

Proposals to 2021 Annual General Meeting of China Yangtze Power Co., Ltd.

Beijing China

25 May 2022

Proposal 1

2021 Annual Work Report by the Board of Directors of the Company

To all shareholders and shareholders' proxies,

In 2021, the Company's management united all employees as one and led them to actively cope with the complex situations such as the decrease of the water from the Yangtze River at different stages, the first impoundment of new reservoirs, and the steady advancement of electricity market reform, and made excellent performance in consolidating large hydropower projects, expanding new space, and releasing new impetus, achieving a good start of the "14th Five-Year Plan".

I. Main work during the reporting period

(I) Performing duties diligently and leading the steady development of the Company

During the reporting period, the Board of Directors aimed to standardize the corporate governance, adhered to performing its duties efficiently, and led the development of the Company based on the duties conferred by laws and regulations such as *Company Law* and *Securities Law* as well as the *Articles of Association*. All directors worked seriously and responsibly, performed their duties diligently, and implemented decision-making procedures according to laws and regulations, to effectively prevent decision-making risks. During the reporting period, a

total of 11 Meetings of the Board of Directors were held, and 60 proposals were deliberated and approved. The special committees of the Board of Directors effectively played their role as experts and held 11 meetings in total to review or deliberate 42 proposals.

(II) Strengthening investigation and research to ensure scientific and efficient decision-making

During the reporting period, the Board of Directors paid high attention to the operation and management of the Company, grasped the Company's production and operation information in a timely manner, listened to the special reports of the Company's management on the progress of annual key tasks and project investments, and guided the Company to actively and steadily carry out its work in expanding new businesses, preventing investment risks, strengthening scientific and technological innovation, and implementing digital transformation.

(III) Promoting the building of the legal system and improving the ability to govern enterprises according to law

During the reporting period, the Company revised eight corporate governance systems, including the *Articles of Association* and the *Authorization Management System of the Board of Directors*, and gradually established and improved a system covering all businesses, which provided strong support for effectively improving the ability of the Board of Directors to exercise its powers and perform its functions, improving the level of legal and compliant operation and management, and promoting the standardized governance of the Company.

(IV) Making overall planning and layout and paying attention to seizing market opportunities

During the reporting period, the Board of Directors actively planned for future development. The Board of Directors, based on a comprehensive summary of the experience of the "13th Five-Year Plan", deeply analyzed the macroeconomic situation, studied the opportunities and challenges faced by the Company in the next five years, unified the guiding ideology, clarified the development objectives and paths, prepared the *"14th Five-Year Plan" of the Company* after many special studies and repeated deliberations, and implemented the strategic layout in advance around the key points of the Plan.

(V) Keeping the promise of dividend distribution and sharing the achievements of company development

The Company promises in the *Articles of Association* that it will pay cash dividends at a rate of not less than 0.65 yuan per share from 2016 to 2020 and pay cash dividends at a rate of not less than 70% of the net profit achieved in the year from 2021 to 2025.

(VI) Disclosing information in accordance with laws and regulations to establish a high-quality blue-chip image

The Board of Directors of the Company, a listed company in both Shanghai and London, strictly complied with the information disclosure regulations of the Shanghai Stock Exchange and the London Stock Exchange during the reporting period, and fully took into account the difference in disclosure time and the difference between Chinese and

English in the two markets to ensure that information is disclosed in the two markets in a timely, accurate, and complete manner.

(VII) Listening to the voices of shareholders to build a win-win equity culture

The Company has always attached great importance to the relationship with investors, paid attention to the demands of medium and small shareholders, effectively protected the rights and interests of investors, actively interacted with investors through various channels, and was committed to building and maintaining a good relationship with investors. During the reporting period, the Company held three performance presentations through the "webcast" and communicated online or offline with 1,085 investors from 514 domestic and foreign investment institutions. In 2021, the Company won important awards such as the "Most Valuable Company for Investor Relations" of China Fund News and the "Best Capital Market Communication Award" at the 4th China Excellent IR.

