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**北京京能清洁能源电力股份有限公司**

**Beijing Jingneng Clean Energy Co., Ltd.**

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

**(Stock Code: 00579)**

## **NOTICE OF THE ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “**AGM**”) of Beijing Jingneng Clean Energy Co., Limited (the “**Company**”) will be held at 10:00 a.m. on Thursday, 25 June 2026 at Meeting Room 802, 8th Floor, No. 6 Xibahe Road, Chaoyang District, Beijing, the PRC, for the purposes of considering and, if thought fit, passing the following resolutions:

### **AS ORDINARY RESOLUTIONS**

1. To consider and approve the work report of the board of directors of the Company (the “**Board**”) for the year ended 31 December 2025.
2. To consider and approve the report of the Company’s auditors and the audited financial statements of the Company prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2025.
3. To consider and approve the profit distribution proposal and the plan of distribution of final dividends and one-off special cash dividends of the Company for the year ended 31 December 2025.
4. To consider and approve the annual report of the Company for the year ended 31 December 2025.
5. To consider and approve the re-appointment of KPMG as the international auditor of the Company for the year 2026, to hold office until the conclusion of the next annual general meeting of the Company and its audit fee is approximately RMB3.18 million.

6. To consider and approve the change of domestic auditor of the Company to Grant Thornton Certified Public Accountants (Special General Partnership), with its term of office until the conclusion of the next annual general meeting of the Company and its audit fee is approximately RMB2.52 million.

### **AS SPECIAL RESOLUTIONS**

1. To consider and approve the following:

**“THAT:**

- (1) the Board be granted an unconditional general mandate to issue, allot or otherwise deal with additional shares in the capital of the Company and to make or grant offers, agreements and options in respect thereof, subject to the following conditions:
  - (a) such mandate shall not exceed beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements, or options which might require the exercise of such powers after the end of the Relevant Period;
  - (b) the aggregate amount of shares (including sale or transfer of treasury shares out of treasury (if any)) allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Board shall not exceed 20 per cent of the aggregate number of Shares in issue (excluding treasury shares) as of the passing date of this resolution; and
  - (c) the Board will only exercise its power under such mandate in accordance with the Company Law of the People’s Republic of China (the “**PRC**”) (as amended from time to time) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) (as the same may be amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant government authorities of the PRC are obtained;

For the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (A) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
  - (B) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting; and
- (2) subject to the Board resolving to issue shares pursuant to sub-paragraph (1) of this resolution, the Board be authorized to:
- (a) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares including, without limitation, determining the time and place of issue, making all necessary applications to the relevant authorities, and entering into an underwriting agreement (or any other agreements);
  - (b) determine the use of proceeds and to make all necessary filings and registrations with the relevant authorities in the PRC, Hong Kong and/or any other places and jurisdictions (as appropriate); and
  - (c) increase the registered capital of the Company in accordance with the actual increase of capital by issuing shares pursuant to sub-paragraph (1) of this resolution, to register the increase of capital with the relevant authorities in the PRC, Hong Kong and/or any other places and jurisdiction (as appropriate) and to make such amendments to the articles of association of the Company as it thinks fit so as to reflect the increase and any other resultant changes in the registered capital of the Company.”

2. To consider and approve the following:

**“THAT:**

- (1) the Board or its approved person(s) or delegate be granted full authorization to handle relevant matters of repurchase of H Shares within the framework and principles as considered by the AGM (the **“Repurchase Mandate”**):
  - (a) a conditional general mandate to the Board, during the Relevant Period (as defined hereinafter), subject to the fluctuation and changes of the capital market and the share price of the Company, to repurchase the H Shares in issue of the Company at its discretion and in a timely manner, in accordance with the applicable laws, regulations and rules and the Articles of Association;
  - (b) the total amount of H Shares repurchased by the Company shall not exceed 10% of the aggregate number of issued H Shares (excluding treasury shares) on the date of passing the special resolution. The funds of repurchase include internal funds and funds which fulfill the requirements of regulatory policies and regulations;
  - (c) to formulate, approve and implement specific repurchase plans, including but not limited to the price, batch, amount and time of execution of the repurchase of H Shares, opening overseas stock account and handling foreign exchange registration, notifying the creditors of the Company and publishing announcements in accordance with the provisions of the Company Law and the Articles of Association (if applicable);
  - (d) to obtain the required approval or fulfill the filing procedures in accordance with applicable laws, regulations and requirements (if applicable);
  - (e) if there are new provisions in laws and regulations, or new policies by regulatory authorities, or changes in market conditions in relation to the repurchase of H Shares, unless the relevant laws and regulations or requirements of the regulatory authorities or the Articles of Association require for re-vote at the general meeting(s), the Board may adjust the repurchase plan and continue to deal with relevant matters of the repurchase of H Shares in accordance with relevant laws and regulations and the requirements of regulatory authorities as well as the market conditions and the actual situation of the Company;

- (f) if applicable, to handle the deregistration procedures for the repurchased H Shares, decrease the registered capital, amend the Articles of Association regarding the share capital, shareholding structure and others and complete the registration and filing procedures; and
  - (g) to sign other documents and handle other matters in relation to the repurchase of H Shares.
- (2) For the purpose of this special resolution, the Repurchase Mandate shall be effective from the date of approving by the AGM until whichever is the earlier of:
- (a) the conclusion of the next annual general meeting of the Company; or
  - (b) the revocation or variation of the authority under this resolution by passing of a special resolution of the Company at any general meeting (the “**Relevant Period**”).”

