

**SENNING (UK) LTD. ('THE COMPANY')**  
**COMPANY NUMBER 5072227**  
**WRITTEN SPECIAL RESOLUTION OF**  
**THE SOLE SHAREHOLDER OF THE COMPANY**  
**PURSUANT TO SECTION 288 OF THE COMPANIES ACT 2006**

The directors of the Company propose that the following written resolution be passed by the Company as a special resolution of members.

**IT IS HEREBY RESOLVED:**

**THAT** the Articles of Association of the Company be amended as directed by the document annexed to this resolution as Appendix 1 and the Articles of Association so amended be adopted as the new Articles of Association in substitution for and to the exclusion of the existing Articles of Association of the Company.

**THAT** the Company Secretary or any authorised representative of the Company be and is hereby authorised and directed to update the Company's books and make all necessary filings to effect these resolutions with the Companies Houses of the United Kingdom as required by law.

Members of the Company who are eligible members because they are entitled to vote on the resolution on the circulation date (that is the date on which copies of the resolution are first sent to members being 2017) should sign and date below to signify their agreement to the resolution and return the signed document by hand or by post to company's postal address.

This resolution must be passed by the requisite majority by 2017, being the end of the period of 28 days beginning with the circulation date otherwise it will lapse.

Agreed

Signed .....

for and on behalf of SENNING COMPANY INC.

Date ..... June 20<sup>th</sup> 2017 .....

WEDNESDAY



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05/07/2017

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COMPANIES HOUSE

**APPENDIX 1**  
**AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF SENNING (UK) LTD.**

1. The following definitions shall be inserted to the Interpretation section of the Articles in alphabetical order:

**"Business"** means the business of the Company as carried on from the date of adoption of these Articles;

**"CNPCI"** means CNCP International Ltd., an exempted company incorporated with limited liability in the Cayman Islands (registered number 80856) and whose registered office is at P.O. Box 1348, GT Third Floor, Harbour Centre, George Town, Grand Cayman, Cayman Islands; and

**"Huaning"** means Huaning Energy Company Limited, a company incorporated in Hong Kong (registered number 2459992) and whose registered office is at 22/F, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong."

2. Article 7 "NUMBER OF DIRECTORS" of the Articles shall be deleted in its entirety and replaced by the following provision:

**"NUMBER OF DIRECTORS**

7. Unless otherwise determined by the members by way of an ordinary resolution (or equivalent written resolution) the number of Directors shall be four in number, comprising two Directors appointed by Huaning and two Directors appointed by CNPCI. In addition to the matters set out in Regulation 81, a Director shall cease to be a Director if he is removed from office by the member who appointed him pursuant to this Article. The Regulations 73, 74, 75, 76, 77, 78, 79 and 80 shall not apply to the Company and Regulations 64 and 81 shall be modified accordingly."

3. Article 14 of the Articles shall be deleted in its entirety and replaced by the following provision:

"14. Without prejudice to the first sentence of Regulation 89, if agreed by all Directors, a meeting of the Directors or of a committee of the Directors may consist of a conference between directors who are not in one place, but of whom each is able (directly or by telephonic communication) to speak to each of the others, and to be heard by each of the others simultaneously; and the word "meeting" in these Articles shall be construed accordingly."

4. Article 15 "NOTICES" of the Articles shall be deleted in its entirety and replaced with the following:

**"NOTICES**

15. Regulations 112 and 115 shall not apply."

5. Article 17 "OVERRIDING PROVISIONS" of the Articles shall be deleted in its entirety and replaced with the following:

"17A. All general meetings shall be called by at least 7 clear day's notice to all members unless all members unanimously consent in writing to a shorter period of notice. The chairman shall not be entitled to any casting vote. No member shall appoint more than one proxy or corporate representative to represent it at any meeting of members. Regulations 38, 50 and 59 shall be modified accordingly. Regulation 39 shall not apply.