III. 2022 Work Plan

The year 2022 marks the 20th anniversary of the establishment of the Company and is of great milestone significance in the development of the Company. In 2022, the Company will adhere to the "14th Five-Year Plan" as the mainline, unswervingly advance market-oriented reform, firmly promote digital transformation, unswervingly promote international expansion, continuously enhance the Company's core competitiveness, and strive to create a world-class clean energy listed company with hydropower

as its core.

Proposal 2

2021 Annual Work Report by the Board of Supervisors

To all shareholders and shareholders' proxies,

The year 2021 is the first year of the "14th Five-Year Plan". During the reporting period, all members of the Company's Board of Supervisors strictly performed their supervision duties, effectively safeguarded the legitimate rights and interests of the Company, shareholders and employees, and played a role in guaranteeing the standardized operation and scientific development of the Company.

I. Convening of Meetings of the Board of Supervisors

During the reporting period, the Board of Supervisors held a total of seven meetings to deliberate and approve 22 topics, including the annual report of the Board of Supervisors, the annual final financial report, and the change in accounting policies.

II. Attendance of supervisors

During the reporting period, the Board of Supervisors attended one General Meeting of Shareholders and 11 Meetings of the Board of Directors. The Board of Supervisors supervised the decision-making process of the Company's major business decisions, annual business plans, material asset acquisitions, and major investment (financing), reviewed and commented on the Company's periodic reports, and safeguarded the legitimate rights and interests of the Company, shareholders and employees.

III. Special investigations of supervisors

During the reporting period, some supervisors went to Yunnan, Sichuan and Hubei to carry out in-depth investigations on the Wudongde Hydropower Station, Baihetan Hydropower Station, and Integrated Smart Energy Project of Jingzhou Central Hospital of Three Gorges Power. They conducted discussions and exchanges with the heads and employees of relevant companies to carefully understand the production and operation of relevant companies and the development of integrated smart energy business, supervised and inspected the standardized operation of relevant companies and the performance of duties of management personnel, and established a normalized tracking and supervision mechanism. The first-hand information obtained through the investigations laid a solid foundation for the efficient performance of duties and scientific supervision.

IV. Participation of supervisors in training

During the reporting period, some supervisors participated in the special training organized by the Listed Companies Association of Beijing and other institutions to master the new trends of corporate governance, understand the new trends of the capital market, and broaden their supervision horizon by strengthening their learning of professional knowledge and supervision systems, thus improving their ability to perform their duties and the working level.

V. Work Plan of the Board of Supervisors in 2022

In 2022, the Board of Supervisors of the Company will, according to

the requirements of regulators, focus on the Company's development strategy to carry out work strictly based on the duties conferred by the *Company Law* and the *Articles of Association*, innovate the supervision system and mechanism, further increase its supervision efforts, effectively perform its supervision duties, urge the Company to operate in a standardized manner according to law, improve various management systems according to law, and effectively safeguard the legitimate rights and interests of the Company and all shareholders.

Proposal 3

2021 Annual Final Financial Report of the Company

To all shareholders and shareholders' proxies,

I. Production and power generation

In 2021, the Company's generation capacity of Three Gorges, Gezhouba, Xiluodu and Xiangjiaba Cascade Hydropower Stations reached 208,322 GWh, with a year-on-year decrease of 18,608 GWh, down 8.20%, including the generation capacity of the Three Gorges Hydropower Station of 103,649 GWh, with a year-on-year decrease of 81.53 kWh, down 7.29%, the generation capacity of the Gezhouba Hydropower Station of 19,256 GWh, with a year-on-year increase of 689 GWh, up 3.71%, the generation capacity of the Xiluodu Hydropower Station of 55,355 GWh, with a year-on-year decrease of 8,058 GWh, down 12.71%, and the generation capacity of the Xiangjiaba Hydropower Station of 30,063 GWh, with a year-on-year decrease of 3,086 GWh, down 9.31%.

