

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 ,
- ,
.

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 , , ,
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 - , ;

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

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12) T

, (,
) ,
C ,
;

13) T

, ,
;

14) T ,
,
;

15) T - ;

16) T ;

17) T -
,
;

18) T C ,
;

19) O , R (
)

9. A R N
C R N C
7 ,

C , .U
3

10. A C . T
C

11. A - C
. M
R N C . T
, ,

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 , , ,

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 .