THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

**If you are in any doubt** about this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Beijing Jingneng Clean Energy Co., Limited, you should at once hand this circular together with the enclosed proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



京能集团

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)**

# PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS IN THE SIXTH SESSION
# PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
# AND
# NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2026

A letter from the Board of Directors is set out on pages 3 to 7 of this circular.

A notice convening the EGM to be held at Meeting Room 802, 8th Floor, No. 6 Xibahe Road, Chaoyang District, Beijing, the PRC on Tuesday, 22 September 2026 at 10:00 a.m. is set out on pages 20 to 22 of this circular. A proxy form for use at the EGM is enclosed with this circular and was also published on the website of the Hong Kong Stock Exchange (https://www.hkexnews.hk) and the website of the Company (https://www.jncec.com). Whether or not you are able to attend the EGM, you are requested to complete and return the proxy form in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM (i.e., no later than 10:00 a.m. on Monday, 21 September 2026) or any adjournment thereof (as the case may be).

Completion and return of the proxy form will not preclude you from attending and voting at the EGM should you so wish.

References to time and dates in this circular are to Hong Kong time and dates.

4 September 2026

# CONTENTS

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

| | |
|---|---|
| "Articles of Association" | the articles of association of the Company, as amended, modified or otherwise supplemented from time to time |
| "Board" or "Board of Directors" | the board of Directors of the Company |
| "Company" | 北京京能清潔能源電力股份有限公司 (Beijing Jingneng Clean Energy Co., Limited), a joint stock company incorporated in the PRC with limited liability, whose H shares are listed on the Hong Kong Stock Exchange (stock code: 00579) |
| "Director(s)" | the director(s) of the Company |
| "EGM" | the second extraordinary general meeting of 2026 of the Company to be held at 10:00 a.m. on Tuesday, 22 September 2026 at Meeting Room 802, 8th Floor, No.6 Xibahe Road, Chaoyang District, Beijing, the PRC |
| "H Share(s)" | the overseas-listed foreign invested share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars |
| "Hong Kong" | the Hong Kong Special Administrative Region of the PRC |
| "Hong Kong Stock Exchange" | The Stock Exchange of Hong Kong Limited |
| "Listing Rules" | the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, as amended, modified or otherwise supplemented from time to time |
| "PRC" | the People's Republic of China and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan |
| "Remuneration and Nomination Committee" | the remuneration and nomination committee of the Board of Directors |

| | |
|---|---|
| "SFO" | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, modified or otherwise supplemented from time to time |
| "Share(s)" | the ordinary share(s) of RMB1.00 each in the share capital of the Company |
| "Shareholder(s)" | the holder(s) of the share(s) of the Company |
| "%" | per cent |

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)**

*Executive Directors*
Mr. CHEN Dayu *(Chairman)*
Mr. LI Minghui *(General Manager)*
Mr. ZHANG Wei

*Non-executive Directors*
Mr. ZHOU Jianyu
Mr. GUO Yao
Ms. WANG Jing

*Independent non-executive Directors*
Ms. ZHAO Jie
Mr. WANG Hongxin
Mr. QIN Haiyan
Ms. HU Zhiying

*Registered Office*
Room 118, 1 Ziguang East Road
Badaling Economic Development Zone
Yanqing District, Beijing
the PRC

*Principal Place of Business in Hong Kong*
40/F, Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai, Hong Kong

4 September 2026

*To the Shareholders*

Dear Sir/Madam,

# PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS IN THE SIXTH SESSION PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2026

## INTRODUCTION

References are made to the announcements of the Company dated 25 June 2026 and 28 August 2026, in relation to, among others, (i) the proposed re-election and election of Directors in the sixth session of the Board of Directors; and (ii) the proposed amendments to the Articles of Association.

The purpose of this circular is to (a) provide the Shareholders with details regarding the proposed re-election and election of the Directors in the sixth session of the Board of Directors and the proposed amendments to the Articles of Association to enable the Shareholders to make an informed decision on whether to vote for or against the resolutions proposed at the EGM; and (b) to provide the Shareholders with the notice of the EGM.

**PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS IN THE SIXTH SESSION**

Reference is made to the announcement of the Company dated 28 August 2026 in relation to the proposed re-election and election of Directors in the sixth session of the Board of Directors. As at the date of this circular, the Board of Directors consists of ten Directors, namely Mr. CHEN Dayu, Mr. LI Minghui and Mr. ZHANG Wei as executive Directors, Mr. ZHOU Jianyu, Mr. GUO Yao and Ms. WANG Jing as non-executive Directors and Ms. ZHAO Jie, Mr. WANG Hongxin, Mr. QIN Haiyan and Ms. HU Zhiying as independent non-executive Directors. Pursuant to the Articles of Association, a Director may be re-elected upon the expiry of his or her term.

The terms of all incumbent Directors have expired on 28 August 2026 and according to the Articles of Association, the incumbent Directors shall continue to diligently discharge their responsibilities as Directors in accordance with the laws, administrative regulations, departmental regulations and the Articles of Association till the formation of the next session of the Board of Directors. The Board of Directors proposed the nomination for the re-election of the Directors as follows:

(i) Mr. CHEN Dayu, Mr. LI Minghui and Mr. ZHANG Wei as candidates for executive Directors;

(ii) Mr. ZHOU Jianyu and Mr. GUO Yao as candidates for non-executive Directors; and

(iii) Mr. WANG Hongxin and Ms. HU Zhiying as candidates for independent non-executive Directors.