II. Main operating results

In 2021, the Company's total revenue reached 61.455 billion yuan, with a year-on-year decrease of 287 million yuan, down 0.46%, completing 99.67% of the annual budget. The Company's total costs were 29.046 billion yuan, with a year-on-year decrease of 240 million yuan, down 0.82%, completing 93.24% of the annual budget. The Company's total profit reached 32.409 billion yuan, with a year-on-year decrease of 46 million yuan, down 0.14%,

completing 106.23% of the annual budget. The Company's net profit attributable to the parent company reached 26.273 billion yuan, with a year-on-year decrease of 25 million yuan, down 0.09%, completing 106.61% of the annual budget.

III. Main assets and liabilities

At the end of 2021, the Company's total assets were 328.563 billion yuan, down 0.68% from the beginning of the year, total liabilities were 138.275 billion yuan, down 9.33% from the beginning of the year, net assets were 190.288 billion yuan, up 6.71% from the beginning of the year, and the asset-liability ratio was 42.08%, down 4.02% from the beginning of the year. The Company was in a good financial position.

IV. Cash Flow Situation in 2021

In 2021, the Company's opening balance of cash and cash equivalents was 9.224 billion yuan and closing balance of cash and cash equivalents was 9.925 billion yuan. The net increase in cash and cash equivalents generated during the period was 701 million yuan, including net cash flows from operating activities of 35.732 billion yuan, net cash flows from investing activities of -6.565 billion yuan, net cash flows from financing activities of -28.381 billion yuan, and effects of exchange rate changes of -86 million yuan.

ShineWing Certified Public Accountants LLP (Special General Partnership) has audited the financial reports of the Company of 2021 and has issued the standard auditor's report with unqualified opinions.

Proposal 4

2021 Annual Profit Distribution Plan of the Company

To all shareholders and shareholders' proxies,

In 2021, the net profit of 26,272,998,503.24 yuan, calculated through the consolidated caliber, was attributed to the parent company's owner, among them, the parent company realized an after-tax profit of 20,034,697,600.58 yuan, which is intended to be distributed in accordance with the legal order stipulated by the Company Law, Articles of Association and the Company's Accounting Policies and Accounting Estimates, and the details are as follows:

I. Since the accumulated amount of the Company's statutory capital surplus has reached 50% of its registered capital, no further provision will be made for the current year.

II. No more discretionary capital surplus will be withdrawn this year.

III. The undistributed profits of the parent company at the end of 2021 were 20,437,203,517.80 yuan. Based on the total capital stock of 22,741,859,230 shares at the end of 2021, it is proposed to distribute a cash dividend of 8.153 yuan (including tax) for every 10 shares, with a total cash dividend of 18,541,437,830.22 yuan.

IV. After this profit distribution is completed, the parent company's undistributed profit is 1,895,765,687.58 yuan, which will be reserved for future years. No capital surplus transfer into equity would be made in 2021.

Proposal 5

Proposal on Appointment of the Company's 2022 Annual Financial Report Auditors

To all shareholders and shareholders' proxies,

According to the regulatory requirements for listed companies, the Company plans to employ Da Hua Certified Public Accountants (Special General Partnership) (hereinafter referred to as Da Hua) as the Company's auditor for the 2022 financial report through open tendering.

Da Hua is qualified for securities and futures-related businesses and has been recommended by the Ministry of Finance and the CSRC to engage in the audit business of A-share and H-share companies. It ranks 8th in the comprehensive evaluation of accounting firms by the Chinese Institute of Certified Public Accountants in 2020 and has more than 1,600 Chinese certified public accountants, so it has the experience and ability to provide audit services for the Company.

According to the relevant provisions of the *Articles of Association*, the Company plans to employ Da Hua as the auditor of the Company and its subsidiaries for 2022 to be responsible for auditing and reviewing the Company's 2022 financial report and providing other services agreed in the contract. The employment term is one year and the audit fee is 3.05 million yuan.

Proposal 6

Proposal on Appointment of the Company's 2022 Annual Internal Control Auditors

To all shareholders and shareholders' proxies,

According to the regulatory requirements for listed companies, the Company shall employ an accounting firm to audit the effectiveness of internal control over financial reports and issue an internal control auditor's report every year, and the accounting firm employed shall be qualified for securities and futures business.

In 2021, the Company's internal control audit was carried out by Pan-China Certified Public Accountants LLP, and the annual audit fee was 381,600 yuan.

