THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Tianneng Power International Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

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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)

(1) GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
(3) RE-APPOINTMENT OF AUDITOR;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of Tianneng Power International Limited to be held at Conference Room, 3/F., Tianneng Group Building, No. 18 Baoqiao Road, Huaxi Industrial Function Zone, Changxing County, Zhejiang, China on Monday, 8 June 2026 at 2:00 p.m. is set out on pages 15 to 18 of this circular.

Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete and return the form of proxy enclosed with this circular in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and delivery of a form of proxy will not preclude you from attending and voting at the meeting in person. For the avoidance of doubt, any treasury Shares held by the Company shall not be entitled to vote at the Company's general meeting(s).

15 May 2026

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

"Annual General Meeting"	the annual general meeting of the Company to be held at Conference Room, 3/F., Tianneng Group Building, No. 18 Baoqiao Road, Huaxi Industrial Function Zone, Changxing County, Zhejiang, China on Monday, 8 June 2026 at 2:00 p.m. or any adjournment thereof, the Notice of which is set out on pages 15 to 18 of this circular
"Articles of Association"	the amended and restated articles of association of the Company adopted on 8 June 2023
"Audit Committee"	the audit committee of the Company
"Board"	the board of Directors
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"close associate(s)"	has the meanings ascribed to it under the Listing Rules
"Company"	Tianneng Power International Limited, a company incorporated in the Cayman Islands and whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 00819)
"Deloitte"	Deloitte Touche Tohmatsu
"Director(s)"	the director(s) of the Company
"Extension Mandate"	a general mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
"FY2025"	the year ended 31 December 2025
"FY2026"	the year ending 31 December 2026
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"HKSCC"	Hong Kong Securities Clearing Company Limited
"Hong Kong"	Hong Kong Special Administrative Region of the People's Republic of China

"Issue Mandate"	the general mandate proposed to be granted to the Directors to allot, issue and deal with additional Shares (including any sale or transfer of treasury Shares out of treasury) not exceeding 20% of the number of issued Shares (excluding treasury Shares, if any) as at date of passing the relevant resolution as set out in the Notice
"Latest Practicable Date"	11 May 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Memorandum"	the amended and restated memorandum of association of the Company adopted on 8 June 2023
"Notice"	the notice convening the Annual General Meeting which is set out on pages 15 to 18 of this circular
"PRC"	the People's Republic of China which, for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region and Taiwan
"Repurchase Mandate"	the general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the number of issued Shares (excluding treasury Shares, if any) as at the date of passing the relevant resolution as set out in the Notice
"RMB"	Renminbi, the lawful currency of the PRC
"Securities and Futures Ordinance"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	the ordinary share(s) of par value of HK$0.1 each in the capital of the Company
"Shareholder(s)"	holder(s) of Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Codes on Takeovers and Mergers and Share Buy-backs, as amended from time to time
"treasury Share(s)"	has the same meaning ascribed to it under the Listing Rules

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)

Executive Directors:
ZHANG Tianren *(Chairman)*
ZHANG Aogen
SHI Borong
ZHANG Kaihong
ZHOU Jianzhong

Independent Non-executive Directors:
HUANG Dongliang
ZHANG Yong
XIAO Gang
GUO Yuantao

Registered Office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Head Office and Principal Place of Business in Hong Kong:
Suite 3202, 32nd Floor,
Central Plaza, 18 Harbour Road,
Wanchai, Hong Kong

15 May 2026

To Shareholders

Dear Sir or Madam,

(1) GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES; (2) RE-ELECTION OF DIRECTORS; (3) RE-APPOINTMENT OF AUDITOR; AND (4) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the Annual General Meeting for the Shareholders to consider, and if thought fit, to approve including, inter alia, (1) the grant to the Directors of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; (2) the re-election of Directors; (3) the re-appointment of the auditor of the Company; and (4) to give Shareholders the Notice of the Annual General Meeting.

