

**Proposals to the Third Extraordinary General
Meeting in 2023 of Ming Yang Smart Energy
Group Limited**

Guangdong, China

26 September 2023

Proposal 1: Reappointment of Accounting Firm

To all shareholders and shareholders' proxies,

Ming Yang Smart Energy Group Limited (hereinafter referred to as the "Company") held the 41st meeting of the 2nd session of the Board of Directors on 29 August 2023, at which the Proposal on the Reappointment of Accounting Firm was considered and approved, and Grant Thornton LLP ((Special General Partnership) (hereinafter referred to as Grant Thornton LLP") was proposed to appoint as the financial and internal auditor of the Company for 2023, and it was agreed to submit the Proposal to the general meeting of the Company for consideration. Relevant information is hereby announced as follows:

I. BASIC INFORMATION OF THE ACCOUNTING FIRM PROPOSED TO BE APPOINTED

(I) Information about the Entity

1. Basic information

Name of the accounting firm: Grant Thornton LLP ((Special General Partnership)

Date of inception: 22 December 2011

Registered address: 5F Scitech Plaza No. 22 Jianguomenwai Street, Chaoyang District, Beijing

Chief partner: Li Huiqi

Practicing certificate issued by: Finance Bureau of Beijing, and serial number: NO.0014469

As of the end of 2022, Grant Thornton LLP had more than 5,000 practitioners, including 205 partners, 1,270 certified public accountants, and more than 400 certified public accountants who had signed the audit reports of the securities service business.

The business income of Grant Thornton LLP in 2022 amounted to RMB 2,649 million, of which RMB1,965 million was from the audit services and RMB574 million was from the securities business. In 2022 annual report, it owned 239 audit clients (listed companies), involving in major industries such as manufacturing,

information transmission, software and information technology services, wholesales and retail trade, real estate, scientific research and technology services, with total audit fees of RMB288 million; in 2022 annual report, the audit fees of 151 publicly traded company clients amounted to RMB3,555.70, and there were 6 audit clients in the general equipment manufacturing industry.

2. Ability to safeguard investors' interests

The cumulative compensation limit for occupational liability insurance purchased by Grant Thornton LLP is RMB900 million. The purchase of occupational insurance complies with relevant regulations. The occupational risk fund at the end of 2022 amounted to RMB10,890,000.

In the past three years, there has been no civil liability in relevant civil lawsuits concluded in connection with practice behaviors.

3. Independence and integrity records

Grant Thornton LLP has never received any criminal penalties or been required to adopt self-supervision measures, but it has been subject to administrative penalties for one time, supervisory and management measures for 8 times, and disciplinary action for one time due to its practicing behaviors in the past three years. 20 practitioners have never received any criminal penalties or been required to adopt self-supervision measures, but they have been subject to administrative penalties for one time, supervisory and management measures for 8 times, disciplinary action for one time due to their practicing behaviors in the past three years.

(II) Project Information

1. Basic information

Project partner: Zheng Jianbiao, became a certified public accountant in 1993, started to provide audit services for listed companies in 1991, and started to practice in Grant Thornton LLP in 1994. He has been providing audit services for the Company since 2021, and has signed 10 audit reports of listed companies in the past three years.

Signatory certified public accountant: Tong Xitao, became a certified public accountant in 2012, started to provide audit services for listed companies in 2016, and

started to practice in Grant Thornton LLP in 2016. He has been providing audit services for the Company since 2021, and has signed 3 audit reports of listed companies in the past three years.

Project quality control reviewer, Zhao Leili, became a certified public accountant in 2007, started to provide audit services for listed companies in 2008, and started to practice in Grant Thornton LLP in 2011. In the past three years, he has reviewed 3 audit reports of listed companies and 3 audit reports of publicly traded companies.

2. Integrity records

The project partner, signatory certified public accountant, and the project quality control reviewer, have not been subject to any criminal penalties for their practice, any administrative penalties, supervisory and management measures, and self-supervision measures imposed by the CSRC and its dispatching agencies, and competent authorities in the industry, and nor subject to any self-supervision measures and disciplinary actions by self-regulatory organizations such as stock exchanges and industry associations in the past three years.

3. Independence

There are no circumstances that may affect the independence of Grant Thornton LLP and project partner, signatory certified public accountant, and the project quality control reviewer.

4. Audit fees

The management of the Company is authorized to determine, through consultation with Grant Thornton LLP, audit fees for the financial statements and the audit fees for internal control for the current year based on the fair and reasonable pricing principles in the market, taking into account the responsibilities for the professional services of the accounting firm, the amount of workload for the professional skills and the working hours.

The reappointment of the accounting firm is subject to deliberation and approval at the general meeting of the Company, and shall be effective from the date of approval by the general meeting of the Company.

II. PROCEDURES TAKEN IN THE PROPOSED REAPPOINTMENT OF ACCOUNTING FIRM

(I) Review opinions from the Audit Committee

The Audit Committee is of the view that: Grant Thornton LLP is an accounting firm mainly engaged in audit business for listed companies. It independently provides certified accountant services in accordance with the law, and has the professional qualifications and the ability to safeguard investors' interests. Grant Thornton LLP and its relevant auditors meet the requirements of independence under the relevant laws and regulations and keep good integrity records. Grant Thornton LLP has completed the audit of the Company's Financial Report for 2022 in a satisfactory manner. It is agreed to reappoint Grant Thornton LLP as the auditor for the Company's Financial Report for 2023 and internal control report.

(II) The prior approval of independent directors and their independent opinions

1. the prior approval of independent directors

(1) Grant Thornton LLP is an accounting firm mainly engaged in audit business for listed companies. It independently provides certified accountant services in accordance with the law, and has the professional qualifications and the ability to safeguard investors' interests. Grant Thornton LLP and its relevant auditors meet the requirements of independence under the relevant laws and regulations and keep good integrity records.

(2) Grant Thornton LLP has rich experience in providing auditing services for listed companies. It also has the ability to provide professional services, and is in a better position to meet the requirements of the Company's audit.

(3) It is agreed to submit the Proposal on the Reappointment of Accounting Firm to the Board of Directors for consideration.

2. Independent opinion of independent directors

(1) Grant Thornton LLP is an accounting firm mainly engaged in audit for listed companies. It independently provides certified accountant services in accordance with the law, and has the professional qualifications and the ability to safeguard investors'

interests. Grant Thornton LLP and its relevant auditors meet the requirements of independence under the relevant laws and regulations and keep good integrity records.

(2) Grant Thornton LLP has rich experience in providing auditing services for listed companies. It also has the ability to provide professional services, and is in a better position to meet the requirements of the Company's audit. During its term as the Company's auditor, it complied with the Independent Auditing Standards for Chinese Certified Public Accountants; performed diligently and responsibly; adhered to the auditing standards of independence, objectivity and fairness; and expressed independent, reasonable and fair audit opinions.

(3) It is agreed to reappoint Grant Thornton LLP as the auditor for the Company's Financial Report for 2023 and internal control report.

(III) Consideration and voting of the Board of Directors

The Proposal on the Reappointment of Accounting Firm was considered and approved at the 41st meeting of the 2nd session of the Board of Directors, and at which it is agreed to reappoint Grant Thornton LLP ((Special General Partnership) as the financial and internal auditor of the Company for 2023, and submit the Proposal to the general meeting of the Company for deliberation.

(IV) The reappointment of accounting firm is subject to consideration and approval at the general meeting of the Company, and shall be effective from the date of approval by the general meeting of the Company.

Proposal 2: Increasing the Estimated Quota on External Guarantees of the Company for 2023

To all shareholders and shareholders' proxies,

I. OVERVIEW OF THE GUARANTEE

In order to meet the funding needs of Yunnan Mingyang and Hainan Mingyang for the construction of the Southwest Research and Development Center of Mingyang Group, Ming Yang Smart Energy Group Limited (“Ming Yang Smart”, or the “Company”) and the companies within the scope of the consolidated statements propose to provide guarantees for Yunnan Mingyang and Hainan Mingyang with total amounts of not more than RMB100 million and RMB320 million, respectively. The details of the guarantee are expected to be as follows:

Guarantor	Secured party	Shareholding proportion of guarantor	Gearing ratio of the secured party in the latest period	Current guarantee balance (RMB 0'000)	Increase in guarantee quota (RMB 0'000)	Percentage of guarantee quota over the net assets of the listed company in the latest period	Whether related-party guarantee or not	Whether counter guarantee is available
Holding subsidiaries with gearing ratio below 70%								
Ming Yang Smart	Yunnan Mingyang	99.5%	40.36%	-	10,000.00	0.36%	No	Nil
Ming Yang Smart	Hainan Mingyang	100.0%	0.07%	-	32,000.00	1.14%	No	Nil

Note: The above figures are unaudited. The Guarantor includes the company and its subsidiaries.

The 37th meeting of the second Board dated March 17, 2023 and the 2022 annual general meeting dated May 25, 2023 considered and approved the Proposal on the Estimated External Guarantee Quota of the Company for 2023, according to which the Company and its subsidiaries intends to provide guarantees for wholly-owned subsidiaries and controlling subsidiaries within the scope of the consolidated statements in 2023, with a total amount of not more than RMB28,200 million. For details, please refer to the Announcement on the Estimated External Guarantee Quota of the Company for 2023 (Announcement No.: 2023-011) disclosed by the Company on the designated information disclosure media.

After this increase of the estimated guarantees for Yunnan Mingyang and Hainan Mingyang, the Company and its subsidiaries intends to provide guarantees for wholly-owned subsidiaries and controlling subsidiaries within the scope of the consolidated statements in 2023, with a total amount of not more than RMB28,620 million. The terms of the relevant guarantees shall be finally determined upon negotiation with banks and financial institutions before execution. In order not to affect the daily operation or project construction of the above companies, the Company will adjust the guarantee amount provided to the above secured parties (including the guarantees reviewed at the 2022 annual general meeting of the Company and the proposed newly-added guarantees, as well as the newly established or consolidated subsidiaries of the Company during the authorization period) according to the actual situation within the scope of gearing ratio above 70% and gearing ratio below 70%, where the amount of a single guarantee may exceed 10% of the net assets of the Company. The guarantee methods include but not limited to credit guarantee, mortgage guarantee, pledge guarantee, etc.

The guarantee shall become effective upon approval at the general meeting of the Company, and the valid period shall be 12 months from the date of consideration and approval at this general meeting to date of consideration and approval at the 2022 annual general meeting. Within the above guarantee quota, no board meetings and general meetings will be convened separately for each guarantee. Upon consideration and approval of above guarantees at the general meeting, the Board will authorize relevant personnel of the Company to sign relevant legal documents on behalf of the Company.

II. BASIC INFORMATION OF THE SECURED PARTIES

(I) Company name: Yunnan Mingyang Wind Power Technology Co., Ltd.

Unified Social Credit Identifier: 915329005993373465

Date of establishment: July 26, 2012

Registered capital: RMB100 million

Legal representative: Cheng Jiawan

Domicile: No. 8, Denglong Street, Dali Economic Development Zone, Dali City, Dali Prefecture, Yunnan Province

Yunnan Mingyang is wholly owned by the Company and its wholly-owned subsidiary Guangdong Mingyang New Energy Materials Technology Co., Ltd. Its

principal business includes the production and manufacture of wind turbines and related components; the production and manufacture of wind turbine blades; the production and manufacture of photovoltaic products and related components; the development, construction and operation of wind farms; the hoisting, commissioning and technical maintenance of wind turbines; wind power engineering technology and the consultancy and services of wind power technology; and complete sets of new energy power and related engineering technology consultancy.

The key financial data are as follows:

Unit: RMB

Item	June 30, 2023 (Unaudited)	December 31, 2022 (Unaudited)
Total assets	208,452,304.55	199,601,349.78
Total liabilities	88,933,030.23	81,450,403.60
Equity attributable to the owners of parent company	119,519,274.32	118,150,946.18
Item	From January to June 2023 (Unaudited)	From January to December 2022 (Unaudited)
Operating income	10,853,765.40	44,783,770.80
Net profits attributable to the owners of parent company	1,460,297.96	-8,984,590.65

Yunnan Mingyang had no significant contingencies affecting its solvency (including guarantees, mortgages, litigation, arbitration, etc.) As the ordinary operation and management of Yunnan Mingyang is controlled by the Company and its minority shareholders are also holding subsidiaries of the Company, relevant risks are controllable.

(II) Company name: Hainan Mingyang Smart Energy Co., Ltd.

Unified Social Credit Identifier: 91460000MA5TUX7T8A

Date of establishment: February 3, 2021

Registered capital: RMB30 million

Legal representative: Zhang Chao

Domicile: No. 496-3, 4th Floor, Building 1, Yongyou Industrial Park, Yazhou Bay Science and Technology City, Yazhou District, Sanya City, Hainan Province

Hainan Mingyang is wholly owned by the Company. Its principal business includes the production and sales of wind turbines and generator sets; the production and sales of marine engineering equipment; the sales of intelligent electricity transmission, distribution and control equipment; the production and sales of new energy prime mover equipment; the services of wind power technology; the research and development of emerging energy technology; the research and experimental development of engineering and technology; and services of information system integration, etc.

