024 (එනම් "Circular") - Under the provisions of the Companies Act, 2009.

## 1. CLOSURE OF REGISTER FOR H SHARES, ELIGIBILITY FOR ATTENDING THE EGM

අපේ ප්‍රධාන අභිමතය වන්නේ ප්‍රථම වරින් පසුව 2024 (එනම් "Circular") - Under the provisions of the Companies Act, 2009. The closure of the register of members for attending the EGM will be on 29th June 2024.

අපේ ප්‍රධාන අභිමතය වන්නේ ප්‍රථම වරින් පසුව 2024 (එනම් "Circular") - Under the provisions of the Companies Act, 2009. The closure of the register of members for attending the EGM will be on 29th June 2024.

## 2. PROXY

අපේ ප්‍රධාන අභිමතය වන්නේ ප්‍රථම වරින් පසුව 2024 (එනම් "Circular") - Under the provisions of the Companies Act, 2009.

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අපේ ප්‍රධාන අභිමතය වන්නේ ප්‍රථම වරින් පසුව 2024 (එනම් "Circular") - Under the provisions of the Companies Act, 2009.

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

Address: 78, Xinhai Road, Jiangyin City, Jiangsu Province, P.R. China

Telephone: (86 10) 8740 7010 / (86 10) 8740 7065

## 4. PROCEDURES FOR VOTING AT THE EGM

අපේ ප්‍රධාන අභිමතය වන්නේ ප්‍රථම වරින් පසුව 2024 (එනම් "Circular") - Under the provisions of the Companies Act, 2009.

## 5. OTHER BUSINESS

අපේ ප්‍රධාන අභිමතය වන්නේ ප්‍රථම වරින් පසුව 2024 (එනම් "Circular") - Under the provisions of the Companies Act, 2009.

## 6. Reference to the annual general meeting of the company