
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the effect 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 or a part of your Beijing Jingneng Clean Energy Co., Limited shares, you should at once inform the relevant stock exchange with the closing proxy form to the appropriate or transferee or to the bank, stockbroker or other agent through whom the shares were transferred for transmission to the appropriate or transferee.

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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)

PROPOSED TERMINATION OF THE 2020 H SHARE APPRECIATION RIGHTS SCHEME PROPOSED ADOPTION OF H SHARE APPRECIATION RIGHTS SCHEME AND THE GRANT AND NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2024

A letter from the Board of Directors is set out on page 3 to 6 of this circular.

The General Meeting will be held at 9:30 a.m. on Tuesday, 2 February 2024 at Meeting Room 802, 8th Floor, No. 6 Xijiekou Road, Chaoyang District, Beijing. The notice of the General Meeting is set out on page 17 to 18 of this circular. A proxy form for the General Meeting will be sent with this circular and will also be on the website of the Hong Kong Stock Exchange (<http://www.hkex.com.hk>) and the website of the company (<http://www.jnc.com>). Whether or not you read and attend the General Meeting or attend the company's annual general meeting, you should complete and return the proxy form in accordance with the instructions printed thereon not later than 24 hours before the day for voting at the General Meeting (i.e. no later than 9:30 a.m. on Thursday, 1 February 2024) or any adjournment thereof.

Completion and return of the proxy form will not preclude you from attending and voting at the General Meeting or otherwise.

Reference to time and date in this circular is to the Hong Kong time and date.

17 January 2024

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX – PROPOSED ADOPTION OF H SHARE APPRECIATION RIGHTS SCHEME AND THE GRANT	7
NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2024	17

DEFINITIONS

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LETTER FROM THE BOARD



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)

Executive Directors

Mr. G. (Chairman)
Mr. (General Manager)
Mr. G. W.
Mr. I.

Registered Office

Room 118, 11/F, at Road
Building, Commercial Building on the
Yanqing Street, Beijing
People's Republic of China

Non-executive Directors

Mr. J.
Mr. S. G.
Mr. G. Y.

Principal Place of Business in Hong Kong

31/F, Tower Two, Times Square
1 Victoria Street, Central, Hong Kong

Independent non-executive Directors

Mr. J.
Mr. W. A. G.
Mr. I.
Mr. I.

17 June 2024

To the Shareholders

Dear Sirs,

PROPOSED TERMINATION OF THE 2020 H SHARE APPRECIATION RIGHTS SCHEME PROPOSED ADOPTION OF H SHARE APPRECIATION RIGHTS SCHEME AND THE GRANT AND NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2024

INTRODUCTION

The purpose of this circular is to inform the shareholders of the Company of the proposed termination of the 2020 H Share Appreciation Rights Scheme (the "Scheme") and the proposed adoption of the H Share Appreciation Rights Scheme (the "New Scheme") and the grant of the New Scheme to the employees of the Company. The shareholders are invited to vote for or against the proposed termination of the Scheme and the proposed adoption of the New Scheme at the First Extraordinary General Meeting of 2024.

LETTER FROM THE BOARD

PROPOSED TERMINATION OF THE 2020 H SHARE APPRECIATION RIGHTS SCHEME

Reference is made to the Company's annual general meeting held on 31st March 2020, the special general meeting held on 28th April 2020, and the annual general meeting held on 12 June 2023, in relation to the adoption of the 2020 Share Appreciation Rights Scheme (the "2020 H Share Appreciation Rights Scheme") and the proposed grant of shares under the 2020 H Share Appreciation Rights Scheme. The Board has resolved to approve, on behalf of the Company, the proposed termination of the 2020 H Share Appreciation Rights Scheme on 12 June 2023, which will be subject to the approval of the shareholders.

THE PROPOSED H SHARE APPRECIATION RIGHTS SCHEME AND THE GRANT

Reference is made to the Company's annual general meeting held on 12 June 2023, in relation to, among others, the proposed adoption of the 2020 H Share Appreciation Rights Scheme. The Board has resolved to approve, on behalf of the Company, the proposed grant of shares under the 2020 H Share Appreciation Rights Scheme, which will be subject to the approval of the shareholders.

The proposed grant of shares under the 2020 H Share Appreciation Rights Scheme will be subject to the approval of the shareholders.