The key financial data are as follows:

Unit: RMB

Item	June 30, 2023 (Unaudited)	December 31, 2022 (Unaudited)
Total assets	26,746,948.60	26,806,215.74
Total liabilities	18,390.00	178,100.27
Equity attributable to the owners of parent company	26,728,558.60	26,628,115.47
Item	From January to June 2023 (Unaudited)	From January to December 2022 (Unaudited)
Operating income	-	-
Net profits attributable to the owners of parent company	100,443.13	-353,517.50

Hainan Mingyang had no significant contingencies affecting its solvency (including guarantees, mortgages, litigation, arbitration, etc.) As the ordinary operation and management of Hainan Mingyang is controlled by the Company, relevant risks are controllable.

III. MAIN CONTENTS OF THE GUARANTEE AGREEMENT

Upon consideration and approval at the general meeting, the above-mentioned guarantee is still subject to the signing of guarantee agreement after negotiation with banks or financial institutions. The specific guarantee amount, guarantee period, guarantee method and other terms shall be determined within the above-mentioned expected scope based on the actual funding needs of the Company and the secured companies for operation and project construction.

IV. APPROVAL PROCEDURES OF THE GUARANTEE

(I) Approval of the estimated guarantee quota by the Board

The Board believes that the increase of estimated guarantee quota for 2023 is consistent with the ordinary operation needs of the Company and is in favor of the business development of the Company. Therefore, the Board approve the newly-added estimated guarantee quota.

(II) Independent opinions of independent directors

Independent directors of the Company have expressed independent opinions on the increase of estimated guarantee quota for 2023, and believes that it is consistent with the ordinary operation and management of the Company, in favor of the operation and development of the Company, and in line with the requirements of relevant laws and regulations, regulatory documents and the Articles of Association. The secured company in relation to the increase of estimated guarantee quota has sound credit status with controllable guarantee risks, and there is no harmful to the interests of the Company and shareholders, especially small and medium shareholders. We agree to the proposal on the increase of estimated guarantee quota for 2023.

The proposal on the estimated guarantee quota for 2023 is subject to the consideration at the general meeting.

V. ACCUMULATED AMOUNT OF EXTERNAL GUARANTEES AND OVERDUE GUARANTEES

As at the disclosure date of this announcement, the listed company and its holding subsidiaries have signed external guarantee contracts with a total amount of RMB1,056,452.68 (excluding the guarantee amount deducted after due or settlement of loans). As at the disclosure date of this announcement, based on the ordinary operation needs and the construction progress of projects, the balance of external guarantees of the listed company and its holding subsidiaries for principal debts was RMB519,554.88, accounting for 18.48% of the Company's audited net assets attributable to the parent company in 2022.

Except for the total guarantees of no more than RMB304,526,700 provided to Taonan Baiqiang New Energy Co., Ltd. ("Taonan Baiqiang"), a wind power investment project company (for details, please refer to the Announcement on the

Provision of External Guarantees (Announcement No.: 2021-121) disclosed by the Company on the designated information disclosure media on September 13, 2021), the total amount of above external guarantees of the Company are all guarantees provided to holding subsidiaries. As at the disclosure date of this announcement, the actual balance of guarantees provided by the listed company to Taonan Baiqiang for principal debts was RMB20,000,000.

The external guarantees of the Company mainly consist of financial lease guarantees and loan guarantees for the construction of new energy power stations and production bases of the Company. (1) The development and construction of new energy power station projects requires a relatively large amount of capital, which is generally from bank loans of project companies and financial lease loans of wind turbines. In order to ensure the successful obtaining of financings and the construction progress of new energy power stations, project companies usually provide pledge or mortgage guarantees to banks and financial leasing companies based on their equity, real estate, land and equipment, and the Company provides joint and several liability guarantees. (2) In line with the industry development trend of large wind turbines and the overall acceleration of offshore wind power development in China, the Company has established some new production bases for offshore wind turbines and blades, whose construction capital is mainly from bank loans. In order to ensure the smooth construction of such bases, the Company provides joint and several liability guarantees and pledge guarantees for contract income in connection with the above loans.

In order to control the financial risks that may arise from the high gearing ratio and high proportion of external guarantees due to the rapid growth of business scale, the Company adopted an overall strategy of “rolling development” for the operation business of new energy power plants, which means selling established power station projects where appropriate while continuously investing and constructing new power plant assets. Relying on the overall strategy of rolling development, the Company can exert an overall control of stock assets to further integrate the resources of the Company, maximize the investment benefits of capitals and reduce the financial risks arising from external guarantees.

Currently, there is no overdue guarantees.

Proposal 3: The Amendments to the Articles of Association

To all shareholders and shareholders' proxies,

On 29 August 2023, Ming Yang Smart Energy Group Limited (the "Company") held the 41st meeting of the Second Board of Directors and the 36th meeting of the Second Board of Supervisors, which reviewed and approved the "Proposal on the Amendments to the Articles of Association". The details are as follows:

In order to better meet the needs of the Company's business development and further improve its corporate governance structure, and in view of the fact that Guangdong Province has fully implemented the standardized registration of the business scope of market entities, the Company has made standardized adjustments to the original business scope in accordance with the "Catalogue of Standardized Expressions for Business Scope Registration" formulated by the State Administration for Market Regulation. The Company intends to make the following amendments to relevant provisions of the "Articles of Association of Ming Yang Smart Energy Group Limited" (the "Articles of Association"), including the business scope:

Before amendment	After amendment
<p>Article 1</p> <p>In order to safeguard the legitimate rights and interests of the Company, its shareholders and creditors and regulate the organization and conduct of the Company, these Articles of Association are hereby formulated in accordance with the <i>Company Law of the People's Republic of China</i> (hereinafter referred to as the "Company Law"), the <i>Securities Law of the People's Republic of China</i> (hereinafter referred to as the "Securities Law"), the <i>Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies</i> (hereinafter referred to as the "Special Regulations"), the <i>Mandatory Provisions for the Articles of Association of the Companies Listed Overseas</i> (hereinafter referred to as the "Mandatory</p>	<p>Article 1</p> <p>In order to safeguard the legitimate rights and interests of the Company, its shareholders and creditors and regulate the organization and conduct of the Company, these Articles of Association are hereby formulated in accordance with the <i>Company Law of the People's Republic of China</i> (hereinafter referred to as the "Company Law"), the <i>Securities Law of the People's Republic of China</i> (hereinafter referred to as the "Securities Law"), the <i>Trial Measures for the Administration of Overseas Issuance of Securities and Listing of Domestic Enterprises</i> and other relevant regulations.</p>

Provisions") and other relevant regulations.	
<p>Article 2</p> <p>The Company is a joint stock limited company (hereinafter referred to as “the Company”) established in accordance with the Company Law, the Special Regulations and other relevant regulations of the People's Republic of China.</p> <p>The Company was registered with the Zhongshan Municipal Commission of Commerce on 30 March 2017 byand obtained a business license with a unified social credit identifier of 91442000789438199M.</p>	<p>Article 2</p> <p>The Company is a joint stock limited company (hereinafter referred to as “the Company”) established in accordance with the Company Law and other relevant regulations of the People's Republic of China.</p> <p>The Company was registered with the Zhongshan Municipal Administration for Market Regulation on 30 March 2017 byand obtained a business license with a unified social credit identifier of 91442000789438199M.</p>
<p>Article 11</p> <p>Senior management as referred to in the Articles of Association comprises the Chief Executive Officer (CEO) (General Manager), Chief Operating Officer (COO), Chief Strategy Officer (CSO), Chief Financial Officer (CFO), Chief Technology Officer (CTO), Chief Administrative Officer (CAO), Secretary of the Board, and Vice Presidents of the Company.</p>	<p>Article 11</p> <p>Senior management as referred to in the Articles of Association comprises the Chief Executive Officer (CEO) (General Manager), Chief Financial Officer (CFO), Vice Presidents, and other senior management personnel of the Company as recognized by the Board.</p>
<p>Article 14</p> <p>Upon legal registration, the Company's business scope is as follows: production and operation of wind power generation host equipment and related power electronic products; wind power engineering technology and wind power generation related technology consulting, technology import and export business; high-tech green battery (including solar cells), complete sets of new energy power generation equipment, key equipment and related engineering technology consulting, technology import and export business; wind farm operation management, technical consulting and operation and maintenance services; energy system development; investment, development and management of energy projects; investment, construction and operation of new energy, distributed energy and energy storage</p>	<p>Article 14</p> <p>Upon legal registration, the Company's business scope is as follows: Generator and generator set manufacturing, generator and generator set sales, offshore wind power related system research and development, offshore wind power related equipment sales, wind power generation technical services, wind farm related system research and development, wind farm related equipment sales, photovoltaic equipment and components manufacturing, photovoltaic equipment and components sales, solar power generation technical services, photovoltaic power generation equipment leasing, new energy power equipment manufacturing, new energy power equipment sales, construction engineering construction, engineering management services, technical</p>

<p>projects; power demand side management and energy efficiency management; installation, repair and testing of electric power facilities. (The above production and operation business does not involve national restrictions, prohibited categories, accounting, or auditing). (Any item that requires approval according to law shall be operated only upon approval by relevant authorities.)</p>	<p>services, technology development, technical consulting, technology exchange, technology transfer, technology promotion, technology import and export, power generation business, power transmission business, power supply (distribution) business, goods import and export, safety technology training for special operators, information technology consulting services, and business training (excluding education training, vocational skills training, and other training subject to licensing). (The above production and operation business does not involve national restrictions, prohibited categories, accounting, or auditing). (Any item that requires approval according to law shall be operated only upon approval by relevant authorities.)</p>
<p>Article 31</p> <p>If the Company’s Directors, Supervisors, senior management officers, shareholders holding 5% or above shares of the Company sell shares within six months after buying the same or buy shares within six months after selling the same, the earnings arising there from shall belong to the Company and the Board shall recover such earnings. However, if a securities company holds 5% or above of the Company’s shares as a result of its underwriting and purchase of the untaken shares after offering, the sale of such shares shall not be subject to the six-month restriction.</p> <p>If the Company’s Board does not comply with the provision of the preceding paragraph, the shareholders can request the Board to do so within 30 days. If the Board does not enforce such right within the aforesaid period, the shareholders are entitled to commence litigations in the people’s court in their own names for the interests of the Company.</p> <p>If the Company’s Board does not enforce the provision of the first paragraph of this Article, the</p>	<p>Article 31</p> <p>If the Company’s Directors, Supervisors, senior management officers, shareholders holding 5% or above shares of the Company sell shares or other securities with an equity nature within six months after buying the same or buy shares or securities within six months after selling the same, the earnings arising there from shall belong to the Company and the Board shall recover such earnings. However, the restriction shall not be applicable to any sale of shares by a securities company holding 5% or above of the Company’s shares as a result of its purchase and underwriting of the untaken shares after offering and other circumstances stipulated by the securities regulatory authorities of the State Council.</p> <p>The shares or other securities with an equity nature held by Directors, Supervisors, senior management officers and natural person shareholders referred to in the preceding paragraph include the shares or other securities with an equity nature held by their spouses,</p>

<p>responsible Directors shall assume joint and severally liable in accordance with the laws.</p>	<p>parents, children, and any of the above which is held by using others' accounts.</p> <p>If the Company's Board does not comply with the provision of the first paragraph of this Article, the shareholders can request the Board to do so within 30 days. If the Board does not enforce such right within the aforesaid period, the shareholders are entitled to commence litigations in the people's court in their own names for the interests of the Company.</p> <p>If the Company's Board does not enforce the provision of the first paragraph of this Article, the responsible Directors shall assume joint and severally liable in accordance with the laws.</p>
<p>Article 58</p> <p>.....</p> <p>1. the total asset value involved in the transaction (the higher of the book value and the assessed value as the case may be) accounts for more than 50% of the latest audited total assets of the Company;</p> <p>2. the concluded transaction amount (including debts and expenses undertaken) accounts for more than 50% of the latest audited net assets of the Company, with the absolute amount of more than RMB50 million;</p> <p>.....</p>	<p>Article 58</p> <p>.....</p> <p>1. the total asset value involved in the transaction (the higher of the book value and the assessed value as the case may be) accounts for more than 50% of the latest audited total assets of the Company;</p> <p>2. the net assets of the transaction subject (e.g. equity) (if both book value and appraised value exist, whichever is higher) account for more than 50% of the latest audited net assets of the listed company, with the absolute amount of more than RMB50 million;</p> <p>3. the concluded transaction amount (including debts and expenses undertaken) accounts for more than 50% of the latest audited net assets of the Company, with the absolute amount of more than RMB50 million;</p> <p>.....</p>
<p>Article 59</p> <p>.....</p> <p>(I) Any guarantee provided by the Company and its controlled subsidiaries after the total amount of external guarantees reaches or exceeds 50% of the Company's latest audited net assets;</p> <p>(II) Any guarantee provided after the total amount of</p>	<p>Article 59</p> <p>.....</p> <p>(I) Any guarantee provided after the total amount of external guarantees by the Company and its controlled subsidiaries exceeds 50% of the Company's latest audited net assets;</p> <p>(II) Any guarantee provided after the total amount of</p>