In 2022, the Company implements the procurement of internal control audit services through competitive negotiation. After evaluation, the Company plans to continue to employ Pan-China Certified Public Accountants LLP as the internal control auditor of the Company and its subsidiaries for 2022. The employment term is one year and the audit fee is 381,600 yuan.

Proposal 7

Proposal on External Guarantee Plan in 2022

To all shareholders and shareholders' proxies,

The year 2022 is a key year for the Company to achieve the strategic development goals of the "14th Five-Year Plan" and build a new development pattern. With the rapid development of pumped storage, electricity distribution and sales, renewable energy, integrated smart energy and international business, the scale of investment will continue to increase. Due to the impact of due debt payment and other factors, the fund demand of the Company and its subsidiaries will remain high, and the demand for external guarantees will increase significantly. The Company has formulated the External Guarantee Plan in 2022. as follows:

I. Arrangement of external guarantee plan

According to the Company's 2022 investment plan and in combination with factors such as the necessity of project financing guarantee, demand for debt replacement and financing needs of joint-stock companies, the Company plans to provide guarantees with a total amount of 4.543 billion yuan (or the equivalent in foreign currency, the same below) for the financing and business performance of subsidiaries and joint-stock companies within the scope of the consolidated statements in 2022. **First,** Due to the needs for overseas investment, M&A and debt replacement of China Yangtze Power International (Hongkong) Co., Limited, a wholly-

owned subsidiary of the Company, the Company plans to provide it with a financing guarantee of 3.90 billion yuan (USD 600 million, converted at the exchange rate of 6.5) to reduce the overseas financing cost. It is expected that the financing cost can be reduced by nearly 60-70 basis points (BP) and the annual financial expenses can be saved by about 23 million yuan to 27 million yuan. **Second**, as the guaranteed loans of Hunan Taohuajiang Nuclear Power Co., Ltd. (hereinafter referred to as Taohuajiang Nuclear Power), a joint-stock company of the Company, will expire successively from December 2022, the Company plans to continue to provide guarantees based on the shareholding proportion with the guarantee amount not exceeding 243 million yuan if the loans need to be extended. **Third**, due to the financing needs of integrated smart energy and other projects, Three Gorges Power Co., Ltd. plans to provide guarantees to its joint-stock companies based on the shareholding proportion, with the guarantee amount not exceeding 400 million yuan. The guarantees are all in the form of guarantees. Based on the principle of "no guarantee amount is paid unless necessary", the actual guarantee amount shall be subject to the final signed guarantee contract.

As of December 31, 2021, China Yangtze Power Co., Ltd. did not have any overdue external guarantees, and the balance of external guarantees was 243 million yuan, accounting for 0.13% of the consolidated net assets.

II. External guarantee principles and risk control

(I) The external guarantee shall be based on the principles of legality, fairness, good faith, and prudence.

(II) The Company shall reasonably determine the scale of financing guarantee based on its own financial affordability. In principle, the total scale of financing guarantee shall not exceed 40% of the Company's consolidated net assets, and the financing guarantee amount of the parent company and a single subsidiary shall not exceed 50% of the Company's net assets.

(III) The Company and its subsidiaries are not allowed to provide any form of guarantee to companies that have no equity relationship with them. The provision of external guarantees by subsidiaries shall be submitted to the Company for unified approval.

(IV) The Company and its subsidiaries shall provide guarantees to subsidiaries and joint-stock companies strictly based on the shareholding proportion, and are not allowed to provide guarantees to joint-stock companies in excess of their shareholding proportions. The guarantee for joint-stock companies shall be specified as a general guarantee.

(V) In case of guarantee business, the finance and legal departments shall be arranged to carry out the risk assessment in a timely manner to demonstrate the necessity and feasibility of external guarantee matters. The external guarantee ledger and tracking and monitoring system shall be established to continuously track and monitor the operations and financial position of the guaranteed party, and early detection, early warning and early reporting of abnormal situations and problems shall be achieved.