The proposed grant of shares under the 2020 H Share Appreciation Rights Scheme will be subject to the approval of the shareholders.

The proposed grant of shares under the 2020 H Share Appreciation Rights Scheme will be subject to the approval of the shareholders.

Reasons for the Adoption of the Scheme

The Board is of the view that the proposed grant of shares under the 2020 H Share Appreciation Rights Scheme is in the best interests of the Company and its shareholders. The Board has resolved to approve, on behalf of the Company, the proposed grant of shares under the 2020 H Share Appreciation Rights Scheme, which will be subject to the approval of the shareholders.

The Board is of the view that the proposed grant of shares under the 2020 H Share Appreciation Rights Scheme is in the best interests of the Company and its shareholders.

LETTER FROM THE BOARD

General Information

The ReAppr.e.s.t.i.o.n R.g.t. r.e.t.o. t.e. t.t.l.e. c.a. o. Inc. n.t.y.e.R.e.p.t. a.t. e.t. a.l.l. a.e.t. e. o.w.n.e. s.p. o.f. t.h.e. r.e. n.o.r. a.e.n. r.g.t. t.t.s. r.e.o.l.d.e. a.e.s.p.c.l. a.n.g. t.n.o.t. l.i.m.i.t.e. t.o. v.o.t.i.n.g. r.g.t. a.l.l.o.t.m.e.n.t. a. a.y.a. r.g.t. Inc. n.t.y.e.R.e.p.t. a.t. a.e.n.o. r.g.t. t.o. H. t.r.a.n.s.f.e. r.e. r.e.c. r.g.e. p.l.e.g.e. e.f.o.r. e.t.r.p.r.m.e.n.t. a.c.m. e.o.r. c.r.e.a.t.i.o.n. a.n.t.e.e.t.w. i.o. w.e.s.p. a.f.o.r. o.f. a. t. a. p.r.t. o.v.e. o.r. a.p.r.b.a.t.i.o.n. t.o. a. o.f. a. o.r. a.s. r.e.A.p.p.r.e.s.t.i.o.n R.g.t. o.r. a.t.e.s.p.t.o. a. g.r.e.m.e.n.t. t.o. o. o. n.o.r. o.e. e.o.r. e. a.e. a.s.g. t. t.o. p.r.o.m.o.t.e.o.r. n.e.m.p.d. e.p.t.e.e.t. o.f. a. t. a. p.r.t. a.e.t.l. o.r. a.p. a.e.t.l. r.l.b.l.e. t.o. t.g. r.e.A.p.p.r.e.s.t.i.o.n R.g.t.