The Board of Directors also proposed the following candidates to be newly elected by the Shareholders:

(i) Mr. SHEN Pang as a candidate for non-executive Director; and

(ii) Mr. YIN Song and Mr. LV Chuan as candidates for independent non-executive Directors.

The above proposed re-election and election of the Directors will be submitted to the Shareholders for consideration and approval by way of ordinary resolutions at the EGM. If the above proposed re-election and election of the Directors is approved at the EGM, the terms of office of the candidates will commence from the date on which the relevant resolutions are approved by the Shareholders at the EGM until the date of expiry of the term of the sixth session of the Board of Directors.

Ms. WANG Jing, Ms. ZHAO Jie and Mr. QIN Haiyan will not participate in the re-election of Directors due to expiry of their term and will resign after conclusion of the EGM. Each of Ms. WANG Jing, Ms. ZHAO Jie and Mr. QIN Haiyan has confirmed that he/she had no disagreement with the Board of Directors and there are no other matters in relation to his/her resignation that should be brought to the attention of the Shareholders. The Board of Directors extended sincere gratitude to them for their long-term contributions to the Company.

The biographical details of the above-mentioned Director candidates proposed for re-election and election are set out in Appendix I to this circular.

The Remuneration and Nomination Committee had identified candidates for independent non-executive Directors pursuant to criteria set out in the director nomination policy and the board diversity policy adopted by the Company. The Remuneration and Nomination Committee is also of the view that Mr. WANG Hongxin, Mr. YIN Song, Mr. LV Chuan and Ms. HU Zhiying would bring to the Board of Directors their own perspectives, skills and experience of corporate operations and management, the potential for them to help enhance the operation efficiency of the Board of Directors as an independent non-executive Director, and their potential commitment to the business of the Company, as further described in their biographical details in Appendix I to this circular, which is also in line with the development strategy of the Company.

The Remuneration and Nomination Committee has also reviewed the structure and composition of the Board of Directors, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the candidates for Director with reference to the nomination principles and criteria set out in the board diversity policy, director nomination policy and the corporate strategy of the Company.

Based on the board diversity policy adopted by the Company, the Remuneration and Nomination Committee considers that Mr. WANG Hongxin, Mr. YIN Song, Mr. LV Chuan and Ms. HU Zhiying can contribute to the diversity of the Board of Directors in terms of culture, professional skills and qualifications, in particular, with their professional background in engineering, accounting and auditing and corporate management which enables them to provide valuable, independent and objective view to the Company's affairs.

Each of the candidates for independent non-executive Directors has confirmed that (i) he/she meets the independence criteria as set out in Rule 3.13 of the Listing Rules; (ii) he/she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect his/her independence at the time of his/her appointment. The Board of Directors considers that the above-mentioned candidates for independent non-executive Directors are independent pursuant to the independence criteria set out in Rule 3.13 of the Listing Rules.

Save as disclosed in this circular, as at the date of this circular, each of the candidates for Director: (i) does not hold any other positions in the Company or its subsidiaries; (ii) does not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas during the past three years; (iii) does not have any other major appointments and professional qualifications; (iv) does not have any relationship with any Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company; and (v) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

The Company will enter into a service contract with each of the above-mentioned Director candidates in respect of their positions for a term of office of three years commencing from the date of approval by the Shareholders at the EGM till the date of the expiration of the term of office of the sixth session of the Board of Directors.

Mr. CHEN Dayu, Mr. LI Minghui and Mr. ZHANG Wei will not receive any director's salary or fee from the Company during their term but will receive remuneration based on their management positions with the Company. Mr. ZHOU Jianyu, Mr. GUO Yao and Mr. SHEN Pang will not receive any Directors' fee from the Company during their term. Independent non-executive Directors who concurrently serve as the chairman of any committees of the Board of Directors shall receive an annual emolument of RMB150,000 from the Company, and independent non-executive Directors who concurrently serve as members of any committees of the Board of Directors shall receive an annual emolument of RMB100,000 from the Company, which are determined with reference to their experience, duties, responsibilities and the Company's remuneration policy.

The travel expenses incurred by the independent non-executive Directors to participate in the Board meetings, general meetings and the relevant activities organized by the Board of Directors shall be borne by the Company. The Company will disclose the remuneration of Directors in its annual report each year.

Save as disclosed above, there is no information in relation to each of the above-mentioned candidates for Director that needs to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules. Save as mentioned above, there is no other matter in relation to the appointment of each of the candidates for Director that needs to be brought to the attention of the Shareholders.

## PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

References are made to the announcements of the Company dated 25 June 2026 and 28 August 2026 in relation to the proposed amendments to the Articles of Association. In order to further strengthen the integrity responsibilities of the Company's governance bodies at all levels, in light of the Company's actual circumstances, and to ensure consistency between the Articles of Association and the Company's corporate governance documents, the Board resolved to amend certain provisions of the Articles of Association on 25 June 2026 and 28 August 2026 (the "**Proposed Amendments**"), subject to the approval of the Shareholders at the EGM by way of a special resolution. Please refer to Appendix II to this circular for details of the Proposed Amendments.

