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

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **China Energy Engineering Corporation Limited***, you should at once hand this circular and the accompanying proxy form and the reply slip to the purchaser or transferee or to the bank or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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中國能源建設股份有限公司

# CHINA ENERGY ENGINEERING CORPORATION LIMITED*

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

**(Stock Code: 3996)**

# WORK REPORT OF THE BOARD FOR THE YEAR 2025
# PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
# STANDARDS ON REMUNERATION PAYMENT OF THE DIRECTORS FOR THE YEAR 2024
# REMUNERATION PLAN FOR THE DIRECTORS FOR THE YEAR 2026
# FORMULATION OF THE ADMINISTRATIVE MEASURES FOR THE REMUNERATION OF DIRECTORS OF THE COMPANY
# PROFIT DISTRIBUTION PLAN FOR THE YEAR 2025
# RE-APPOINTMENT OF THE AUDITOR FOR THE YEAR 2026
# EXTERNAL GUARANTEES PLAN FOR THE YEAR 2026
# GENERAL MANDATE TO ISSUE DOMESTIC AND OVERSEAS BONDS
# AND
# NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2025

A notice of the AGM to be held at Room 2702, Building 1, No. 26A West Dawang Road, Chaoyang District, Beijing, the PRC on Friday, 26 June 2026, at 9:00 a.m. is set out on pages 25 to 27 of this circular.

A reply slip and a proxy form for use at the AGM are enclosed herewith and also published on both the websites of the Hong Kong Stock Exchange (http://www.hkexnews.hk) and the Company (http://www.ceec.net.cn). If you intend to appoint a proxy to attend the AGM, you are requested to complete, sign and return the enclosed proxy form in accordance with the instructions printed thereon by 9:00 a.m. on Thursday, 25 June 2026. Completion, signing and return of the proxy form will not preclude you from attending and voting in person at the AGM. Shareholders who intend to attend the AGM in person or by proxy should complete, sign and return the reply slip in accordance with the instructions printed thereon on or before Wednesday, 24 June 2026.

4 June 2026

* *For identification purpose only*

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*Unless the context otherwise requires, the following expressions in this circular shall have the following meanings:*

| | |
|---|---|
| "A Share(s)" | the ordinary Share(s) of the Company, with a nominal value of RMB1.00 each, which are listed on the Shanghai Stock Exchange and traded in RMB |
| "A Shareholder(s)" | holder(s) of the A Share(s) |
| "AGM" or "annual general meeting for the year 2025" | the annual general meeting for the year 2025 of the Company to be held at Room 2702, Building 1, No. 26A West Dawang Road, Chaoyang District, Beijing, the PRC on Friday, 26 June 2026, at 9:00 a.m. and any adjournment thereof (as the case may be) |
| "Articles of Association" | the Articles of Association of China Energy Engineering Corporation Limited adopted by the Company, as amended, modified or otherwise supplemented from time to time |
| "Board" or "Board of Directors" | the board of Directors of the Company |
| "Bonds Issuance" | the domestic and overseas issuance of bonds or debt financing instruments by the Company and its subsidiaries, authorizing the Company and its subsidiaries to renew bonds at maturity in the amount of RMB10.382 billion during the validity period and to issue additional bonds in the amount of RMB17.0 billion in the year of 2026, totaling RMB27.382 billion |
| "Company" | China Energy Engineering Corporation Limited (中國能源建設股份有限公司), a joint stock company incorporated in the PRC with limited liability, whose H Shares are listed on the Hong Kong Stock Exchange (Stock Code: 3996) and whose A Shares are listed on the Shanghai Stock Exchange (Stock Code: 601868) |
| "CSRC" | China Securities Regulatory Commission (中國證券監督管理委員會) |
| "Director(s)" | the director(s) of the Company |
| "H Share(s)" | the ordinary Share(s) of the Company, with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars |
| "H Shareholder(s)" | holder(s) of H Share(s) |
| "Hong Kong" | the Hong Kong Special Administrative Region of the PRC |

| | |
|---|---|
| "Hong Kong Stock Exchange" | The Stock Exchange of Hong Kong Limited |
| "Listing Rules" | the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange |
| "PRC" or "China" | the People's Republic of China, but for the purpose of this circular, excluding Hong Kong, Macau Special Administrative Region and Taiwan region of the PRC |
| "RMB" | Renminbi, the lawful currency of the PRC |
| "SASAC" | State-owned Assets Supervision and Administration Commission of the State Council of the PRC(中華人民共和國國務院國有資產監督管理委員會) |
| "Shareholder(s)" | registered holder(s) of the Company's Share(s) |
| "Share(s)" | share(s) with a nominal value of RMB1.00 each in the share capital of the Company |
| "%" | per cent |

