
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred your shares in Beijing Jingneng Clean Energy Co., Limited, you should at once instruct your broker or other agent to forward the enclosed proxy form to the broker or transferee or to the bank, stockbroker or other agent through whom the shares or transfer was effected for transmission to the broker or transferee.

Jingneng Clean Energy Co., Limited and the stock exchange of Jingneng Clean Energy Co., Limited take no responsibility for the content of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss or damage arising from or in reliance upon the whole or any part of the content of this circular.



Beijing Jingneng Clean Energy Co., Limited
北京京能清潔能源電力股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 00579)

**PROPOSED TERMINATION OF THE 2020 H SHARE APPRECIATION RIGHTS SCHEME
PROPOSED ADOPTION OF H SHARE APPRECIATION RIGHTS SCHEME
AND THE GRANT
AND
NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2024**

A letter from the Board of Directors is set out on pages 3 to 6 of this circular.

The General Meeting will be held on the afternoon of 9:30 am on Tuesday, 12 June 2024 at Meeting Room 802, 8th Floor, No. 6 Xilie Road, Dongcheng District, Beijing, the People's Republic of China. The notice of the General Meeting is set out on pages 17 to 18 of this circular. A proxy form for the General Meeting is enclosed with this circular and will be available on the website of the Jingneng Clean Energy Co., Limited (<http://www.kexnew.com>) and the website of the company (<http://www.jnec.com>). Whether or not a shareholder attends the General Meeting, a shareholder is requested to complete and return the proxy form in accordance with the instructions printed thereon not later than 24 hours before the time fixed for holding the General Meeting, no later than 9:30 am on Tuesday, 11 June 2024 or on any day immediately preceding that date.

Completion and return of the proxy form will not preclude a shareholder from attending and voting at the General Meeting.

Reference to time and date in this circular are to Jingneng Clean Energy Co., Limited.

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The following expressions have the meanings set out below unless the context requires otherwise:

“Article” of A “Declaration”	the article” of “Declaration” of the company
“Beijing A A”	the state-owned A “State” supervision national Administration Commission of People Government of Beijing Municipality
“Board” or “Board of Director”	the board of director” of the company
“Company”	Beijing Jingneng (Energy Co., Limited), joint stock company incorporated in the PRC with limited liability, whose registered office is located in the Beijing Stock Exchange
“Director”	the director” of the company
“General Meeting”	the first extraordinary general meeting of 2024 of the company to be held at 9:30 am on April 2 nd 2024 at Meeting Room 802, 8th Floor, 66 Xilidie Road, Dongcheng District, Beijing, the PRC
“Grant”	the proposed grant to the company under the scheme
“Overseas”	the overseas foreign investment” in the receipt of the company with nominal value of RMB1.00 each, which are subscribed for in the Beijing Stock Exchange
“Shanghai”	the Shanghai Special Administrative Region of the PRC
“Shanghai Stock Exchange”	The stock exchange of Shanghai Limited
“Incentive Recipient”	person” who are eligible to receive

LETTER FROM THE BOARD



Beijing Jingneng Clean Energy Co., Limited

北京京能清潔能源電力股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 00579)

Executive Directors

Mr. AGeng ng (Chairman)
Mr. A u (General Manager)
Mr. AG We
Mr. I ngu

Registered Office

Room 118, 1 ng ng t / o -
ng economic eve opment one
Y nng t rict, Beijing
te

Non-executive Directors

Mr. U J nu
Mr. G ng
Mr. AG Y

Principal Place of Business in Hong Kong

31 Tower Two, Time q re
1 t e on treet, u ew
ong ong

Independent non-executive Directors

Mr. A Jie
Mr. WA G gongxin
Mr. I n
Mr. U ng

17 J u r 2024

To the Shareholders

er u m,

**PROPOSED TERMINATION OF THE 2020 H SHARE APPRECIATION
RIGHTS SCHEME
PROPOSED ADOPTION OF H SHARE APPRECIATION RIGHTS SCHEME
AND THE GRANT
AND
NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2024**

INTRODUCTION

The purpose of this circular is to set out the notice of the G n to provide a with et l reg r ng,
among other things, the proposed termination of the 2020 H share appreciation rights scheme (hereinafter referred to as the "Scheme") and the proposed adoption of the Scheme and the Grant to enable you to make informed decisions on whether to vote for or against the resolution to approve the proposed termination of the G n.

