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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action you should take, 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 Energy International Holding Co., Ltd.**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**北京能源國際控股有限公司**

**Beijing Energy International Holding Co., Ltd.**

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 686)**

**PROPOSALS FOR GENERAL MANDATES TO REPURCHASE SHARES  
AND ISSUE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
RE-APPOINTMENT OF AUDITORS,  
DISTRIBUTION OF FINAL DIVIDEND,  
ADOPTION OF THE NEW BYE-LAWS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an AGM to be held at Unit 1012, 10/F., West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Thursday, 18 June 2026 at 11:00 a.m. is set out on pages 34 to 38 of this circular. A form of proxy for the AGM is enclosed. Whether or not you are able to attend the AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so wish.

26 May 2026

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the meanings stated below:*

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be convened at Unit 1012, 10/F., West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Thursday, 18 June 2026 at 11:00 a.m. or any adjournment thereof, and the notice of which is set out in this circular
“BEH”	Beijing Energy Holding Co., Ltd.* (北京能源集團有限責任公司), a controlling Shareholder holding 717,694,349 Shares, representing approximately 32.14% of the issued share capital of the Company as at the Latest Practicable Date
“Board”	the board of Directors
“Bye-laws”	the amended and restated bye-laws of the Company currently in force
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Companies Act”	the Companies Act 1981 of Bermuda, as amended from time to time
“Company”	Beijing Energy International Holding Co., Ltd., a company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange (stock code: 686)
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

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## DEFINITIONS

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“Issue Mandate”	the unconditional general mandate to be granted to the Directors to exercise the powers of the Company to allot, issue and deal with an aggregate number of Shares (including any sale or transfer of Treasury Shares) not exceeding the total of (a) 20% of the aggregate number of Shares in issue (excluding Treasury Shares) as at the date of passing of the resolution approving the Issue Mandate, plus (b) (if the Directors are so authorised by a separate resolution of the Shareholders) the aggregate number of Shares repurchased by the Company subsequent to passing of the resolution approving the Repurchase Mandate (up to a maximum number equivalent to 10% of the aggregate number of Shares in issue (excluding Treasury Shares) at the date of passing of the resolution approving the Repurchase Mandate)
“Latest Practicable Date”	20 May 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“New Bye-laws”	the second amended and restated bye-laws of the Company incorporating and consolidating all the Proposed Amendments, which is proposed to be adopted by the Company at the AGM
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China, which for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Proposed Amendments”	the proposed amendments to the Bye-laws as set out in Appendix III to this circular
“Repurchase Mandate”	the unconditional general mandate to be granted to the Directors to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the aggregate number of Shares in issue (excluding Treasury Shares) as at the date of passing of the resolution approving such general mandate
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

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## DEFINITIONS

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“Share(s)”	ordinary share(s) of HK\$1.0 each in the share capital of the Company
“Shareholder(s)”	holder(s) of issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission, as amended, supplemented or otherwise modified from time to time
“Treasury Share(s)”	has the meaning ascribed to it under the Listing Rules as amended from time to time
“%”	per cent

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LETTER FROM THE BOARD

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# 北京能源國際控股有限公司

Beijing Energy International Holding Co., Ltd.

(Incorporated in Bermuda with limited liability)

(Stock code: 686)

*Executive Director:*

Mr. Zhang Ping (*Chief Executive Officer*)

*Non-executive Directors:*

Mr. Li Yuhai (*Chairman*)

Mr. Lu Zhenwei

Mr. Liu Guoxi

Mr. Li Hao

Mr. Huang Jiao

Mr. Wang Cheng

Ms. Xie Yi

*Independent Non-executive Directors:*

Ms. Jin Xinbin

Mr. Zhu Jianbiao

Mr. Zeng Ming

Mr. Liu Jingwei

*Registered Office:*

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

*Principal Place of Business*

*in Hong Kong:*

Unit 1012, 10/F.

West Tower, Shun Tak Centre

168-200 Connaught Road Central

Hong Kong

26 May 2026

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO REPURCHASE SHARES  
AND ISSUE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
RE-APPOINTMENT OF AUDITORS,  
DISTRIBUTION OF FINAL DIVIDEND,  
ADOPTION OF THE NEW BYE-LAWS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with the information regarding the resolutions to be proposed at the AGM, among other things, (i) the ordinary resolutions to distribute a final dividend, grant to the Directors the general mandates to repurchase and issue Shares, re-elect the retiring Directors, re-appoint the retiring auditor, and (ii) the special resolution to adopt the New Bye-laws.

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## LETTER FROM THE BOARD

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### 2. GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed to grant the Repurchase Mandate to the Directors to enable them to repurchase issued and fully paid Shares subject to the criteria set out in this circular. The Shareholders should note that the maximum number of Shares that may be repurchased will be up to 10% of the aggregate number of Shares in issue (excluding Treasury Shares) as at the date of passing of the resolution of the Repurchase Mandate.

The Repurchase Mandate will remain in effect until whichever is the earliest of (i) the conclusion of the next annual general meeting; (ii) the date by which the next annual general meeting is required to be held by the Bye-laws or any applicable laws of Bermuda; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

As at the Latest Practicable Date, 2,198,864,443 Shares were in issue (excluding Treasury Shares). On the basis of such figure and on the basis that no further Shares are issued or repurchased on or before the date of the AGM, the maximum number of Shares that may be repurchased on the Stock Exchange as a result of the Repurchase Mandate being exercised in full could be up to 219,886,444 Shares.

In accordance with the requirements of the Listing Rules, an explanatory statement of the Repurchase Mandate is set out in Appendix I to this circular to provide you with the requisite information reasonably necessary to enable you to make an informed decision on the proposed resolution.

### 3. GENERAL MANDATE TO ISSUE SHARES

At the AGM, an ordinary resolution will be proposed to grant the Issue Mandate to the Directors to allot, issue and deal with Shares (including any sale or transfer of Treasury Shares) not exceeding 20% of the total number of Shares in issue (excluding Treasury Shares) as at the date of the resolution approving the Issue Mandate, and to extend the Issue Mandate by adding (if the Directors are so authorised by a separate resolution of the Shareholders) the aggregate number of Shares repurchased by the Company subsequent to passing of the resolution of the Repurchase Mandate (up to a maximum number equivalent to 10% of the aggregate number of Shares in issue (excluding Treasury Shares) as at the date of passing of the resolution of the Repurchase Mandate) to the Issue Mandate, and the aforesaid approval shall be limited accordingly.

The Issue Mandate will remain in effect until whichever is the earliest of (i) the conclusion of the next annual general meeting; (ii) the date by which the next annual general meeting is required to be held by the Bye-laws or any applicable laws of Bermuda; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

As at the Latest Practicable Date, the Company had issued 2,198,864,443 Shares (excluding Treasury Shares). Subject to passing of the resolution approving the Issue Mandate and on the basis that no further Shares are issued or repurchased on or before the date of the AGM, the Company will be allowed to issue a maximum of 439,772,888 Shares upon exercise of the Issue Mandate in full.

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## LETTER FROM THE BOARD

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### 4. RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the executive Director is Mr. Zhang Ping; the non-executive Directors are Mr. Li Yuhai, Mr. Lu Zhenwei, Mr. Liu Guoxi, Mr. Li Hao, Mr. Huang Jiao, Mr. Wang Cheng and Ms. Xie Yi; and independent non-executive Directors are Ms. Jin Xinbin, Mr. Zhu Jianbiao, Mr. Zeng Ming and Mr. Liu Jingwei.