The Board also seeks authorization from the Shareholders to make such non-substantive amendments to the Articles of Association as may be required by applicable laws, regulations and regulatory authorities, and to complete all relevant registration, filing and other procedures in connection with the Proposed Amendments.

**THE EGM**

A notice convening the EGM to be held at Meeting Room 802, 8th Floor, No. 6 Xibahe Road, Chaoyang District, Beijing, the PRC on Tuesday, 22 September 2026 at 10:00 a.m. is set out on pages 20 to 22 of this circular. A proxy form for use at the EGM is enclosed with this circular and was also published on the website of the Hong Kong Stock Exchange (https://www.hkexnews.hk) and the website of the Company (https://www.jncec.com).

Holders of H Shares whose names appear on the register of members of the Company on Tuesday, 22 September 2026 are entitled to attend the EGM and vote at the EGM. The share register for H Shares will be closed from Thursday, 17 September 2026 to Tuesday, 22 September 2026 (both days inclusive), during which period no share transfer of H Shares will be registered.

Whether or not you are able to attend the EGM, you are requested to complete and return the proxy form in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending the EGM and voting in person if you so wish.

**VOTES BY POLL**

The resolutions to be proposed at the EGM will be voted by poll. No Shareholder is required to abstain from voting in respect of the resolutions to be proposed at the EGM.

**RECOMMENDATION**

The Directors (including the independent non-executive Directors) believe that (i) the proposed re-election and election of Directors in the sixth session of the Board of Directors and (ii) the Proposed Amendments are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favour of relevant resolutions to be proposed at the EGM.

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

**Executive Directors**

**Mr. CHEN Dayu (陳大宇)**, aged 55, is the chairman of the Board, an executive Director, the party secretary, and the chairman of the strategy and ESG committee under the Board. Mr. Chen served as a specialist engineer in the power production and operation department and power energy business department of Beijing Energy Investment Holding Co., Ltd. (北京能源投資(集團)有限公司) from December 2004 to April 2007; deputy general manager of Inner Mongolia Shangdu Power Generation Co., Ltd. (內蒙古上都發電有限責任公司) from April 2007 to May 2009; deputy general manager of Ningxia Jingneng Ningdong Electric Power Co., Ltd. (寧夏京能寧東發電有限責任公司) from May 2009 to September 2010; general manager of Beijing Jingneng Gao'antun Gas-fired Thermal Power Co., Ltd. (北京京能高安屯燃氣熱電有限責任公司) from September 2010 to November 2017; secretary of the CPC Committee, executive director and general manager of Beijing Jingneng Gao'antun Gas-fired Thermal Power Co., Ltd. from November 2017 to January 2018; secretary of the CPC Committee and executive director of Beijing Jingneng Gao'antun Gas-fired Thermal Power Co., Ltd. from January 2018 to December 2018; secretary of the CPC General Branch and executive director of Beijing Jingneng Gao'antun Gas-fired Thermal Power Co., Ltd. from December 2018 to May 2020; head of the enterprise management division of BEH from February 2020 to November 2020; and chairman of the board of Beijing Jingneng International Energy Technology Co., Ltd. (北京京能國際能源技術有限公司) from September 2021 to September 2022. Mr. Chen served as the deputy party secretary of the Company from October 2020 to March 2024; the general manager of the Company from November 2020 to April 2024. He has been serving as an executive Director since February 2021; the party secretary of the Company since March 2024; and the Chairman of the Board of the Company since April 2024.

Mr. Chen graduated from the Department of Power Engineering at North China Electric Power University (華北電力學院) in 1992, majoring in production process automation and obtained a bachelor's degree in engineering. He studied on-the-job in the Department of Electrical Engineering and Applied Electronic Technology at Tsinghua University (清華大學), majoring in electrical engineering and obtained a master's degree in engineering in January 2014. Mr. Chen holds the senior engineer professional and technical qualification.

**Mr. LI Minghui (李明輝)**, aged 50, is an executive Director, the general manager, the deputy party secretary, and a member of the strategy and ESG committee and the legal and compliance management committee under the Board. He has more than 15 years of management experience in the electric power industry. Mr. Li served as the deputy general manager (in charge of the work) of Xilin Gol Jixiang Huaya Wind Power Generation Co., Ltd. (錫林郭勒吉相華亞風力發電有限責任公司) from July 2007 to September 2008; deputy general manager of the Inner Mongolia Wind Power Branch of Beijing Jingneng International Energy Co., Ltd. (北京京能國際能源股份有限公司) from September 2008 to July 2009; the deputy general manager of Beijing Jingneng New Energy Co., Ltd. (北京京能新能源有限公司) from July 2009 to January 2018; the general manager of Beijing Jingfeng Thermal Power Co., Ltd. (北京京豐熱電有限責任公司) and Beijing Jingfeng Gas Power Generation Co., Ltd. (北京京豐燃氣發電有限公司) from January 2018 to June 2020; the deputy party secretary of Beijing Jingfeng Gas Power Generation Co., Ltd. (北京京豐燃氣發電有限公司) from March 2018 to June 2020; the provisional secretary of the party committee of the Beijing Branch of the Company from June 2020 to November 2020 and then as its secretary of the party committee from November 2020 to September 2022; and the executive director of Beijing Jingneng New Energy Co., Ltd. (北京京能新能源有限公司) from June 2020 to September 2022. Mr. Li has been the deputy general manager of the Company from November 2022 to April 2024; an executive Director of the Company since August 2023; the deputy party secretary of the Company since March 2024; and the general manager of the Company since April 2024.