LETTER FROM THE BOARD

PROPOSED TERMINATION OF THE 2020 H SHARE APPRECIATION RIGHTS SCHEME

Reference is made to the company's announcement dated 31 March 2020, the circular dated 9 April 2020, the proposed announcement dated 28 April 2020, and the announcement dated 12 December 2023, in relation to the option of the share appreciation right scheme in 2020 (the "2020 H Share Appreciation Rights Scheme") and the proposed grant thereafter and the proposed termination of the 2020 share appreciation right scheme. The Board resolved to approve, among other things, the termination of the 2020 share appreciation right scheme on 12 December 2023, which will be submitted to the GV for the board's approval.

THE PROPOSED H SHARE APPRECIATION RIGHTS SCHEME AND THE GRANT

Reference is made to the company's announcement dated 12 December 2023 in relation to, among other things, the proposed option of the scheme and the Grant, Mr. A. G. Menging, Mr. A. G. Welten, Mr. I. Ingu, and the Incentive Recipient under the scheme, and the abstention from voting on the resolution approving the scheme and the Grant at the Board meeting.

The scheme and the Grant are subject to the approval of Beijing A.A. and will be submitted to the GV for the board's approval.

The scheme does not involve the grant of options over the existing or new or other new shares issued by the company or any of its subsidiaries and therefore, it is not subject to the requirement under Chapter 17 of the Listing Rules. A summary of the scheme and the Grant is set out in the Appendix to the circular.

The English version of the scheme and the non-official translation is for reference only. In case of any discrepancy between the Chinese and the English version, the Chinese version shall prevail.

Reasons for the Adoption of the Scheme

The Board is of the view that the scheme will be able to (i) enhance corporate competitiveness, create common interests, and stimulate the productivity and creativity of the management and core staff, improve the operation and core competitiveness of the company and facilitate the long-term and sustainable development of the company; (ii) create favorable new opportunities for the company, boost the confidence in the company and market value of the company; and (iii) effectively utilize and continue to improve the management and attract and retain the core staff between power and responsibility and efficient decision-making, further optimize the performance of the compensation incentive mechanism, stimulate market-based commitment and team spirit in the development needs of the company, and effectively retain and attract the core staff necessary for the development of the company.

The Board considers that the proposed terms and conditions of the scheme and the Grant are fair, reasonable and in the best interests of the company and the shareholders as a whole.

LETTER FROM THE BOARD

General Information

The Incentive / Recipient^R shall not have the ownership of the shares, nor have the right to exercise, including but not limited to voting rights, dividend rights, Incentive / Recipient^R shall have no right to be, transfer, be a charge, pledge for settlement, annuities or create any interest whatsoever in favor of himself or in relation to himself or exercise Incentive / Recipient^R or enter into any agreement to do so, nor exercise or have the right to promote or undermine the interest of himself or indirect or direct relative to the Incentive / Recipient^R.

The Incentive / Recipient^R shall be required to work for the company according to the requirements for their position. If the Incentive / Recipient^R is not competent to perform his position or function, the Incentive / Recipient^R shall not exercise the Incentive / Recipient^R clause. If the Incentive / Recipient^R violates any of the provisions in the Incentive / Recipient^R clause of the Article of Association, or in the company's interest or reputation, violating the work, working profession ethics, keeping the company's secret or committing misconduct or malfeasance, the Incentive / Recipient^R shall lose the right to recover all or part of the grant amount from the exercise of the right in case of termination.

The committee shall make recommendations on the exercise of the Incentive / Recipient^R clause.