Bye-law 84(1) of the Bye-laws provides that at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. Accordingly, Mr. Zhang Ping, Mr. Lu Zhenwei and Mr. Liu Guoxi shall retire from office by rotation and being eligible, have offered themselves for re-election at the AGM.

Bye-law 83(2) of the Bye-laws provides that the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, subject to authorisation by the Shareholders in general meeting, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Shareholders in general meeting. Any Director so appointed shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election. Accordingly, subsequent to the appointment of Mr. Li Yuhai and Ms. Xie Yi as non-executive Directors and Mr. Liu Jingwei as an independent non-executive Director, they shall retire and, being eligible, offer themselves for re-election at the AGM.

The Nomination Committee, having reviewed the composition of the Board and the background, skills, knowledge and experience of the proposed Directors, has nominated Mr. Zhang Ping, Mr. Li Yuhai, Mr. Lu Zhenwei, Mr. Liu Guoxi, Ms. Xie Yi and Mr. Liu Jingwei to the Board for it to recommend to the Shareholders for re-election at the AGM. The nominations were made having regard to the nomination policy of the Company and taken into account objective criteria, including but not limited to gender, age, cultural and educational background, experience (professional or otherwise), skills and knowledge, in accordance with the board diversity policy of the Company. The Nomination Committee had also taken into account the respective contributions of each of the retiring Directors to the Board and their commitment to their roles and positions. In addition, the Nomination Committee had reviewed the confirmation of independence provided by Mr. Liu Jingwei, and was satisfied that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

The Board accepted the Nomination Committee's nomination and recommended Mr. Zhang Ping, Mr. Li Yuhai, Mr. Lu Zhenwei, Mr. Liu Guoxi, Ms. Xie Yi and Mr. Liu Jingwei for re-election by the Shareholders at the AGM. Each of the retired Directors had abstained from the discussion and voting at the Board meeting regarding their nominations respectively. In view of the above, the Board considers that Mr. Liu Jingwei continues to be independent and the re-election of Mr. Zhang Ping, Mr. Li Yuhai, Mr. Lu Zhenwei, Mr. Liu Guoxi, Ms. Xie Yi and Mr. Liu Jingwei is in the interests of the Company and the Shareholders as a whole.

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## LETTER FROM THE BOARD

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The biographical details of the Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### 5. RE-APPOINTMENT OF AUDITORS

Grant Thornton Hong Kong Limited will retire as the independent auditors of the Company at the Annual General Meeting and, being eligible, offer themselves for re-appointment as the independent auditors of the Company.

The estimated audit fee for the audit services to be provided by Grant Thornton Hong Kong Limited in respect of the financial year ending 31 December 2026 is expected to be within the range of RMB6.5 million to RMB7.5 million. Such estimated audit fee was agreed after arm's length discussions between the Company and Grant Thornton Hong Kong Limited with reference to, among other things, (i) the expected audit scope for the financial year ending 31 December 2026; (ii) the expected audit timetable; (iii) the staffing plan, level of senior involvement and resources expected to be deployed for the audit engagement; (iv) the scale, structure and complexity of the Group's operations and financial reporting; and (v) the audit fee for the financial year ended 31 December 2025.

### 6. DISTRIBUTION OF FINAL DIVIDEND

As disclosed in the annual results announcement of the Company dated 30 March 2026, the Board has recommended the payment of a final dividend of HK8.00 cents (equivalent to approximately RMB7.23 cents) per Share for the year ended 31 December 2025 to be paid out of the contributed surplus account of the Company. Subject to approval by the Shareholders at the AGM, the final dividend is expected to be paid on Friday, 17 July 2026 to shareholders whose names appear on the register of members of the Company on Monday, 29 June 2026.

For the purpose of determining the entitlement to the proposed final dividend for the year ended 31 December 2025 (subject to approval by the Shareholders at the AGM), the register of members of the Company will be closed from Thursday, 25 June 2026 to Monday, 29 June 2026 (both days inclusive), during which period no transfer of Shares will be registered. In order to be eligible for the above proposed final dividend, all transfers of Shares accompanied by the relevant share certificates must be lodged at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 24 June 2026.

### 7. PROPOSED ADOPTION OF THE NEW BYE-LAWS

Reference is made to the announcement of the Company dated 30 March 2026 in relation to the proposed adoption of the New Bye-laws. The Board proposes to amend the Bye-laws and to adopt the New Bye-laws in substitution for, and to the exclusion of, the Bye-laws, in order to, among others, (a) bring the Bye-laws in line with the regulatory requirements in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers as stipulated in the Listing Rules; and (b) make other consequential and housekeeping amendments.

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## LETTER FROM THE BOARD

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Details of the Proposed Amendments are set out in Appendix III to this circular. Shareholders are advised that the Chinese translation of the New Bye-laws is for reference purpose only. In case of any discrepancy or inconsistency between the English version and the Chinese version, the English version shall prevail.

The Proposed Amendments and the proposed adoption of the New Bye-laws are subject to the approval of the Shareholders by way of a special resolution at the AGM. The legal advisers of the Company as to Hong Kong laws has confirmed that the Proposed Amendments comply with the requirements of the Listing Rules and the legal advisers of the Company as to Bermuda laws has confirmed that the Proposed Amendments do not violate the laws of Bermuda. In addition, the Company confirms that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

### **8. ANNUAL GENERAL MEETING**

A notice convening the AGM is set out on pages 34 to 38 of this circular, at which resolutions will be proposed for the Shareholders to consider and, if thought fit, to approve, among others, the granting of the general mandates to repurchase and issue Shares, the re-election of the retiring Directors, the re-appointment of the retiring auditor, the distribution of a final dividend and the adoption of the New Bye-laws.

For the purpose of determining the entitlement for attending and voting at the AGM, the register of members of the Company will be closed from Monday, 15 June 2026 to Thursday, 18 June 2026 (both days inclusive), during which period no transfer of Shares will be registered. In order to be qualified for attending and voting at the AGM, all transfers of Shares accompanied by the relevant share certificates must be lodged at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 12 June 2026. The shareholders whose name appear on the register of members of the Company on Thursday, 18 June 2026 are entitled to attend and vote at the AGM.

A form of proxy for use at the AGM is enclosed to this circular and such form of proxy is also published on websites of the HKEXnews (<http://www.hkexnews.hk>) and the Company (<http://www.bjei.com>). In order to be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so wish.

### **9. VOTING BY WAY OF POLL**

According to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all the resolutions put to the vote at the AGM will be taken by way of poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

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## LETTER FROM THE BOARD

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### 10. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### 11. RECOMMENDATION

The Directors consider that all resolutions proposed for consideration and approval by the Shareholders, including (i) the ordinary resolutions to distribute a final dividend, grant to the Directors the general mandates to repurchase and issue Shares, re-elect the retiring Directors, re-appoint the retiring auditor; and (ii) the special resolution to adopt the New Bye-laws are in the best interests of the Company and its Shareholders as a whole and so recommend the Shareholders to vote in favour of all resolutions at the AGM.

