

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.

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Beijing Jingneng Clean Energy Co., Limited

北京京能清潔能源電力股份有限公司

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

(Stock Code: 00579)

**PROPOSED APPOINTMENT OF INTERNATIONAL AUDITOR FOR THE YEAR 2025
AND
NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2025**

A letter from the Board is set out on pages 2 to 4 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, 26 August 2025 at 9:00 a.m. is set out on pages 5 to 6 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.jnec.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 9:00 a.m. on Monday, 25 August 2025) 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.

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DEFINITIONS

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

“Audit Committee”	the audit committee of the Board
“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 2025 of the Company to be held at 9:00 a.m. on Tuesday, 26 August 2025 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
“Shareholder(s)”	the holder(s) of the share(s) of the Company



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北京京能清潔能源電力股份有限公司

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Executive Directors

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

Non-executive Directors

Mr. ZHOU Jianyu
Mr. SONG Zhiyong
Ms. ZHANG Yi

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

40th Floor, Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai, Hong Kong

6 August 2025

To the Shareholders

Dear Sir/Madam,

PROPOSED APPOINTMENT OF INTERNATIONAL AUDITOR FOR THE YEAR 2025
AND
NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2025

INTRODUCTION

Reference is made to the announcements of the Company dated 16 June 2025 and 1 August 2025, in relation to, among others, the proposed appointment of international auditor of the Company for the year 2025. The purpose of this circular is to (a) provide the Shareholders with details regarding the proposed appointment of the international auditor of the Company for the year 2025 to enable the Shareholders to make an informed decision on whether to vote for or against the resolution proposed at the EGM; and (b) provide the Shareholders with the notice of the EGM.

LETTER FROM THE BOARD

PROPOSED APPOINTMENT OF INTERNATIONAL AUDITOR FOR THE YEAR 2025

Reference is made to the announcements of the Company dated 16 June 2025 and 1 August 2025. The term of office of Deloitte Touche Tohmatsu (“**Deloitte**”) as the international auditor of the Company has expired immediately following the conclusion of the annual general meeting held by the Company on 18 June 2025. Deloitte has confirmed that there are no matters in respect of its retirement that need to be brought to the attention of the Shareholders. The Board and the Audit Committee also confirmed that there were no disagreements between Deloitte and the Company and there were no matters in respect of the change of international auditor of the Company that need to be brought to the attention of the Shareholders.

The Company has completed the relevant tendering procedures for international auditor of the Company in accordance with the provisions of the Tendering and Bidding Law of the PRC (《中華人民共和國招標投標法》), the Tender and Procurement Management Measures (《招標採購管理辦法》) and the Head Office Procurement Management Measures (《本部採購管理辦法》) of the Company and other applicable laws and regulations of the PRC and tender documents, KPMG (“**KPMG**”) was confirmed as the successful bidder. The Audit Committee has considered a number of factors in assessing the proposed appointment of KPMG including but not limited to (i) its experience in handling audit work for companies listed on the Hong Kong Stock Exchange; (ii) its resources, technical competence and industry knowledge; (iii) its independence and objectivity; (iv) the background and capability of its team; (v) its fee quote and audit proposal; and (vi) the guidelines issued by the Accounting and Financial Reporting Council. Based on the above, the Audit Committee has assessed and considered KPMG independent, competent and capable to act as the international auditor of the Company.

According to the tender results and with the recommendation from the Audit Committee, the Board resolved to propose the appointment of KPMG as the international auditor of the Company for the year 2025, to hold office until the conclusion of the next annual general meeting of the Company.

An ordinary resolution will be proposed at the EGM to consider and, if thought fit, approve the proposed appointment of KPMG as the international auditor of the Company for the year 2025, to hold office from the conclusion of the EGM until the conclusion of the next annual general meeting of the Company and its audit fee is approximately RMB3.18 million.

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, 26 August 2025 at 9:00 a.m. is set out on pages 5 to 6 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>).

LETTER FROM THE BOARD

Holders of H Shares whose names appear on the register of members of the Company on the close of business on Wednesday, 20 August 2025 are entitled to attend the EGM and vote at the EGM. The share register for H Shares will be closed from Thursday, 21 August 2025 to Tuesday, 26 August 2025 (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.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, the resolution to be proposed at the EGM will be voted by poll. No Shareholder is required to abstain from voting in respect of the resolution to be proposed at the EGM. The voting results will be published on the websites of the Hong Kong Stock Exchange (<https://www.hkexnews.hk>) and the Company (<https://www.jncec.com>) in accordance with Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Directors (including the independent non-executive Directors) are of the view that the proposed appointment of KPMG as the international auditor of the Company is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the EGM.

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



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

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NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2025

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Beijing Jingneng Clean Energy Co., Limited (the “**Company**”) will be held at 9:00 a.m. on Tuesday, 26 August 2025 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 resolution:

ORDINARY RESOLUTION

1. To consider and approve the proposed appointment of KPMG as the international 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 RMB3.18 million.

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

Beijing, the PRC
6 August 2025

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. Song Zhiyong and Ms. Zhang Yi; the independent non-executive Directors are Ms. Zhao Jie, Mr. Wang Hongxin, Mr. Qin Haiyan and Ms. Hu Zhiying.

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2025

Notes:

Details of the ordinary resolution are set out in the circular of the Company dated 6 August 2025 (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 are advised that the share register for H Shares will be closed from Thursday, 21 August 2025 to Tuesday, 26 August 2025 (both days inclusive). The Shareholders whose names appear on the register of members of the Company on the close of business on Wednesday, 20 August 2025 are entitled to attend and vote at the EGM.

Holders of H Shares 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, 20 August 2025 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 stead. A proxy need 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, 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 9:00 a.m. on Monday, 25 August 2025) 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.