中國能源建設股份有限公司
# CHINA ENERGY ENGINEERING CORPORATION LIMITED*

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

**(Stock Code: 3996)**

*Executive Director:*
Mr. Ni Zhen *(Chairman)*

*Employee Director:*
Mr. Huang Pu

*Non-executive Directors:*
Mr. Liu Xueshi
Mr. Si Xinbo

*Independent Non-executive Directors:*
Mr. Cheng Niangao
Dr. Ngai Wai Fung
Ms. Niu Xiangchun
Mr. Pei Zhenjiang

*Registered office:*
Room 01-2706, 1-24/F, Building 1
No. 26A West Dawang Road
Chaoyang District
Beijing
PRC

*Principal place of business in Hong Kong:*
31/F, Tower Two, Times Square
1 Matheson Street, Causeway Bay
Hong Kong

4 June 2026

*To the Shareholders*

Dear Sir or Madam,

## WORK REPORT OF THE BOARD FOR THE YEAR 2025
## PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
## STANDARDS ON REMUNERATION PAYMENT OF THE DIRECTORS FOR THE YEAR 2024
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## AND
## NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2025

* *For identification purpose only*

## INTRODUCTION

The purpose of this circular is to give you a notice of the AGM, which is set out on pages 25 to 27 of this circular and to provide you with information reasonably necessary to enable you to make informed decision on whether to vote for or against or abstain from voting on the resolutions to be proposed at the AGM as described below.

At the AGM, resolutions concerning the following matters of the Company will be proposed, including to consider and approve the following as ordinary resolutions: (i) the resolution on the work report of the Board of the Company for the year 2025; (ii) the resolution on the standards on remuneration payment of the Directors of the Company for the year 2024; (iii) the resolution on the remuneration plan for the Directors of the Company for the year 2026; (iv) the resolution on the formulation of the Administrative Measures for the Remuneration of Directors of the Company; (v) the resolution on the profit distribution plan of the Company for the year 2025; (vi) the resolution on the re-appointment of the auditor of the Company for the year 2026; (vii) the resolution on the external guarantees plan of the Company for the year 2026; and special resolutions: (viii) the resolution on the amendments to the Articles of Association; and (ix) the resolution on the general mandate to issue domestic and overseas bonds of the Company.

At the AGM, the 2025 annual report of the Company, the work report of the independent Directors of the Company for the year 2025 and the remuneration plan for the senior management of the Company will be reported to the Shareholders as reported matters of the AGM, but shall not be resolved by the Shareholders. Please refer to Appendices II to IV of this circular for further details.

### (i) Work Report of the Board of the Company for the Year 2025

An ordinary resolution will be proposed at the AGM to approve the work report of the Board of the Company for the year 2025. The full text of the work report of the Board of the Company for the year 2025 is set out in the 2025 annual report of the Company.

### (ii) Proposed Amendments to the Articles of Association

A special resolution will be proposed at the AGM to approve the amendments to the Articles of Association.

References are made to the announcements of the Company dated 2 April 2026 and 29 May 2026 in relation to the completion of the issuance of 2,549,019,607 A Shares to specific subscribers and proposed amendments to the Articles of Association. The Board announced that, as approved at the meeting of the Board held on 29 May 2026, the Company proposed to make the following amendments to the Articles of Association to reflect the relevant changes in the Company's registered share capital, the number of A Shares and the total share capital:

| No. of original articles | Content of original article | No. of amended articles | Content of amended article |
|---|---|---|---|
| Article 3 | In 2015, upon the approval by the China Securities Regulatory Commission, the Company issued 8,420,396,364 new overseas listed foreign shares (H shares). Upon the entrusted sale by state-owned shareholders of 842,039,636 shares held by the National Council for Social Security Fund and approved for conversion into H shares, in accordance with relevant state regulations on the transfer and reduction of state-owned shares, the Company's total H shares amounted to 9,262,436,000 shares. Upon completion of the issue, the share capital structure of the Company shall comprise 30,020,396,364 ordinary shares, 20,757,960,364 shares of which are held by domestic shareholders and 9,262,436,000 shares held by H shareholders.<br><br>In 2021, upon the approval by the China Securities Regulatory Commission with the Approval for Absorption and Merger of China Gezhouba Group Stock Company Limited* (中國葛洲壩集團股份有限公司) through Issuance of Shares by China Energy Engineering Corporation Limited (Zheng Jian Xu Ke [2021] No. 2757), the Company publicly issued 11,670,767,272 A Shares. Upon the issuance of A Shares, the share capital structure of the Company is as follows: the total share capital of the Company is 41,691,163,636 Shares, including 32,428,727,636 A Shares and 9,262,436,000 H Shares, accounting for 77.78% and 22.22% of the Company's total share capital, respectively. | Article 3 | In 2015, upon the approval by the China Securities Regulatory Commission, the Company issued 8,420,396,364 new overseas listed foreign shares (H shares). Upon the entrusted sale by state-owned shareholders of 842,039,636 shares held by the National Council for Social Security Fund and approved for conversion into H shares, in accordance with relevant state regulations on the transfer and reduction of state-owned shares, the Company's total H shares amounted to 9,262,436,000 shares. Upon completion of the issue, the share capital structure of the Company shall comprise 30,020,396,364 ordinary shares, 20,757,960,364 shares of which are held by domestic shareholders and 9,262,436,000 shares held by H shareholders.<br><br>In 2021, upon the approval by the China Securities Regulatory Commission with the Approval for Absorption and Merger of China Gezhouba Group Stock Company Limited* (中國葛洲壩集團股份有限公司) through Issuance of Shares by China Energy Engineering Corporation Limited (Zheng Jian Xu Ke [2021] No. 2757), the Company publicly issued 11,670,767,272 A Shares. Upon the issuance of A Shares, the share capital structure of the Company is as follows: the total share capital of the Company is 41,691,163,636 Shares, including 32,428,727,636 A Shares and 9,262,436,000 H Shares, accounting for 77.78% and 22.22% of the Company's total share capital, respectively.<br><br>**In 2026, according to the Approval for Registration of the Issuance of Shares to Specific Subscribers by China Energy Engineering Corporation Limited (Zheng Jian Xu Ke [2025] No. 1172) issued by the China Securities Regulatory Commission, the Company issued 2,549,019,607 A Shares. Upon the issuance of A Shares, the share capital structure of the Company is as follows: the total** |

| No. of original articles | Content of original article | No. of amended articles | Content of amended article |
|---|---|---|---|
| | | | **share capital of the Company is 44,240,183,243 Shares, including 34,977,747,243 A Shares and 9,262,436,000 H Shares, accounting for 79.06% and 20.94% of the Company's total share capital, respectively.** |
| Article 6 | The registered share capital of the Company is RMB~~41,691,163,636~~. | Article 6 | The registered share capital of the Company is RMB**44,240,183,243**. |
| Article 22 | The number of the issued shares of the Company is ~~41,691,163,636~~ shares, including ~~32,428,727,636~~ A shares and 9,262,436,000 H shares, accounting for ~~77.78~~% and ~~22.22~~% of the Company's total share capital, respectively. | Article 22 | The number of the issued shares of the Company is **44,240,183,243** shares, including **34,977,747,243** A shares and 9,262,436,000 H shares, accounting for **79.06%** and **20.94%** of the Company's total share capital, respectively. |

Except for the amendments set forth above, the other articles of the Articles of Association remain unchanged.

The full text of the proposed amendments to the Articles of Association are prepared in Chinese. In the event of any discrepancy between the Chinese and English versions, the Chinese version shall prevail.

**(iii) Standards on Remuneration Payment of the Directors of the Company for the Year 2024**

An ordinary resolution will be proposed at the AGM to approve the standards on remuneration payment of the Directors of the Company for the year 2024 formulated in accordance with the Company's internal policies and relevant regulatory requirements.