For and on behalf of  
**Beijing Energy International Holding Co., Ltd.**  
**Li Yuhai**  
*Chairman of the Board*

*The following is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the AGM granting the Repurchase Mandate.*

### **1. EXERCISE OF THE REPURCHASE MANDATE**

As at the Latest Practicable Date, 2,198,864,443 Shares were in issue (excluding Treasury Shares). On the basis of such figure, exercise in full of the Repurchase Mandate could accordingly result in up to 219,886,444 Shares being repurchased by the Company during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Bye-laws or any applicable laws of Bermuda; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

### **2. REASONS FOR REPURCHASES**

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate will provide the Company with the flexibility to make such repurchases when appropriate and beneficial to the Company. Such repurchases may, depending on market conditions and funding arrangements at the time, enhance the net assets value per Share and/or earnings per Share and will only be made when the Board believes that such repurchases will benefit the Company and its Shareholders as a whole.

### **3. FUNDING OF REPURCHASES**

The Company is empowered by its Bye-laws to repurchase its Shares. Bermuda law provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the profits that would otherwise be available for distribution by way of dividend or the proceeds of a new issue of shares made for such purpose. The amount of premium payable on repurchase may only be paid out of the fund of the Company that would otherwise be legally available for dividend or distribution or out of the share premium accounts of the Company for such purpose under the laws of Bermuda.

### **4. IMPACT ON WORKING CAPITAL OR GEARING LEVEL**

As compared with the financial position of the Company as at 31 December 2025 (being the date of its latest audited consolidated financial statements), the Directors consider that there would be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases under the Repurchase Mandate were to be carried out in full during the proposed repurchase period. No repurchase would be made in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

The Company may cancel such repurchased Shares or hold them as Treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

#### **5. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS**

None of the Directors nor, to the best of the knowledge and belief of the Directors having made all reasonable enquiries, any of the close associates (as defined in the Listing Rules) of any of the Directors has any present intention, in the event that the proposal is approved by the Shareholders, to sell Shares to the Company. No core connected person (as defined in the Listing Rules) of the Company has notified the Company that such person has a present intention to sell Shares to the Company nor has such person undertaken not to sell any Shares held to the Company in the event that the Company is authorised to make repurchases of Shares.

#### **6. UNDERTAKING OF THE DIRECTORS**

The Directors undertake that, so far as the same may be applicable, they will exercise the Repurchase Mandate pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of the Bermuda and confirm that neither this explanatory statement nor the Repurchase Mandate has any unusual features.

#### **7. EFFECT OF TAKEOVERS CODE**

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Beijing Energy Investment Holding (Hong Kong) Co., Limited held approximately 32.64% of the total number of issued Shares (excluding Treasury Shares). In the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the resolution and assuming that there is no change in the shareholdings since the Latest Practicable Date, the shareholding of Beijing Energy Investment Holding (Hong Kong) Co., Limited in the Company would be increased to approximately 36.27% of the total number of the issue Shares (excluding Treasury Shares) and such increase would give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. However, the Directors have no present intention to exercise the Repurchase Mandate to an extent such that the general offer obligation would be triggered.

Save as aforesaid, the Board is not aware of any consequences which would arise under the Takeovers Code as a result of an exercise of the Repurchase Mandate.

In addition, the Company may not repurchase Shares on the Stock Exchange if that repurchase would result in the number of Shares which are in the hands of the public falling below 25% of the Company's issued share capital.

#### **8. SHARE REPURCHASE MADE BY THE COMPANY**

During the six months preceding the Latest Practicable Date, no Shares have been repurchased by the Company whether on the Stock Exchange or otherwise.

#### **9. SHARE PRICES**

During each of the twelve months before the Latest Practicable Date, the highest and lowest traded prices for Shares on the Stock Exchange were as follows:

<b>Months</b>	<b>Price per Share</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2025</b>		
May	1.36	1.00
June	1.30	1.08
July	1.51	1.10
August	1.57	1.26
September	1.45	1.25
October	1.33	1.10
November	1.25	1.11
December	1.20	1.09
<b>2026</b>		
January	1.36	1.11
February	1.27	1.15
March	1.29	1.06
April	1.10	1.05
May (up to Latest Practicable Date)	1.09	1.00

*The following information is given to all Shareholders relating to the biographical details each of the retiring Directors eligible for re-election to be proposed at the AGM.*

### EXECUTIVE DIRECTOR

**Mr. Zhang Ping**, aged 58, was appointed as an Executive Director of the Company on 21 February 2020 and was appointed as the Chief Executive Officer of the Company on 19 December 2025. He is also the chairman of each of the risk control committee and the sustainability committee of the Company and is a member of each of the remuneration committee and nomination committee of the Company. He served as the Chairman of the Board of the Company from 21 February 2020 to 19 December 2025. Mr. Zhang served as the assistant to the general manager, the secretary to the board of directors and group office director of BEH, which is a controlling shareholder of the Company; the deputy director of the party-masses work department, the director of the general manager work department, the assistant to the general manager, the secretary of the discipline inspection committee and the chairman of the labour union of Inner Mongolia Daihai Electric Power Generation Co., Ltd.\* (內蒙古岱海發電有限責任公司); the manager of the comprehensive management department and the vice president of Beijing Jingneng International Power Co., Ltd.\* (北京京能國際能源股份有限公司); the secretary of the party committee and the general manager of Inner Mongolia Daihai Electric Power Generation Co., Ltd.\* (內蒙古岱海發電有限責任公司); the general manager of Beijing Jingneng Thermal Power Co., Ltd.\* (北京京能熱電股份有限公司); the deputy chairman of board of directors, the secretary of the party general branch and the general manager of Beijing Jingneng Power Co., Ltd.\* (北京京能電力股份有限公司), the shares of which are listed on the Shanghai Stock Exchange (stock code: 600578); the executive director and the general manager of Beijing Jingneng Coal-fired Power Asset Management Co., Ltd.\* (北京京能煤電資產管理有限責任公司); the chairman of board of directors and general manager of Beijing Jingneng International Power Co., Ltd.\* (北京京能國際能源股份有限公司); and the non-executive director of Datang International Power Generation Co., Ltd., the shares of which are listed on the main board of the Stock Exchange (stock code: 991) and the Shanghai Stock Exchange (stock code: 601991). Mr. Zhang has over 30 years of extensive experience in business management and the energy industry. Mr. Zhang obtained a master's degree in business administration from Fudan University and a doctorate degree in management from North China Electric Power University.

The Company and Mr. Zhang have entered into a service contract for an initial term of three years commencing from 21 February 2020, which may be renewed upon expiration if agreed by the parties. The service contract may be terminated by either party by giving one month's notice in writing or payment in lieu of notice. Mr. Zhang is not entitled to any director's fee for his service as an Executive Director, but he is entitled to a basic salary of RMB600,000 and performance pay advance of RMB180,000 per annum plus discretionary bonus and allowance for his service as the Chief Executive Officer of the Company, which was determined with reference to his performance, duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market level of remuneration of similar position, and subject to review at the discretion of the Board at the end of each financial year.

As at the Latest Practicable Date, Mr. Zhang is interested in 1,736,000 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Zhang confirmed that he (i) does not hold other position with the Company or its subsidiaries nor have any relationship with any Director, senior management, substantial Shareholder or controlling shareholder of the Company; (ii) does not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) does not have other discloseable major appointments or professional qualifications.