Mr. Li graduated from North China Electric Power University (華北電力大學) in July 1998 with a bachelor's degree in electric power system and automation. Mr. Li studied on-the-job in Tsinghua University (清華大學) and obtained a master's degree in electrical engineering in January 2016. Mr. Li holds the senior engineer professional and technical qualification.

**Mr. ZHANG Wei (張偉)**, aged 58, is an executive Director, a member of the strategy and ESG committee under the Board, the deputy general manager, the secretary of the Board and the joint company secretary of the Company. He has more than 20 years of experience in finance and capital operation management. Mr. Zhang served as the director of the preparatory office of the finance company of Beijing Energy Investment Holdings Co., Ltd. (北京能源投資(集團)有限公司) and the general manager of BEH Shenyang Finance Co. Ltd. (京能集團瀋陽財務有限公司) from January 2006 to May 2006; general manager of BEH Finance Co., Ltd. (京能集團財務有限公司) from May 2006 to May 2018 and the secretary of the party branch of the same company from March 2007 to May 2018; the head of the property rights and capital operation department of BEH from May 2018 to July 2022 and the head of the assets and capital management department of BEH from July 2022 to March 2023; the chairman of the supervisory committee of BEH-Property Co., Ltd. (京能置業股份有限公司) (a company listed on the Shanghai Stock Exchange with stock code of 600791) and BEH Finance Co., Ltd. (京能集團財務有限公司) from October 2018 to March 2023; a member of the investment decision-making committee of Chongqing Fudu Equity Investment Fund Partnership Enterprise (Limited Partnership) (重慶富都股權投資基金合夥企業(有限合夥)), a member of the investment advisory committee of Xiamen Saifu Equity Investment Partnership Enterprise (Limited Partnership) (廈門賽富股權投資合夥企業(有限合夥)), a member of the strategic advisory committee and an observer of the investment decision-making committee of Beijing Z-Park Fund Investment Center (Limited Partnership) (北京中關村併購母基金投資中心(有限合夥)), a member of the investment decision-making committee of Beijing Shunlong Investment Development Fund (Limited Partnership) (北京順隆投資發展基金(有限合夥)), and a director of Beijing Shunlong Private Debt Investment Fund Management Co., Ltd. (北京順隆私募債券投資基金管理有限公司) from June 2020 to March 2023; a director of Beijing Jingneng Tongxin Investment Management Co., Ltd. (北京京能同鑫投資管理有限公司) from September 2021 to March 2023; and a director of Beijing Jingneng Financial Leasing Co., Ltd. (北京京能融資租賃有限公司) from November 2021 to March 2023. Mr. Zhang has been the deputy general manager of the Company since April 2023; the secretary of the Board of Directors and the joint company secretary of the Company since June 2023; an executive Director of the Company since August 2023; and a director of Beijing Jingneng Clean Energy (Hong Kong) Co., Ltd. (北京京能清潔能源電力股份(香港)有限公司) since December 2023.

Mr. Zhang graduated from the department of infrastructure and economics of the Central Institute of Finance and Economics (中央財政金融學院) in July 1990, majoring in infrastructure finance and credit, and obtained a bachelor's degree in economics. Mr. Zhang holds professional technical qualifications of a senior economist and senior accountant.

**Non-executive Directors**

**Mr. ZHOU Jianyu (周建裕)**, aged 59, is a non-executive Director and the chairman of the legal and compliance management committee under the Board. Mr. Zhou served as a staff member of the fourth plant (the "Fourth Plant") of Beijing Coal Corporation (北京市煤炭總公司), the deputy director and then the director of the briquette workshop of the Fourth Plant, the assistant to the director of the Fourth Plant, the director of the seventh plant of Beijing Coal Corporation, and the director of the first plant of Beijing Coal Corporation from June 1989 to October 2001; successively served as the deputy general manager, a member of the standing committee of the Communist Party Committee, executive deputy general manager and a director of Beijing Jintai Hengye Co., Ltd (北京金泰恒業有限責任公司) from October 2001 to April 2010; served as the secretary of the Communist Party Committee and the chairman of the board of directors of Beijing Jintai Group Co., Ltd. (北京金泰集團有限公司) from April 2010 to September 2018; served as the deputy general manager of Beijing Jingmei Group Co. Ltd. (北京京煤集團有限責任公司) from September 2010 to October 2010; served as a member of the standing committee of the Communist Party Committee and deputy general manager of Beijing Jingmei Group Co., Ltd. from October 2010 to January 2018; served as the secretary of the Communist Party Committee and the chairman of the board of directors of Beijing Jingmei Group Co., Ltd. from January 2018 to September 2018; presided over the work of the board of directors of BEH-Property Co., Ltd. (京能置業股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 600791) from May 2018 to October 2018; and served as the secretary of the Communist Party Committee and the chairman of the board of directors of BEH-Property Co., Ltd. from October 2018 to February 2021; a director of Beijing Jingneng Technology Co., Ltd. (北京京能科技有限公司) from June 2022 to April 2026. He has been serving as a full-time investment director of BEH since February 2021; a director of BDHG and Beijing Jingneng Thermal Development Co., Ltd. (北京京能熱力發展有限公司) since June 2022; a non-executive Director of the Company since September 2022; a director of Beijing Jingneng Power Co., Ltd. (北京京能電力股份有限公司) (a company listed on the Main Board of the Shanghai Stock Exchange, stock code: 600578) since December 2022; and a director of Guohua Energy Co., Ltd. (國華能源有限公司) and Shanxi International Energy Yuguang Coal Power Co., Ltd. (山西國際能源裕光煤電有限公司) since March 2025. He served as a director of China Aluminum Ningxia Energy Group Co., Ltd. (中鋁寧夏能源集團有限公司) from May 2025 to November 2025. Mr. Zhou has been serving as a director at Baic Motor Corporation Limited (北京汽車股份有限公司) (a company listed on the Hong Kong Stock Exchange, stock code: 01958) since April 2026.