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- (i) a.t. o.r.a.e.t. e.B.o.a.d. t.o. g.r.a.t. t.g. r.e.A.p.p.r.e.s.t.i.o.n R.g.t. t.o. t.h.e. Inc. n.t.y.e.R.e.p.t. a.t. w.a. o.t. t.h.e. C.o.m.p.a. a. t.h.e. Inc. n.t.y.e.R.e.p.t. a.t. m.e.e.t. e.c.o.n. s.t.i.o.n. f.o.r. t.h.e. G.r.a.t. a. t.o. a. l.e.l.l. m.a.t.t.e. n.e.e. r. f.o.r. t.h.e. g.r.a.t. o.f. t.g. r.e.A.p.p.r.e.s.t.i.o.n R.g.t.;
- (ii) a.t. o.r.a.e.t. e.B.o.a.d. t.o. r.e.s.w. a. c.o.n.f.i.r.m. w.h.e.t. t.h.e. C.o.m.p.a. a. t.h.e. Inc. n.t.y.e.R.e.p.t. a.t. m.e.e.t. t.h.e. e.c.o.n. s.t.i.o.n. f.o.r. t.h.e. a.e.c.s. e.o.f. t.g. r.e.A.p.p.r.e.s.t.i.o.n R.g.t. a. t.o. a. l.e.l.l. m.a.t.t.e. n.e.e. r. f.o.r. t.h.e. a.e.c.s. e. t.h.e. Inc. n.t.y.e.R.e.p.t. a.t.;
- (iii) a.t. o.r.a.e.t. e.B.o.a.d. t.o. a.s. t.t.e.n. m.e.a. t.h.e. a.e.c.s. e.p.r.s. e.o.f. t.g. r.e.A.p.p.r.e.s.t.i.o.n R.g.t. a.p. a.c.o.r. a.c.e.w.s.f. t.h.e. p.r.o.v.a.s.i.o.n. o.f. t.g. c.m.e.n.t. e.s.a.t. o.f. a. a.y.a. p.p.o. t. t.o.c.k. a.y.a. a. c.o.n.v.e.s.i.o.n. o.f. c.p.s.i.d. r.e.e.v.e. a.p.t.o. r.e.c.p.s.i.d. a.l.l.o.t.m.e.n.t. a. a.c.e.o.f. n.w. r.e.e. m.e.g.e. a. r.e. a.c.a.n.g.e. t.c. a. p.r.o.v.a.s. e. f.o.r. a.p. t.g. c.m.e.
- (iv) a.t. o.r.a.e.t. e.B.o.a.d. t.o. a. l.e.t. e.s.e.c.s. e. o.r. n.a.e.c.s. r.e.A.p.p.r.e.s.t.i.o.n R.g.t. g.r.a.t.e. t.o. t.h.e. Inc. n.t.y.e.R.e.p.t. a.t. a.p. a.c.o.r. a.c.e.w.s.f. t.h.e. p.r.o.v.a.s.i.o.n. o.f. t.g. c.m.e.n.t. e.s.a.t. t.h.e. t.h.e. C.o.m.p.a. o.r. t.h.e. Inc. n.t.y.e.R.e.p.t. a.t. r.e. s.e.t. t.o. p.e.s.s. c.a.p.e.m.t.a.c.e. c.a. p.r.t. r.e.f.r.o.m. t.h.e. C.o.m.p.a. a. r.e.p.m.e.n.t. e.t. a.c. a. p.r.o.v.a.s. e. f.o.r. a.p. t.g. c.m.e.
- (v) a.t. o.r.a.e.t. e.B.o.a.d. t.o. e.s. e.s.p. a.c.o.r. a.c.e.w.s.f. t.h.e. p.r.o.v.a.s.i.o.n. o.f. t.g. c.m.e.w. t.h.e. o.r. n.o.t. t.o. r.e.o.v.e. t.h.e. g.a.n. t.h.e. t.h.e. Inc. n.t.y.e.R.e.p.t. a.t. a.e.r.e. e.v.e. f.r.o.m. t.h.e. a.e.c.s. e.o.f. t.g. r.e.A.p.p.r.e.s.t.i.o.n R.g.t.;

(v) that or, et cetera to correct or amend the same.

Proposed Adoption of the Scheme and the Grant

A summary of the terms of the scheme set out below.

- Incentive Instrument** : The scheme set out in the Share Appreciation Rights represents the scheme of the Company and is an incentive instrument. Subject to the satisfaction of the necessary conditions and the necessary arrangements, the Incentive Rights are available to the eligible employees of the Company in respect of the increase in the value of the shares of the Company from the date of the grant of the Incentive Rights to the date of the exercise of the Incentive Rights. The Incentive Rights are not transferable and are not subject to any other restrictions.
- Effective Conditions** : Approval of the Board of Directors and the necessary conditions.
- Duration** : The scheme shall remain in force from the date of approval until the expiration of the term.
- Incentive Recipients** : (i) The employees of the Company for the first grant.
- 113 The Incentive Rights are not to be granted to the employees of the Company who are not eligible for the grant of the Incentive Rights. The Incentive Rights are not to be granted to the employees of the Company who are not eligible for the grant of the Incentive Rights.
- (ii) The employees of the Company for the second grant.
- The Incentive Rights are not to be granted to the employees of the Company who are not eligible for the grant of the Incentive Rights. The Incentive Rights are not to be granted to the employees of the Company who are not eligible for the grant of the Incentive Rights.

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

: Total number of ~~the~~ ~~Share~~ ~~Appreciation~~
Rights to be granted is 123,675,000 ~~the~~
representing approximately 1.5% of total ~~the~~ ~~equity~~
of the ~~Company~~ ~~at the end of the fiscal year~~. Total number of ~~the~~
Share ~~Appreciation~~ Rights to be granted to
an ~~employee~~ ~~at the end of the fiscal year~~ will not
exceed 0.1% of total ~~the~~ ~~equity~~ of the ~~Company~~.