3. To consider and approve the following:

“**THAT:**

generally and unconditionally authorize the Board, subject to the outstanding balance of issued bonds not exceeding 30% of the latest audited total assets of the Company and in light of the demand of business operation and capital expenditures, as well as the market conditions, to determine the specific provisions and related matters regarding the issuance of debt financing instruments such as inbound ultra short-term financing bonds, short-term financing bonds, mid-term notes, corporate bonds, ABS, ABN, ABCP, offshore bonds, etc., including but not limited to the determination as to issue type, size, interest rate, duration, purchaser, use of proceeds subject to the aforesaid limits as well as all necessary documents to be made, executed or disclosed (the “**Debt Financing Instruments Issue Mandate**”).

The Debt Financing Instruments Issue Mandate shall be effective from the date of approving by the AGM until whichever is the earlier of:

- (1) the conclusion of the next annual general meeting of the Company; or

- (2) the revocation or variation of the authority under this resolution by passing of a special resolution of the Company at any general meeting.”

By Order of the Board  
**Beijing Jingneng Clean Energy Co., Limited**  
**CHEN Dayu**  
*Chairman*

Beijing, the PRC, 26 May 2026

*As at the date of this notice, the executive directors of the Company are Mr. Chen Dayu, Mr. Li Minghui and Mr. Zhang Wei; the non-executive directors are Mr. Zhou Jianyu, Mr. Guo Yao and Ms. Wang Jing; the independent non-executive directors are Ms. Zhao Jie, Mr. Wang Hongxin, Mr. Qin Haiyan and Ms. Hu Zhiying.*

*Notes:*

1. **DETAILS OF ORDINARY RESOLUTIONS NO. 1 TO 6 ABOVE ARE SET OUT IN THE 2025 ANNUAL REPORT OF THE COMPANY, AND DETAILS OF SPECIAL RESOLUTIONS NO. 1 TO 3 ABOVE ARE SET OUT IN THE CIRCULAR OF THE COMPANY DATED 26 MAY 2026.**

2. **CLOSURE OF REGISTER FOR H SHARES, ELIGIBILITY FOR ATTENDING THE AGM**

Holders of H shares are advised that the share register for H shares will be closed from Monday, 22 June 2026 to Thursday, 25 June 2026 (both days inclusive). The shareholders whose names appear on the register of members of the Company on Thursday, 25 June 2026 are entitled to attend and vote at the AGM. Holders of H shares of the Company who wish to attend the AGM but have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates at the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 18 June 2026 for registration.

3. **CLOSURE OF REGISTER FOR H SHARES, ELIGIBILITY FOR THE ENTITLEMENT TO THE PROPOSED FINAL DIVIDENDS AND ONE-OFF SPECIAL CASH DIVIDENDS (SUBJECT TO THE APPROVAL BY THE SHAREHOLDERS AT THE AGM)**

Holders of H shares are advised that the share register for H shares will be closed on Thursday, 2 July 2026. In order to qualify for the proposed final dividends and one-off special cash dividends (subject to the approval by the shareholders at the AGM), holders of the H shares whose transfers have not been registered shall deposit all transfer documents together with the relevant share certificates at the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 30 June 2026 for registration. The final dividends and one-off special cash dividends will be paid to the shareholders whose names appear on the register of members on Thursday, 2 July 2026.

4. The directors of the Company (including the chairman of the Board) may attend the AGM remotely through video or telephone conference facilities if needed. The chairman of the Board and chairmen of the special committees under the Board will be available either in person or through video or telephone conference facilities to answer questions from shareholders of the Company at the AGM.

**5. PROXY**

Shareholders of the Company entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote in their stead. A proxy need not be a shareholder of the Company.

The instrument appointing a proxy must be in writing under the hand of a shareholder of the Company or his attorney duly authorized in writing. If the shareholder of the Company is a corporate body, the proxy form must be either executed under its common seal or under the hand of its director(s) or duly authorized attorney(s). If the proxy form is signed by an attorney of the shareholder of the Company, the power of attorney authorizing that attorney to sign or other authorization document must be notarized.

For holders of H shares, the proxy form together with the power of attorney or any other authorization document (if any) y tE55.8(an)-295.3e72