1. GENERAL MANDATE TO ISSUE SHARES

At the Annual General Meeting, an ordinary resolution, as set out as Resolution No. 6A, will be proposed for the Shareholders to consider, and if thought fit, to grant the Issue Mandate to the Directors to allot, issue and deal with the aggregate number of Shares of the Company (including any sale or transfer of treasury Shares out of treasury) not exceeding 20% of the number of issued Shares (excluding any treasury Shares), i.e. 225,224,900 Shares, as at the date of passing of such resolution (assuming no further issue or repurchase of Shares before the Annual General Meeting). The full text of the ordinary resolution to be proposed at the Annual General Meeting in relation to the Issue Mandate is set out in Resolution No. 6A in the Notice.

The Issue Mandate will remain in effect 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 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 in general meeting.

2. GENERAL MANDATE TO REPURCHASE SHARES

At the Annual General Meeting, an ordinary resolution, as set out as Resolution No. 6B, will be proposed for the Shareholders to consider, and if thought fit, to grant the Repurchase Mandate to enable the Directors to exercise all the powers of the Company to repurchase Shares subject to the criteria set out in this circular. Shareholders should note that the maximum number of Shares that may be repurchased will be 10% of the number of issued Shares (excluding any treasury Shares), i.e. 112,612,450 Shares, as at the date of passing of such resolution (assuming no further issue or repurchase of Shares before the Annual General Meeting). The full text of the ordinary resolution to be proposed at the Annual General Meeting in relation to the Repurchase Mandate is set out in Resolution No. 6B in the Notice.

An explanatory statement containing all relevant information relating to the Repurchase Mandate as required pursuant to the Listing Rules is set out in Appendix I to this circular. The explanatory statement is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution relating to the Repurchase Mandate. The Directors confirmed that neither the explanatory statement nor the Repurchase Mandate has any unusual features.

3. EXTEND GENERAL MANDATE TO ISSUE SHARES

At the Annual General Meeting, conditional on the passing of the resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution, as set out as Resolution No. 6C, will be proposed for the Shareholders to consider, and if thought fit, to extend the Issue Mandate by the addition to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate number of Shares repurchased by the Company pursuant to the Repurchase Mandate being approved provided that such extended amount in aggregate will not exceed 10% of the number of issued Shares (excluding any treasury Shares) on the date of the resolution approving the Repurchase Mandate. The full text of the ordinary resolution to be proposed at the Annual General Meeting in relation to the extension of the Issue Mandate is set out in Resolution No. 6C in the Notice.

4. RE-ELECTION OF DIRECTORS

In accordance with article 87 of the Articles of Association, Dr. ZHANG Tianren, Mr. SHI Borong and Mr. ZHOU Jianzhong will retire by rotation at the Annual General Meeting, and being eligible, have offered themselves for re-election.

Particulars of the Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

5. RE-APPOINTMENT OF AUDITOR

The Board, upon the recommendation of the Audit Committee, proposed to re-appoint Deloitte as the auditor of the Company for FY2026 and to hold office until the conclusion of the next AGM of the Company and authorise the Board to fix its remuneration for FY2026. The estimated remuneration payable to Deloitte for the audit of the Group's consolidated financial statements for the financial year ending 31 December 2026 and the review of the unaudited interim results of the Group for the six months ending 30 June 2026 is expected to be in the range of approximately RMB3.26 million to RMB3.36 million. The above estimated range of remuneration is subject to approval by the Shareholders at the AGM.

It is assumed that there will be no material deviation from the expected audit scope, audit timeline and resources required by Deloitte for FY2026 comparing to those in the past. It is expected that the final remuneration will not differ materially from the estimated amounts originally disclosed unless there are material changes to the aforementioned bases or assumptions. Further disclosure will be made by the Company if any material changes occur. The final service fee shall be agreed upon by the Company and Deloitte on an arm's-length basis (provided that the Shareholders approve the re-appointment of Deloitte as the Company's auditor at the AGM).

6. FINAL DIVIDEND

The Board has proposed the payment of a final dividend of HK$36 cents per Share. Subject to the approval of the Board's proposal by the Shareholders at the Annual General Meeting, the proposed final dividend is expected to be paid on or before Friday, 10 July 2026.