Date of Grant

: Upon ~~the~~ ~~completion~~ of the ~~grant~~ of the ~~Share~~
Appreciation Rights ~~in accordance with the~~ ~~terms~~ of
grant ~~at the end of the~~ ~~fiscal year~~ ~~the~~ ~~Board~~. The
date of grant ~~will be determined by~~ ~~the~~ ~~Board~~. The
principle ~~the~~ ~~date~~ ~~the~~ ~~on~~ ~~which~~ ~~the~~ ~~Share~~ ~~Appreciation~~
Rights ~~are~~ ~~granted~~ ~~will be determined by~~ ~~the~~ ~~Board~~ ~~at the~~
annual ~~general meeting~~ of the ~~Company~~.

Exercise Price

: The ~~exercise~~ ~~price~~ of the ~~Share~~ ~~Appreciation~~
Rights to be granted of the ~~Share~~ ~~Appreciation~~ Rights; ~~the~~ ~~average~~
closing ~~price~~ of the ~~Share~~ ~~Appreciation~~ Rights for the ~~previous~~ ~~year~~ ~~ending~~
on ~~the~~ ~~date~~ ~~the~~ ~~Share~~ ~~Appreciation~~ Rights ~~are~~ ~~granted~~ ~~will be determined by~~ ~~the~~ ~~Board~~ ~~at the~~
annual ~~general meeting~~ of the ~~Company~~.

Tranches of exercise	Exercise period	Exercise proportion
H_T tr-acc_e	from t_elq t tr-a_qg -k-fl e 24 mont from t_e -L-of t_er.e.ev.e gr-at -n .B qg On t-el-t tr-a_qg -k wst q 36 mont from t_e -L-of t_er.e.ev.e gr-at	33
S_eOn tr-acc_e	from t_elq t tr-a_qg -k-fl e 36 mont from t_e -L-of t_er.e.ev.e gr-at -n .B qg On t-el-t tr-a_qg -k wst q 48 mont from t_e -L-of t_er.e.ev.e gr-at	33
T_q tr-acc_e	from t_elq t tr-a_qg -k-fl e 48 mont from t_e -L-of t_er.e.ev.e gr-at -n .B qg On t-el-t tr-a_qg -k wst q 60 mont from t_e -L-of t_er.e.ev.e gr-at	34

(4) none of the following event occurred to the
 • comp :

- 9 -

5. profit arising from disposal of the relevant shares, the Article of Association or the relevant rule of the company relating to the relevant shares;
 6. provision from implementing a contingency plan of the relevant shares;
 7. other circumstances as determined by the relevant rule of the company.
- (ii) none of the following events shall occur to the Incumbent Representative:
1. the receipt of the economic report shall not be provided to the relevant authority or shall involve in any misconduct or malfeasance;
 2. non-compliance with the relevant law or regulation of the R or the provision of the Article of Association;
 3. being a target of offence involving an acceptance or obligation of duty, corruption, theft, leakage of the company's trade secrets, confidential connection and other unlawful conduct, which present a significant risk to the company and its business;
 4. failure to discharge or failure to discharge properly, the duties relating to the company and its business and the relevant economic;
 5. termination of the long stock exchange or relevant rule of the company and the appropriate provision of the relevant rule;
 6. imposition of relevant rule of the company with a mandatory provision or measure of the company to the relevant rule of the company and its business, non-compliance of law or regulation;

- ### Conditions precedent for exercise under the Scheme

The Taxpayer's Application Request granted to Inc. by the Respondent will be effective upon the implementation of all the following conditions:

- 11 -

3. Any share of office involving an appointment or resignation of any person, compensation, settlement of compensation, termination, contract connection and other employment and management, which shall be subject to the provision of a clause significant in the employment to the employment and the to the management;
 4. Failure to achieve or failure to achieve proposed, any share and the relevant share to the of the employment and the share and the relevant share;
 5. Termination, termination, stock exchange or relevant for at least a and appropriate period of 12 months;
 6. Any share relevant for at least a and appropriate period of 12 months to the management of the company;
 7. Any share from the company or the company of the management of the company and the relevant share;
 8. Any share from the company or the company of the company and the relevant share;
 9. Other circumstances and the relevant share.
- (iv) The performance appraisal of the Inc. at the end of the

The Inc. at the end of the year and the performance appraisal of 80 point or above for the period. If the performance appraisal of the Inc. at the end of the year for the period is below 80 point, the company shall be subject to the relevant share of the Inc. at the end of the year. The Appraisal Right shall be subject to the provision of the company and the Appraisal Right shall be subject to the company.