Proposal 8

Proposal on Carrying Out Short-term Investment with Fixed Income in 2022

To all shareholders and shareholders' proxies,

To improve the efficiency of the use of funds and increase the Company's investment income, the Company plans to continue to use idle funds to carry out the short-term investment business with fixed income without affecting the normal operations. as follows:

I. Basic Information

(I) Investment purpose

Based on the needs of the Company's business development, the Company needs to set aside part of the fund positions for production and operation and foreign investment, and there will be temporarily idle funds during this period. To improve the efficiency of the use of funds and make rational use of self-owned funds, the Company plans to use idle funds to carry out short-term investments with fixed income to increase fund gains without affecting the normal operations.

(II) Fund Sources

The funds used by the Company for short-term investments with fixed income are the temporarily idle self-owned funds of the Company.

(III) Type, term and amount of investment

The Company's proposed short-term investment business with fixed

income includes reverse repo of bonds and other product investments with fixed income. The term of a single bond investment does not exceed 30 days, and the bonds are treasury bonds, central bank bills, policy financial bonds and other bonds with a credit rating of AAA. The term of a single product investment with fixed income does not exceed 30 days, and the save-corpus products with high safety, good liquidity and low risk are selected.

Balance management is applied to the short-term investment business with fixed income. The book balance does not exceed 3 billion yuan, which is consistent with that of the previous year.

II. Risk control measures

(I) Based on the principle of safeguarding the interests of shareholders and the Company, the Company puts risk prevention first, strictly checks the qualification of financial institutions, the type of product income and the liquidity of funds, and makes prudent decisions.

(II) The Company establishes and improves the approval and implementation procedures for short-term investment business with fixed income based on the principle of separation of decision-making, execution and supervision functions to ensure the standardized operation of the business.

III. Impact on the Company

(I) The Company uses temporarily idle self-owned funds to carry out short-term investments with fixed income on the premise of ensuring the Company's daily operation and fund safety, which does not affect the

normal turnover of the Company's funds and the development of its main business.

(II) From 2019 to 2021, the Company used idle funds to carry out reverse repo of treasury bonds, realizing an average annual investment income of 14.02 million yuan, with an annualized rate of return of about 2.56%. Recently, the 7-day and 14-day bond repo rates are between 1.9% and 2.7%, higher than the bank's demand deposit rate for the same period. In 2021, the average daily balance of the Company's short-term investments with fixed income was about 639 million yuan, accounting for 6.44% of the Company's balance of cash at bank and on hand (9.93 billion yuan) as of December 31, 2021.

Proposal 9

Proposal on Renewal of the Framework Agreement of Financial Services with Three Gorges Finance Co., Ltd.

To all shareholders and shareholders' proxies,

Since its establishment, the Company has established a good cooperative relationship with Three Gorges Finance Co., Ltd. (hereinafter referred to as Three Gorges Finance) in the debt financing, fund deposit, fund settlement and tariff recovery. In 2019, with the approval of the General Meeting of Shareholders, the Company signed a three-year framework agreement with Three Gorges Finance, and the framework agreement will expire in June 2022. To ensure the smooth development of the Company's relevant business, the Company is now planning to renew the framework agreement with Three Gorges Finance.

I. Implementation of the 2019-2021 framework agreement

During the implementation period of the framework agreement, Three Gorges Finance was operating in accordance with the laws and regulations and had good governance and stable operation, and the regulatory indicators met the requirements. The Company successfully carried out businesses such as deposit and loan and tariff recovery agency with Three Gorges Finance. From 2019 to 2021, all the business indicators of the cooperation between the Company and Three Gorges Finance reached a record high, which plays a huge role in the Company's debt management

and financial expense reduction. In 2021, the Company's average daily loan scale in Three Gorges Finance was about 12.223 billion yuan, the average daily deposit scale was about 5.706 billion yuan, and the balance at the highest time point of deposit was about 14.935 billion yuan.

II. Main contents of the renewed framework agreement

Compared with the current framework agreement, the framework agreement to be renewed this time has no other changes except for the increase in the credit line and the maximum deposit and loan amount. as follows:

(I) Credit line and deposit and loan amount

Considering the rapid development of the Company's pumped storage, electricity distribution and sales, renewable energy and integrated smart energy businesses and based on the need to undertake a large number of debts and carry out follow-up financing after the completion of the material asset reorganization of Wudongde and Baihetan Hydropower Stations, the credit line and the maximum deposit and loan amount in the framework agreement are increased after consultation with Three Gorges Finance.