#### NON-EXECUTIVE DIRECTORS

**Mr. Li Yuhai**, aged 53, was appointed as the Chairman of the Board and a Non-executive Director of the Company on 19 December 2025. He also currently serves as the deputy secretary of the party committee, the director and the general manager of BEH, which is a controlling shareholder of the Company. From 2023 to 2025, Mr. Li served as the party secretary of the party committee and held the position of the commander (bureau-level) of the Qinghai Yushu command department. He also served as the deputy secretary of the committee of the Yushu Tibetan Autonomous Prefecture and the vice governor of the Prefecture Government. From 2003 to 2023, Mr. Li served as a member of the standing committee and the party committee, and the deputy general manager of BEH, and successively held various positions across BEH's subsidiaries, including the chairman of the board of directors, the chairman of the strategic committee and the member of each of the strategic committee and the remuneration and assessment committee of BEH-PROPERTY Co., LTD, the shares of which are listed on the Shanghai Stock Exchange (stock code: 600791); the deputy general manager of Beijing Energy Investment (Group) Co., Ltd.\* (北京能源投資(集團)有限公司); the secretary of the party committee and the deputy general manager of Tianjie Yuntai (Beijing) Investment Co., Ltd.\* (天階雲台(北京)投資有限公司); the general manager of Beijing Leduo Port Development Co., Ltd.\* (北京樂多港發展有限公司); the deputy general manager of CBD International Building Management Branch\* (CBD 國際大廈管理分公司); the deputy general manager of Guodian Power Dalian Zhuanghe Power Generation Co., Ltd.\* (國電電力大連莊河發電有限責任公司); and the general manager assistant, the manager of the general manager working department, the director of the party committee working department and the secretary of the first party branch of Shanxi Zhangshan Power Generation Co., Ltd.\* (山西漳山發電有限責任公司). Mr. Li has extensive experience in corporate management, government work and engineering practice. Mr. Li graduated from Tianjin University with a major in computer science and technology and obtained a master's degree in engineering from Wuhan University.

The Company and Mr. Li have entered into a service contract for an initial term of three years commencing from 19 December 2025, which may be renewed upon expiration if agreed by the parties. The service contract may be terminated by one month's notice in writing or payment in lieu of notice. Mr. Li is not entitled to any director's fee from the Company for his service as a Non-executive Director, which was determined with reference to the recommendation from the remuneration committee of the Company, having taken into account Mr. Li's duties and responsibilities with the Company and prevailing market conditions, and subject to review at the discretion of the Board at the end of each financial year.

As at the Latest Practicable Date, Mr. Li is not interested or deemed to be interested in any shares, underlying shares or debentures of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Li confirmed that he (i) does not hold other position with the Company or its subsidiaries nor have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company; (ii) does not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) does not have other discloseable major appointments or professional qualifications.

**Mr. Lu Zhenwei**, aged 55, was re-designated as a Non-executive Director on 19 December 2025 and is currently a member of the risk control committee of the Company. Mr. Lu is also a director and the chairman of the board of directors of each of China Merchants New Energy Group Limited\* (招商新能源集團有限公司) and China Merchants Technology Holdings Company Limited\* (招商局科技集團有限公司), the general manager of China Merchants Innovation Investment Management Limited\* (招商局創新投資管理有限責任公司), the general manager of Shenzhen China Merchants Yinke Investment Management Ltd.\* (深圳市招商局銀科投資管理有限公司), and the director of New Energy Exchange Limited\* (新能源交易所有限公司). Mr. Lu previously served as an Executive Director of the Company from 10 June 2013 to 19 December 2025 and a director of Beijing Huahuan Electronics Co., Ltd.\* (北京華環電子股份有限公司) and China KZ High Technology Co., Ltd.\* (中國科招高技術有限公司). From May 2003 to May 2008, Mr. Lu served as a director of Shenzhen GuoHua Network Security Technology Co., Ltd.\* (深圳國華網安科技股份有限公司), the shares of which are listed on the Shenzhen Stock Exchange (stock code: 000004). Mr. Lu possesses profound understanding and unique insights in project financing and business operation and has more than decades of extensive experience in financial management, business management and project investment. Mr. Lu obtained a bachelor's degree in economics from Shanghai Maritime University and a master's degree in finance from Zhongnan University of Economics and Law.

The Company and Mr. Lu have entered into a service contract for a term of three years commencing from 19 December 2025, which may be renewed upon expiration if agreed by the parties. The service contract may be terminated by one month's notice in writing or payment in lieu of notice. Mr. Lu is not entitled to any director's fee for his service as a Non-executive Director, which was determined with reference to the recommendation from the remuneration committee of the Company, having taken into account Mr. Lu's duties and responsibilities with the Company and prevailing market conditions, and subject to review at the discretion of the Board at the end of each financial year.

As at the Latest Practicable Date, Mr. Lu is not interested or deemed to be interested in any shares, underlying shares or debentures of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Lu confirmed that he (i) does not hold other position with the Company or its subsidiaries nor have any relationship with any Director, senior management, substantial Shareholder or controlling shareholder of the Company; (ii) does not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) does not have other discloseable major appointments or professional qualifications.

**Mr. Liu Guoxi**, aged 59, was appointed as a Non-executive Director of the Company on 5 June 2023 and is currently a member of each of the audit committee, the risk control committee and sustainability committee of the Company. He also serves as the secretary of the party committee of the Company. Mr. Liu worked in the general office of Beijing Municipal Government from 2004 to 2016 and served as, among others, the deputy director of the conference division, the deputy director and the director of the information division as well as the director of the fifth division of the secretariat of the general office of Beijing Municipal Government successively. In 2016, Mr. Liu joined BEH, a controlling shareholder of the Company, and served as the deputy secretary of the party committee of institution, the deputy director of the group office and the director of the office of the party committee of BEH successively, and then joined the Company in 2021. Mr. Liu graduated from Xi'an Institute of Politics with a major in legal profession and obtained a master's degree in civil and commercial law from China University of Political Science and Law. He has extensive legal knowledge and experience in government work and corporate management.

The Company and Mr. Liu have entered into a service contract for a term of three years commencing from 5 June 2023, which may be renewed upon expiration if agreed by the parties. The service contract may be terminated by one month's notice in writing or payment in lieu of notice. Mr. Liu is not entitled to any director's fee from the Company for his service as a Non-executive Director, which was determined with reference to the recommendation from the remuneration committee of the Company, having taken into account Mr. Liu's duties and responsibilities with the Company and prevailing market conditions, and subject to review at the discretion of the Board at the end of each financial year.

As at the Latest Practicable Date, Mr. Liu is interested in 429,000 Shares, within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Liu confirmed that he (i) does not hold other position with the Company or its subsidiaries nor have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company; (ii) does not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) does not have other discloseable major appointments or professional qualifications.

**Ms. Xie Yi**, aged 39, was appointed as Non-executive Director of the Company on 26 September 2025. Ms. Xie previously served as the director in the equity capital markets department of BNP Paribas, the director in the institutional business department of China Galaxy International Securities (Hong Kong) Co., Limited, the co-director in the private equity department of CLSA Limited, and worked in the institutional business department of Guotai Junan International Holdings Limited (the shares of which are listed on the Stock Exchange, stock code: 1788), and Sinolink Securities Co., Ltd.\* (國金證券股份有限公司) (the shares of which are listed on the Shanghai Stock Exchange, stock code: 600109), during the period from December 2014 to November 2024. Ms. Xie also served as a Non-executive Director of the Company from 22 January 2019 to 18 June 2021. Ms. Xie has extensive experience in financial investments and corporate sales of financial institutions. Ms. Xie obtained a bachelor's degree in economics from Durham University and a master's degree in business administration from China Europe International Business School.