<p>external guarantees by the Company reaches or exceeds 30% of the Company's latest audited total assets;</p> <p>.....</p> <p>(V) Guarantees provided to shareholders, de facto controllers and their related parties and other related parties of the Company;</p> <p>.....</p> <p>(VII) Based on the principle of cumulative calculation of the guarantee amount for twelve consecutive months, guarantees with the amount exceeding 50% of the Company's latest audited net assets, and with the absolute amount exceeding RMB50 million;</p> <p>(VIII) Other guarantees stipulated by the Stock Exchange or the Articles of Association. The guarantee stated in the preceding paragraph (VI) shall be approved by more than two-thirds of the votes held by the shareholders present at the meeting. If the listing rules of the Shanghai Stock Exchange provide otherwise for the matters to be considered, those provisions shall prevail.</p>	<p>external guarantees by the Company and its controlling subsidiaries exceeds 30% of the Company's latest audited total assets;</p> <p>.....</p> <p>(V) Guarantees provided to shareholders, de facto controllers and their related parties;</p> <p>.....</p> <p>(VII) Other guarantees stipulated by the Stock Exchange or the Articles of Association. The guarantee stated in the preceding paragraph (VI) shall be approved by more than two-thirds of the votes held by the shareholders present at the meeting. If the listing rules of the Shanghai Stock Exchange provide otherwise for the matters to be considered, those provisions shall prevail.</p> <p>If the Company provides external guarantees in violation of the authority of the General Meeting of Shareholders and the Board to approve external guarantees as set forth in the Articles of Association herein and against the approval authority and deliberation procedures for the provision of external guarantees, relevant personnel shall be held accountable in accordance with relevant laws and regulations and the provisions under the Articles of Association.</p>
<p>Article 61</p> <p>The Company shall convene an extraordinary general meeting within 2 months following the date of such circumstances:</p> <p>(I) when the number of Directors falls below the number required by the Company Law or two-thirds of the number required by the Articles of Association (i.e. less than 8);</p> <p>.....</p>	<p>Article 61</p> <p>The Company shall convene an extraordinary general meeting within 2 months following the date of such circumstances:</p> <p>(I) when the number of Directors falls below the number required by the Company Law or two-thirds of the number required by the Articles of Association;</p> <p>.....</p> <p>The time limit for "convening an extraordinary general meeting within two months" as stipulated in subparagraphs (3) and (5) above shall be</p>

	<p>counted from the date when the Board of the Company receives a written proposal from the proposing shareholders or the Supervisory Committee that meets the conditions set forth in the Articles.</p>
<p>Article 64</p> <p>Independent Directors have the right to propose convening an extraordinary general meeting to the Board. In response to a proposal from independent Directors requesting the convening of an extraordinary general meeting, the Board shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, provide written feedback on whether to agree or disagree with the convening of an extraordinary general meeting within ten days upon receipt of the proposal.</p> <p>.....</p>	<p>Article 64</p> <p>Independent Directors have the right to propose convening an extraordinary general meeting to the Board, provided that the proposal shall be approved by more than half of all independent Directors. In response to a proposal from independent Directors requesting the convening of an extraordinary general meeting, the Board shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, provide written feedback on whether to agree or disagree with the convening of an extraordinary general meeting within ten days upon receipt of the proposal.</p> <p>.....</p>
<p>Article 74</p> <p>.....</p> <p>(I) personal information, such as their education background, working experiences (especially work experience in the Company’s shareholders and de facto controller) and concurrent positions, etc.;</p> <p>.....</p>	<p>Article 74</p> <p>.....</p> <p>(I) personal information, such as their education background, working experiences and concurrent positions, etc.;</p> <p>.....</p>
<p>Article 82</p> <p>The instrument appointing a voting proxy shall be placed at the domicile of the Company or at such other place as specified in the notice of the meeting within 24 hours prior to the meeting at which the proxy is authorized to vote or within 24 hours prior to the specified time of the vote. Where the instrument appointing a voting proxy is signed by another person authorized by the entrusting party, the power of attorney or other document authorizing the signature shall be notarized. The notarized power of</p>	<p>Article 82</p> <p>Where the instrument appointing a voting proxy is signed by another person authorized by the entrusting party, the power of attorney or other document authorizing the signature shall be notarized. The notarized power of attorney or other authorizing document shall be placed together with the instrument appointing the voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting.</p> <p>.....</p>

<p>attorney or other authorizing document shall be placed together with the instrument appointing the voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting.</p> <p>.....</p>	
<p>Article 92</p> <p>.....</p> <p>(II) the name of person presiding over the meeting as well as those of Directors, Supervisors, secretaries to the Board, President and other senior management officers who attend the meeting as voting and non-voting attendees;</p> <p>.....</p>	<p>Article 92</p> <p>.....</p> <p>(II) the name of person presiding over the meeting as well as those of Directors, Supervisors, secretaries to the Board, chief executive officers (general managers) and other senior management officers who attend the meeting as voting and non-voting attendees;</p> <p>.....</p>
<p>Article 102</p> <p>Unless otherwise under special emergency circumstances, the Company shall not, without the approval of the shareholders' general meetings, enter into any contract with any person other than Directors, President and other senior management officers for authorization of management of all or substantial part of business of the Company to such persons.</p>	<p>Article 102</p> <p>Unless otherwise under special emergency circumstances, the Company shall not, without the approval of the shareholders' general meetings, enter into any contract with any person other than Directors, chief executive officers (general managers) and other senior management officers for authorization of management of all or substantial part of business of the Company to such persons.</p>
<p>Article 130</p> <p>The Board shall exercise the following functions and powers:</p> <p>.....</p> <p>(X) to appoint or dismiss the Company's chief executive officer (general manager) and secretary to the Board; to appoint or dismiss the Company's chief operating officer, chief strategic officer, chief financial officer and other senior management officers and decide on their remunerations, rewards and punishments;</p> <p>.....</p> <p>(XVI) other powers and functions authorized by laws, administrative regulations, departmental rules</p>	<p>Article 130</p> <p>The Board shall exercise the following functions and powers:</p> <p>.....</p> <p>(X) to appoint or dismiss the Company's chief executive officer (general manager), chief financial officer, secretary to the Board; vice president and other senior management officers as determined by the Board and decide on their remunerations, rewards and punishments;</p> <p>.....</p> <p>(16) other powers and functions authorized by laws, administrative regulations, departmental rules or the Articles of Association or the General Meeting of</p>

<p>or the Articles of Association or the General Meeting of Shareholders.</p> <p>In respect of the Board resolutions relating to matters specified in the preceding paragraph, except for those in subparagraphs (6), (7) and (12) which must be voted on and agreed upon by more than two-thirds of all Directors, the remaining resolutions may be voted on and agreed upon by more than half of the Directors.</p>	<p>Shareholders.</p>
<p>Article 131</p>	<p>Deleted</p>
<p>Article 150</p> <p>Major duties of the Audit Committee are: (1) proposing the engagement or replacement of the external audit agency; (2) supervising the Company's internal audit system and its implementation; (3) being responsible for communication between the internal and external auditors; and (7) other powers and functions as authorized by the Board.</p> <p>Major duties of the Remuneration and Assessment Committee are: and (7) other matters as authorized by the Board.</p> <p>Major duties of the Nomination Committee are: (1) studying the criteria and procedures for selection of Directors, Chief Executive Officer (General Manager) and other senior management personnel and make recommendations to the Board; (2) widely hunting for eligible candidates for the positions of Directors, Chief Executive Officer (General Manager) and other senior management personnel; (3) reviewing and making recommendations on the candidates for the positions of Directors, Chief Executive Officer (General Manager) and other senior management personnel; (5) establishing a reserve plan for Directors and senior executives and making timely replenishment and update to the plan; and (6) other matters as authorized by the Board.</p> <p>...Major duties of the Strategy Committee are:</p>	<p>Article 149</p> <p>Major duties of the Audit Committee are: (1) supervising and evaluating the external audit work, and proposing the engagement or replacement of the external audit agency; (2) supervising and evaluating the Company's internal audit work; (3) coordinating the communication between management, internal audit department and external audit agency; and (7) other powers and functions as authorized by the Board and as stipulated by the Articles.</p> <p>Major duties of the Remuneration and Assessment Committee are: (7) formulating or changing the equity incentive plan and employee stock ownership plan, and fulfilling the equity granting and exercising conditions for incentive recipients; (8) arranging shareholding plans by Directors and senior management personnel in the subsidiaries to be spun off; and (9) other matters as authorized by the Board and as stipulated by the Articles.</p> <p>Major duties of the Nomination Committee are: (1) studying the criteria and procedures for selection of Directors and senior management personnel and make recommendations to the Board; (2) widely hunting for eligible candidates for the positions of Directors and senior management personnel, and reviewing the candidates for the positions of</p>

<p>and (6) other matters as authorized by the Board.</p>	<p>Directors and senior management personnel; (3) recommending to the Board the nomination or removal of the Directors and the appointment or dismissal of senior management personnel; (5) establishing a reserve plan for Directors and senior management personnel and making timely replenishment and update to the plan; and (6) other matters as authorized by the Board and as stipulated by the Articles.</p> <p>...Major duties of the Strategy Committee are:</p> <p>and (6) other matters as authorized by the Board and as stipulated by the Articles..</p>
<p>Article 151</p> <p>The Company has one CEO (General Manager), who is appointed or dismissed by the Board.</p> <p>The Company has one COO, one CSO, one CTO, one CFO, one Secretary of the Board, one CAO, and several Vice Presidents, who shall be appointed or dismissed by the Board.</p> <p>The Board recognizes the CEO (General Manager), COO, CSO, CFO, CTO, CAO, Secretary of the Board and Vice Presidents of the Company as the Company's senior management.</p>	<p>Article 150</p> <p>The Company has one CEO (General Manager), who is appointed or dismissed by the Board.</p> <p>The Company has one CFO, one Secretary of the Board, several Vice Presidents, and several other senior management personnel as recognized by the Board, who shall be appointed or dismissed by the Board.</p> <p>The CEO (General Manager), CFO, Secretary of the Board, Vice Presidents, and other senior management personnel as recognized by the Board are all senior management of the Company.</p>
<p>Article 153</p> <p>Members of staff of the controlling shareholders of the Company who serve administrative positions other than director and supervisor shall not serve as senior management officer of the Company.</p>	<p>Article 152</p> <p>Members of staff of the controlling shareholders of the Company who serve administrative positions other than director and supervisor shall not serve as senior management officer of the Company.</p> <p>The senior management officer shall be only entitled to salaries paid by the Company, and the controlling shareholders shall not pay the salaries on behalf of the Company.</p>
<p>Article 155</p> <p>.....</p> <p>(VI) to propose to the Board to appoint or dismiss chief operating officer, chief strategic officer and other senior management officers of the Company;</p>	<p>Article 154</p> <p>.....</p> <p>(VI) to propose to the Board to appoint or dismiss chief financial officer, secretary to the Board and other senior management officers of the Company;</p>

<p>.....</p>	<p>.....</p>
<p>Article 159</p> <p>Other senior management personnel, such as the COO and the CSO, shall be nominated by the CEO (General Manager) and shall be appointed or dismissed by the Board. When nominating the candidates for other senior management personnel such as the COO and the CSO, the CEO (General Manager) shall submit to the Board detailed information on the candidates for other senior management personnel such as the COO and the CSO, including their educational background, work experience, shareholding in the Company, their affiliation with the Company, its shareholders, de facto controllers and other Directors, Supervisors and senior management personnel, whether they have ever been punished by the China Securities Regulatory Commission (CSRC) and other relevant authorities and whether they have ever been disciplined by the Stock Exchange, and whether they are prohibited from acting as senior management personnel of a listed company as stipulated by the Company Law and other laws and regulations and the provisions of regulatory bodies. When the CEO (General Manager) proposes to dismiss other senior management personnel such as the COO and the CSO, he or she shall submit the reasons for such dismissal to the Board. Other senior management personnel such as the COO and the CSO may propose for resignation prior to the expiration of their terms of office. Specific procedures and methods relating to the resignation of other senior management personnel such as the COO and the CSO shall be stipulated in the employment contracts between other senior management personnel such as the COO and the CSO and the Company.</p> <p>Other senior management personnel such as the COO and the CSO assist the CEO (General</p>	<p>Article 158</p> <p>Other senior management personnel, such as the CFO and the Secretary of the Board, shall be nominated by the CEO (General Manager) and shall be appointed or dismissed by the Board. When nominating the candidates, the CEO (General Manager) shall submit to the Board detailed information on the candidates, including their educational background, work experience, shareholding in the Company, their affiliation with the Company, its shareholders, de facto controllers and other Directors, Supervisors and senior management personnel, whether they have ever been punished by the China Securities Regulatory Commission (CSRC) and other relevant authorities and whether they have ever been disciplined by the Stock Exchange, and whether they are prohibited from acting as senior management personnel of a listed company as stipulated by the Company Law and other laws and regulations and the provisions of regulatory bodies. When the CEO (General Manager) proposes to dismiss other senior management personnel such as the CFO and the Secretary of the Board, he or she shall submit the reasons for such dismissal to the Board.</p> <p>Other senior management personnel such as the CFO and the Secretary of the Board may propose for resignation prior to the expiration of their terms of office. Specific procedures and methods relating to the resignation of other senior management personnel such as the CFO and the Secretary of the Board shall be stipulated in the employment contracts between other senior management personnel such as the CFO and the Secretary of the Board and the Company.</p> <p>Other senior management personnel such as the CFO and the Secretary of the Board assist the CEO</p>