(II) Pricing principle and basis

1. The Parties undertake that the pricing will follow the principle of fairness and reasonableness, be determined on the basis of the fair price of market, and will not deviate from the price or charging standard of an independent third party in principle. Neither party may damage the interests of the other party through related party transactions;

2. The interest rate on deposit shall not be lower than the benchmark

interest rate of the People's Bank of China for the same period. The loan interest rate and discount rate within the credit line shall not be higher than the loan prime rate (LPR) for the same period.

(III) Term of agreement

This Framework Agreement shall take effect from the date of signing by both parties after it is reviewed and approved at the general meeting, and shall be valid for three years.

(IV) Authorization

The general manager of the Company is authorized to sign the Framework Agreement with Three Gorges Finance in respect of the above matters and specifically perform it.

Proposal 10

Proposal on Renewal of the Framework Agreement of Financing Business with Three Gorges Finance (Hong Kong) Co., Ltd.

To all shareholders and shareholders' proxies,

Three Gorges Finance (Hong Kong) Co., Ltd. (hereinafter referred to as Three Gorges Finance (Hong Kong)) is a wholly-owned subsidiary of CTG. Relying on its geographical advantages in Hong Kong, Three Gorges Finance (Hong Kong) has rich sources of funds and can provide financing services that are in line with the Company's business development. In 2021, with the approval of the General Meeting of Shareholders, the Company signed a one-year framework agreement of financing business (hereinafter referred to as the framework agreement) with Three Gorges Finance (Hong Kong), and the framework agreement will expire in June 2022. To ensure the smooth development of overseas business, the Company plans to renew the framework agreement with Three Gorges Finance (Hong Kong).

I. Implementation of the 2021 framework agreement

During the implementation period of the framework agreement, Three Gorges Finance (Hong Kong) was operating in accordance with the laws and regulations and had good governance and stable operation, and the Company successfully carried out the overseas financing business with Three Gorges Finance (Hong Kong). In 2021, the Company signed loan contracts with an amount of USD 800 million and EUR 200 million with Three Gorges Finance (Hong Kong), which plays a significant role in the

Company's overseas debt management.

II. Main contents of the renewed framework agreement

Compared with the current framework agreement, the validity period of the framework agreement to be renewed this time is extended from one year to three years, and the maximum loan amount is adjusted accordingly, while other contents remain unchanged. as follows:

(I) Scope of service

The services agreed in the framework agreement refer to the provision of overseas loans and other financing services by Three Gorges Finance (Hong Kong) to the Company.

(II) Service amount

Considering the rapid development of the Company's overseas business and based on the further increase in financing demand, the maximum amount of overseas loans and other services in the framework agreement is adjusted from USD 2 billion for one year to USD 5 billion for three years after consultation with Three Gorges Finance (Hong Kong).

(III) Term of agreement

This Framework Agreement shall take effect from the date of signing by both parties after it is reviewed and approved at the general meeting, and shall be valid for three years.

(IV) Pricing principle

Both parties promise that pricing will be determined through mutual agreement, based on the principle of fairness and reasonableness, and fair market prices; neither party may use related party transactions to harm the

interests of the other party;

(V) Authorization

The general manager of the Company is authorized to renew the framework agreement with Three Gorges Finance (Hong Kong) in respect of the above matters and specifically perform it.