Subject to the approval of the recommended final dividend at the Annual General Meeting, the register of members of the Company will be closed from Monday, 15 June 2026 to Thursday, 18 June 2026 (both days inclusive), during which period no transfer of the Shares will be registered, and the record date will be Thursday, 18 June 2026. 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, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 12 June 2026.

7. ANNUAL GENERAL MEETING

The Notice of the Annual General Meeting is set out on pages 15 to 18 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; the re-election of Directors; and the re-appointment of the auditor of the Company.

The register of members of the Company will be closed from Wednesday, 3 June 2026 to Monday, 8 June 2026 (both days inclusive), during which period no transfer of shares of the Company will be registered, and the record date for the Annual General Meeting will be Monday, 8 June 2026. 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 Tuesday, 2 June 2026.

A form of proxy for the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete the form of proxy and return it to 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 in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the Annual General Meeting or any adjournment thereof. The completion and delivery of a form of proxy will not preclude you from attending and voting at the meeting in person.

No Shareholder is required under the Listing Rules to abstain from voting on the resolutions to be proposed at the Annual General Meeting.

8. LISTING RULES REQUIREMENT

According to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Therefore, all the resolutions put to the vote at the Annual General Meeting will be voted on by way of poll.

Treasury Shares, if any and registered under the name of the Company, shall abstain from voting at the general meeting(s) of the Company. For the avoidance of doubt, solely from the perspective of the Listing Rules, where applicable, the Company shall procure, upon depositing any treasury Shares in CCASS, the abstention from voting at any of its general meeting(s) in relation to those Shares.

9. RECOMMENDATION

The Directors believe that all resolutions to be proposed at the Annual General Meeting, including the proposals for the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; the re-election of Directors; and the re-appointment of auditor of the Company, are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all of these resolutions to be proposed at the Annual General Meeting.

10. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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

The following explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) of the Listing Rules to be given to all Shareholders relating to the resolution to be proposed at the Annual General Meeting authorising the Repurchase Mandate.

1. EXERCISE OF THE REPURCHASE MANDATE

It is proposed that up to 10% of the Shares in issue (excluding treasury Shares, if any) as at the date of the passing of the resolution approving the Repurchase Mandate may be repurchased. As at the Latest Practicable Date, the number of the total issued Shares was 1,126,124,500. Subject to the passing of the ordinary resolution approving the Repurchase Mandate and on the basis that no further Shares would be issued or repurchased after the Latest Practicable Date and up to the date of passing of such resolution, the Directors would be authorised to repurchase up to 112,612,450 Shares (being 10% of the number of Shares in issue, excluding treasury Shares, if any) during the period up to (a) the conclusion of the next annual general meeting of the Company or (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held or (c) the revocation or variation of the Repurchase Mandate by an ordinary resolution of the Shareholders in general meeting of the Company, whichever occurs first.

2. REASONS FOR REPURCHASE

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate will provide the Company the flexibility to make such repurchase when appropriate and beneficial to the Company. Such repurchases may, depending on market conditions and funding arrangements at the time, enhance the net assets value of the Company and/or earnings per Share.

3. GENERAL

As compared with the financial position of the Company as at 31 December 2025 (being the date of its latest published audited consolidated financial statements), the Directors consider that there would be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period. The Directors confirm that no repurchase would be made to such extent which would have a material adverse impact on the working capital or gearing position of the Company.

4. FUNDING OF REPURCHASES

The Company is empowered by its Memorandum, the Articles of Association and the applicable laws of the Cayman Islands to repurchase its Shares. The Cayman Islands laws provide that repurchase may be made out of profits of the Company, out of the Company's share premium account, out of proceeds of a fresh issue of Shares made for the purpose of the repurchase, or, if so authorised by the Articles of Association and subject to the provisions of the Cayman Islands laws, out of capital. The amount of premium payable on repurchase may only be paid out of the profits of the Company or the share premium account of the Company before or at the time the Shares are repurchased or, if so authorised by the Articles of Association and subject to the provisions of the Cayman Islands laws, out of capital.

Under the Cayman Islands laws, unless otherwise provided, the Shares so repurchased will be treated as cancelled but the aggregate amount of authorised share capital will not be reduced so that the Shares may be subsequently re-issued.

