

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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北京京能清洁能源电力股份有限公司

PROPOSED APPOINTMENT OF
Beijing Jingneng Clean Energy Co., Ltd.

NON-EXECUTIVE DIRECTOR

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

(Stock Code: 00379)

AND
NOTICE OF THE

FIRST EXTRAORDINARY GENERAL MEETING OF 2026

A letter from the Board of Directors 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, 28 April 2026 at 9:30 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>). 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 9:30 a.m. on Monday, 27 April 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.

8 April 2026



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DEFINITIONS

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

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|---------------------------------|--|
| “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 first extraordinary general meeting of 2026 of the Company to be held at 9:30 a.m. on Tuesday, 28 April 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 |
| “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 |

LETTER FROM THE BOARD

PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 26 March 2026, in relation to the proposed appointment of Ms. Wang as a non-executive Director.

The Board resolved to nominate Ms. Wang as a non-executive Director, subject to the approval by the Shareholders at the EGM. The term of Ms. Wang's appointment as a non-executive Director shall commence upon the approval by the Shareholders at the EGM and shall end on the expiry of the term of the fifth session of the Board. Ms. Wang has also been appointed as a member of the remuneration and nomination committee of the Board which will take effect upon the approval of her appointment as a non-executive Director by the Shareholders.

The biographical details of Ms. Wang are set out as below.

Ms. Wang Jing, aged 42, has been serving as an executive director and deputy general manager (in charge of operations) of China Re Asset Management (Hong Kong) Co., Ltd. (中再資產管理(香港)有限公司) since January 2026. Ms. Wang consecutively served as a cadre and chief staff member at the Hainan Regulatory Bureau (海南監管局) of the China Banking Regulatory Commission (中國銀行業監督管理委員會) from July 2006 to February 2010; a staff member and business manager in the investment banking department, a business manager in the risk and internal control management division, a business manager in the debt asset investment division of the asset management department (investment banking department), and a business manager in the asset management business center of China Construction Bank Corporation (中國建設銀行股份有限公司) (a company listed on the Hong Kong Stock Exchange with stock code: 00939 and listed on the Shanghai Stock Exchange with stock code: 601939) from February 2010 to December 2016; a deputy general manager and general manager of the investment management department of CCB Property & Casualty Insurance Co., Ltd. (建信財產保險有限公司) from December 2016 to September 2022; deputy general manager and general manager of the asset management department of China Property And Casualty Reinsurance Company Limited (中國財產再保險有限責任公司) from October 2022 to December 2025.

Ms. Wang graduated from the School of Foreign Languages at Peking University in July 2006 with a bachelor's degree in English. She graduated from the School of Economics at Renmin University of China in June 2012 with a master's degree in National Economics. In July 2019, she graduated from the PBC School of Finance at Tsinghua University with a Ph.D. in Applied Economics. Ms. Wang holds the qualification of senior economist.

Save as disclosed above, Ms. Wang (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 Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Save as disclosed above, there is no other information relating to the proposed appointment of Ms. Wang that shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any matter which needs to be brought to the attention of the Shareholders.

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, 28 April 2026 at 9:30 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>).

Holders of H Shares whose names appear on the register of members of the Company on Tuesday, 28 April 2026 are entitled to attend the EGM and vote at the EGM. The share register for H Shares will be closed from Thursday, 23 April 2026 to Tuesday, 28 April 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

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2026

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, 23 April 2026 to Tuesday, 28 April 2026 (both days inclusive). The Shareholders whose names appear on the register of members of the Company on Tuesday, 28 April 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, 22 April 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 stead. 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 9:30 a.m. on Monday, 27 April 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.