Mr. Zhou graduated from China University of Mining and Technology (中國礦業大學), majoring in the coal chemical industry, with a bachelor's degree in engineering in June 1989. In September 1998, Mr. Zhou graduated from Renmin University of China (中國人民大學) with an on-the-job postgraduate study in business administration. In July 2013, Mr. Zhou studied on-the-job at Peking University's (北京大學) senior management MBA program and obtained a master's degree in business administration. Mr. Zhou holds both the senior economist professional and technical qualification and the senior engineer professional and technical qualification.

**Mr. GUO Yao (郭堯)**, aged 31, is a non-executive Director and a member of the audit committee under the Board. Mr. Guo consecutively served as the business assistant and business head of the equity management department and the business head of the capital operation department of BSCOMC from July 2019 to June 2024. Mr. Guo has been serving as the senior manager of the capital operation department of BSCOMC since July 2024; and a non-executive Director of the Company since December 2025.

Mr. Guo graduated from the School of Economics and Management of Tsinghua University (清華大學) in July 2019 with a master's degree in finance. Mr. Guo holds the qualification of intermediate economist.

**Mr. SHEN Pang (申龐)**, aged 55. Mr. Shen served as a staff member at Harbin Plastic Color Print Factory (哈爾濱市塑料彩印廠) from July 1990 to June 1992; worked as a sales representative for Heilongjiang No.1 Construction Engineering Company (黑龍江省第一建築工程公司) from July 1992 to August 1993; served as the deputy manager of the development and decoration department at Heilongjiang Supply and Marketing Real Estate Development Company (黑龍江省供銷房地產開發公司) from August 1993 to February 1998; worked as a staff member at the Heilongjiang office of Everbright Securities Co., Ltd. (光大證券有限責任公司) from February 1998 to December 1998; served as a staff member at the Harbin Securities Department of China Nationalities International Trust and Investment Company (中國民族國際信託投資公司) from December 1998 to May 2002; served as an assistant to the general manager of the investment department at Zhongguancun Securities Co., Ltd. (中關村證券股份有限公司) from May 2002 to September 2006; served as general manager of Beijing Qiantai Tonghe Investment Consulting Co., Ltd. (北京乾泰通合投資諮詢有限公司) from September 2006 to February 2010; served as assistant to the general manager of the asset management department at Sun Life Everbright Life Insurance Co., Ltd. (光大永明人壽保險有限公司) from February 2010 to February 2012; served as general manager of the asset management department at Everbright Yongming Asset Management Co., Ltd. (光大永明資產管理股份有限公司) from February 2012 to February 2014; successively served as the head, the general manager, and then the deputy general manager (in charge of the work) of the trust business department VII at China Fortune International Trust Co., Ltd. (華鑫國際信託有限公司) from February 2014 to October 2021; successively served as deputy general manager (in charge of the work), the general manager of the investment banking affairs department at China Re Asset Management Co., Ltd. (中再資產管理股份有限公司) from October 2021 to August 2025 and concurrently served as the head of investment banking business department III from February 2022 to August 2024. Since August 2025, he has been serving as senior investment manager (Grade I) and deputy general manager of the investment banking affairs department of China Re Asset Management Co., Ltd.

In July 2003, Mr. Shen graduated with a bachelor's degree in business administration from Harbin University of Commerce (哈爾濱商業大學).