The Company and Ms. Xie have entered into a service contract for a term of three years commencing from 26 September 2025, which may be renewed upon expiration if agreed by the parties. The service contract may be terminated by one month's notice in writing or payment in lieu of notice. Ms. Xie is entitled to a director's fee of HK\$200,000 per annum for her service as a Non-executive Director, which was determined with reference to her duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market level of remuneration of similar position, and subject to review at the discretion of the Board at the end of each financial year.

As at the Latest Practicable Date, Ms. Xie is not interested or deemed to be interested in any shares, underlying shares or debentures of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Xie confirmed that she (i) does not hold other position with the Company or its subsidiaries nor have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company; (ii) does not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) does not have other discloseable major appointments or professional qualifications.

#### INDEPENDENT NON-EXECUTIVE DIRECTOR

**Mr. Liu Jingwei**, aged 58, was appointed as an Independent Non-executive Director of the Company on 11 July 2025 and is currently the chairman of each of the audit committee and the remuneration committee of the Company. Mr. Liu is a partner of ShineWing Certified Public Accountants (Special General Partnership). Mr. Liu currently serves as an executive director of Shoucheng Holdings Limited (the shares of which are listed on the Stock Exchange, stock code: 697), an independent non-executive director of Sino-Ocean Group Holding Limited (the shares of which are listed on the Stock Exchange, stock code: 3377) and an independent director of Beijing Yanjing Brewery Co., Ltd.\* (北京燕京啤酒股份有限公司) (the shares of which are listed on Shenzhen Stock Exchange, stock code: 729). Previously, Mr. Liu served as a non-executive director of Shoucheng Holdings Limited (the shares of which are listed on the Stock Exchange, stock code: 697), an independent non-executive director of China Nonferrous Mining Corporation Limited (the shares of which are listed on the Stock Exchange, stock code: 1258), an independent director of each of Beijing StarNeto Technology Co., Ltd.\* (北京星網宇達科技股份有限公司) (the shares of which are listed on Shenzhen Stock Exchange, stock code: 2829) and Hubei Huaqiang HighTech Co., Ltd.\* (湖北華強科技股份有限公司) (the shares of which are listed on Shanghai Stock Exchange, stock code: 688151). Mr. Liu is a PRC Certified Public Accountant. Mr. Liu obtained a bachelor's degree in economics and management from Beijing Forestry University and a master's degree in executive business administration from Shanghai Jiao Tong University.

The Company and Mr. Liu have entered into a service contract for an initial term of three year commencing from 11 July 2025, which may be renewed upon expiration if agreed by the parties. The service contract may be terminated by one month's notice in writing or payment in lieu of notice. Mr. Liu is entitled to a director's fee of HK\$200,000 per annum for his service as an Independent Non-executive Director, which was determined with reference to his duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market level of remuneration of similar position, and subject to review at the discretion of the Board at the end of each financial year.

As at the Latest Practicable Date, Mr. Liu is not interested or deemed to be interested in any shares, underlying shares or debentures of the Company within the meaning of Part XV of the SFO. Mr. Liu has confirmed that he has met the independence guidelines set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, Mr. Liu confirmed that he (i) does not hold other position with the Company or its subsidiaries nor have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company; (ii) does not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) does not have other discloseable major appointments or professional qualifications.

Save as disclosed above, there are no matters concerning the re-election of each of the above Directors that need to be brought to the attention of the Shareholders or the Stock Exchange, nor is there any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

\* *For identification purpose only*

Bye-law no.	Provision currently in force	New provision proposed to be amended
1	<p>“Act” the Companies Act 1981 of Bermuda</p> <p>...</p> <p>“Notice” written notice unless otherwise specifically stated and as further defined in these Bye-laws</p> <p>...</p>	<p>(The interpretation are proposed to be added or amended as follows)</p> <p>“Act” the Companies Act 1981 of Bermuda, <u>as amended from time to time</u></p> <p>“address” for the purposes of these Bye-laws, “address” includes an electronic address unless the Act or the rules of the <u>Designated Stock Exchange require a postal address</u></p> <p>“<u>Central Clearing and Settlement System</u>” the <u>Central Clearing and Settlement System</u> operated by HKSCC</p> <p>“HKSCC” the <u>Hong Kong Securities Clearing Company Limited</u></p> <p>“<u>HK Stock Exchange</u>” <u>The Stock Exchange of Hong Kong Limited</u></p> <p>“Notice” written notice unless otherwise specifically stated <u>and as further defined in these Bye-laws and, where the context so requires, shall include any other document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules) or communication to be served, issued, or given by the Company under these Bye-laws or pursuant to applicable laws and regulations, including the Listing Rules and/or the rules of the competent regulatory authority. For the avoidance of doubt, Notice may be provided in physical or electronic form</u></p>

Bye-law no.	Provision currently in force	New provision proposed to be amended
		<p><u>“treasury shares” shares repurchased and held by the Company in treasury as authorised by the Act which, for the purpose of these Bye-laws, include shares repurchased by the Company and held or deposited in Central Clearing and Settlement System for sale on the HK Stock Exchange</u></p>
2	<p>...</p> <p>(e) expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing or reproducing words or figures in a legible and non-transitory form or, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication), or modes of representing or reproducing words partly in one visible form and partly in another visible form, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the Member’s election comply with all applicable Statutes, rules and regulations;</p> <p>...</p> <p>(n) a reference to a meeting shall mean a meeting convened and held in any manner permitted by these Bye-laws and any Member or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Bye-laws, and attend, participate, attending, participating, attendance and participation shall be construed accordingly;</p>	<p>...</p> <p>(e) expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing or reproducing words or figures in a legible and non-transitory form or, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication), or modes of representing or reproducing words partly in one visible form and partly in another visible form, <del>and</del> including <del>where the representation takes the form of</del> <u>electronic writing or display (such as digital documents or electronic communications)</u>, provided that both the mode of service of the relevant document or <del>n</del>Notice and the Member’s election comply with all applicable Statutes, rules and regulations;</p> <p>...</p> <p>(n) a reference to a meeting: <u>(a) shall mean a meeting convened and held in any manner permitted by these Bye-laws and any Member or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Bye-laws, and attend, participate, attending, participating, attendance and participation shall be construed accordingly, and (b) shall, where the context is appropriate, include a meeting that has been postponed by the Board pursuant to Bye-law 64E;</u></p>

Bye-law no.	Provision currently in force	New provision proposed to be amended
	<p>(o) references to a person’s participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Statutes or these Bye-laws to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly;</p> <p>(p) references to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise); and</p> <p>(q) where a Member is a corporation, any reference in these Bye-laws to a Member shall, where the context requires, refer to a duly authorised representative of such Member.</p>	<p><u>(o) to the extent any provision in these Bye-laws contradicts or is inconsistent with any provision of Part II or Part III of the Electronic Transactions Act 1999 (as amended from time to time) (“ETA”) or Section 2AA of the Act, the provisions in these Bye-laws shall prevail; they shall be deemed as an agreement between the Company and the Members to vary the provisions of the ETA and/or to override the requirement of Section 2AA of the Act, as applicable;</u></p> <p><u>(p) (o)</u> references to a person’s participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Statutes or these Bye-laws to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly;</p> <p><u>(q) (p)</u> references to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise); <del>and</del></p> <p><u>(r) unless the context otherwise requires, any reference to “print”, “printed”, or “printed copy” and “printing” shall be deemed to include electronic versions or electronic copies;</u></p>