Where applicable, for any treasury Shares not directly held by the Company but are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt measures to ensure that it would not exercise any Shareholders' rights or receive any entitlements in respect of such treasury Shares. Such measures will include (i) procuring the relevant broker not to give instructions to HKSCC to vote at general meetings of the Company for such treasury Shares; and (ii) in case of dividends or distributions, the Company shall give instructions to its Hong Kong branch share registrar to exclude such treasury Shares in determining HKSCC's entitlements to the dividends or distributions and notify (or procure the relevant broker to notify) HKSCC the number of treasury Shares held with CCASS, or alternatively, withdraw the treasury Shares from CCASS and either register them in the Company's own name or cancel them, in each case before the record date for the dividend or distributions.

5. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors having made all reasonable enquiries, any of the close associates of any of the Directors has any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company.

As at the Latest Practicable Date, no core connected person of the Company (as defined in the Listing Rules) has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is granted.

6. UNDERTAKING OF THE DIRECTORS

The Directors will exercise the power of the Company to make repurchases pursuant to the proposed Repurchase Mandate in accordance with the Listing Rules and all applicable laws of the Cayman Islands and in accordance with the Memorandum and the Articles of Association.

7. EFFECT OF TAKEOVERS CODE

If as a result of a share repurchase exercised pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory general offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Prime Leader Global Limited held 411,355,650 Shares (representing approximately 36.53% of the issued voting Shares). As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, ZHANG Tianren, an executive Director, and YANG Yaping, the spouse of ZHANG Tianren, were interested or deemed to be interested in 411,613,650 Shares (representing approximately 36.55% of the issued voting Shares). In the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the Resolution No. 6B to be proposed at the Annual General Meeting, then (if the present shareholdings remain the same) the shareholding of Prime Leader Global Limited in the Company would be increased to approximately 40.59% of the issued voting Shares. On the other hand, the shareholding of ZHANG Tianren and YANG Yaping in the Company would be increased to 40.61% of the issued voting Shares. Accordingly, Prime Leader Global Limited, ZHANG Tianren and YANG Yaping will be obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

However, the Directors have no present intention to exercise the Repurchase Mandate to such an extent as would result in takeover obligations.

8. SHARE PURCHASE MADE BY THE COMPANY

During the six months preceding the Latest Practicable Date, no Share has been repurchased by the Company.

9. SHARE PRICES

The monthly highest and lowest prices at which the Company's Shares have been traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:—

	Shares	
	Highest Price	**Lowest Price**
	HK$	*HK$*
2025		
May	6.63	6.00
June	6.44	5.75
July	7.35	6.22
August	8.53	6.59
September	9.89	7.33
October	9.80	8.01
November	8.80	7.42
December	7.79	7.01
2026		
January	7.70	6.95
February	8.04	7.04
March	7.69	6.54
April	8.35	5.73
May (up to the Latest Practicable Date)	6.73	5.80

10. NO UNUSUAL FEATURE

The Directors confirm that neither this explanatory statement nor the Repurchase Mandate has any unusual features.

The followings are the particulars of the Directors proposed to be re-elected at the Annual General Meeting:

Dr. ZHANG Tianren (張天任)

Dr. ZHANG Tianren (張天任) ("**Dr. Zhang**"), aged 63, is the chairman of the Board, president and founder of the Group. He is also a chairman of the nomination committee of the Company. Dr. Zhang is responsible for our overall management and formulation of the business strategies. Dr. Zhang graduated from Zhejiang University with a master degree of management, and was an honorary doctorate of the International American University (美國加州國際大學) and a visiting professor of Zhejiang Sci-tech University. Dr. Zhang has 40 years of experience in technological R&D and management of rechargeable battery industry in China. Dr. Zhang was the factory manager of Zhejiang Changxing Storage Battery Factory during the period between 1989 and 2002, and has been the chairman and the general manager of Zhejiang Tianneng Battery Co., Ltd. ("**Tianneng Battery**") since 2003. Dr. Zhang is currently the chairman of Tianneng Battery Group Co., Ltd. ("**Tianneng Share**"), which is a listed company on the Science and Technology Innovation Board of the Shanghai Stock Exchange (stock code: 688819.SH).