**Independent non-executive Directors**

**Mr. WANG Hongxin (王洪信)**, aged 62, is an independent non-executive Director and a member of the remuneration and nomination committee under the Board, and has more than 25 years of experience in corporate governance, equity, and securities investment management. Mr. Wang served as the secretary to the board of director, director, deputy general manager, and member of the party committee of Maoming Yongye (Group) Co., Ltd. (茂名永業（集團）股份有限公司, currently known as Guangdong Highsun Group Co., Ltd. (廣東海印集團股份有限公司)) (a company listed on the Shenzhen Stock Exchange with a stock code of 000861) from June 1998 to December 2003; an assistant to the general manager of China National Materials Development and Investment Corporation (中國物資開發投資總公司) from March 2004 to May 2005; an executive director and managing director of China Chengtong Development Group Co. Ltd. (中國誠通發展集團有限公司) (a company listed on the Hong Kong Stock Exchange with stock code of 00217) from May 2005 to June 2017; a director and deputy secretary of the party committee of China Chengtong Hong Kong Limited (中國誠通香港有限公司) from October 2008 to December 2017; the general manager of Zhuhai Yunkang Tongsheng Equity Investment Fund Management Co., Ltd (珠海雲康同盛股權投資基金管理有限公司) from January 2018 to July 2019; the deputy general manager and the general manager of Dali Pharmaceutical Co., Ltd. (大理藥業股份有限公司) (a company listed on the Shanghai Stock Exchange with stock code of 603963) from October 2019 to April 2021; and an executive director, chief executive officer, chairman of the China region and chief investment officer of Zhong Ji Longevity Science Group Limited (中基長壽科學集團有限公司) (a company listed on the Hong Kong Stock Exchange with stock code of 00767) from May 2021 to February 2022. Mr. Wang has been serving as chairman and general manager of Wuhan Daotian Plasma Technology Co., Ltd. (武漢稻田等離子技術有限公司) since February 2023, an independent non-executive Director of the Company since August 2023 and an independent director of Lionco Pharmaceutical Group Co., Ltd. (靈康藥業集團股份有限公司, a company listed on the Shanghai Stock Exchange with stock code of 603669) since September 2025. He has been serving as a juror of the High Court of Hong Kong since April 2022.

Mr. Wang graduated from the department of Chinese Language and Literature of Jilin Normal University (吉林師範大學), majoring in Chinese Language and Literature and obtained a bachelor's degree in July 1986. He studied on-the-job in the Executive MBA (EMBA) program at Guanghua School of Management at Peking University (北京大學) and obtained a master's degree in July 2003. Mr. Wang holds qualifications as a securities analyst and fund manager.

**Mr. YIN Song (尹松)**, aged 59. Mr. Yin served as a technical officer at Tianjin Dagang Power Plant (天津大港發電廠) of the North China Power Group Corporation (華北電力集團公司) from July 1989 to July 2001; served as assistant to the manager of the information and resources department of the Information Center at the State Power Corporation (國家電力公司) (also known as China Power Information Center (中國電力信息中心)) from August 2001 to February 2004; served as chief engineer of the Science and Technology Service Center (科技服務中心) from March 2004 to April 2010 and chief engineer of the Science and Technology Development Service Center (科技開發服務中心) from April 2010 to February 2016 at the China Electricity Council (中國電力企業聯合會); attended an MBA executive training program at the School of Continuing Education of North China Electric Power University (華北電力大學繼續教育學院) from September 2011 to December 2011; served as chief engineer at China Electric Union (Beijing) Technology Development Co., Ltd. (中電聯(北京)科技發展有限公司) from January 2012 to February 2016; served as chief engineer of the Power Evaluation and Consulting Institute (電力評價諮詢院) and chief engineer of the Science and Technology Development Service Center (科技開發服務中心) at the China Electricity Council (中國電力企業聯合會) and general manager at CEC (Beijing) Certification Center Co., Ltd. (中電聯(北京)認證中心有限責任公司) from February 2016 to February 2018; served as the secretary-general of China Power Technology Market Association (中國電力技術市場協會) and an executive director of Zhonglian Dianji (Beijing) Technology Development Co., Ltd. (中聯電技(北京)科技發展有限公司) from February 2018 to December 2022. Mr. Yin has been concurrently serving as the deputy chairman of the Power Generation Automation Specialized Committee (發電自動化專委會) of the Chinese Association of Automation (中國自動化學會) since April 2014, the executive vice president of China Electric Power Construction Association (中國電力建設企業協會) since January 2023 and the vice president of the China Association of Engineering Consultants (中國建設監理協會) since December 2023.

Mr. Yin graduated from Beijing Agricultural Engineering University (北京農業工程大學) with a bachelor's degree in engineering, majoring in applied electronic technology in July 1989. Mr. Yin also holds the qualification of professorate senior engineer.

**Mr. LV Chuan (呂川)**, aged 56. Mr. Lv served as an assistant engineer at Nanjing Jinling Shipyard Co., Ltd. (南京金陵船廠有限公司) from August 1991 to August 1994; served as a researcher in the investment banking department of Shenzhen Colored Metals Finance Co., Ltd. (深圳有色金屬財務有限公司) from July 1997 to August 2005; served as assistant to general manager and deputy general manager at Silver Grant International Industries Limited (銀建國際實業有限公司 a company listed on the Hong Kong Stock Exchange with stock code of 00171, currently known as Silver Grant International Holdings Group Limited (銀建國際控股集團有限公司)) from August 2005 to November 2018; served as a director of Shenzhen Zqgame Co., Ltd. (深圳中青寶互動網絡股份有限公司 , a company listed on the Shenzhen Stock Exchange with stock code of 300052) from April 2008 to April 2012; served as a non-executive director of China Ground Source Energy (Hong Kong) Limited (中國地能(香港)有限公司, a company listed on the Hong Kong Stock Exchange with stock code of 08128, currently known as Sino Energy Conservation International Limited (中華節能國際有限公司)) from September 2008 to March 2009; served as a non-executive director of E-Commodities Holdings Limited (易大宗控股有限公司, a company listed on the Hong Kong Stock Exchange with stock code of 01733) from June 2010 to July 2016; served as a director of Ningxia West King Liquor Co., Ltd. from October 2011 to February 2014; and served as an independent director of Shenzhen Hepalink Pharmaceutical Group Co., Ltd. (深圳市海普瑞藥業集團股份有限公司, a company listed on the Shenzhen Stock Exchange with stock code of 002399 and the Hong Kong Stock Exchange with stock code of 09989) from December 2019 to December 2025. Mr. Lv has been serving as the vice president of Xingye Alloy Materials Group Limited (興業合金材料集團有限公司, a company listed on the Hong Kong Stock Exchange with stock code of 00505) since October 2019.