Manager) in conducting daily business operation and management of the Company.	(General Manager) in conducting daily business operation and management of the Company.
Article 172 Supervisors shall attend Board meetings.	Article 171 Supervisors may attend Board meetings.
Article 245 Where an amendment to the Articles of Association adopted in a resolution of the General Meeting of Shareholders requires approval by the competent authority, it must be submitted to the competent authority for approval; if such amendment involves any matter of company registration, such change of registration shall be handled according to law. Where an amendment to the Articles of Association involves the contents of the Mandatory Provisions, it shall become effective only upon approval by the company examination and approval departments authorized by the State Council and the securities regulatory authorities under the State Council (if applicable).	Article 244 Where an amendment to the Articles of Association adopted in a resolution of the General Meeting of Shareholders requires approval by the competent authority, it must be submitted to the competent authority for approval; if such amendment involves any matter of company registration, such change of registration shall be handled according to law.
Article 251 These Articles of Association are written in Chinese. In the event of any ambiguity between any other languages or different versions of the Articles of Association and these Articles of Association, the latest Chinese version of the Articles of Association approved for registration by Zhongshan Municipal Administration for Industry and Commerce shall prevail.	Article 250 These Articles of Association are written in Chinese. In the event of any ambiguity between any other languages or different versions of the Articles of Association and these Articles of Association, the latest Chinese version of the Articles of Association approved for registration by Zhongshan Municipal Administration for Market Regulation shall prevail.

Except for the amendments to the above articles, the other provisions of the Articles of Association remain unchanged. The contents of this change and the amendments to relevant Articles of Association are subject to the final information filed with the industrial and commercial registration authority.

Proposal 4: The Amendments to the Rules of Procedure for the

General Meeting of Shareholders

To all shareholders and shareholders' proxies,

Whereas the Company has made amendments to relevant sections of the "Articles of Association of Ming Yang Smart Energy Group Limited" (the "Articles of Association"), the Company intends to make the following amendments to relevant provisions of the "Rules of Procedure for the General Meeting of Shareholders" to ensure its consistency with the Articles of Association:

Before amendments	After amendments
<p>Article 1</p> <p>In order to clarify the responsibilities and authorities of the General Meeting of Shareholders of Ming Yang Smart Energy Group Limited (hereinafter referred to as the "Company"), regulate its organization and conduct, ensure that the General Meeting of Shareholders exercise its powers and functions according to law, enhance the efficiency of proceedings of the General Meeting of Shareholders, guarantee the effectiveness and legality of the procedures and resolutions of the General Meeting of Shareholders, and safeguard the legitimate rights and interests of all shareholders, these Rules of Procedure are hereby formulated in accordance with relevant laws, regulations and normative documents such as the <i>Company Law of the People's Republic of China</i> (hereinafter referred to as the "Company Law"), the <i>Rules for the General Meeting of Shareholders of Listed Companies</i>, the <i>Mandatory Provisions for the Articles of Association of the Companies Listed Overseas</i> and the <i>Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies</i>, as well as the <i>Articles of Association of Ming Yang Smart Energy Group</i></p>	<p>Article 1</p> <p>In order to clarify the responsibilities and authorities of the General Meeting of Shareholders of Ming Yang Smart Energy Group Limited (hereinafter referred to as the "Company"), regulate its organization and conduct, ensure that the General Meeting of Shareholders exercise its powers and functions according to law, enhance the efficiency of proceedings of the General Meeting of Shareholders, guarantee the effectiveness and legality of the procedures and resolutions of the General Meeting of Shareholders, and safeguard the legitimate rights and interests of all shareholders, these Rules of Procedure are hereby formulated in accordance with relevant laws, regulations and normative documents such as the <i>Company Law of the People's Republic of China</i> (hereinafter referred to as the "Company Law"), the <i>Rules for the General Meeting of Shareholders of Listed Companies</i> and the <i>Trial Measures for the Administration of Overseas Issuance of Securities and Listing of Domestic Enterprises</i>, as well as the <i>Articles of Association of Ming Yang Smart Energy Group Limited</i> (hereinafter referred to as the "Articles of Association").</p>

<p><i>Limited</i> (hereinafter referred to as the "Articles of Association").</p>	
<p>Article 9</p> <p>.....</p> <p>(1) The total assets involved in the transaction (book value or appraised value, whichever is higher) accounts for more than 50% of the latest audited total assets of the Company;</p> <p>(2) The consideration of the transaction (including assumed liabilities and costs) accounts for more than 50% of the latest audited net assets of the Company, with the absolute amount being more than RMB50,000,000;</p> <p>.....</p>	<p>Article 9</p> <p>.....</p> <p>1. The total assets involved in the transaction (book value or appraised value, whichever is higher) accounts for more than 50% of the latest audited total assets of the Company;</p> <p>2. The net assets (book value or appraised value, whichever is higher) involved in the subject matter of the transaction (such as equity interest) accounts for more than 50% of the latest audited net assets of the Listed Company, with the absolute amount being more than RMB50,000,000;</p> <p>3. The consideration of the transaction (including assumed liabilities and costs) accounts for more than 50% of the latest audited net assets of the Company, with the absolute amount being more than RMB50,000,000;</p> <p>.....</p>
<p>Article 10</p> <p>.....</p> <p>(1) Any additional external guarantee proposed by the Company and its controlling subsidiaries when the total amount of external guarantee offered by the Company and its controlling subsidiaries has reached or exceeded 50% of the latest audited total assets;</p> <p>(2) Any additional external guarantee proposed by the Company when the total amount of external guarantee offered by the Company reaches or exceeds 30% of the latest audited total assets;</p> <p>.....</p> <p>(4) The amount of guarantees provided within twelve consecutive months exceeds 30% of the Company's latest audited total assets;</p> <p>(5) The amount of guarantees in 12 consecutive months exceeds 50.0% of the latest audited net</p>	<p>Article 10</p> <p>.....</p> <p>(1) Any additional external guarantee proposed by the Company and its controlling subsidiaries when the total amount of external guarantee offered by the Company and its controlling subsidiaries has exceeded 50% of the latest audited total assets of the Company;</p> <p>(2) Any additional external guarantee proposed by the Company and its controlling subsidiaries when the total amount of external guarantee offered by the Company exceeds 30% of the latest audited total assets of the Company;</p> <p>.....</p> <p>(4) The amount of guarantees cumulatively calculated within twelve consecutive months exceeds 30% of the Company's latest audited total assets;</p> <p>(5) Any single guarantee whose amount exceeds 10%</p>

<p>assets of the Company with the absolute amount being more than RMB50,000,000;</p> <p>(6) Any single guarantee whose amount exceeds 10% of the latest audited net assets;</p> <p>.....</p>	<p>of the latest audited net assets;</p> <p>.....</p>
<p>Article 11</p> <p>.....</p> <p>(1) When the number of Directors is less than the number required under the Company Law or less than two-thirds of the number as prescribed in the Articles of Association (i.e., below the quorum);</p> <p>.....</p>	<p>Article 11</p> <p>.....</p> <p>(1) When the number of Directors is less than the number required under the Company Law or less than two-thirds of the number as prescribed in the Articles of Association;</p> <p>.....</p> <p>The time limit for "convening an extraordinary general meeting within two months" as stipulated in subparagraphs (3) and (5) above shall be counted from the date when the Board of the Company receives a written proposal from the proposing shareholders or the Supervisory Committee that meets the conditions set forth in the Articles.</p>
<p>Article 13</p> <p>Independent Directors have the right to propose convening an extraordinary general meeting to the Board. In response to a proposal from independent Directors requesting the convening of an extraordinary general meeting, the Board shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, provide written feedback on whether to agree or disagree with the convening of an extraordinary general meeting within ten days upon receipt of the proposal.</p> <p>.....</p>	<p>Article 13</p> <p>Independent Directors have the right to propose convening an extraordinary general meeting to the Board, provided that the proposal shall be approved by more than half of all independent Directors. In response to a proposal from independent Directors requesting the convening of an extraordinary general meeting, the Board shall, in accordance with the provisions of laws, administrative regulations and the Articles of Association, provide written feedback on whether to agree or disagree with the convening of an extraordinary general meeting within ten days upon receipt of the proposal.</p> <p>.....</p>
<p>Article 16</p> <p>Where the Supervisory Committee or shareholders decide(s) to convene a General Meeting of Shareholders on their own, they shall notify the</p>	<p>Article 16</p> <p>Where the Supervisory Committee or shareholders decide(s) to convene a General Meeting of Shareholders on their own, they shall notify the Board</p>

<p>Board in writing.</p> <p>Before publicly announcing the resolution of the General Meeting, the shareholding ratio of the convening shareholders shall not be less than 10%.</p>	<p>in writing, and meanwhile file a record with the dispatched office of the CSRC at the locality of the Company and the Shanghai Stock Exchange.</p> <p>Before publicly announcing the resolution of the General Meeting, the shareholding ratio of the convening shareholders shall not be less than 10%.</p> <p>The Supervisory Committee or the convening shareholders shall submit relevant evidence to the dispatched office of the CSRC at the locality of the Company and the Shanghai Stock Exchange upon the issuance of the notice of the General Meeting and the announcement of the resolution of the General Meeting.</p>
<p>Article 21</p>	<p>Deleted</p>
<p>Article 23</p> <p>The convener shall notify all shareholders by way of announcement 20 days prior to the annual general meeting, and shall notify all shareholders by way of announcement 15 days prior to an extraordinary general meeting.</p> <p>An extraordinary general meeting shall not decide on matters not specified in the notice.</p>	<p>Article 22</p> <p>The convener shall notify all shareholders by way of announcement 20 days prior to the annual general meeting, and shall notify all shareholders by way of announcement 15 days prior to an extraordinary general meeting.</p>
<p>Article 33</p> <p>The instrument appointing a voting proxy shall be placed at the domicile of the Company or at such other place as specified in the notice of the meeting within 24 hours prior to the meeting at which the proxy is authorized to vote or within 24 hours prior to the specified time of the vote. Where the instrument appointing a voting proxy is signed by another person authorized by the entrusting party, the power of attorney or other document authorizing the signature shall be notarized. The notarized power of attorney or other authorizing document shall be placed together with the instrument appointing the</p>	<p>Article 32</p> <p>Where the instrument appointing a voting proxy is signed by another person authorized by the entrusting party, the power of attorney or other document authorizing the signature shall be notarized. The notarized power of attorney or other authorizing document shall be placed together with the instrument appointing the voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting.</p>

<p>voting proxy at the domicile of the Company or at such other place as specified in the notice of the meeting.</p> <p>.....</p>	
<p>Article 43</p> <p>Where the Company holds a general meeting, all directors, supervisors and the secretary to the Board shall attend the meeting, and general managers and other executives shall be present at the meeting.</p>	<p>Article 42</p> <p>Where the Company holds a general meeting, all directors, supervisors and the secretary to the Board shall attend the meeting, and chief executive officer (the general managers) and other executives shall be present at the meeting.</p>
<p>Article 44</p> <p>The General Meeting of Shareholders shall be convened by the Board of Directors. The General Meeting of Shareholders shall be chaired and presided over by the Chairman of the Board. When the Chairman is unable or fails to perform his duties, the Vice Chairman shall serve as the chairperson to preside over the meeting (where there are two or more Vice Chairmen, the Vice Chairman jointly elected by more than half of the Directors shall preside over the meeting); when the Vice Chairman is unable or fails to perform his duties, a Director jointly elected by more than half of the Directors shall serve as the chairperson to preside over the meeting.</p> <p>.....</p>	<p>Article 43</p> <p>The General Meeting of Shareholders shall be convened by the Board of Directors. The General Meeting of Shareholders shall be chaired and presided over by the Chairman of the Board. When the Chairman is unable or fails to perform his duties, the Vice Chairman shall serve as the chairperson to preside over the meeting; when the Vice Chairman is unable or fails to perform his duties, a Director jointly elected by more than half of the Directors shall serve as the chairperson to preside over the meeting.</p> <p>.....</p>
<p>Article 52</p> <p>.....</p> <p>The directors, supervisors, the general managers, other senior management of the Company and those who have been approved by the chairman of the meeting may speak.</p>	<p>Article 51</p> <p>.....</p> <p>The directors, supervisors, chief executive officer (the general managers), other senior management of the Company and those who have been approved by the chairman of the meeting may speak.</p>
<p>Article 59</p> <p>.....The avoidance and voting procedures of affiliated shareholders shall be notified by the chairperson of the General Meeting of Shareholders and recorded in the meeting minutes.</p>	<p>Article 58</p> <p>.....The avoidance and voting procedures of affiliated shareholders shall be notified by the chairperson of the General Meeting of Shareholders and recorded in the meeting minutes.</p>