PROPOSED ADOPTION OF H SHARE APPRECIATION RIGHTS SCHEME AND 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 (%)
Director and Senior Management					
Mr. Tang Hong-ang	Senior Director of Technology Committee Chairman of the Board Executive Director	1	2,485,430	0.03%	2.01%
Mr. Chen Jie	Joint Senior Director of Technology Committee Executive Director General Manager	1	2,485,430	0.03%	2.01%
Mr. Bo Long	Joint Senior Director of Technology Committee Non-executive Director	1	2,236,887	0.03%	1.81%
Mr. Wang Wei	Executive Director, Joint General Manager	1	2,236,887	0.03%	1.81%
Ms. Huang Jingjie	Senior Director of Treasury Board Secretary in person	1	2,236,887	0.03%	1.81%
Mr. Qiao Jun	Joint General Manager	1	2,236,887	0.03%	1.81%
Mr. Tang Xiangbin	Joint General Manager	1	2,236,887	0.03%	1.81%
Mr. Wu Gang	Joint General Manager	1	2,236,887	0.03%	1.81%
Ms. Zhang Jing	Executive Director - Joint General Manager	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 grand		-	20,612,489	0.25%	16.67%
Total			123,675,000	1.50%	100%

- 15 -

APPENDIX

PROPOSED ADOPTION OF H SHARE APPRECIATION RIGHTS SCHEME AND

At the time of the Grant, the expected gain of the Incumbent Representative shall not exceed 40% of the total remuneration payable to the time of the Grant (including expected gain from the Share Appreciation Right). The expected gain of the Incumbent Representative shall not exceed 60% of the total remuneration payable to the time of the Grant.



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 Friday, 2 February 2024 at Meeting Room 802, 8th Floor, No. 6 Xijiaer Road, Chaoyang District, Beijing, the P.R.C. for the purpose of considering and, if thought fit, passing the following resolution:

SPECIAL RESOLUTIONS

1. To consider and approve the amendment of the representation right clause approved on 28 June 2020.
2. To consider and approve the election of the

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2024

Notes:

Each of the preliminary steps referred to in the circular of the Company dated 17 January 2024 (the "Circular"). In the event of any change, the Company will be duly informed.

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

The register of the Company shall be closed for the registration of the Company with effect from Tuesday, 30 January 2024 to Tuesday, 2 February 2024 (both days inclusive). The register will be closed for the registration of the Company on Tuesday, 29 January 2024, and will be closed for the registration of the Company on Tuesday, 29 January 2024.

The register of the Company will be closed for the registration of the Company with effect from Tuesday, 30 January 2024 to Tuesday, 2 February 2024 (both days inclusive). The register will be closed for the registration of the Company on Tuesday, 29 January 2024, and will be closed for the registration of the Company on Tuesday, 29 January 2024.

2. PROXY

Shareholders are entitled to attend and vote at the General Meeting in person or by proxy. A proxy need not be a shareholder of the Company.

The person appointed as proxy must be a shareholder or a person authorized by the shareholder. If the shareholder is a corporation, the proxy form must be signed by the authorized person or the authorized person. If the proxy form is signed by the authorized person, the proxy form must be signed by the authorized person.

For the purpose of the proxy form, the proxy form must be signed by the authorized person or the authorized person. The proxy form must be signed by the authorized person or the authorized person. The proxy form must be signed by the authorized person or the authorized person.

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

Address: 78, No. 6 Xiang'an Road, Xiang'an District, Xiamen City, Fujian Province, P.R.C.

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

4. PROCEDURES FOR VOTING AT THE EGM

Any vote of the General Meeting shall be taken by poll.

5. OTHER BUSINESS

Shareholders (in person or by proxy) attending the General Meeting are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the General Meeting will be provided with a list of the agenda.

6. REASON TO TIME - The person is not responsible for the time.