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TIANNENG POWER INTERNATIONAL LIMITED

天能動力國際有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00819)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (“**Annual General Meeting**”) of the shareholders of Tianneng Power International Limited (the “**Company**”) will be held at Conference Room, 3/F., Tianneng Group Building, No. 18 Baoqiao Road, Huaxi Industrial Function Zone, Changxing County, Zhejiang, China on Thursday, 8 June 2023 at 2:00 p.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of directors and auditors for the year ended 31 December 2022.
2. To declare the final dividend for the year ended 31 December 2022.
3.
 - (a) To re-elect Mr. ZHANG Tianren as an executive director of the Company.
 - (b) To re-elect Mr. SHI Borong as an executive director of the Company.
 - (c) To re-elect Mr. ZHANG Yong as an independent non-executive director of the Company.
4. To authorise the board of directors of the Company (the “**Board**”) to fix the remuneration of the directors.
5. To re-appoint Deloitte Touche Tohmatsu as auditors and authorise the Board to fix their remuneration.

6. As special business, to consider and, if thought fit, to pass the following as ordinary resolutions:

6A. “THAT

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company (the “**Director(s)**”) during the Relevant Period (as defined below) of all powers to allot, issue and deal with the additional shares in the capital of the Company, and to make or grant offers, agreements, options and warrants which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and warrants which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to
 - (i) a Rights Issue (as defined below);
 - (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or
 - (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of the cash payment for a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the number of issued shares of the Company as at the date of passing this resolution and the said approval shall be limited accordingly;

(d) for the purpose of this resolution:—

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares or other securities of the Company open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside the Hong Kong Special Administrative Region of the People’s Republic of China).”

6B. “THAT

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”), subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange, be and is hereby generally and unconditionally approved and authorised;
- (b) the aggregate number of the shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the number of issued shares of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and

- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

6C. “**THAT** conditional upon resolutions nos. 6A and 6B being passed, the aggregate number of shares of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in resolution no. 6B shall be added to the aggregate number of shares that may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to resolution no. 6A above, provided that the amount of shares repurchased by the Company shall not exceed 10% of the number of issued shares of the Company as at the date of this resolution.”

7. To consider and, if thought fit, pass the following resolution (with or without modifications) as special resolution:

“**THAT:**

- (a) the proposed amendments to the amended and restated memorandum of association and articles of association of the Company as set out in Appendix III to the circular of the Company dated 28 April 2023 (the “**Proposed Amendments**”) be and are hereby approved and adopted;
- (b) the amended and restated memorandum of association and articles of association of the Company, a copy of which is produced to this meeting marked “A” and for identification purpose signed by the chairman of this meeting, which incorporates and consolidates the Proposed Amendments, be and is hereby approved and adopted as the amended and restated memorandum of association and articles of association of the Company (the “**New Memorandum and Articles of Association**”), in substitution for and to the exclusion of the existing memorandum of association and articles of association of the Company in their entirety with immediate effect after the close of this meeting; and

- (c) any one of the directors or the secretary of the Company be and is hereby authorised to do all things necessary or expedient in order to effect and implement the adoption of the New Memorandum and Articles of Association and be and is authorised to instruct the registered office provider of the Company, its Hong Kong share registrar and/or any person authorised by any such director or secretary of the Company to make relevant registrations and filings in accordance with the requirements of the applicable laws in the Cayman Islands and Hong Kong.”

By Order of the Board
Tianneng Power International Limited
ZHANG Tianren
Chairman

Hong Kong, 16 May 2023

Notes:

- (1) Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company. All proxy forms must be deposited with the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for the meeting or any adjournment meeting.
- (2) The register of members of the Company will be closed from Monday, 5 June 2023 to Thursday, 8 June 2023 (both days inclusive), during which period no transfer of the shares will be registered and the record date of the Annual General Meeting will be 8 June 2023. In order to qualify for attending the Annual General Meeting, all share certificates, together with duly completed transfer forms, must be lodged with the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on Friday, 2 June 2023.

Further, the register of members of the Company will be closed from Thursday, 15 June 2023 to Friday, 16 June 2023 (both days inclusive), during which period no transfer of the shares of the Company will be registered. In order to establish entitlements to the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on Wednesday, 14 June 2023.

- (3) With reference to resolution no. 3 above, Dr. Zhang Tianren, Mr. Shi Borong and Mr. Zhang Yong will retire by rotation in accordance with articles 87 of the articles of association of the Company and, being eligible, offer themselves for re-election at the Annual General Meeting.

- (4) With reference to resolutions no. 6 above, the Directors wish to state that they have no immediate plans to repurchase any existing shares or to issue any new shares or warrants pursuant to the relevant mandate.
- (5) If the declaration of the final dividend for the year ended 31 December 2022 has been approved at the Annual General Meeting, the dividend is expected to be paid on or before Friday, 7 July 2023.

As at the date of this announcement, the executive directors of the Company are Dr. ZHANG Tianren, Mr. ZHANG Aogen, Mr. ZHANG Kaihong, Mr. SHI Borong and Mr. ZHOU Jianzhong; the independent non-executive directors of the Company are Mr. HUANG Dongliang, Mr. ZHANG Yong and Mr. XIAO Gang.