<p>If no shareholder votes after the affiliated shareholders abstain from voting, the provisions on avoidance of affiliated shareholders from voting as stipulated in the preceding paragraph of this Article shall not apply.</p>	
<p>Article 60 Independent Directors shall be elected by a cumulative voting system. Supervisors who are served by non-independent Directors and non-employee representatives shall be elected by a cumulative voting system if so stipulated in accordance with applicable laws, administrative regulations, departmental rules, provisions of regulatory authorities or resolutions of the General Meeting of Shareholders.</p>	<p>Article 59 Where more than two independent Directors are elected, a cumulative voting system shall be adopted. Supervisors who are served by non-independent Directors and non-employee representatives shall be elected by a cumulative voting system if so stipulated in accordance with the provisions of the Articles of Association or resolutions of the General Meeting of Shareholders.</p>
<p>Article 76 (2) Names of the chairman of the meeting, the directors, supervisors, the secretary to the Board, general manager and other senior management attending or present at the meeting;</p>	<p>Article 75 (2) Names of the chairman of the meeting, the directors, supervisors, the secretary to the Board, chief executive officer (the general managers) and other senior management attending or present at the meeting;</p>
<p>Article 85 The Board is responsible for the implementation of the resolutions passed at the Shareholders' General Meeting and the general manager of the Company will be designated to organize relevant staff to implement the resolutions in detail; for resolution needed to be implemented by the Board of Supervisors, it shall be organized and implemented by the Board of Supervisors directly.</p>	<p>Article 84 The Board is responsible for the implementation of the resolutions passed at the Shareholders' General Meeting and the chief executive officer (the general managers) of the Company will be designated to organize relevant staff to implement the resolutions in detail; for resolution needed to be implemented by the Board of Supervisors, it shall be organized and implemented by the Board of Supervisors directly.</p>
<p>Article 96 These Rules shall become effective from the date when they are considered and approved at the</p>	<p>Article 95 These Rules shall become effective from the date when they are considered and approved at the General</p>

<p>General Meeting of Shareholders and from the date when the GDRs issued by the Company are listed on the London Stock Exchange. Such provisions shall also apply in the event of amendments to the Rules. As of the effective date of these Rules, the original “Rules of Procedure for the General Meeting of Shareholders” of the Company shall automatically become invalid.</p>	<p>Meeting of Shareholders. As of the effective date of these Rules, the original “Rules of Procedure for the General Meeting of Shareholders” of the Company shall automatically become invalid.</p>
---	---

Proposal 5: The Amendments to the Rules of Procedure for the Board of Directors

To all shareholders and shareholders' proxies,

Whereas the Company has made amendments to relevant sections of the "Articles of Association of Ming Yang Smart Energy Group Limited" (the "Articles of Association"), the Company intends to make the following amendments to relevant provisions of the "Rules of Procedure for the Board of Directors" to ensure its consistency with the Articles of Association:

Original	Amended
<p>Article 1</p> <p>In order to improve and standardize the discussion and decision-making procedures of the Board of Directors of Ming Yang Smart Energy Group Limited (hereinafter referred to as the "Company") and ensure the smooth progress of the Company's business operation and management, these Rules of Procedure are hereby formulated by combining the actual situation of the Company in accordance with the <i>Company Law of the People's Republic of China</i>, the <i>Mandatory Provisions for the Articles of Association of the Companies Listed Overseas</i>, the <i>Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies</i> and other laws and regulations and relevant provisions of the China Securities Regulatory Commission, as well as the <i>Articles of Association of Ming Yang Smart Energy Group Limited</i> (hereinafter referred to as the "Articles of Association").</p>	<p>Article 1</p> <p>In order to improve and standardize the discussion and decision-making procedures of the Board of Directors of Ming Yang Smart Energy Group Limited (hereinafter referred to as the "Company") and ensure the smooth progress of the Company's business operation and management, these Rules of Procedure are hereby formulated by combining the actual situation of the Company in accordance with the <i>Company Law of the People's Republic of China</i>, the <i>Self-regulatory Guidelines for Listed Companies on the Shanghai Stock Exchange No. 1 -- Standardized Operation</i>, the <i>Trial Measures for the Administration of Overseas Issuance of Securities and Listing of Domestic Enterprises</i> and other laws and regulations and relevant provisions of the China Securities Regulatory Commission, as well as the <i>Articles of Association of Ming Yang Smart Energy Group Limited</i> (hereinafter referred to as the "Articles of Association").</p>
<p>Article 4</p> <p>.....</p> <p>(6) to formulate proposals for the Company in respect of increase or reduction of registered capital, issue of bonds or other securities and the listing</p>	<p>Article 4</p> <p>.....</p> <p>(6) to formulate proposals for the Company in respect of increase or reduction of registered capital, issue of bonds or other securities and the listing</p>

<p>thereof, including the underwriter of the listing, the listing date and price, the stock exchange listed and other terms;</p> <p>.....</p> <p>(9) to appoint or dismiss the Chief Executive Officer (general manager), secretary to the Board of the Company; to appoint or dismiss the Joint Operation Officer, Chief Finance Officer and other senior management officers of the Company in accordance with the nominations by the Chief Executive Officer (general manager), and to determine their remunerations, rewards and penalties;</p> <p>(10) to decide on setting up of working institution of Board of Directors and the Company's internal management organizations accordingly;</p> <p>.....</p> <p>(16) to exercise other functions and powers as stipulated by laws, regulations, the Articles of Association, or the General Meeting.</p> <p>In respect of the Board resolutions relating to matters specified in the preceding paragraph, except for those in subparagraphs (6), (7) and (12) which must be voted on and agreed upon by more than two-thirds of all Directors, the remaining resolutions may be voted on and agreed upon by more than half of the Directors.</p> <p>Matters beyond the scope of authorization by the General Meeting of Shareholders shall be submitted to the General Meeting for consideration.</p>	<p>thereof;</p> <p>.....</p> <p>(9) to decide on the establishment of internal management organizations of the Company;</p> <p>(10) to appoint or dismiss the Chief Executive Officer (general manager), Chief Finance Officer, secretary to the Board, Vice President and other senior management officers as determined by the Board, and to determine their remunerations, rewards and penalties;</p> <p>.....</p> <p>(16) to exercise other functions and powers as stipulated by laws, regulations, the Articles of Association, or the General Meeting.</p> <p>Matters beyond the scope of authorization by the General Meeting of Shareholders shall be submitted to the General Meeting for consideration.</p>
<p>Article 5</p>	<p>Deleted</p>
<p>Article 6</p> <p>.....</p> <p>The authorization of the Board to the Chairman shall be made by way of a resolution of the Board, containing clear and specific matters, contents and authority of authorization. The Chairman shall</p>	<p>Article 5</p> <p>.....</p> <p>The authorization of the Board to the Chairman shall be expressly made by way of a resolution of the Board or by a special system formulated by the Company, containing clear and specific matters,</p>

<p>promptly inform all Directors of the implementation of authorized matters. Matters involving the significant interests of the Company shall be decided collectively by the Board, rather than authorizing the Chairman or individual Directors to make decisions on their own discretion.</p>	<p>contents and authority of authorization. Matters involving the significant interests of the Company shall be decided collectively by the Board, rather than authorizing the Chairman or any individual Director to make decisions on their own discretion.</p>
<p>Article 7</p> <p>The vice chairman of the Company shall assist the Chairman in work. Where the Chairman is unable or fails to perform his or her duties, the vice chairman shall discharge such duties. Where the vice chairman is unable or fails to perform his or her duties, more than one half of the Directors shall elect a Director to discharge such duties.</p>	<p>Article 6</p> <p>The vice chairman of the Company shall assist the Chairman in work. Where the Chairman is unable or fails to perform his or her duties, the vice chairman shall discharge such duties in place. Where the vice chairman is unable or fails to perform his or her duties, more than one half of the Directors shall elect a Director to discharge such duties.</p>
<p>Article 8</p> <p>.....</p> <p>Based on the development and business operation needs of the Company, the Board of the Company has established four specialized committees: (1) Strategy Committee; (2) Audit Committee; (3) Remuneration and Assessment Committee; and (4) Nomination Committee.</p> <p>The main duty of the Strategy Committee is to conduct research and make recommendations on the Company's long-term development strategy, business objectives, industrial development direction and major investment.</p> <p>The main duties of the Audit Committee are: (1) to propose the appointment or replacement of external auditors; (2) to supervise the Company's internal audit system and its implementation; (3) to be responsible for the communication between the Company's internal and external auditors; (4) to review the Company's financial reports and its disclosure (5) to review the Company's internal control policy.</p> <p>The main duties of the Remuneration and Appraisal Committee are: (1) to conduct research the</p>	<p>Article 7</p> <p>.....</p> <p>Based on the development and business operation needs of the Company, the Board of the Company has established four specialized committees: (1) Audit Committee; (2) Remuneration and Assessment Committee; (3) Nomination Committee; and (4) Strategy Committee.</p> <p>The major duties of the Audit Committee are: (1) supervising and evaluating the external audit work, and proposing the engagement or replacement of the external audit agency; (2) supervising and evaluating the Company's internal audit work; (3) coordinating the communication between management, internal audit department and external audit agency; (4) verifying the Company's financial information and its disclosure; (5) reviewing the Company's internal control system, and presenting comments and suggestions on the optimization and improvement of the Company's internal control system; (6) presenting comments and suggestions on the assessment and replacement of the person in charge of the Company's internal audit department; and (7) handling with other relevant</p>

assessment criteria for directors and the senior management, carrying out assessment and making recommendations; (2) to conduct research and review the remuneration policies and proposals in respect of directors and senior management.

The main duties of the Nomination Committee are: (1) to conduct research the selection criteria and procedures for Directors, senior management members and put forward proposals; (2) to search extensively for qualified nominees for Directors and senior management members; (3) to examine and put forward proposals in relation to the nominees for Directors and senior management members.

matters as authorized by the Board and as stipulated by the Rules in a timely manner.

The main duties of the Remuneration and Appraisal Committee are: (2) **to conduct research and review the remuneration policies, proposals of the Directors and senior management of the Company and by reference to the remuneration level in the same region and the same industry or the remunerations offered by the competitors for the corresponding positions, in accordance to the position, duty and term of service of the Directors and senior management; (3) to examine the performance of directors and the senior management of the Company annually, to conduct annual appraisals of their performance, and, based on the results of such appraisals, to formulate annual remuneration packages and further incentive or punishment plans to be submitted to the Board for consideration, and to oversee the implementation of the above plans; (4) to evaluate the remuneration system of the Company and reviewing and overseeing its implementation; (5) to continuously supplement and amend the remuneration policy and system according to the development of the market and the Company; (6) to explain questions relating to the remuneration of directors and senior management to shareholders; (7) to formulate or change the equity incentive plan and employee stock ownership plan, and fulfilling the equity granting and exercising conditions for incentive recipients; (8) to arrange shareholding plans by Directors and senior management personnel in the subsidiaries to be spun off; and (9) to deal with other matters as authorized by the Board and as stipulated by the Rules.**

The main duties of the Nomination Committee are: (1) to conduct research the selection criteria and

procedures for Directors and senior management members and put forward proposals; (2) to widely hunt for eligible candidates for the positions of Directors and senior management personnel, and reviewing the candidates for the positions of Directors and senior management personnel; (3) to recommend to the Board the nomination or removal of the Directors and the appointment or dismissal of senior management personnel; (4) to assess the structure of the committees under the Board, recommend members to the relevant committees from among the directors, and submit to the Board for approval; (5) to establish the plan for reserving potential directors and senior management and make updates from time to time; (6) to deal with other matters as authorized by the Board and as stipulated by the Rules.