17B. In relation to the matters contained in Regulations 32, 34, 35, 102, 103 and 110, the company may decide on such matters by a resolution of members approved at a duly

constituted meeting of the members of the company by unanimous affirmative votes of all the members that were present at the meeting and entitled to vote thereon and voted and did not abstain or by a resolution consented to in writing by all members who are entitled to vote thereon. Regulations 32, 34, 35, 102, 103 and 110 shall be modified accordingly.

17C. The quorum of a meeting of the directors shall be four. A minimum of 7 days' notice must be given to each director for a meeting of directors save where at least two directors (one each appointed by each member) consent in writing to a shorter period of notice. The board of directors may only decide on matters by a resolution of directors approved at a duly constituted meeting of the directors by unanimous affirmative votes of all the directors that were present at the meeting and entitled to vote thereon and voted and did not abstain or by a resolution consented to in writing by all directors who are entitled to vote thereon. The chairman shall not have a casting vote except in respect only of the following matters: A) the annual operation plan and the investment plan; and B) the annual financial budget plan and final account plan. Any matters which the board of directors fail to reach a unanimous affirmative votes shall be submitted to meetings of members of the company for further discussions. Regulations 88 and 89 shall be modified accordingly.

17D. In addition to the general power contained in Regulation 70 and subject to Article 17E, the directors shall be authorised to: (i) approve the Company's operational strategy and business plans, (ii) propose revisions to these Articles, (iii) approve the terms of, and implement, employee long term incentive plans and other incentive schemes in respect of the Company (or any of its subsidiaries), (iv) initiate and/or settle any legal proceedings involving or potentially involving the Company (and/or any of its subsidiaries), (v) authorise and approve the Company's accounting policies, (vi) approve the Company's operations budget including cash-flow budget, (vii) approve key Company policies, including with respect to foreign exchange, external third party credit, insurance and transactions with related third parties, (viii) review and approve the opening of bank accounts, (ix) approve any changes to the Company's information technology systems, (x) make decisions on the appointment or dismissal of the General Manager and one or more Deputy Manager, provided that CNPCI shall in any event have the right to nominate the General Manager or any replacement General Manager, and their remunerations and (xi) exercise such other powers conferred to the directors under the Shareholders' Agreement."

#### 17E. Matters reserved for the Members

None of the actions specified below shall be taken (or agreed to be taken) without unanimous affirmative votes of all members (either at a general meeting duly convened and held in accordance with the Articles or by written resolution passed in accordance with the Articles):

- a) any alteration to the Articles;
- b) any consolidation, re-denomination or sub-division of any shares or share capital of the Company;
- c) the issue of any shares of the Company (including by way of bonus, rights or otherwise) or the grant of any option or right to acquire or call for the issue of the same, whether by conversion, subscription, or otherwise;
- d) the redemption or purchase by the Company of any share in the Company or the reduction of its share capital, or any uncalled or unpaid liability in respect thereof, capital redemption reserve or share premium account of the Company, or the passing of any resolution authorising any of the foregoing;
- e) any proposal for the winding-up or liquidation of the Company;
- f) except in the ordinary course of business, the creation or giving of any encumbrance in respect of all or any part of the undertaking, property or assets of the Company or the acceptance of any encumbrance for benefit of the Company ;
- g) except in the ordinary course of business, the creation of any borrowings or other indebtedness or obligation in the nature of borrowings (including, without limitation, obligations pursuant to any debenture, bond, note, loan stock or other security and obligations pursuant to finance leases) by the Company ;

- h) any substantial alteration in the nature of the Business of the Company;
- i) any material change in the organisation of the Company or the manner in which the Business is carried on;
- j) the changing of the accounting reference date of the Company;
- k) the approval of statutory accounts of the Company;
- l) the appointment or removal of the auditors of the Company; and
- m) the recommendation of or proposals for any payment of any dividend or any other distribution (including of income and capital) of the Company."