For the purpose of carrying out specific matters relating to the exercise of the Incentive / Recipient^R clause, the Board shall recommend to the Board:

- i) that the Board shall grant the Incentive / Recipient^R clause to the Incentive / Recipient^R when, at the time of the exercise of the Incentive / Recipient^R clause, the Incentive / Recipient^R meets the conditions for the grant, and the necessary conditions for the grant of the Incentive / Recipient^R clause;
- ii) that the Board shall review and confirm whether the Incentive / Recipient^R meets the conditions for the exercise of the Incentive / Recipient^R clause, and the necessary conditions for the exercise of the Incentive / Recipient^R clause;
- iii) that the Board shall adjust the exercise price of the Incentive / Recipient^R clause in accordance with the provisions of the committee in the event of share repurchase, stock repurchase, conversion of convertible bonds into shares, issuance of new shares, merger and acquisition, etc., shall provide for the exercise;
- iv) that the Board shall determine the exercise or non-exercise of the Incentive / Recipient^R clause according to the provisions of the committee in the event that the Incentive / Recipient^R is subject to disciplinary measures such as suspension from the company, retirement, etc., shall provide for the exercise;
- v) that the Board shall decide, in accordance with the provisions of the committee, whether or not to recover the grant amount of the Incentive / Recipient^R clause received from the exercise of the Incentive / Recipient^R clause, and

vi) u t or, e t e, r, to c rr a t ot er m n gement "nece" r

Proposed Adoption of the Scheme and the Grant

A summary of the major terms of the scheme are set out below:

Incentive Instrument

The scheme is a Share Appreciation Rights instrument in respect of the shares of the company. It is an incentive instrument, subject to the fulfilment of the exercise conditions in the exercise arrangement, the Incentive Recipient shall have the right to receive the cash benefit of the difference in share price resulting from the increase in the price of the specific number of shares within the exercise period. An Incentive Recipient shall own the shares or have rights in shares, and shall not participate in voting rights, dividend rights, etc. The Share Appreciation Rights shall not be transferred, non-transferable or repurchasable.

Effective Conditions

Approved by the Board of Directors and the general meeting.

Duration

Expires from the date of approval of the general meeting.

Incentive Recipients

Scope of Incentive Recipient for the first grant: 113 Incentive Recipient in total under the Grant, including Director and Senior Management of the company and the management, technical and other core staff who have direct effect on the operation and development of the company.

Scope of Incentive Recipient for the reserve grant: The Incentive Recipient under the reserve grant under the scheme include 1) the company's new appointees and new recruited Senior Management; 2) the company's new recruited key technical, knowledge management personnel; and 3) the company's new training expert, technical expert or expert who enjoy special allowance from the government of the province, even above related to energy technology.

**Number of the Share
Appreciation Rights to be
granted**

The total number of shares reserved to the Share Appreciation Rights to be granted under the scheme is 123,675,000 shares, representing approximately 1.5% of the total issued share capital of the company at the date of the circular. The number of shares reserved to the Share Appreciation Rights to be granted to any individual Incentive Recipient under the scheme shall not exceed 0.1% of the total share capital of the company.

Date of Grant

Upon satisfaction of the condition of the Grant of the Share Appreciation Rights in accordance with the scheme, the date of grant shall be determined by the Board. The date of grant shall be during the period of grant. In principle, the scheme shall be subject to the approval of the general meeting of the company.

Exercise Price

The exercise price of the shares reserved to the grant of the Share Appreciation Rights shall be the average closing price of the shares for the five consecutive trading days immediately preceding the

14) Reserve grant

Tranches of exercise	Exercise period	Exercise proportion
1st tranche	from the first trading day after 24 months from the date of the Reserve Grant Scheme on the trading day within 36 months from the date of the Reserve Grant	33
2nd tranche	from the first trading day after 36 months from the date of the Reserve Grant Scheme on the trading day within 48 months from the date of the Reserve Grant	33
3rd tranche	from the first trading day after 48 months from the date of the Reserve Grant Scheme on the trading day within 60 months from the date of the Reserve Grant	34

Conditions precedent for the Grant under the Scheme

The company may grant the Reserve Appreciation Rights to you upon the fulfilment of the following condition:

1) none of the following event(s) shall occur to the company:

1. failure to engage an accounting firm to conduct auditing work in accordance with the prescribed procedure and requirement;
2. the regulator(s) of the state-own enterprise(s) or the board of supervisors or auditing department(s) have made objection in respect of the financial performance or the annual financial report of the company;
3. material records of the enterprise were unprocessable due to irregular regulator(s) and other relevant authorities' raid;
4. failure of auditor's report with negative opinion or indicating the inability to give an opinion on the financial report or the effectiveness of internal control for the state accounting enterprise certificate.