Bye-law no.	Provision currently in force	New provision proposed to be amended
		<p><u>(s) any reference to the term “place” within these Bye-laws shall be construed as applicable only in contexts where a physical location is required or relevant. Any reference to a “place” for the delivery, receipt, or payment of monies, whether by the Company or by Members, shall not preclude the use of electronic means for such delivery, receipt, or payment. For the avoidance of doubt, references to a “place” in the context of meetings shall include physical, electronic, or hybrid meeting formats, as permitted by applicable laws and regulations. Notices of meetings, adjournments, postponements, or any other references to a “place” shall be interpreted to include virtual platforms or electronic means of communication where applicable. Where the term “place” is out of context, unnecessary, or not applicable, such reference shall be disregarded without affecting the validity or interpretation of the relevant provision;</u></p> <p><u>(t) all voting rights referred to in these Bye-laws shall exclude the voting rights attached to treasury shares; and</u></p> <p><u>(u) <del>(q)</del> where a Member is a corporation, any reference in these Bye-laws to a Member shall, where the context requires, refer to a duly authorised representative of such Member.</u></p>

Bye-law no.	Provision currently in force	New provision proposed to be amended
3	<p>(1) The share capital of the Company at the date on which these Bye-laws come into effect shall be divided into shares of \$0.10 each.</p> <p>(2) Subject to the Act, the Company's memorandum of association and, where applicable, the Listing Rules and/or any competent regulatory authority, any power of the Company to purchase or otherwise acquire its own shares shall be exercisable by the Board upon such terms and subject to such conditions as it thinks fit.</p> <p>(3) Subject to compliance with the Listing Rules and rules and regulations of the any other competent regulatory authority, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.</p>	<p>(1) The share capital of the Company at the date on which these Bye-laws come into effect shall be divided into shares of <u>\$1.00</u> each.</p> <p>(2) Subject to the Act, the Company's memorandum of association and, where applicable, the Listing Rules and/or any competent regulatory authority, <del>any power of the Company</del> shall have the power to purchase or otherwise acquire its own shares <u>(including its redeemable shares) for cancellation or to be held as treasury shares, and such power</u> shall be exercisable by the Board upon such terms and subject to such conditions as it thinks fit. <u>Furthermore, the holding of treasury shares by the Company shall at all times comply with any restrictions or requirements imposed by the Listing Rules and/or the rules of any competent regulatory authority.</u></p> <p>(3) Subject to compliance with the Listing Rules and <del>rules and regulations of the any</del> other competent regulatory authority, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.</p>
10	<p>... (a) the necessary quorum (including at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorised representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class; and</p> <p>(b) every holder of shares of the class shall be entitled to one vote for every such share held by him.</p>	<p>... (a) the necessary quorum (including at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorised representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class <u>(excluding treasury shares)</u>; and</p> <p>(b) every holder of shares of the class shall be entitled to one vote for every such share held by him.</p>

Bye-law no.	Provision currently in force	New provision proposed to be amended
17	<p>...</p> <p>(2) Where a share stands in the names of two or more persons, the person first named in the Register shall as regards service of notices and, subject to the provisions of these Bye-laws, all or any other matters connected with the Company, except the transfer of the shares, be deemed the sole holder thereof.</p>	<p>...</p> <p>(2) Where a share stands in the names of two or more persons, the person first named in the Register shall as regards service of <del>ñ</del>Notices and, subject to the provisions of these Bye-laws, all or any other matters connected with the Company, except the transfer of the shares, be deemed the sole holder thereof.</p>
56	<p>Subject to the Act, an annual general meeting of the Company shall be held in each financial year and such annual general meeting must be held within six (6) months after the end of the Company's financial year (unless a longer period would not infringe the rules of the Designated Stock Exchange, if any).</p>	<p>Subject to the Act, an annual general meeting of the Company shall be held <del>in</del><u>for</u> each financial year and such annual general meeting must be held within six (6) months after the end of the Company's financial year (unless a longer period would not infringe the <u>Listing</u> <del>ñRules of the Designated Stock Exchange</del>, if any).</p>
58	<p>The Board may whenever it thinks fit call special general meetings, and Members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held in the form of a physical meeting only and within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may convene such physical meeting in accordance with the provisions of Section 74(3) of the Act.</p>	<p>The Board may whenever it thinks fit call special general meetings, and Members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company (<u>excluding treasury shares</u>) carrying the right of voting at general meetings of the Company, <u>on a one vote per share basis</u>, shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held in the form of a physical meeting only and within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may convene such physical meeting in accordance with the provisions of Section 74(3) of the Act.</p>

Bye-law no.	Provision currently in force	New provision proposed to be amended
63	<p>...</p> <p>(2) If the chairman of a general meeting is participating in the general meeting using an electronic facility or facilities and becomes unable to participate in the general meeting using such electronic facility or facilities, another person (determined in accordance with Bye-law 63(1) above) shall preside as chairman of the meeting unless and until the original chairman of the meeting is able to participate in the general meeting using the electronic facility or facilities.</p>	<p>...</p> <p>(2) If the chairman of a general meeting <u>held in any form</u> is participating in the general meeting using an electronic facility or facilities <u>which is hereby permitted</u> and becomes unable to participate in the general meeting using such electronic facility or facilities, another person (determined in accordance with Bye-law 63(1) above) shall preside as chairman of the meeting unless and until the original chairman of the meeting is able to participate in the general meeting using the electronic facility or facilities.</p>
64	<p>Subject to Bye-law 64C, the chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time (or indefinitely) and/or from place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting) as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' Notice of the adjourned meeting shall be given specifying the details set out in Bye-law 59(2) but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give notice of an adjournment.</p>	<p>Subject to Bye-law 64C, the chairman may, <u>with (without the consent of any</u><del>the meeting)</del> <u>or shall at the direction of the meeting</u> at which a quorum is present <del>(and shall if so directed by the meeting)</del>, adjourn the meeting from time to time (or indefinitely) and/or from place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting) <del>as the meeting shall determine</del>, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' Notice of the adjourned meeting shall be given specifying the details set out in Bye-law 59(2) but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give notice of an adjournment.</p>

Bye-law no.	Provision currently in force	New provision proposed to be amended
64A	(1) The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations (“Meeting Location(s)”) determined by the Board at its absolute discretion. Any Member or any proxy attending and participating in such way or any Member participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting. ...	(1) The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations (“Meeting Location(s)”) determined by the Board at its absolute discretion. Any Member or any proxy attending and participating in such way or any Member <u>or proxy attending and participating</u> in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting. ...
66	(1) ... Votes may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine. ...	(1) ... Votes <u>(whether on a show of hands or by way of poll)</u> may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine. ...
76	The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.	The instrument appointing a proxy shall be in <u>writing under the hand of</u> such form, <u>including electronic or otherwise, as the Board may determine and in the absence of such determination, shall be in writing, which may include electronic writing, and signed by</u> the appointor or <del>of</del> his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or <del>under the hand of</del> <u>signed by</u> an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.