Mr. Lv graduated from Huazhong University of Science and Technology (華中科技大學) and obtained a doctorate degree in management in December 2006. Mr. Lv is qualified as an economist, and possesses both the securities practice qualification (證券從業資格) and futures practice qualification (期貨從業資格).

**Ms. HU Zhiying (胡志穎)**, aged 48, is an independent non-executive Director, the chairman of the audit committee and a member of the legal and compliance management committee under the Board, and has over 20 years of experience in financial management and accounting. Ms. Hu served as a lecturer at the School of Economics and Management of the University of Science and Technology Beijing (北京科技大學) from April 2004 to June 2011; she concurrently served as an independent director and chairman of the audit committee of Sinosteel Tiancheng Environmental Protection Science & Technology Co., Ltd. (中鋼集團天澄環保科技股份有限公司) from July 2004 to October 2009; she was a visiting scholar at the University of Texas at Dallas in the United States from January 2016 to January 2017; served as an independent director of Zhejiang Yingfeng Technology Co., Ltd. (浙江迎豐科技股份有限公司) (a company listed on the Shanghai Stock Exchange with stock code 605055) from January 2017 to July 2017. She has been serving as an associate professor and a postgraduate tutor of the finance and accounting department at the School of Economics and Management at the University of Science and Technology Beijing since June 2011; the deputy chairman of the Financial Management Branch of the Construction Accounting Society of China (中國建設會計學會財務管理分會) since June 2023; an independent non-executive Director of the Company since August 2023; and an independent director of Beijing Beier Bioengineering Co., Ltd. (北京貝爾生物工程股份有限公司) (a company listed on the Beijing Stock Exchange with stock code 874527) since February 2024.

Ms. Hu graduated from Xiamen University (廈門大學) in July 1998, majoring in accounting, and obtained a bachelor's degree. She obtained her master's degree in accounting in July 2001 and obtained her Ph.D degree in accounting in July 2004 from Chinese Academy of Fiscal Sciences (中國財政科學研究院). Ms. Hu was elected as a leader in academic accounting by the Ministry of Finance (財政部學術類會計領軍人才) in 2017. She is a non-practicing member of the Chinese Institute of Certified Public Accountants (中國註冊會計師協會).

| Original Articles of Association | Amended Articles of Association |
|---|---|
| **ARTICLE 95** The Party Committee of the Company shall, in accordance with the Constitution of the Communist Party of China and other party rules, perform its duties.<br><br>……<br><br>(4) To take full responsibility to comprehensively strengthen the Party's discipline, lead the Company's ideological and political work, united front work, spiritual civilization construction as well as corporate culture construction, and work of mass organizations such as the trade union and the Communist Youth League. Play a leading role in building a Party with a clean and honest image, support the Discipline Inspection Committee of the Company in fulfilling its responsibility of supervision in practice. | **ARTICLE 95** The Party Committee of the Company shall, in accordance with the Constitution of the Communist Party of China and other party rules, perform its duties.<br><br>……<br><br>(4) To **fulfill the Company's** ~~take~~ full responsibility to comprehensively strengthen the Party's discipline, lead the Company's ideological and political work, united front work, spiritual civilization construction as well as corporate culture construction, and work of mass organizations such as the trade union and the Communist Youth League. Play a leading role in building a Party with a clean and honest image, support **and supervise** the Discipline Inspection **Institution** ~~Committee~~ of the Company in fulfilling its responsibility of supervision in practice**, strengthen the construction of a clean and honest culture in the new era and incorporate a clean and honest culture into the corporate governance, and promote the responsibilities of the Party governing and administration into the grassroots level**. |
| **ARTICLE 116** The board of directors of the Company has set up an Audit Committee to exercise the duties and powers of the board of supervisors as stipulated in the Company Law. The board of directors may set up other specialized committees such as the Strategic Committee, Remuneration and Nomination Committee and Legal and Compliance Management Committee to advise the board of directors on major decisions.<br><br>…… | **ARTICLE 116** The board of directors of the Company has set up an Audit Committee to exercise the duties and powers of the board of supervisors as stipulated in the Company Law. The board of directors may set up other specialized committees such as the ~~Strategic Committee~~**Strategy and ESG Committee,** Remuneration and Nomination Committee and Legal and Compliance Management Committee to advise the board of directors on major decisions.<br>…… |

