

China Power Clean Energy Development Company Limited
中國電力清潔能源發展有限公司
(the “Company”)
(「本公司」)
(Incorporated in Hong Kong with limited liability)
(於香港註冊成立之有限公司)

**PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON
FOR ELECTION AS A DIRECTOR OF THE COMPANY**
股東提名人選參選為本公司董事的程序

1. PROVISIONS IN THE COMPANY’S ARTICLES OF ASSOCIATION
本公司組織章程細則的規定

1.1 The provisions for a shareholder to propose a person for election as a director of the Company are laid down in Clause 79 of the Company’s Articles of Association.
有關股東提名人選參選為本公司董事的規定載列於本公司組織章程細則第79條。

1.2 Extract of Clause 79 of the Company’s Articles of Association is set out below:
本公司組織章程細則第79條的原文節錄如下：

(1) Subject to these Articles, the Company may by ordinary resolution appoint any person to be a Director, either to fill a casual vacancy or as an additional Director.

在本章程細則的規限下，本公司可以通過普通決議委任任何人士為董事，不管是臨時填補職位空缺或成為增補董事。

(2) No person (other than a Director retiring in accordance with these Articles) shall be appointed or re-appointed a Director at any general meeting under paragraph (1) above unless:

不得在上文第(1)段的情況下，於任何股東大會上委任或重新委任某人（董事依照本章程細則退任除外）為董事，但以下情況除外：

(a) he is recommended by the Board; or
該人士獲得董事會的推薦；或

(b) not earlier than the day after the despatch of the notice of the meeting and not later than seven days prior to the date fixed for the meeting there has been given to the Secretary, by a member (other than the person to be proposed) entitled to vote at the meeting, notice of his intention to propose a resolution for the appointment or re-appointment of that person and a notice executed by that person of his willingness to be appointed or re-appointed.

有權於大會上投票的股東（非被推薦人士）在不早於大會通知發出之後當日而不遲於大會指定舉行日期之前七日向秘書發出有關其有意就委任或重新委任某人提出決議的通知，以及該人士表示其願意接受委任或重新委任而簽立的通知。

2. REQUIREMENTS UNDER THE RULES GOVERNING THE LISTING OF SECURITIES ON THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “LISTING RULES”)

香港聯合交易所有限公司證券上市規則（「《上市規則》」）的規定

2.1 Pursuant to Rules 13.70, 13.73 and 13.74 of the Listing Rules, the Company shall:
根據《上市規則》第13.70條、13.73條及13.74條，本公司必須遵守以下規定：

- publish an announcement or issue a supplementary circular upon receipt of a notice from a shareholder to propose a person for election as a director at the general meeting where such notice is received by the Company after publication of the notice of general meeting;
如本公司在刊發股東大會通告後，收到一名股東提名某名人士於股東大會上參選董事的通知，本公司必須刊登公告或發出補充通函；
- include in the announcement or supplementary circular the particulars required under Rule 13.51(2) of the Listing Rules of such person proposed to be elected as a director;
公告或補充通函內須包括該位被提名參選董事人士按《上市規則》第13.51(2)條的規定而須披露的資料；
- publish such announcement or supplementary circular not less than 10 business days before the date of the relevant general meeting; and
公告或補充通函必須最遲在有關股東大會舉行日期前10個營業日刊發；及
- assess whether or not it is necessary to adjourn the meeting of the election to give shareholders at least 10 business days to consider the relevant information disclosed in the announcement or supplementary circular.
本公司必須評估是否需要將選舉董事的會議押後，讓股東有至少10個營業日考慮公告或補充通函所披露的有關資料。

3. PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

股東提名人選參選董事的程序

3.1 If a shareholder wishes to propose a person (the “**Candidate**”) for election as a director of the Company at a general meeting, he/she shall deposit a notice (the “**Notice**”) to the Company Secretary at the Company’s registered office at Rooms 3801-05, 38/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong.

若股東擬提名個別人士（「候選人」）於股東大會上參選為本公司董事，須將通知（「提名通知」）送交本公司註冊辦事處的公司秘書處，地址為香港灣仔港灣道26號華潤大廈38樓3801-05室。

3.2 The Notice (i) must include the personal information of the Candidate as required by Rule 13.51(2) of the Listing Rules; and (ii) must be signed by the shareholder concerned and signed by the Candidate indicating his/her willingness to be elected and consent of publication of his/her personal information.

該提名通知必須：(i)包括候選人按《上市規則》第13.51(2)條的規定而須披露的資料；及(ii)由有關股東簽署，以及候選人簽署以表示其願意接受委任和同意公佈其個人資料。

3.3 The period for lodgement of the Notice shall commence on the day after the despatch of the notice of general meeting and end no later than 7 days prior to the date of such general meeting.

遞交提名通知的期間將由股東大會的通告發送後開始，至該股東大會舉行日期前7天結束。

3.4 In order to allow the Company's shareholders to have sufficient time to consider the proposal of election of the Candidate as a director of the Company, shareholders who wish to make the proposal are urged to submit and lodge the Notice as early as practicable.

為了讓本公司的股東有充足時間考慮有關選舉候選人為本公司董事的建議，本公司促請擬提建議的股東盡早遞交其提名通知。

4. ADDITIONAL INFORMATION

補充資料

4.1 Shareholder(s) representing at least 5% of the total voting rights of all the shareholders having a right to vote at general meetings may request the Company to convene a special general meeting pursuant to Clause 49 of the Company's Articles of Association and Section 566 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong). The objects of the meeting must be stated in the related requisition deposited at the Company's registered office.

根據本公司組織章程細則第49條及公司條例（香港法律第622章）第566部，佔全體有權在股東大會上表決的股東的總表決權5%以上的股東可要求本公司召開股東特別大會，有關的請求書上須註明會議的目的，並應交往本公司的註冊辦事處。

Note: If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.

註：如本文件的英文及中文版本有任何差異，概以英文版本為準。