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

- (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 "CLC") (as amended from time to time) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "SEHK 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 the earliest of:

- (A) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
 - (B) the expiration of the 12-month period following the passing of this resolution; or
 - (C) 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 grant of a general mandate to the Board for the proposed repurchase of H shares of the Company.
3. To consider and approve the following:

“ A :

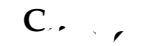
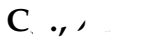
generally and unconditionally authorize the Board (or Director(s) delegated by the Board), within the amount as registered in the interbank market or other markets and in light of the demand of business operation and capital expenditures, as well as the market conditions, to determine the specific provisions and related matters regarding the registration and 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 Registration and Issue Mandate*”).

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

- (1) the conclusion of the 2025 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.”

4. To consider and approve the amendments to the articles of association of the Company.

By Order of the Board

B.  C.  C. 
C. 
Chai man

Beijing, the PRC

20 May 2025

At the date of his notice, the executive directors of the Company are M. Chen Da , M. Li Ming , and M. Zhang Wei; the non-executive directors are M. Zhao Jian , M. Song Zhi ong and M. Zhang Yi; the independent non-executive directors are M. Zhao Jie, M. Wang Hong in, M. Qin Hai an and M. He Zhi ing.

Notes:

1.  A.  A.  . 1 8 AB  A.  2024
A.  A.  C.  A.  A.  C. A.  . 1
4 AB  A.  C. C.  A.  C.  A.  A. 20 A 2025.

3. C, ..., A, B, ...
A, ..., (B, C, ..., A, B, ..., A,
A, ..., A, ...)

Holders of H shares are advised that the share register for H shares will be closed from Thursday, 3 July 2025 to Tuesday, 8 July 2025 (both days inclusive). In order to qualify for the proposed final 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 Wednesday, 2 July 2025 for registration. The final dividends will be paid to the shareholders whose names appear on the register of members on Tuesday, 8 July 2025.

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. /

Shareholders of the Company entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote in their stand. A proxy needs 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) must be lodged at the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by hand or by post not less than 24 hours before the time appointed for the above AGM (i.e., not later than 10:00 a.m., Tuesday, 17 June 2025) or adjournment thereof (as the case may be). Holders of H shares can still attend and vote at the AGM in person upon completion and return of the proxy form.

6. **A** **A** **B** **C** **A** **C** **A** **AC**
B **C**

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7. **C** **A** **A**

Any vote of shareholders at the AGM must be taken by poll.

8. **B**

Shareholders (in person or by proxy) attending the AGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the AGM shall produce their identity documents.

9. References to time and dates in this notice are to Hong Kong time and dates.