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Beijing Jingneng Clean Energy Co., Limited

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NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the "**AGM**") of Beijing Jingneng Clean Energy Co., Limited (the "**Company**") will be held at 10:00 a.m. on Wednesday, 26 June 2024 at Harbour Room, 5/F, Island Shangri-La Hotel, Pacific Place, Supreme Court Road, Central, Hong Kong for the purposes of considering and, if thought fit, passing the following resolutions:

AS ORDINARY RESOLUTIONS

1. To consider and approve the work report of the board of directors of the Company (the "**Board**") for the year ended 31 December 2023.

2. To consider and approve the work report of the board of supervisors of the Company for the year ended 31 December 2023.

3. To consider and approve the report of the Company's auditor and the audited financial statements of the Company prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2023.

4. To consider and approve the profit distribution proposal and the plan for distribution of final dividends of the Company for the year ended 31 December 2023.

5. To consider and approve the annual report of the Company for the year ended 31 December 2023.

6. To consider and approve the investment business plan of the Company for the year 2024.

7. To consider and approve the budget report of the Company for the year 2024.

8. To consider and approve the re-appointment of Deloitte Touche Tohmatsu as the international auditor of the Company for the year 2024 to hold office until the conclusion of the next annual general meeting of the Company and its audit fees of approximately RMB3.39 million.

9. 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 2024 to hold office until the conclusion of the next annual general meeting of the Company and its audit fees of approximately RMB2.58 million.

10. To consider and approve the amendments to Rules of Procedure for General Meetings of the Company.

11. To consider and approve the amendments to Rules of Procedure for the Board of Directors of the Company.

12. To consider and approve the amendments to Rules of Procedure for the Board of Supervisors of the Company.

AS SPECIAL RESOLUTIONS

1. To consider and approve the following:

"THAT:

(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 extend 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 power after the end of the Relevant Period;

(b) the aggregate amount of shares 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 percent of the aggregate number of Shares in issue 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 "**PRC**") (as amended from time to time) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing 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 general meeting; and

(2) subject to the Board resolving to issue shares pursuant to sub-paragraph (1) of this resolution, the Board be authorised 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 increased capital with the relevant authorities in the PRC, Hong Kong and/or any other places and jurisdictions (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 [illegible] and repurchase of shares of the Company.

3. To consider and approve the following:

"THAT:

generally and unconditionally authorise the Board (or directors delegated by the Board) within the amount approved and in light of the demand of business operation and capital expenditures as well as the market conditions, to determine the specific provisions related m tter re g ing the nce f

3. **CLOSURE OF REGISTER FOR H SHARES, ELIGIBILITY FOR THE ENTITLEMENT TO THE PROPOSED FINAL DIVIDENDS (SUBJECT TO THE APPROVAL BY THE SHAREHOLDERS AT THE AGM)**

er f h re re v th t the h re regi ter f r h re will be cl fr m We ne 3 J l 2024 t 8 J l 2024 (b th incl ive). n er t q lif f r the r fin l ivi en (bject t the r v l b the h reh er t the G) h er f the h re wh e tr n fer h ve n t been regi tere h ll e ll tr n fer c ment t gether with the relev nt h re certific te t the m n h re regi tr r ng K ng m ter h re ng K ng nve t r ervice imite t h 1712-1716 17th r e well entre 183 ee n R t W nch ng K ng n t l ter th n 4:30 .m. n T e 2 J l 2024 f r regi tr ti n. The fin l ivi en will be t fer

8. OTHER BUSINESS

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.