

Beijing Jingneng Clean Energy Co., Limited

Rules of Procedure for the Remuneration and Nomination Committee of the Board of Directors

Chapter I General

1. I B J C E C .,
L (Company),
, C ,
C (Remuneration and
Nomination Committee Committee)
C L P ' R C (Company
Law) , R G L S T
S E H K L (Listing Rules)
B J C E C ., L (Articles of Association).

2. T R N C
, . T R N C
.

Chapter II Composition

3. T R N C ,
- . T R N
C .

4. T R N C ,
- ,
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5. T R N C ,
 . T - /
 . I C /
 , / C , . S
 N C , R
 O , .

6. T ,
 R N C , C ,
 C , .

Chapter III Responsibility and Authority

7. D R N C :
- 1) T C ,
 - ;
 - 2) T ;
 - 3) T C , , ;
 , ;
 - 4) T , , ,
 (,) ,
 - , ;

5) T

, ;

6) T

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7) T

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8) T

R / N . F - C , / C , ;

9) T

C , , , ;

10) T

L R / ; C 17

11) T

, ;

12) T

, (,) , C , ;

13) T

, , ;

14) T ,
 ,
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15) T - ;

16) T ;

17) T -
 ,
 ;

18) T C ,
 ;

19) O , (

9. A R N
C R N C
7 ,

3 .U
C ,
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10. A C .T
C
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11. A - C
.M
R N C .T
, ,
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12. W R N C ,
, , C
, , ,
- - ,
.

13. A R N C
/ ; C
C / ,
C
.

19. M R N C : (1)

, (2)
, (3) , (4)
, (5)

, (6)
R N C ,

T , . T
, , C ,
, C .

20. T R N C , , ,
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21. T R N C ,
C , .

22. T R N C C ,
, , , ,
, .

Chapter V Additional Rules

23. T .

24. M , A

A A . I , , L R

A A / , , B .

,

B

25. T

A A .

26. T C .