In addition to his key position in our Group, Dr. Zhang was also a member of the 12th, 13th and 14th National People's Congress, an executive committee member of All-China Federation of Industry and Commerce and vice chairman of Zhejiang Federation of Industry and Commerce. Besides, he was a vice president of China Electrical Equipment Industry Association, vice council chairman of China Battery Industry Association, a member of China EV100, vice president of the National Technology and Equipment Industry Association (全國工商聯科技裝備業商會副會長), president of Battery Industry Association of Zhejiang Province and etc.

Dr. Zhang was awarded as one of the World Outstanding Chinese at 11th World Outstanding Chinese Award, 1st New Technological Merchants in Zhejiang, 2009 Outstanding Zhejiang Merchants, Top Ten Influential Persons of the PRC Electric Appliance Industry 2009, the Person of the Year in the Chinese Market Economy Award 2011, 2012 Bauhinia Cup Outstanding Entrepreneur, the 2012 Ernst & Young Entrepreneur of the Year, 2014 Honorary Zhejiang Merchant and Distinguished Zheijiang Merchant (二零一四年光榮浙商、傑出浙商), 8th Outstanding Entrepreneur of China and 2016 Global New Energy Business Leader.

Dr. Zhang has entered into a service contract with the Company for a term of three years commencing from the date of commencement of dealing in the Shares on the Stock Exchange, viz, 11 June 2007 and expired on 10 June 2010. Thereafter, the term of Dr. Zhang has been renewed for a further term of one year in each year. Dr. Zhang's annual remuneration for FY2025 is approximately RMB2,871,000. The director's fee payable to him will be determined by the Directors pursuant to the authority granted by the Shareholders at the Annual General Meeting and by reference to his duties and responsibilities in the Company, the Company's current standards for emolument and the market condition, as well as the Company's remuneration policy.

As at the Latest Practicable Date, to the best knowledge and belief of the Company, Dr. Zhang is interested or deemed to be interested in 411,613,650 Shares (within the meaning of Part XV of the Securities and Futures Ordinance). Dr. Zhang is the younger brother of Mr. Zhang Aogen and other than this, he has no relationship with any Directors or the senior management of the Company, or with any substantial Shareholders or controlling Shareholders. Dr. Zhang has not held any directorship in any other listed company in the last three years.

Save as disclosed in this circular, Dr. Zhang has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election, nor is there any information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mr. SHI Borong (史伯榮)

Mr. SHI Borong (史伯榮) ("**Mr. Shi**"), aged 72, is the executive Director and vice president of the Group. Mr. Shi joined Zhejiang Changxing Storage Battery Factory in 1989 and was promoted as deputy factory manager of Zhejiang Changxing Storage Battery Factory in 1990. He acted as deputy general manager of Tianneng Battery in 2003 and was appointed as the standing deputy general manager of Tianneng Battery in 2010. In September 2013, Mr. Shi was appointed as the chairman of Tianneng Battery (Anhui) Co., Ltd. and Anhui Zhongneng Power Supply Co., Ltd. Mr. Shi attended the seminar of business management for senior president in Zhejiang University from August 2007 to September 2008. Mr. Shi is a senior economist and has 36 years of management experience in rechargeable battery enterprises.

Mr. Shi has entered into a service contract with the Company for a term of three years commencing from the date of commencement of dealings in the Shares on the Stock Exchange, viz, 11 June 2007 and expired on 10 June 2010 and his term is subject to retirement and re-election according to the Articles of Association. Thereafter, the term of Mr. Shi has been renewed for a further term of one year in each year. Mr. Shi does not receive remuneration for FY2025. The director's fee payable to him will be determined by the Directors pursuant to the authority granted by the Shareholders at the Annual General Meeting and by reference to his experience, duties and responsibilities in the Company, the Company's current standards for emolument and the prevailing market condition, as well as the Company's remuneration policy.