The main duty of the Strategy Committee are to: (1) to conduct research regarding the long-term development strategy plans and to decide whether to propose such matters to the Board for consideration; (2) to study matters regarding the planning, feasibility studies, negotiations, due diligence, intent to cooperate and the execution of contracts in relation to new major investment by the Company, in light of the long-term development strategy plans of the Company, and to decide whether to propose such matters to the Board for consideration; (3) to study the matters regarding major financing of the Company, including the issuance of shares or debentures of the Company, and to decide whether to propose such matters to the Board for consideration; (4) to study matters regarding the mergers, divisions, liquidation of the Company and other material matters which will affect the development of the Company, and to decide whether to propose such matters to the Board for consideration; (5) to

	<p>monitor and supervise on the implementation of the above matters after approval by the board of directors; (6) to deal with other matters as authorized by the Board and as stipulated by the Rules.</p>
<p>Article 20 Directors shall attend a Board meeting in person, and if a Director is unable to attend the meeting for any reason, he/she shall delegate another Director in writing to attend on his/her behalf.</p>	<p>Article 19 Directors shall attend a Board meeting in person, and if a Director is unable to attend the meeting for any reason, he/she shall delegate another Director in writing to attend on his/her behalf. An independent Director shall not delegate a non-independent Director to attend a Board meeting on his/her behalf.</p>
<p>Article 24 Supervisors and CEO (General Manager) of the Company shall attend the Board meetings. Other senior management personnel may also attend the Board meetings as required.</p>	<p>Article 23 CEO (General Manager) of the Company shall attend the Board meetings. Supervisors may attend the Board meetings; other senior management personnel may also attend the Board meetings as required.</p>
<p>Article 26 Major related-party transactions as well as appointment or dismissal of accounting firms of the Company shall be submitted to the Board of Directors for discussion only after obtaining the consent of more than half of all the independent directors.</p>	<p>Article 25 Major related-party transactions as well as appointment or dismissal of accounting firms of the Company shall be submitted to the Board of Directors for discussion only after obtaining prior approval opinions by independent directors.</p>
<p>Article 32 Voting of the Board shall be conducted by written ballot unless over half of the total Directors agreed to vote by show of hands. In case of meetings conveyed by means of communications, voting shall be conducted by means communications in accordance to the terms of the Article of Association and the rules of procedure.</p>	<p>Article 31 Voting of the Board shall be conducted by name-recording polls. The Board meeting shall be convened on site in principle. The extraordinary Board meeting, on the condition that the directors can fully express their opinions, can be convened and resolved by means of video, telephone, fax or voting by email, etc. upon the consent of the convener (moderator) and the proposer(s) of the meeting, and should be signed by attending Directors. The on-site mode and other modes can be concurrently adopted for</p>

	<p>the convocation of the Board meeting.</p> <p>Where the meeting is convened in an offsite manner, the number of the participating directors shall be counted based on the directors present in the video and expressing opinions in the conference call, the actual receipt of valid votes delivered via fax or email within the prescribed period, or the written confirmation documents submitted by the directors afterwards to confirm their attendance of the meeting.</p>
<p>Article 33</p> <p>.....</p> <p>Resolutions made by the Board on related party transactions shall become effective only upon approval by a majority of all unrelated Directors. Related party transactions with a total amount of more than RMB5 million shall become effective only upon approval by more than two-thirds of the unrelated Directors.</p>	<p>Article 32</p> <p>.....</p> <p>Resolutions made by the Board on connected transactions shall become effective only upon approval by a majority of all unrelated Directors</p>
<p>Article 37</p> <p>.....</p> <p>Minutes of the Board meetings shall be kept by the Secretary of the Board as corporate records. Minutes of the Board meetings of the Company shall be kept for a period identical with the Company's operating period.</p>	<p>Article 36</p> <p>.....</p> <p>Minutes of the Board meetings shall be kept by the Secretary of the Board as corporate records, which shall be kept for no less than 10 years within the duration of the Company.</p>
<p>Article 41</p> <p>The candidates for the CEO (General Manager) and Secretary of the Board of the Company shall be nominated by the Chairman of the Company and reported to the Board of the Company for appointment or dismissal. Other senior management personnel of the Company, such as the Co-Chief Operating Officer (CCOO) and the CFO, shall be nominated by the CEO (General Manager) of the Company and reported to the Board of the Company for appointment or dismissal.</p> <p>When the Chairman nominates the candidates for the</p>	<p>Article 40</p> <p>The candidate for the CEO (General Manager) of the Company shall be appointed or dismissed by the Board. Other senior management personnel of the Company, such as the CFO and the Secretary of the Board, shall be nominated by the CEO (General Manager) and reported to the Board of the Company for appointment or dismissal.</p> <p>The nominator shall submit detailed information on the candidates to the Board, including their educational background, work experience, shareholding in the Company, their affiliation with</p>

<p>CEO (General Manager) and the Secretary of the Board, and when the CEO (General Manager) nominates the candidates for other senior management personnel such as the CCOO and the CFO, detailed information on the candidates shall be submitted to the Board, including their educational background, work experience, whether they have ever been punished by the CSRC and other relevant authorities and whether they have ever been disciplined by the Stock Exchange. When the Chairman proposes to dismiss the CEO (General Manager) or the Secretary of the Board, or when the CEO (General Manager) proposes to dismiss other senior management personnel such as the CCOO and the CFO, the reasons for such dismissal shall be submitted to the Board.</p>	<p>the Company, its shareholders, de facto controllers and other Directors, Supervisors and senior management personnel, whether they have ever been punished by the CSRC and other relevant authorities and whether they have ever been disciplined by the Stock Exchange. When the CEO (General Manager) proposes to dismiss other senior management personnel such as the CFO and the Secretary of the Board, the reasons for such dismissal shall be submitted to the Board.</p>
<p>Article 42</p> <p>Where the Company intends to engage in any external investment, acquisition and sale of assets, asset mortgage, external guarantee or entrusted financial management, which requires the consideration and approval by the Board or the General Meeting of Shareholders in accordance with the Articles of Association, relevant functional departments of the Company and the entity proposing the project shall conduct sufficient research and prepare feasibility study report or plan, and report to the Board for consideration upon review at the office meeting of the CEO (General Manager) of the Company. The Board of the Company may, when deeming necessary, engage independent experts or intermediaries to constitute a review panel to evaluate and consult on the project, and consider and approve the project according to the Company's development strategy and requirements for industrial restructuring. The project shall be submitted to the General Meeting of Shareholders for consideration upon approval by the</p>	<p>Article 41</p> <p>Where the Company intends to engage in any external investment, acquisition and sale of assets, asset mortgage, external guarantee or entrusted financial management, which requires the consideration and approval by the Board or the General Meeting of Shareholders in accordance with the Articles of Association, relevant functional departments of the Company and the entity proposing the project shall conduct sufficient research and prepare the feasibility study report or plan, and report to the Board for consideration. The Board of the Company may, when deeming necessary, engage independent experts or intermediaries to constitute a review panel to evaluate and consult on the project, and consider and approve the project according to the Company's development strategy and requirements for industrial restructuring. The project shall be submitted to the General Meeting of Shareholders for consideration upon approval by the Board, when necessary.</p>

Board, when necessary.	
<p>Article 43</p> <p>The annual bank credit plan of the Company for each year shall be reported by the CEO (General Manager) of the Company or the Financing and Funding Department as authorized by the CEO (General Manager) in accordance with relevant regulations and procedures and proposed at the Annual General Meeting of the Board. The Board will review the plan according to the specific circumstances of the Company's annual financial and capital budgets, and report to the General Meeting of Shareholders for consideration and approval. Once approved, it will be implemented by the CEO (General Manager) of the Company or the authorized Financing and Funding Department of the Company within the annual credit limit in accordance with relevant regulations and procedures. Due to temporary needs for working capital, the CEO (General Manager) may also propose a bank credit plan according to actual circumstances and submit it to the Board for approval.</p>	<p>Article 42</p> <p>The annual bank credit plan of the Company for each year shall be reported to the Board meeting by the CEO (General Manager) of the Company or the functional department responsible for financing as authorized by the CEO (General Manager). The Board will review the plan according to the specific circumstances of the Company's annual financial and capital budgets, and report to the General Meeting of Shareholders for consideration and approval. Once approved, it will be implemented by the CEO (General Manager) of the Company or the authorized functional department responsible for financing within the annual credit limit in accordance with relevant regulations and procedures. Due to temporary needs for working capital, the CEO (General Manager) may also propose a bank credit plan according to actual circumstances and submit it to the Board for approval.</p>
<p>Article 47</p> <p>These Rules and the revisions thereof shall become effective from the date when they are considered and approved at the General Meeting of Shareholders and from the date when the GDRs issued by the Company are listed on the London Stock Exchange. As of the effective date of these Rules, the original "Rules of Procedure for the Board of Directors" of the Company shall automatically become invalid.</p>	<p>Article 46</p> <p>These Rules shall become effective from the date when they are considered and approved at the General Meeting of Shareholders. As of the effective date of these Rules, the original "Rules of Procedure for the Board of Directors" of the Company shall automatically become invalid.</p>

Proposal 6: Proposal on Change of Certain Fundraising and Investment Project

To all shareholders and shareholders' proxies,

I. Overview of the change of Fundraising and investment project

(I) The fundraising

Approved by the China Securities Regulatory Commission under the Reply of Zheng Jian Xu Ke [2020] No. 1516 on Approval of the Non-public Issuance of Shares of Mingyang Smart Energy Group Co., Ltd., Mingyang Smart Energy Group Limited (hereinafter referred to as "Mingyang Smart Energy" or the "Company") issued 413,916,713 RMB ordinary shares (A shares) to specific investors at an issue price of RMB14.02 per share (hereinafter referred to as the "2020 Non-public Issuance"). As of 26 October 2020, the Company received total raised funds of RMB5,803.1123 million from the Non-public Issuance, and the net raised funds were RMB5,772.0473 million after deducting the issuance costs of RMB31.065 million. The availability of the above raised funds has been verified by Grant Thornton Yanzi (2020) No. 110ZC00394 capital verification report issued by Grant Thornton Certified Public Accountants (Special General Partnership). The Company has deposited the raised funds in a special account and has signed regulatory agreements with the sponsor and the commercial bank where the raised funds are deposited.

(II) The change of investment project with raised funds

In order to improve the use efficiency of the raised funds, according to the strategic planning and operational needs, the Company, as considered at the 40th meeting of the second session of the Board and the 35th meeting of the second session of the Supervisory Committee held on 18 July 2023, proposed to change the use of the proceeds of RMB371.2522 million which was raised from the 2020 Non-public Issuance and originally intended to be used for the Hybrid Tower Production Base Construction Project to the Mingyang Huangchuan 100MW wind power project of Xinyang Huangming New Energy Co., Ltd.. The amount involved in the change of the use of the proceeds accounts for 6.43% of the net proceeds raised from the 2020

Non-public Issuance.

As of 30 June 2023, the balance in the special account for the proceeds raised from the 2020 Non-public Issuance was RMB813.7961 million (including interest), and the temporary supplementary working capital has not been returned to the special account, and the balance was RMB990.0000 million. Among them, the balance in the special account for the Hybrid Tower Production Base Construction Project was RMB282.3389 million (including interest), and the temporary supplementary working capital has not been returned to the special account, and the balance was RMB100.0000 million.

The change of investment project with raised funds does not constitute a related party transaction. The change of investment project with raised funds is subject to the consideration at the general meeting.

After the approval of the change of investment project with raised funds by the general meeting, the Company will return the temporary supplementary working capital to the special account for the Hybrid Tower Production Base Construction Project as soon as possible, open a new special account for the new project and sign regulatory agreements with the sponsor and the bank where the raised funds are deposited. The remaining proceeds and the corresponding interest (accrued till the date of transfer of account balance) for the Hybrid Tower Production Base Construction Project will be fully transferred to the new special account for the raised funds

II. The specific reasons for the change of investment project with raised funds

(I) Planned investment and actual investment of the original project

Jieyang Mingyang New Energy Technology Co., Ltd. (揭阳明阳新能源科技有限公司, hereinafter referred to as “Jieyang Mingyang”), a wholly-owned subsidiary of the Company, is the implementation entity of the original Hybrid Tower Production Base Construction Project.

The main construction content of the Hybrid Tower Production Base Construction Project is the production base of wind driven generator concrete tower. As hybrid tower project proposes to adopt an internationally leading segmented

structure, so as to ensure successful implementation of the project, the Company carried out trial production in Hebei, Henan and other regions near the wind farm project before the commencement of the production base. Some equipment has been transported to Hebei, Henan and other regions for the preliminary trial production of the hybrid tower. As at May 2023, the trial production stage has been completed and it will soon enter the batch production stage.

As of 30 June 2023, the committed investment amount of the Hybrid Tower Production Base Construction Project was RMB397.0491 million after the completion of the fundraising, the actual total investment was RMB25.7969 million, and RMB371.2522 million had not been used. The proceeds for the Hybrid Tower Production Base Construction Project were deposited in the special account of Zhongshan Torch Development Zone Sub-branch of China Construction Bank Co., Ltd., with the bank account number of 44050178050200001850. As of 30 June 2023, the amount deposited in the special account was RMB282.3389 million (including interest), and the balance of temporary supplementary working capital that had not been returned to the special account was RMB100.0000 million.