Bye-law no.	Provision currently in force	New provision proposed to be amended
81	<p>...</p> <p>(2) Where a Member is a clearing house (or its nominee(s) and, in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Bye-law shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) in respect of the number and class of shares specified in the relevant authorisation including, where a show of hands is allowed, the right to vote individually on a show of hands.</p> <p>...</p>	<p>...</p> <p>(2) Where a Member is a clearing house (or its nominee(s) and, in each case, being a corporation), it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Bye-law shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) in respect of the number and class of shares specified in the relevant authorisation including, <u>the right to speak and vote and,</u> where a show of hands is allowed, the right to vote individually on a show of hands.</p> <p>...</p>
89	<p>Any Director may at any time by Notice delivered to the Office or head office or at a meeting of the Directors appoint any person to be his alternate Director. ...</p>	<p>Any Director may at any time by Notice delivered to the Office or head office or at a meeting of the Directors appoint any person <u>(including another Director)</u> to be his alternate Director. ...</p>

Bye-law no.	Provision currently in force	New provision proposed to be amended
112	<p>A meeting of the Board may be convened by the Secretary on request of a Director or by any Director. The Secretary shall convene a meeting of the Board whenever he shall be required so to do by any Director. Notice of a meeting of the Board shall be deemed to be duly given to a Director if it is given to such Director in writing or verbally (including in person or by telephone) or by electronic means to an electronic address from time to time notified to the Company by such Director or (if the recipient consents to it being made available on a website) by making it available on a website or in such other manner as the Board may from time to time determine.</p>	<p>A meeting of the Board may be convened by the Secretary on request of a Director or by any Director. The Secretary shall convene a meeting of the Board whenever he shall be required so to do by any Director. Notice of a meeting of the Board shall be deemed to be duly given to a Director if it is given to such Director in writing or verbally (including in person or by telephone) or by electronic means to an electronic address from time to time notified to the Company by such Director or (if the recipient consents to it being made available on a website) by making it available on a website or <u>by telephone or</u> in such other manner as the Board may from time to time determine.</p>
151	<p>The requirement to send to a person referred to in Bye-law 149 the documents referred to in that provision or a summary financial report in accordance with Bye-law 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, the Company publishes copies of the documents referred to in Bye-law 149 and, if applicable, a summary financial report complying with Bye-law 150, on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.</p>	<p>The requirement to send to a person referred to in Bye-law 149 the documents referred to in that provision or a summary financial report in accordance with Bye-law 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, the Company publishes copies of the documents referred to in Bye-law 149 and, if applicable, a summary financial report complying with Bye-law 150, <u>in any manner permitted by these Bye-laws, including</u> on the Company's computer network <del>or in any other permitted manner (including by sending any form of electronic communication)</del>, and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.</p>

Bye-law no.	Provision currently in force	New provision proposed to be amended
158	<p>(1) Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Bye-laws from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and any such Notice and document may be given or issued by the following means:</p> <p>(a) by serving it personally on the relevant person;</p> <p>(b) by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose;</p> <p>(c) by delivering or leaving it at such address as aforesaid;</p> <p>(d) by placing an advertisement in appointed newspapers or other publication and where applicable, (as defined in the Act) or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange;</p>	<p>(1) Any Notice or document (including any “<u>corporate communication</u>” and “<u>actionable corporate communication</u>” within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Bye-laws from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and, <u>subject to compliance with the Listing Rules</u>, any such Notice and document may be given or issued by the following means:</p> <p>(a) by serving it personally on the relevant persons;</p> <p>(b) by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose;</p> <p>(c) by delivering or leaving it at such address as aforesaid;</p> <p>(d) by placing an advertisement in appointed newspapers or other publication and where applicable, (as defined in the Act) or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange;</p>

Bye-law no.	Provision currently in force	New provision proposed to be amended
	<p>(e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Bye-law 158(5), subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person;</p> <p>(f) by publishing it on the Company’s website or the website to which the relevant person may have access, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or for giving notification to any such person that the notice, document or publication is available on the Company’s computer network website (a “notice of availability”);</p> <p>(g) by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.</p> <p>(2) The notice of availability may be given by any of the means set out above other than by posting it on a website.</p> <p>(3) In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.</p>	<p>(e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Bye-law 158(5), <del>subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person;</del><sup>3)</sup> <u>without the need for any additional consent or notification;</u></p> <p>(f) by publishing it on the Company’s website or the website to which the relevant person may have access, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or for giving notification to any such person that the notice, document or publication is available on the Company’s computer network website (a “notice of availability”). <u>of the Designated Stock Exchange without the need for any additional consent or notification;</u></p> <p>(g) by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.</p> <p><del>(2) The notice of availability may be given by any of the means set out above other than by posting it on a website.</del></p>

Bye-law no.	Provision currently in force	New provision proposed to be amended
	<p>(4) Every person who, by operation of law, transfer, transmission, or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address (including electronic address) being entered in the Register as the registered holder of such share, shall have been duly given to the person from whom he derives title to such share.</p> <p>(5) Every Member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Bye-laws may register with the Company an electronic address to which notices can be served upon him.</p> <p>(6) Subject to any applicable laws, rules and regulations and the terms of these Bye-laws, any notice, document or publication, including but not limited to the documents referred to in Bye-laws 149, 150 and 158 may be given in the English language only or in both the English language and the Chinese language.</p>	<p>(32) In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.</p> <p><del>(4) Every person who, by operation of law, transfer, transmission, or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address (including electronic address) being entered in the Register as the registered holder of such share, shall have been duly given to the person from whom he derives title to such share.</del></p> <p>(53) Every Member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Bye-laws may register with the Company an electronic address to which <del>n</del>Notices can be served upon him.</p> <p>(64) Subject to any applicable laws, rules and regulations and the terms of these Bye-laws, any notice, document or publication, including but not limited to the documents referred to in Bye-laws 149, 150 and 158 may be given in the English language only or in both the English language and the Chinese language <u>or, with the consent of or election by any Member, in the Chinese language only to such Member.</u></p>

Bye-law no.	Provision currently in force	New provision proposed to be amended
159	<p>...</p> <p>(b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice placed on the Company’s website or the website of the Designated Stock Exchange is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;</p> <p>(c) if published on the Company’s website, shall be deemed to have been served on the day on which the notice, document or publication first so appears on the Company’s website to which the relevant person may have access or the day on which the notice of availability is deemed to have been served or delivered to such person under these Bye-laws, whichever is later;</p> <p>...</p>	<p>...</p> <p>(b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. <del>A Notice placed on the Company’s website or the website of the Designated Stock Exchange is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;</del></p> <p>(c) if <u>placed or published on either the Company’s website or the website of the Designated Stock Exchange</u>, shall be deemed to have been <u>given or served</u> on the day on which the notice, document or publication first so appears on the <del>Company’s website to which the relevant person may have access</del> or the day on which the notice of availability is deemed to have been served or delivered to such person under these Bye-laws, <del>whichever is later;</del> <u>relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules;</u></p> <p>...</p>

Bye-law no.	Provision currently in force	New provision proposed to be amended
160	<p>(1) Any Notice or other document delivered or sent by post to or left at the registered address of any Member in pursuance of these Bye-laws shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the Notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such Notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.</p> <p>(2) A Notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the Notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.</p> <p>...</p>	<p>(1) Any Notice or other document delivered or sent <del>by post to or left at the registered address of any Member in pursuance of</del><u>in any manner permitted by</u> these Bye-laws shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the Notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such Notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.</p> <p>(2) A Notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it <u>via electronic means or</u> through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the <u>electronic or postal</u> address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such <del>an</del><u>electronic or postal</u> address has been so supplied) by giving the Notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.</p> <p>...</p>
161	<p>...The signature to any notice or document to be given by the Company may be written, printed or made electronically.</p>	<p>...The signature to any notice or document to be given by the Company may be written, printed or <del>made in</del><u>in</u> electronically form.</p>

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## NOTICE OF ANNUAL GENERAL MEETING

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# 北京能源國際控股有限公司

Beijing Energy International Holding Co., Ltd.