Proposal 11

Proposal of Matters Related to Issuance of Debt Financing Instruments in the Inter-bank Market

To all shareholders and shareholders' proxies,

The issuance limits of debt financing instruments applied by the Company to the National Association of Financial Market Institutional Investors in 2020 will expire in September 2022. To meet the Company's working capital requirements, improve the debt structure and reduce the financing costs, the Company proposes to strengthen the direct debt financing as follows:

The Company, according to the business conditions, plans to apply to the National Association of Financial Market Institutional Investors for the unified registration of debt financing instruments (TDFI) based on the following conditions within 24 months from the date of approval by the General Meeting of Shareholders:

(I) From 2022 to 2024, the registered and issued debt financing instruments include but are not limited to super & short-term commercial paper, short-term commercial paper, medium-term note, perpetual note, asset-backed note, green debt financing instrument, and targeted debt financing instrument;

(II) From 2022 to 2024, in China, the outstanding principal balance of issuing (ultra) short-term commercial papers shall not exceed 15 billion

yuan, and that of issuing mid-term notes shall not exceed 15 billion yuan;

(III) The issue targets institutional investors in the national inter-bank bond market;

(IV) The issuance term shall be determined according to the characteristics of capital demand and market conditions;

(V) The raised funds are mainly used for repayment of interest-bearing liabilities, replenishment of working capital, project construction and other purposes in accordance with laws and regulations, so as to improve the capital structure of the Company and reduce the cost of funds.

Proposal 12

Proposal on Establishing the "Management System for External Donations" of the Company

To all shareholders and shareholders' proxies,

The Company will formulate the *Management System for External Donations* (hereinafter referred to as the System) based on the requirements of the *Implementation Plan for Implementing the Authorities of the Board of Directors* to improve the Company's system and standardize the matters of external donations. as follows:

The System consists of four chapters including 22 articles, including general provisions, donation budget and decision-making authority, donation management, and supplementary provisions. Where:

Chapter I General Provisions consists of five articles. This chapter mainly includes the purpose and basis, scope of application, and basic principles of the Company's external donations.

Chapter II Donation Budget and Decision-making Authority consists of six articles. This chapter clarifies the implementation points and decision-making process of donation budget management.

Chapter III Donation Management consists of eight articles. This chapter clarifies the management principles of external donations and the provisions on supervision and audit in the external donations. The properties that can be used for external donations include cash and physical

assets, and the beneficiaries shall be public welfare social groups, public welfare non-profit enterprises and institutions, and social vulnerable groups.

Chapter IV Supplementary Provisions consists of three articles. This chapter explains the matters not covered in the System, the system boundaries, and the conditions for effectiveness.

Proposal 13

Proposal on Adjustment of the Allowance Standards for Independent Directors of the Company

To all shareholders and shareholders' proxies,

At the beginning of 2019, the Company adjusted the allowance standards for independent directors from 120,000 yuan/year (tax inclusive) to 150,000 yuan/year (tax inclusive, about 125,000 yuan after tax) after deliberation at the General Meeting of Shareholders, and the standards have not been adjusted for three years.

With the continuous expansion of the Company's business and scale, the Board of Directors plays an increasingly obvious role in "formulating strategies, making decisions, and preventing risks", and the frequency of meetings, working hours and decision-making pressure also continue to increase and will maintain a relatively high growth trend in the next few years.

After comprehensive consideration of the contributions and pressures of independent directors in the reform and development and standardized operation of the Company, it is recommended that the allowance standards for independent directors can be appropriately adjusted in combination with the scale of operation and the growth of benefits of the Company and with reference to the allowance standards for independent directors of listed companies in the same region and industry as well as the growth of

per capita disposable income of Beijing residents in the past three years.

From 2019 to 2021, the per capita disposable income of Beijing residents increased by about 20% (8.7% in 2019, 2.5% in 2020, and 8.0% in 2021, data source: *Beijing Statistical Yearbook 2021* of the Beijing Municipal Bureau of Statistics). Based on the growth rate, it is recommended that the allowance standards for independent directors of the Company are adjusted from 150,000 yuan/year (tax inclusive) to 180,000 yuan/year (tax inclusive).

Special Proposal 1

Proposal on Issuance of Corporate Bonds

To all shareholders and shareholders' proxies,

To meet the Company's working capital requirements, improve the debt structure and reduce the financing costs, the Company plans to issue corporate bonds. The details are as follows:

(I) Issuing scale and face amount

The scale of the corporate bonds issued this time shall not exceed 20 billion yuan (including 20 billion yuan), and the specific issuing scale shall be submitted to the General Meeting of Shareholders for authorization to be determined by the Board of Directors or the authorized person of the Board of Directors within the aforesaid scope according to the Company's fund demand and market conditions at the time of issuance. The face amount of this bond is 100 yuan.