(II) The specific reasons for the change of investment project with raised funds

Hybrid Tower Production Base Construction Project is mainly used in the areas with large onshore wind shear. Since 2023, Guangdong has made great efforts in its offshore wind power construction, and there is less planning for onshore wind power, so the demand for onshore hybrid towers is relatively limited. In view of large transportation volume of the hybrid tower, it has higher economy within a certain transportation radius from the tower production base. Based on the principle of optimal economy and on the basis of strict demonstration, the management of the Company plans to adopt the double combination mode of self-produced hybrid tower + OEM hybrid tower: for the areas where the orders of hybrid tower are concentrated, a hybrid tower production base will be set up nearby and the mode of self-produced hybrid tower for hybrid tower production will be adopted; while for the areas where orders are scattered, cooperative units will be searched nearby, and the mode of OEM hybrid towers will be adopted for hybrid tower production.

In view of the implementation mode of the above hybrid tower project is characterized by OEM production and multi-location construction, in order to ensure that the use of raised funds can be easily supervised and to further improve the efficiency of the use of raised funds, the Company plans to use its own funds to further build the Hybrid Tower Production Base Construction Project, and to adjust the use direction of raised funds of the original Hybrid Tower Production Base Construction Project to the power station construction project with high yield and better economy, that is, Mingyang Huangchuan 100MW wind power project of Xinyang Huangming New Energy Co., Ltd.

III. Mingyang Huangchuan 100MW wind power project of Xinyang Huangming New Energy Co., Ltd.

(I) Project Overview

1. Project name: Mingyang Huangchuan 100MW wind power project of Xinyang Huangming New Energy Co., Ltd..

2. Implementation entity and location of the project: The project is implemented by Xinyang Huangming New Energy Co., Ltd. (信阳潢明新能源有限公司, hereinafter referred to as “Xinyang Huangming”), a wholly-owned subsidiary of the Company. The construction site is located in Xuezi Town and Shangyougang Township, Huangchuan County (潢川县蕲孜镇、上油岗乡).

3. Project content: The wind farm is installed a total of 16 wind turbines with a single capacity of 6.25MW.

4. Estimated investment progress: The construction period of the project is 12 months. The construction commenced in May 2023 and is expected to be completed by April 2024.

5. Source of funds: It is proposed to change the use of the raised funds originally planned to be used for the construction of the Hybrid Tower Production Base Construction Project of RMB371.2522 million to Mingyang Huangchuan 100MW wind power project of Xinyang Huangming New Energy Co., Ltd., and the insufficient part will be raised by the project company itself.

(II) Project investment plan and earnings

1. Project investment budget

The total investment of the project is RMB 683.0902 million, and the details are as follows:

Unit: Ten thousand Yuan

No.	Name of the works or expenses	Amount
1	Construction auxiliary works	1,682.56
2	Equipment and installation works	45,188.67
3	Construction works	7,597.24
4	Other expenses	9,770.03
5	Basic reserve fund (2%)	1,251.12
6	Outdoor lining works	1,620.00
7	Static investment of the project	67,109.62
8	Interest during construction period	1,199.39
9	Dynamic investment of the project	68,309.02

2. Project earnings

According to the measured data of the wind tower, the project is connected to grid at an equal price, and the on-grid electricity price is RMB0.3779/kWh. The corresponding financial internal rate of return (after income tax) of the project is 6.79%, and the investment payback period (after income tax) is 11.53 years. The project has healthy financial evaluation indicators and strong profitability.

(III) Feasibility analysis of project construction

The Company has conducted a long-term wind measurement data collection and feasibility demonstration for the site selection of Mingyang Huangchuan 100MW wind power project of Xinyang Huangming New Energy Co., Ltd., and has engaged a relevant professional institution to issue a project feasibility analysis study report. The finalized wind farm projects all have location advantages, such as rich regional wind energy resources, convenient transportation and construction conditions, and convenient and reliable conditions for connecting to grid, which are all suitable for the construction of large-scale wind farms. Therefore, the implementation of the project is feasible.

(IV) Risks faced by the project

There are certain uncertainties in the implementation progress and implementation effect of the investment project after the change. Although the investment project after this change is closely related to the Company's existing main business, there may still be implementation risks due to changes in project progress, investment costs and market demand during the project implementation process.

IV. Approval and filing of the project

As of the date of consideration of the change of investment project with raised funds at the Board meeting, the Mingyang Huangchuan 100MW wind power project of Xinyang Huangming New Energy Co., Ltd. had obtained the Reply on Approval of the Mingyang Huangchuan 100MW Wind Power Project of Xinyang Huangming New Energy Co., Ltd. (Xin Fa Gai Zheng Wu [2021] No. 338), the Reply on Approval of the Change of the Mingyang Huangchuan 100MW Wind Power Project of Xinyang Huangming New Energy Co., Ltd. (Xin Fa Gai Zheng Wu [2022] No. 303) , the Reply on the Approval Application under the Informed Commitment System for the Environmental Impact Report Form of the Mingyang Huangchuan 100MW Wind Power Project of Xinyang Huangming New Energy Co., Ltd. (Huang Huan Ping [2022] No. 15) issued by Environmental Protection Bureau of Huangchuan County and The Opinions on Pre-examination of Land Use and Site Selection of Construction Project issued by the Bureau of Natural Resources and Planning of Xinyang City (Yong Zi No. 411500202200008), meeting the relevant requirements for implementation of the project.

V. Opinions of independent directors, Supervisory Committee and the sponsor on the change of investment project with raised funds

(I) Opinions of independent directors

The Company's change of investment project with part of raised funds is based on the Company's current strategic planning and business development needs, which is conducive to improving the efficiency of the use of the raised funds. The change is in the interests of the Company and all shareholders, and there is no harm to the legitimate interests of the Company and minority shareholders. The decision-making procedure complies with the relevant regulations such as Shanghai Stock Exchange

Listing Rules and the Shanghai Stock Exchange Self-discipline Supervision Guidelines for Listed Companies No. 1- Standardized Operation. We have agreed to submit the proposal of the change of investment project with part of raised funds to the general meeting for consideration.

(II) Opinions of the Supervisory Committee

The Company's change of investment project with part of raised funds is based on the actual needs of the current business development, which is conducive to further improving the efficiency of the use of the raised funds and is in the interests of the Company and all shareholders, and there is no disguised change in the use of the raised funds and there is no harm to the interests of shareholders. The procedures for the change of investment project with raised funds are in compliance with the relevant regulations such as Shanghai Stock Exchange Listing Rules and the Shanghai Stock Exchange Self-discipline Supervision Guidelines for Listed Companies No. 1-Standardized Operation. The Supervisory Committee of the Company agreed to the change of investment project with part of raised funds.

(III) Opinions of the sponsor

Upon verification, the sponsor is of the view that the change of investment project with part of raised funds of Mingyang Smart Energy has been considered by the Board and Supervisory Committee, and independent directors have expressed their consents explicitly, and the relevant matter still needs to be submitted to the general meeting for consideration. It is in compliance with the relevant regulations and systems such as Shanghai Stock Exchange Listing Rules and the Shanghai Stock Exchange Self-discipline Supervision Guidelines for Listed Companies No. 1-Standardized Operation, and the sponsor has no disagreement on the change of investment project with part of raised funds.

Proposal 7: Proposal on the Renewal of the Board of Directors of the Company and the Election of Candidates for Non-independent Directors of the 3rd Session of the Board of Directors

To all shareholders and shareholders' proxies,

Considering that the term of office of the 2nd session of the Board of Directors of Ming Yang Smart Energy Group Co., Ltd. (hereinafter referred to as the "Company") has expired, so with a view to ensuring smooth development of its various operation plans, the Company will conduct a general election of the Board of Directors pursuant to the *Company Law of the People's Republic of China*, the *Securities Law of the People's Republic of China*, the *Stock Listing Rules of Shanghai Stock Exchange* and other laws and regulations, as well as the relevant provisions of the Articles of Association of the Company.

According to relevant regulations, upon being nominated by these shareholders holding more than 3% shares of the Company individually or jointly and being examined the qualifications of these candidates by the Nomination Committee of the 2nd Session of the Board of Directors, the candidates for the 3rd session of non-independent directors are nominated as follows:

No.	Candidate for Non-independent Director	Nominator
1	Zhang Chuanwei	Mingyang New Energy Investment Holding Group Co., Ltd.
2	Ge Changxin	Mingyang New Energy Investment Holding Group Co., Ltd.
3	Zhang Qiyong	Mingyang New Energy Investment Holding Group Co., Ltd.
4	Wang Jinfa	Mingyang New Energy Investment Holding Group Co., Ltd.
5	Zhang Rui	Mingyang New Energy Investment Holding Group Co., Ltd.
6	Fan Yuanfeng	Mingyang New Energy Investment Holding Group Co., Ltd.
7	Zhang Dawei	Mingyang New Energy Investment Holding Group Co., Ltd. and Guangzhou Hengkuo Investment Partnership (Limited

		Partnership)
--	--	--------------

The Board of Directors and the shareholders recommend the above candidates as non-independent directors of the 3rd session of the Board of Directors of the Company, with a term of office of three years from the date of election and adoption at the general meeting of shareholders.

Concerning the above, it is for your examination and approval.

After such a proposal has been examined and approved by the Board of Directors of the Company, it must be submitted to the general meeting of shareholders for deliberation. And according to the Articles of Association of the Company, the proposal will be subject to a cumulative voting system.

Resume of the candidate for non-independent director of the Company:

1. Mr. Zhang Chuanwei, born in 1962, is a Chinese citizen without right of abode abroad, and possesses a master's degree and postgraduate qualifications. Mr. Zhang Chuanwei is a deputy to the 12th and 13th National People's Congress. He founded Zhongshan Mingyang Electric Appliance Co., Ltd. (中山市明阳电器有限公司) in 1993 and has served as the chairman since then. He founded Guangdong Mingyang Wind Power Technology Co., Ltd. (广东明阳风电技术有限公司) (the predecessor of Guangdong Mingyang Wind Power Industry Group Co., Ltd. (广东明阳风电产业集团有限公司) and Ming Yang Smart Energy Group Limited) in 2006 and has served as the chairman of the Board of Directors and chief executive officer (the general manager) since then.

Mr. Zhang Chuanwei is one of the actual controllers of the Company. So far, Mr. Zhang Chuanwei, together with Ms. Wu Ling and Director Mr. Zhang Rui, hold 25.34% of the Company's voting right through Mingyang New Energy Investment Holding Group Co., Ltd.. Mr. Zhang Chuanwei is the relative of Director Mr. Zhang Rui and Director Ms. Zhang Chao. Save as the above, Mr. Zhang Chuanwei has no connected relationship with other Directors, Supervisors, officers and shareholders holding 5% or more of the shares of the Company, and there are no circumstances as set out in

Rule 3.2.2 of the Self-regulatory Guidelines for the Companies Listed on the Shanghai Stock Exchange No.1-Standardized Operation (hereinafter referred as *the Standardized Operation*).

2. Mr. Ge Changxin, born in February 1958, is a Chinese citizen without right of abode abroad, and possesses a master's degree. From April, 2004 to February, 2018, he served as the deputy general manager of China Resources Power Hubei Co., Ltd. (华润电力湖北有限公司), the general manager and the secretary of the Party committee of Guangzhou China Resources Thermal Power Co., Ltd. (广州华润热电有限公司), the general manager of the South China Branch of China Resources Power Holdings Company Limited, the deputy general manager of the Coal-fired Power Generation Division of China Resources Power Holdings Company Limited, the chief representative of Guangdong Province and the secretary of the Working Committee of Guangdong Province of China Resources (Holdings) Company Limited, the head of the office of the board of directors, head of the Strategic Development Department, vice chairman of the board of directors and senior vice president of China Resources Power Holdings Company Limited; and retired in February 2018. He has served as a senior consultant of the Company since June 2021.

So far, Mr. Ge Changxin does not hold any shares in the Company. He has no connected relationship with other Directors, Supervisors, officers and shareholders holding 5% or more of the shares of the Company, and there are no circumstances as set out in Rule 3.2.2 of the Standardized Operation.

3. Mr. Zhang Qiyong, born in 1978, is a Chinese citizen without right of abode abroad, and possesses a master's degree and is now a doctoral student. From 2003 to 2006, he served as a manager of Shanghai Sachs Huizhong Shock Absorber Co., Ltd. (上海汇众萨克斯减震器有限公司). From 2006 to 2011, he served as a project manager of Shanghai office and an assistant to the president of Aerodyn Energiesysteme GmbH. From 2011 to 2014, he served as the director of the technology center and the chief technology officer of, Guodian United Power Technology Co., Ltd. (国电联合动力技术有限公司). From 2014 to September 2019, he served as the Company's vice president of engineering research and development,

chief technology officer and co-operation officer. From September 2019 to March 2020, he served as a Director, chief technology officer and co-operation officer of the Company. He has been a Director, chief operating officer and chief technology officer of the Company since March 2020.