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 686)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “AGM”) of Beijing Energy International Holding Co., Ltd. (the “Company”) will be held at Unit 1012, 10/F., West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Thursday, 18 June 2026 at 11:00 a.m. for the following purposes:

### ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Director(s)**”) and the auditor of the Company (the “**Auditor**”) for the year ended 31 December 2025.
2. To distribute a final dividend of HK8.00 cents per ordinary share for the year ended 31 December 2025 to be paid out of the contributed surplus account of the Company as ascertained in accordance with the Companies Act 1981 of Bermuda, as amended from time to time.
3. To consider the re-election of the Directors, each as a separate resolution:
  - (i) To re-elect Mr. Zhang Ping as an executive Director;
  - (ii) To re-elect Mr. Li Yuhai as a non-executive Director;
  - (iii) To re-elect Mr. Lu Zhenwei as a non-executive Director;
  - (iv) To re-elect Mr. Liu Guoxi as a non-executive Director;
  - (v) To re-elect Ms. Xie Yi as a non-executive Director; and
  - (vi) To re-elect Mr. Liu Jingwei as an independent non-executive Director.
4. To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration.
5. To re-appoint Grant Thornton Hong Kong Limited as the Auditor and authorise the Board to fix its remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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6. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

(A) **“THAT**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares in the share capital of the Company (**“Shares”**), subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of the Shares repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate number of Shares in issue (excluding Treasury Shares (has the meaning ascribed to it under the Listing Rules as amended from time to time)) as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution:

**“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws of Bermuda to be held; or
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in a general meeting.”

(B) **“THAT**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company (including any sale or transfer of Treasury Shares) and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) the aggregate number of Shares in the share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) the exercise of the subscription rights under the share option scheme of the Company or (iii) an issue of shares as scrip dividends pursuant to the bye-laws of the Company from time to time or (iv) any issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares, shall not exceed 20% of the aggregate number of Shares in issue (excluding Treasury Shares) as at the date of passing of this resolution, plus (if the Directors are so authorised by a separate resolution of the shareholders of the Company) the aggregate number of Shares repurchased by the Company subsequent to passing of the resolution of the repurchase mandate (up to a maximum number equivalent to 10% of the aggregate number of Shares in issue (excluding Treasury Shares) as at the date of passing of the resolution of the repurchase mandate), and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws of Bermuda to be held; or
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in a general meeting.

“**Rights Issue**” means an offer of shares or an offer of warrants, options or other securities giving right to subscribe for shares, open for a period fixed by the Directors to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong applicable to the Company).”

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## NOTICE OF ANNUAL GENERAL MEETING

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- (C) “**THAT** conditional upon the passing of resolutions numbered 6(A) and 6(B) above, the exercise by the Directors of all the powers to allot, issue and deal with any Shares (including any sale or transfer of Treasury Shares) repurchased in the manner and during such period as defined in resolution 6(A) and to make or grant offers, agreements and option which might require the exercise of such power be and is hereby generally and unconditionally approved.”

### SPECIAL RESOLUTION

To consider and, if thought fit, pass the following resolution as a special resolution of the Company: –

7. “**THAT:**

- (a) the proposed amendments (the “**Proposed Amendments**”) to the existing amended and restated bye-laws of the Company (the “**Existing Bye-laws**”), the details of which are set out in Appendix III to the circular of the Company dated 26 May 2026, be and are hereby approved;
- (b) the second amended and restated bye-laws of the Company which incorporate and consolidate the Proposed Amendments (the “**New Bye-laws**”), a copy of which has been tabled to the meeting and marked “A” and initialled by the chairman of the meeting for the purpose of identification, be and is hereby approved and adopted as the bye-laws of the Company in substitution for, and to the exclusion of, the Existing Bye-laws with immediate effect; and
- (c) any one director of the Company be and is hereby authorised to do all such acts and execute all such documents and make all such arrangements that he or she may, in his or her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the New Bye-laws.”

For and on behalf of  
**Beijing Energy International Holding Co., Ltd.**  
**Li Yuhai**  
*Chairman of the Board*

Hong Kong, 26 May 2026

*Notes:*

1. A member entitled to attend and vote at the AGM is entitled to appoint one or, if he holds two or more shares, more than one proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the AGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
2. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the AGM or any adjournment thereof, should the member so wish. In such event, the instrument appointing such a proxy shall be deemed to be revoked.

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## NOTICE OF ANNUAL GENERAL MEETING

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3. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be lodged at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding of the AGM or any adjournment thereof.
4. In the case of joint holders of Shares, any one of such holders may vote at the AGM, either in person or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders are present at the AGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. Votes on the ordinary resolutions and special resolution set out herein and are to be passed at the AGM will be taken by way of poll.
6. For the purpose of determining the entitlement for attending and voting at the AGM, the register of members of the Company will be closed from Monday, 15 June 2026 to Thursday, 18 June 2026 (both days inclusive), during which period no transfer of Shares will be registered. In order to be qualified for attending and voting at the AGM, all transfers of shares accompanied by the relevant share certificates must be lodged at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 12 June 2026. The shareholders whose name appear on the register of members of the Company on Thursday, 18 June 2026 are entitled to attend and vote at the AGM.
7. For the purpose of determining the entitlement to the proposed final dividend for the year ended 31 December 2025 (subject to approval by Shareholders at the AGM), the register of members of the Company will be closed from Thursday, 25 June 2026 to Monday, 29 June 2026 (both days inclusive), during which period no transfer of Shares will be registered. In order to be eligible for the above proposed final dividend, all transfers of Shares accompanied by the relevant share certificates must be lodged at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 24 June 2026.
8. If Tropical Cyclone Warning Signal No. 8 or above, black rainstorm warning or extreme conditions caused by super typhoons is in effect in Hong Kong after 8:00 a.m. on the date of the AGM, the AGM will be postponed. The Company will post an announcement on the website of the Company at <http://www.bjei.com> and on the website of the HKEXnews at <http://www.hkexnews.hk> to notify shareholders of the date, time and place of the rescheduled meeting.
9. As at the date hereof, the Board comprises:

*Executive Director:*

Mr. Zhang Ping (*Chief Executive Officer*)

*Non-executive Directors:*

Mr. Li Yuhai (*Chairman*)

Mr. Lu Zhenwei

Mr. Liu Guoxi

Mr. Li Hao

Mr. Huang Jiao

Mr. Wang Cheng

Ms. Xie Yi

*Independent Non-executive Directors:*

Ms. Jin Xinbin

Mr. Zhu Jianbiao

Mr. Zeng Ming

Mr. Liu Jingwei