5. profit contribution in violation of the written regulation, the Article of Association or provision of the company's articles within 36 months;
 6. production from implementing the incentive by the written regulation;
 7. other circumstances to be determined by the relevant regulatory authority;
- ii) none of the following events occur to the Incentive Recipient:
1. the receipt of the economic responsibility or other report prove that the failure to perform duties effectively or involve in illegal misconduct or malfeasance;
 2. non-compliance with the relevant written regulation of the ^R or the provision of the Article of Association;
 3. arising from the office, involvement in acceptance or disclosure of bribe, corruption, theft, leakage of the company's trade secret, confidential connected transaction or other unlawful misconduct, which may cause significant negative impact to the image of the company or to the company's reputation;
 4. failure to discharge, or failure to discharge properly, duties in the reporting or investigation to the company or other investigation or verification;
 5. determination of the long-term stock exchange or relevant regulatory authority to be an inappropriate person in the next 12 months;
 6. imposition by the relevant regulatory authority with administrative penalty or measure to prohibit access to the market in the next 12 months due to material non-compliance of the written regulation;

- 7. pro... from ... Director or member of the senior management of the company ...
- 8. pro... from participating in ... incentive of the company ...
- 9. other circumstances ... determine ... relevant regulator ...

Conditions precedent for exercise under the Scheme

The ... Appreciation / ... grant to Incentive / ... exercisable upon the ... of the following conditions

- 1. none of the following events ... occur to the company
- 1. failure to engage independent firm to conduct ... work in accordance with the ... procedure ...
- 2. the regulator ... of the ... the ... of ... or ... department ... ve ... objection in respect of the financial performance or the ... financial report of the company;
- 3. material ... of ... penalties were imposed ... regulator ... other relevant ...
- 4. ... of ... report with ... ver ... opinion or ... the ... to give an opinion on the financial report or the ... of internal control for the ... accounting ... certificate ...
- 5. profit ... in violation of the ... regulation, the Article of ... or ... unauthorised ... within 36 months;
- 6. pro... from implementing ... incentive ... the ... regulation;

3) per employee profit creation of the company from 2024 to 2026, not less than R/21.16 million, R/21.25 million and R/21.28 million, respectively.

Notes:

1. During the valid period of the scheme, if the company carries out financing through non-public offering of shares, the new increase in net profit from the financing activity is not the net profit generated from the net profit will not be equal to the investment contribution of rational equipment investment to the present company. Profit-Liquid ratio.
2. Total profit represents profit before tax.
3. The highest value of the entire power generation unit for each year shall be on the basis of the performance evaluation of the unit. If the unit is not owned by the company, the performance evaluation of the unit shall be on the basis of the performance evaluation of the unit. If the unit is not owned by the company, the performance evaluation of the unit shall be on the basis of the performance evaluation of the unit. If the unit is not owned by the company, the performance evaluation of the unit shall be on the basis of the performance evaluation of the unit.
4. Per employee profit creation = profit before tax * 2 / (total number of employees at the beginning of the year + total number of employees at the end of the year).
5. Non-fossil energy includes new energy, renewable energy, the present, wind energy, solar energy, hydroelectric energy, tidal energy, geothermal energy, ocean energy, biomass energy, energy storage, etc.
6. Non-fossil energy capacity includes non-fossil energy capacity of control or control units, etc.
7. The non-fossil energy capacity growth rate is calculated based on the "Annual Electric Capacity" of the company. If the annual electric capacity is not owned by the company, the annual electric capacity growth rate is calculated based on the "Annual Electric Capacity" of the company.
8. The cost of power is calculated as follows:
$$C_{power} = \frac{R_{X}}{T_{rG}} \times \frac{R_{Y}}{T_{rG}} \times \frac{R_{Z}}{T_{rG}} \times \frac{R_{W}}{T_{rG}} \times \frac{R_{V}}{T_{rG}} \times \frac{R_{U}}{T_{rG}} \times \frac{R_{T}}{T_{rG}} \times \frac{R_{S}}{T_{rG}} \times \frac{R_{R}}{T_{rG}} \times \frac{R_{Q}}{T_{rG}} \times \frac{R_{P}}{T_{rG}} \times \frac{R_{O}}{T_{rG}} \times \frac{R_{N}}{T_{rG}} \times \frac{R_{M}}{T_{rG}} \times \frac{R_{L}}{T_{rG}} \times \frac{R_{K}}{T_{rG}} \times \frac{R_{J}}{T_{rG}} \times \frac{R_{I}}{T_{rG}} \times \frac{R_{H}}{T_{rG}} \times \frac{R_{G}}{T_{rG}} \times \frac{R_{F}}{T_{rG}} \times \frac{R_{E}}{T_{rG}} \times \frac{R_{D}}{T_{rG}} \times \frac{R_{C}}{T_{rG}} \times \frac{R_{B}}{T_{rG}} \times \frac{R_{A}}{T_{rG}}$$

3. during the tenure of office, involvement in acceptance or abdication of office, corruption, theft, leakage of the company's trade secret, disclosure of confidential information, or other unwholesome conduct, which prejudices the interest and reputation of the company; significant negative impact to the image of the company; or to the company's reputation;
 4. failure to discharge, or failure to discharge properly, the duties and responsibilities entrusted to him by the company or other person in a position of trust or confidence;
 5. determination that the long-term stock exchange or relevant regulator authority is not in compliance with the provisions of the Act;
 6. imposition of relevant regulator authority with disciplinary penalties or measures prohibiting access to the market within 12 months due to material non-compliance of work or regulation;
 7. prohibition from acting as director or member of the senior management of the company required by the relevant authority;
 8. prohibition from participating in any incentive of the company required by work or regulation;
 9. other circumstances to be determined by relevant regulator authority.
- (y) the performance period of the Incentive Recipient

The Incentive Recipient's minimum performance score of 80 points or above for the previous year. If the performance period score of the Incentive Recipient for the previous year is below 80 points, the company's compliance exercise of the current period of the Incentive Recipient's share appreciation right is subject to the provisions of the scheme. The share appreciation right thereof will be invalid for the company.

Details of the Incentive Recipients under the Grant:

Name	Position	Number	Maximum number of the Share Appreciation Rights to be granted	Approximate percentage to the total issued share capital of the Company as at the date of this circular (%)	Approximate percentage to the total number of Share Appreciation Rights to be granted under the Scheme (%)
Director and Senior Management					
Mr. Wang Meng	Secretary of the Board of Directors, Chairman of the Board of Directors, Executive Director	1	2,485,430	0.03%	2.01%
Mr. Chen Yu	Deputy Secretary of the Board of Directors, Executive Director, General Manager	1	2,485,430	0.03%	2.01%
Mr. Zhang Hong	Deputy Secretary of the Board of Directors, Chairman of the Union	1	2,236,887	0.03%	1.81%
Mr. Wang Wei	Executive Director, Deputy General Manager, Secretary of the Board of Directors	1	2,236,887	0.03%	1.81%
Mr. Wang Peng	Secretary of the Board of Directors, Chairman of the Inspection	1	2,236,887	0.03%	1.81%
Mr. Luo Jun	Deputy General Manager	1	2,236,887	0.03%	1.81%
Mr. Wang Xun	Deputy General Manager, Chief Accountant	1	2,236,887	0.03%	1.81%
Mr. Wang Gang	Deputy General Manager	1	2,236,887	0.03%	1.81%
Mr. Wang Guo	Executive Director, Deputy General Manager	1	2,236,887	0.03%	1.81%
Core staff		104	82,433,442	1.00%	66.65%
Total of the first grant		113	103,062,511	1.25%	83.33%
Reserved grant		-	20,612,489	0.25%	16.67%
Total			123,675,000	1.50%	100%

At the first meeting of the Board of Directors, the Board of Directors resolved to form the Incentive Scheme and to approve the Grant under the Scheme to become effective.