| Original Articles of Association | Amended Articles of Association |
|---|---|
| **ARTICLE 136** ……<br><br>In determining the substantial operational and management issues of the Company, the management team of the Company shall first seek opinions from the Party Committee of the Company. | **ARTICLE 136** ……<br><br>In determining the substantial operational and management issues of the Company, the management team of the Company shall first seek opinions from the Party Committee of the Company. **The management team of the Company owes a duty of loyalty and a duty of diligence to the Company and the board of directors, comply with the clean and honest compliance requirements for leaders of state-owned enterprises.** |
| **ARTICLE 143** ……<br><br>with the following duties of loyalty to the Company, directors:<br><br>(1) shall not exploit his position to accept bribes or other illegal income, misappropriate the Company's property;<br><br>……<br><br>(10) shall have other duties of loyalty prescribed by laws, administrative regulations, departmental rules and the Articles of Association.<br><br>…… | **ARTICLE 143** ……<br><br>with the following duties of loyalty to the Company, directors:<br><br>(1) shall not exploit his position to accept bribes or other illegal income, misappropriate the Company's property**,** **provide a guarantee for others with the property of the Company without permission**;<br><br>……<br><br>**(10) shall comply with the clean and honest compliance requirements for leaders of state-owned enterprises and not violate the fiduciary duties;**<br><br>(1**1**~~0~~) shall have other duties of loyalty prescribed by laws, administrative regulations, departmental rules and the Articles of Association.<br><br>…… |

| Original Articles of Association | Amended Articles of Association |
|---|---|
| **ARTICLE 144** Directors and senior management members shall comply with the provisions of laws, administrative regulations, and this Articles of Association, and they shall have a duty of diligence to the Company. In performing their duties, they should exercise the level of reasonable care that is typically expected of managers, always acting in the best interests of the Company, and, with the following duties of diligence to the Company, directors:<br><br>……<br><br>(6) shall provide accurate information and materials to the Audit Committee, and shall not interfere with the performance of duties by the Audit Committee. | **ARTICLE 144** Directors and senior management members shall comply with the provisions of laws, administrative regulations, and this Articles of Association, and they shall have a duty of diligence to the Company. In performing their duties, they should exercise the level of reasonable care that is typically expected of managers, always acting in the best interests of the Company, and, with the following duties of diligence to the Company, directors:<br><br>……<br><br>**(6) shall comply with the clean and honest compliance requirements for leaders of state-owned enterprises and not violate the diligence duties;**<br><br>(7~~6~~) shall provide accurate information and materials to the Audit Committee, and shall not interfere with the performance of duties by the Audit Committee. |

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 SECOND EXTRAORDINARY GENERAL MEETING OF 2026

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the "**EGM**") of Beijing Jingneng Clean Energy Co., Limited (the "**Company**") will be held at 10:00 a.m. on Tuesday, 22 September 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:

## ORDINARY RESOLUTIONS

1. To consider and approve the proposed re-election of Mr. CHEN Dayu as an executive director of the board of directors of the Company (the "**Board of Directors**") in the sixth session;

2. To consider and approve the proposed re-election of Mr. LI Minghui as an executive director of the Board of Directors in the sixth session;

3. To consider and approve the proposed re-election of Mr. ZHANG Wei as an executive director of the Board of Directors in the sixth session;

4. To consider and approve the proposed re-election of Mr. ZHOU Jianyu as a non-executive director of the Board of Directors in the sixth session;

5. To consider and approve the proposed re-election of Mr. GUO Yao as a non-executive director of the Board of Directors in the sixth session;

6. To consider and approve the proposed election of Mr. SHEN Pang as a non-executive director of the Board of Directors in the sixth session;

7. To consider and approve the proposed re-election of Mr. WANG Hongxin as an independent non-executive director of the Board of Directors in the sixth session;

8. To consider and approve the proposed election of Mr. YIN Song as an independent non-executive director of the Board of Directors in the sixth session;

9. To consider and approve the proposed election of Mr. LV Chuan as an independent non-executive director of the Board of Directors in the sixth session; and

10. To consider and approve the proposed re-election of Ms. HU Zhiying as an independent non-executive director of the Board of Directors in the sixth session.

**SPECIAL RESOLUTION**

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

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

Beijing, the PRC
4 September 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:*

Details of the above resolutions are set out in the circular of the Company dated 4 September 2026 (the "**Circular**"). Unless otherwise defined, capitalized terms shall have the same meanings as defined in the Circular.

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

Holders of H Shares of the Company are advised that the share register for H Shares of the Company will be closed from Thursday, 17 September 2026 to Tuesday, 22 September 2026 (both days inclusive). The Shareholders whose names appear on the register of members of the Company on Tuesday, 22 September 2026 are entitled to attend and vote at the EGM.

Holders of H Shares of the Company who wish to attend the EGM but have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates at the H share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Wednesday, 16 September 2026 for registration.

**2. PROXY**

Shareholders entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote in their stand. A proxy needs not be a Shareholder.

The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorized in writing. If the Shareholder 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, the power of attorney authorizing that attorney to sign or other authorization documents must be notarized.

For holders of H Shares of the Company, the proxy form together with the power of attorney or 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 in person or by post not less than 24 hours before the time fixed for holding the EGM (i.e. by no later than 10:00 a.m. on Monday, 21 September 2026) or any adjournment thereof (as the case may be) in order to be valid. Shareholders can still attend and vote at the EGM upon completion and return of the proxy form.

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

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

Telephone: (86 10) 8740 7188

**4. PROCEDURES FOR VOTING AT THE EGM**

Any vote of Shareholders at the EGM must be taken by poll.

**5. OTHER BUSINESS**

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

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