So far, Mr. Zhang Qiyong directly and indirectly holds a total of 6,221,933 shares of the Company. He has no connected relationship with other Directors, Supervisors, officers and shareholders holding 5% or more of the shares of the Company, and there are no circumstances as set out in Rule 3.2.2 of the Standardized Operation.

4. Mr. Wang Jinfa, born in 1964, is a Chinese citizen without right of abode abroad, and possesses a master's degree and postgraduate qualifications and is a senior engineer. From 1986 to 1997, he served as the general manager of the vacuum switch sub-factory of Henan Xinyang High Voltage Switch Factory (河南信阳高压开关厂真空开关分厂). From 1998 to 2000, he served as a deputy general manager of Henan Xinyang Electric Co., Ltd. (河南信阳电器有限责任公司). From 2000 to 2006, he served as a deputy general manager of Zhongshan Mingyang Electric Co., Ltd. (中山市明阳电器有限公司). From 2006 to March 2017, he served as the senior vice president and Party committee secretary of the Company. He has served as a Director of the Company since March 2017, and has been a Director and chief administrative officer of the Company since May 2017.

So far, Mr. Wang Jinfa directly and indirectly holds a total of 8,276,564 shares of the Company. He has no connected relationship with other Directors, Supervisors, officers and shareholders holding 5% or more of the shares of the Company, and there are no circumstances as set out in Rule 3.2.2 of the Standardized Operation.

5. Mr. Zhang Rui, born in 1990, is a Chinese citizen without right of abode abroad, and possesses a bachelor's degree. From 2012 to March 2017, he served as the director of the procurement department and a Director of the Company. Since March 2017, he has served as a Director of the Company, vice president of business, director of the strategic development and industrial planning center, deputy director of the operations center, director of the operations planning department, general manager of the procurement management department, and assistant to the chief executive

officer.

Mr. Zhang Rui is one of the actual controllers of the Company. So far, Mr. Zhang Rui, together with Director Mr. Zhang Chuanwei and Ms. Wu Ling, hold 25.34% of the Company's voting right through Mingyang New Energy Investment Holding Group Co., Ltd.. Mr. Zhang Rui is the relative of Director Mr. Zhang Chuanwei and Director Ms. Zhang Chao. Save as the above, Mr. Zhang Rui has no connected relationship with other Directors, Supervisors, officers and shareholders holding 5% or more of the shares of the Company, and there are no circumstances as set out in Rule 3.2.2 of the Standardized Operation.

6. Mr. Fan Yuanfeng, born in 1969, is a Chinese citizen without right of abode abroad, and possesses a bachelor's degree. From July 1993 to December 2010, he has served as Director of the Supervision Office, Subbranch President of Zhongshan Branch of China Construction Bank Corporation. Since December 2010, he has been serving as General Manager of the Financing Management Department and Vice President of Business of the Company.

So far, Mr. Fan Yuanfeng directly holds 334,000 shares of the Company, and has no relationship with other directors, supervisors, senior executives, actual controllers and shareholders holding more than 5% shares of the Company; and there is no violation by him listed in Article 3.2.2 of the "Standardized Operations".

7. Mr. Zhang Dawei, born in 1964, and without the right of abode overseas, obtained bachelor qualifications and the bachelor of laws. Since August 2016, he has served as the general manager of Guangdong Hengkuo Investment Management Co., Ltd. (广东恒阔投资管理有限公司), and is currently the representative of the executive partners of Guangdong Hengjiahe Investment Partnership (Limited Partnership) (广东恒嘉合投资合伙企业(有限合伙)) and the representative of the executive partners of Guangzhou Hengkuo Investment Partnership (Limited Partnership) (广州恒阔投资合伙企业(有限合伙)). He also served as the director of capital operations of Guangdong Hengjian Investment Holdings Co., Ltd (广东恒健投资控股有限公司).

So far, Mr. Zhang Dawei does not hold any shares in the Company. He has no connected relationship with other Directors, Supervisors, officers and shareholders holding 5% or more of the shares of the Company, and there are no circumstances as set out in Rule 3.2.2 of the Standardized Operation.

Proposal 8: Proposal on the Renewal of the Board of Directors of the Company and the Election of Candidates for Independent Directors of the 3rd Session of the Board of Directors

To all shareholders and shareholders' proxies,

Considering that the term of office of the 2nd session of the Board of Directors of Mingyang Smart Energy Group Co., Ltd. (hereinafter referred to as the "Company") has expired, so with a view to ensuring smooth development of its various operation plans, the Company will conduct a general election of the Board of Directors pursuant to the *Company Law of the People's Republic of China*, the *Securities Law of the People's Republic of China*, the *Stock Listing Rules of Shanghai Stock Exchange* and other laws and regulations, as well as the relevant provisions of the Articles of Association of the Company.

According to relevant regulations, upon being nominated by the 2nd Session of the Board of Directors and being examined the qualifications of these candidates by the Nomination Committee of the 2nd Session of the Board of Directors, the candidates for the 3rd session of independent directors are nominated as follows:

No.	Candidate for Independent Director	Nominator
1	Zhu Tao	The 2nd Session of the Board of Directors
2	Liu Ying	The 2nd Session of the Board of Directors
3	Wang Rongchang	The 2nd Session of the Board of Directors
4	Shi Shaobin	The 2nd Session of the Board of Directors

The Board of Directors recommend the above candidates as independent directors of the 3rd session of the Board of Directors of the Company, with a term of office of three years from the date of election and adoption at the general meeting of shareholders.

Concerning the above, it is for your examination and approval.

After such a proposal has been examined and approved by the Board of Directors of the Company, it must be submitted to the general meeting of shareholders for deliberation. And according to the Articles of Association of the Company, the proposal will be subject to a cumulative voting system.

Resume of the candidate for independent director of the Company:

1. Mr. Zhu Tao, born in 1976, is a Chinese citizen without right of abode abroad, and possesses a doctor's degree and postgraduate qualifications. Since December 2012, he has been a teacher of the Accounting Department of the School of Management of Jinan University. Since June 2021, he has served as the section chief of the finance and state-owned assets management office of Jinan University. Since August 2022, he has served as an independent director of BTR New Material Group Co., Ltd. (贝特瑞新材料集团股份有限公司).

So far, Mr. Zhu Tao does not hold any shares in the Company. He has no connected relationship with other Directors, Supervisors, officers and shareholders holding 5% or more of the shares of the Company, and there are no circumstances as set out in Rule 3.2.2 of the Standardized Operation.

2. Ms. Liu Ying, born in 1978, is a Chinese citizen without right of abode abroad, and possesses a doctor's degree and postgraduate qualifications. From June 2015 to July 2021, she served as a professor and doctoral supervisor of the Law School of Wuhan University. Since August 2021, she served as a professor and doctoral supervisor of the Law School of Sun Yat-sen University. Since June 2023, she has served as an independent director of Improve Medical Instruments Co., Ltd (阳普医疗科技股份有限公司).

So far, Ms. Li Ying does not hold any shares in the Company. She has no connected relationship with other Directors, Supervisors, officers and shareholders holding 5% or more of the shares of the Company, and there are no circumstances as set out in Rule 3.2.2 of the Standardized Operation.

3. Mr. Wang Rongchang, born in 1976, is a Chinese citizen without right of

abode abroad, and possesses a doctor's degree and postgraduate qualifications. Since July 2008, he has been a teacher of the Accounting Department of the School of Business Administration of South China University of Technology. Since February 2023, he has been an independent director of Guangzhou S.P.I Design Co., Ltd. (广州山水比德设计股份有限公司).

So far, Mr. Wang Rongchang does not hold any shares in the Company. He has no connected relationship with other Directors, Supervisors, officers and shareholders holding 5% or more of the shares of the Company, and there are no circumstances as set out in Rule 3.2.2 of the Standardized Operation.

4. Mr. Shi Shaobin, born in 1968, is a Chinese citizen without right of abode abroad, and possesses a doctor's degree and postgraduate qualifications. From March 2017 to June 2018, he served as the founding partner of CMIG Health Industry Investment Management Co., Ltd. (中民投健康产业投资管理有限公司). Since 2017, he has served as the chairman of Guangdong Beiying Fund Management Co., Ltd. (广东贝英基金管理有限公司). Since September 2022, he has served as an independent director of Nanning Department Store Co., Ltd. (南宁百货大楼股份有限公司).

So far, Mr. Shi Shaobin does not hold any shares in the Company. He has no connected relationship with other Directors, Supervisors, officers and shareholders holding 5% or more of the shares of the Company, and there are no circumstances as set out in Rule 3.2.2 of the Standardized Operation.

Proposal 9: Proposal on the Renewal of the Board of Supervisors of the Company and the Election of Candidates for Shareholder Representative Supervisors of the 3rd Session of the Board of Supervisors

To all shareholders and shareholders' proxies,

Considering that the term of office of the 2nd session of the Board of Supervisors of Mingyang Smart Energy Group Co., Ltd. (hereinafter referred to as the "Company") has expired, so with a view to ensuring smooth development of its various work, the Company will conduct a general election of the Board of Supervisors pursuant to the *Company Law of the People's Republic of China*, the *Securities Law of the People's Republic of China*, the *Stock Listing Rules of Shanghai Stock Exchange* and other laws and regulations, as well as the relevant provisions of the Articles of Association of the Company.

According to relevant regulations, upon being nominated by these shareholders holding more than 3% shares of the Company individually or jointly and being examined the qualifications of these candidates by the Board of Supervisors, the candidates for the 3rd session of shareholder representative supervisors are nominated as follows:

No.	Candidate for Supervisor	Nominator
1	Wang Limin	Mingyang New Energy Investment Holding Group Co., Ltd.
2	Zhai Yongjun	Mingyang New Energy Investment Holding Group Co., Ltd.

Mingyang New Energy Investment Holding Group Co., Ltd. recommends the above candidates as shareholder representative supervisors of the 3rd session of the Board of Supervisors of the Company, with a term of office of three years from the date of election and adoption at the general meeting of shareholders.

Concerning the above, it is for your examination and approval.

After such a proposal has been examined and approved by the Board of

Supervisors of the Company, it must be submitted to the general meeting of shareholders for deliberation. And according to the Articles of Association of the Company, the proposal will be subject to a cumulative voting system.

Resume of the candidate for shareholder representative supervisor of the Company:

1. Mr. Wang Limin, born in 1967, is a Chinese citizen without right of abode abroad, and possesses a master's degree. From July 1989 to September 2013, he served as Safety Supervision Officer, Secretary of the Leading Party Group and Secretary to the Director of Heilongjiang Provincial Bureau of Coal Management, Section Chief and Division Head of the Planning Department of Heilongjiang Provincial Local Coal Group, Deputy General Manager and General Manager of Guohua (Qiqihar) Wind Power Co., Ltd., General Manager of Engineering Department, Secretary of the Board of Directors and General Manager of the Planning and Operation Department of Heilongjiang Branch of CGN Wind Energy Limited. Since September 2013, he served as Vice President of Guangdong Mingyang Wind Power Industry Group Co., Ltd., General Manager of Beijing Jieyuan Xinneng Investment Co., Ltd., President of Guangdong Mingyang Wind Power Industry Group Co., Ltd., Vice Chairman of Beijing Jieyuan Xinneng Investment Co., Ltd., General Manager of Inner Mongolia Mingyang New Energy Development Co., Ltd., and Vice President of Group Business of Mingyang Smart Energy Group Co., Ltd... Currently, he is the Senior Vice President of Mingyang Smart Energy Group Co., Ltd.

So far, Mr. Wang Limin directly holds 300,000 shares of the Company, and has no relationship with other directors, supervisors, senior executives, actual controllers and shareholders holding more than 5% shares of the Company; and there is no violation by him listed in Article 3.2.2 of the Standardized Operations.

2. Mr. Zhai Yongjun, born in 1977, is a Chinese citizen without right of abode abroad, and possesses a bachelor's degree. From 1998 to 2002, he served as Auditor of Guangdong Kelon Electric Appliances Co., Ltd.; from 2002 to 2005, he served as Audit Director of Guangzhou Sunshine Comet Electronic Technology Co., Ltd.; from

2005 to 2010, he served as Audit Manager of Hong Kong Crystal Group Co., Ltd. in China; from 2010 to 2011, he served as Audit Manager of Guangzhou Textiles Industry and Trade Holding Co., Ltd.; from 2011 to 2014, he served as Senior Audit Manager of Dongguan Mentech Optical & Magnetic Co., Ltd.; and from 2014 to 2017, he served as Director of the Supervision and Audit Department of the Company. Since March 2017, he has been serving as Employee Representative Supervisor of the Company and Director of the Supervision and Audit Department and of the Internal Audit Department.

So far, Mr. Zhai Yongjun does not hold any shares of the Company, and has no relationship with other directors, supervisors, senior executives, actual controllers and shareholders holding more than 5% shares of the Company; and there is no violation by him listed in Article 3.2.2 of the Standardized Operations.