As at the Latest Practicable Date, to the best knowledge and belief of the Company, Mr. Shi is interested or deemed to be interested in 15,686,141 Shares (within the meaning of Part XV of the Securities and Futures Ordinance). Mr. Shi has no relationship with any Directors or the senior management of the Company, or with any substantial Shareholders or controlling Shareholders. Save as disclosed above, Mr. Shi has not held any directorship in any other listed company in the last three years.

Save as disclosed in this circular, Mr. Shi has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election, nor is there any information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mr. ZHOU Jianzhong (周建中)

Mr. ZHOU Jianzhong (周建中) ("**Mr. Zhou**"), aged 55, is the executive Director and vice president of the Group. Mr. Zhou is responsible for promoting the development of strategic and emerging industries of the Group as well as assisting the president in operations and management. Mr. Zhou joined the Group in 1996 and has been the head of market management section of Tianneng Battery, standing deputy general manager of Zhejiang Changxing Tianneng Power Supply Co., Ltd., standing deputy general manager of Tianneng Battery, standing deputy general manager of Zhejiang Tianneng Energy Technology Co., Ltd., general manager of Zhejiang Tianneng Power Energy Limited and general manager of Zhejiang Tianneng Electrical Resources Limited. He was appointed as vice-president of the Group in 2011. Mr. Zhou attended the seminar of business management for senior president in Zhejiang University from September 2007 to December 2008, and attended the training program for general managers in China Europe International Business School from July 2017 to March 2018. Mr. Zhou is currently a director of Tianneng Share, which is a listed company on the Science and Technology Innovation Board of the Shanghai Stock Exchange (stock code: 688819.SH). He is a senior economist with 31 years of experience in the sales and management of rechargeable batteries and corporate management.

Mr. Zhou has entered into a service contract with the Company for a term of three years commencing from 27 March 2015 and expiring on 26 March 2018. Thereafter, the term of Mr. Zhou has been renewed for a further term of one year in each year. Mr. Zhou's annual remuneration for FY2025 is approximately RMB747,000. The director's fee payable to him will be determined by the Directors pursuant to the authority granted by the Shareholders at the Annual General Meeting and by reference to his duties and responsibilities with the Company, the Company's current standards for emolument and the market condition, as well as the Company's remuneration policy.

As at the Latest Practicable Date, to the best knowledge and belief of the Company, Mr. Zhou is interested or deemed to be interested in 2,362,815 Shares (within the meaning of Part XV of the Securities and Futures Ordinance).

Mr. Zhou has no relationship with any Directors or the senior management of the Company, or with any substantial Shareholders or controlling Shareholders. Save as disclosed above, Mr. Zhou has not held any directorship in any other listed company in the last three years.

Save as disclosed in this circular, Mr. Zhou has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election, nor is there any information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

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 Monday, 8 June 2026 at 2:00 p.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors of the Company ("**Directors**", and each a "**Director**") and the auditor of the Company for the year ended 31 December 2025.

2. To declare the final dividend for the year ended 31 December 2025.

3. (a) To re-elect Dr. ZHANG Tianren as an executive Director.

   (b) To re-elect Mr. SHI Borong as an executive Director.

   (c) To re-elect Mr. ZHOU Jianzhong as an executive Director.

4. To authorise the board of Directors (the "**Board**") to fix the remuneration of the Directors.

5. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and authorise the Board to fix its 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 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 (including any sale or transfer of treasury shares out of treasury), 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 (excluding treasury shares, if any) 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 (excluding treasury shares, if any) 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 (excluding treasury shares, if any) as at the date of this resolution."

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

Hong Kong, 15 May 2026

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 Wednesday, 3 June 2026 to Monday, 8 June 2026 (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 Monday, 8 June 2026. 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 Tuesday, 2 June 2026.

Further, the register of members of the Company will be closed from Monday, 15 June 2026 to Thursday, 18 June 2026 (both days inclusive), during which period no transfer of the shares of the Company will be registered and the record date will be Thursday, 18 June 2026. 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 Friday, 12 June 2026.

(3) With reference to resolution no. 3 above, Dr. ZHANG Tianren, Mr. SHI Borong and Mr. ZHOU Jianzhong 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 2025 has been approved at the Annual General Meeting, the dividend is expected to be paid on or before Friday, 10 July 2026.