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天能

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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) 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 Friday, 14 July 2023 at 2:00 p.m. for the purposes of considering and, if thought fit, passing the following resolution:

ORDINARY RESOLUTION

“THAT:

- (a) the Capital Increase Agreement and the Shareholders Agreement entered into among Party A, Parties B and Parties C (each as amended and/or restated from time to time) and the transactions contemplated thereunder (including, among other things, the Capital Increase and the grant and the exercise of the Put Option) be hereby approved, ratified and confirmed; and

- (b) the Directors be and are hereby authorised to do all such acts and things and execute all such further documents or deeds as he may, in his absolute discretion, consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of or giving effect to or the completion of any matters relating to the Capital Increase Agreement and the Shareholders Agreement and the transactions contemplated thereunder (including, among other things, the Capital Increase and the grant and the exercise of the Put Option), and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.”

By order of the Board
Tianneng Power International Limited
Zhang Tianren
Chairman

Hong Kong, 28 June 2023

Notes:

- (1) Unless otherwise defined, capitalised terms used in this notice shall have the meanings as those defined in the circular of the Company dated 28 June 2023 of which this notice forms part.
- (2) Any member entitled to attend and vote at the EGM 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 Tricor Investor Services Limited, the Company’s Hong Kong branch share registrar, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for the EGM or any adjournment meeting.
- (3) The register of members of the Company will be closed from 11 July 2023 to 14 July 2023, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for attending the EGM, all share certificates, together with duly completed transfer forms, must be lodged with the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on 10 July 2023. Shareholders whose names are recorded in the register of members of the Company on 14 July 2023 are entitled to attend and vote at the EGM.
- (4) Pursuant to rule 13.39(4) of the Listing Rules, all resolution(s) set out in this notice will be decided by poll at the EGM.

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; and the independent non-executive directors of the Company are Mr. HUANG Dongliang, Mr. ZHANG Yong and Mr. XIAO Gang.