

*Hong Kong Exchange and Clearing Limited and The Stock Exchange of Hong Kong Limited
make no representation for the content of this notice, make no representation as to its accuracy
or completeness and accept no liability whatsoever for any loss or damage
arising from reliance upon the whole or any part of the content of this notice.*



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

5. To consider and approve the annual report of the Company for the year ended 31 December 2024.
6. To consider and approve the investment business plan of the Company for the year 2025.
7. To consider and approve the budget report of the Company for the year 2025.
8. To consider and approve the appointment of Baker Tilly International Certified Public Accountants (Special General Partnership) as the domestic auditor of the Company for the year 2025, to hold office until the conclusion of the next annual general meeting of the Company and its audit fee is approximately RMB2.58 million.

A . . . C A

1. To consider and approve the following:

“ **A :**

- (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 "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

A a he da e of hi no ice, he e ec i e di ec o of he Compan a e M . Chen Da , M . Li Mingh i and M . Zhang Wei; he non-e ec i e di ec o a e M . Zho Jian , M . Song Zhi ong and M . Zhang Yi; he independen non-e ec i e di ec o a e M . Zhao Jie, M . Wang Hong in, M . Qin Hai an and M . H Zhi ing.

No e :

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

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

Address: 7-9/F, No. 6 Xibahe Road, Chaoyang District
Beijing, the PRC

Telephone: (86 10) 8740 7188

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.