(II) Bond type and term

The bonds issued this time include general corporate bonds, short-term corporate bonds, green corporate bonds, poverty-relief corporate bonds, exchangeable bonds, renewable corporate bonds, etc. The term of non-renewable corporate bonds issued this time is not more than 20 years (including 20 years), and such bonds can be a variety with a single term or mixed variety with multiple terms. The specific term composition and the issuing scale of a bond in each term shall be submitted to the General

Meeting of Shareholders for authorization to be determined by the Board of Directors or the authorized person of the Board of Directors according to the Company's fund demand before issuing and market conditions at the time of issuance.

(III) Bond rate and determination method

The corporate bonds issued this time are fixed rate bonds, and the interest is calculated at simple interest rate on a yearly basis, excluding compound interest. The interest will be paid once a year and the principal will be repaid once when due. The coupon rate shall be determined by the Company and lead underwriter through the joint consultation according to the issuance conditions.

(IV) Issuance mode

The corporate bonds issued this time are issued in public. After obtaining the approval of the China Securities Regulatory Commission, the bonds will be issued in stages. The specific issuing way shall be submitted to the General Meeting of Shareholders for authorization to be determined by the Board of Directors or the authorized person of the Board of Directors according to the Company's fund demand and market conditions at the time of issuance.

(V) Guarantee arrangement

The corporate bonds issued this time are debenture bonds.

(VI) Special terms on redemption or put-back

The involvement of the corporate bonds issued this time in the specific contents of special terms on redemption or put-back and relevant

terms shall be submitted to the General Meeting of Shareholders for authorization to be determined by the Board of Directors or the authorized person of the Board of Directors.

(VII) Use of raised funds

After deducting the issue expenses, the raised funds of the corporate bonds issued this time are intended to be used to repay the liability with interest of the Company, supplement current funds, and for other purposes permitted by applicable laws and regulations. The specific use and amount proportion shall be submitted to the General Meeting of Shareholders for authorization to be determined by the Board of Directors or the authorized person of the Board of Directors according to the Company's actual demands.

(VIII) Issuing object and arrangement for placing to the Company's shareholders

The issuing object of the corporate bonds issued this time is professional investors who meet the Administrative Measures for the Issuance and Trading of Corporate Bonds of CSRC, Measures of Shanghai Stock Exchange for Suitability Management of Investors in Bond Market, and relevant laws and regulations. The corporate bonds issued this time are not preferably placed to the Company's shareholders.

(IX) Underwriting mode and listing arrangement

The corporate bonds issued this time will be underwritten by the underwriting syndicate organized by the lead underwriter in a way of undertaking the balance of the underwriting syndicate. After issuing, the

Company will apply for listing of the corporate bonds issued this time on the Shanghai Stock Exchange for trading on the premise of meeting the listing conditions. Upon the ratification/approval by the regulators, the Company can also apply for listing of the corporate bonds issued this time on other exchanges for trading on the premise that the relevant laws and regulations allow.

(X) Company's credit standing and guarantee measures for debt repayment

The Company has had good credit in the past three years. In terms of guarantee measures for debt repayment, the following guarantee measures will be submitted to the General Meeting of Shareholders for authorization to be at least taken by the Board of Directors or the authorized person of the Board of Directors when the corporate bonds issued this time are expected to fail to pay the principal and interest of the bonds on schedule or fail to pay the principal and interest of the bonds on schedule when due:

1. Postpone the implementation of major foreign investment, merger and acquisition, and other capital expenditure items;
2. Reduce or suspend the salary and bonus of directors and senior executives;
3. The person chiefly in charge shall not be transferred.

(XI) Validity period of the resolution

The resolution on the issuance of corporate bonds will be valid for 24 months since it is reviewed and approved at the General Meeting of Shareholders. If the Company obtains the issuance approval, permission or

registration from the regulators within the validity period of authorization, it may complete the relevant issuance within the validity period of such approval, permission or registration confirmation.