APPENDIX

PROPOSED ADOPTION OF H SHARE APPRECIATION RIGHTS SCHEME AND

At the time of the Grant, the expected gain of the Incentive Recipient from the Incentive shall not exceed 40% of the fair market value of the shares underlying the Incentive at the time of the Grant plus the expected gain from the Share Appreciation Right during the exercise period of the Incentive, the fair market value of the shares underlying the Incentive at 60% of the fair market value of the shares underlying the Incentive at the time of the Grant.



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NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2024

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting (the "EGM") of Beijing Jingneng Clean Energy Co., Limited (the "Company") will be held at 9:30 am on April 2, 2024 at Meeting Room 802, 8th Floor, No. 6 Xilidie Road, Dongcheng District, Beijing, the PRC, for the purpose of considering, if it is deemed fit, passing the following resolutions:

SPECIAL RESOLUTIONS

- To consider and approve the termination of the share repurchase right scheme approved on 28 April 2020, and to approve the share repurchase plan of the Company in 2024.
- To consider and approve the option of the Company in 2024.

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2024

Notes:

Set forth in the "Special Notice" reissued at the end of the circular of the company dated 17 June 2024 (the "Circular"). Under the relevant provisions of the company's articles of association, the following provisions apply:

1. CLOSURE OF REGISTER FOR H SHARES, ELIGIBILITY FOR ATTENDING THE EGM

The register of members of the company will be closed for registration of members of the company with effect from Tuesday, 30 June 2024 to Tuesday, 2 June 2024 (both days inclusive). The register will be open for inspection on the register of members of the company on the date of publication of the circular on Wednesday, 29 June 2024 relating to the general meeting of the company.

The register of members of the company will be closed to attend the general meeting if the transfer documents required to be deposited together with the relevant certificate of the company in Hong Kong, together with the relevant Inveitor Service Certificate, at Room 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road West, New Territories, Hong Kong, no later than 4:30 p.m. on Wednesday, 29 June 2024 for registration.

2. PROXY

The register of members of the company will be closed to attend the general meeting if the company appoints one or more proxies to attend the general meeting. A proxy need not be a member of the company.

The instrument appointing a proxy must be in writing under the hand of the member or the attorney-in-fact of the member. If the member is a corporation, the proxy form must be either executed under the hand of the secretary or an authorized officer of the corporation. If the proxy form is signed by an attorney-in-fact of the member, the power of attorney authorizing the attorney-in-fact to sign or otherwise execute the instrument must be not later than the date of the general meeting.

For members of the company, the proxy form together with the power of attorney or other authorization (if any) must be deposited with the company's Inveitor Service Certificate, at Room 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road West, New Territories, Hong Kong in person or by post not later than 24 hours before the time fixed for the general meeting, no later than 9:30 a.m. on Tuesday, 1 June 2024) or in accordance with the provisions of the relevant provisions of the company's articles of association relating to the general meeting. The company will not accept a proxy form if it is not completed in accordance with the provisions of the company's articles of association.

3. ADDRESS AND TELEPHONE NUMBER OF THE COMPANY'S PRINCIPAL PLACE OF BUSINESS IN THE PRC

Address: 78/F,
6X Finance Centre,
Hong Kong
Tel: (86 10) 8740 7010

Telephone: (86 10) 8740 7010 (86 10) 8740 7065

4. PROCEDURES FOR VOTING AT THE EGM

A vote of the company will be taken by a poll.

5. OTHER BUSINESS

The members of the company (or their proxies) attending the general meeting will be responsible for their own transportation and other expenses. The company will not be responsible for the transportation of the members of the company.

6. Reference to the notice of the general meeting of the company