

Beijing Jingneng Clean Energy Co., Limited

Conditions and Procedures for Nomination of Candidate of Director

I. Conditions for Nomination of Candidate of Director

In accordance with the Article 74, Article 78 and Article 118 in the Articles of Association of Beijing Jingneng Clean Energy Co., Limited (the “**Articles of Association**”), the election and change of directors shall be subject to the general meeting. When a general meeting is held by the Company, the board of directors, board of supervisors or shareholders individually or together holding more than 3% of the shares of the Company may submit proposals to elect directors.

A proposed candidate of director shall satisfy the relevant qualification requirements under the Company Law of People’s Republic of China, the Articles of Association and other applicable regulations.

II. Procedures for Nomination of Candidate of Director

Each candidate of director shall be individually proposed. The intention to nominate a candidate as director and the written notice of such candidate regarding his willingness to accept the nomination shall be given to the Company no later than seven days prior to the date scheduled for such general meeting. The details of the candidate of director shall be fully disclosed by a proposal of election of director, which shall at least include the following:

- (1) Personal particulars such as: education background, work experience and other appointments;
- (2) Whether he/she has any connected relationship with the Company or the controlling shareholder and actual controller of the Company;
- (3) The number of shares of the Company he/she held; and
- (4) Whether subject to punishment by China Securities Regulatory Commission and other relevant securities regulatory authorities and sanctions by the stock exchange.

Where an appointment of director comes into effect upon the approval from the general meeting, an announcement must be published in accordance with the relevant listing rules.

The remuneration and nomination committee under the board of directors of the Company shall be entitled to review the candidate of director and make suggestions subject to the Articles of Association, Rules of Procedures for Remuneration and Nomination Committee of the Board of Directors of Beijing Jingneng Clean Energy Co., Limited and other relevant laws, regulation and rules.