Pursuant to the requirements of policies of the SASAC on remuneration management of the principals of state-owned enterprises and compensation and remuneration management of external directors, the following proposal is hereby put forward regarding the standards on remuneration payment of the Directors of the Company for the year 2024:

(a) According to the results approved by the SASAC, the standard on remuneration payment for the year 2024 of Ni Zhen (former vice chairman of the Board) and Song Hailiang (former chairman of the Board) was RMB901.9 thousand, of which the basic annual salary and performance salary were RMB245.0 thousand and RMB656.9 thousand, respectively. Meanwhile, the standard on tenure-based incentive income for 2022 to 2024 was approved to be RMB731.0 thousand. The specific payment amount shall be converted according to the months of tenure (For details, please refer to the "Standards on Remuneration Payment of the Directors of the Company for the Year 2024" below).

(b) According to the requirements of policies of the SASAC and upon the approval of Assessment and Distribution Bureau of the SASAC, the standard on remuneration payment for the year 2024 of Ma Mingwei (former executive Director) was RMB805.1 thousand, of which the basic annual salary and performance salary were RMB220.5 thousand and RMB584.6 thousand, respectively. Meanwhile, the standard on tenure-based incentive income for 2022 to 2024 was approved to be RMB657.9 thousand. The specific payment amount shall be converted according to the months of tenure (For details, please refer to the "Standards on Remuneration Payment of the Directors of the Company for the Year 2024" below).

(c) For principals of state-owned enterprises who have left the current office and serve as independent non-executive Directors, the work subsidy will be determined based on annual work performance appraisal results. In 2024, the work performance appraisal result of Cheng Niangao (independent non-executive Director) was excellent, and his payment standard was RMB100 thousand per year; the work performance appraisal results of Zhao Lixin and Niu Xiangchun were good, and each of their payment standards was RMB80 thousand per year. The specific payment amount shall be converted according to the months of tenure.

(d) Ngai Wai Fung (independent non-executive Director) received basic salary of RMB80 thousand per year in 2024, as well as attendance allowance for Board meetings at RMB3,000 per session and for meetings of special committees at RMB2,000 per session.

(e) The aforesaid standards are all based on income before tax, and individual income tax shall be withheld and paid by the Company.

**Standards on Remuneration Payment of the Directors of the Company for the Year 2024**

*Unit: RMB'0,000*

| No. | Name | Position | Number of months of tenure for the year | Basic annual salary for the year 2024 | Performance-based salary for the year 2024 | Subtotal of annual salary for the year 2024 | Tenure-based incentive for 2022 to 2024 | Total | Note |
|---|---|---|---|---|---|---|---|---|---|
| 1 | Ni Zhen | Former vice chairman of the Board and general manager | 6 | 12.25 | 32.85 | 45.10 | 12.18 | 57.28 | Approved by the SASAC |
| 2 | Song Hailiang | Former chairman of the Board | 12 | 24.50 | 65.69 | 90.19 | 73.10 | 163.29 | Approved by the SASAC |
| 3 | Ma Mingwei | Former executive Director | 9 | 16.54 | 43.85 | 60.39 | 60.31 | 120.70 | Approved by the SASAC |

**(iv) Remuneration Plan for the Directors of the Company for the Year 2026**

An ordinary resolution will be proposed at the AGM to approve the remuneration plan for the Directors of the Company for the year 2026.

The Company has formulated the Remuneration Plan for the Directors of the Company for the Year 2026 in accordance with the Company Law of the People's Republic of China, the Code of Corporate Governance for Listed Companies, the Articles of Association, and the relevant policies and regulations of the SASAC, taking into account the Company's actual circumstances, as set out below:

***I. Applicable persons***

Directors serving during the term of office for the year 2026.

***II. Applicable Period***

1 January 2026 to 31 December 2026.

***III. Remuneration plan***

(I) The executive Directors (including the chairman of the Board) receive remuneration from the Company in accordance with the remuneration standards approved by the SASAC. His/her remuneration consists of the base salary, agreed bonus (performance-based salary), housing allowance (housing provident fund contributions borne by the Company for individuals) and the pension plan contributions (basic pension insurance paid by the Company on behalf of the individuals). In particular, the agreed bonus (performance-based salary) shall, in principle, account for no less than 50% of the total of the base salary and the agreed bonus (performance-based salary). For the executive Directors who concurrently serve as senior management of the Company, their remuneration shall be received based on the remuneration standards for senior management.

(II) Where an employee Director also serves as the head of an enterprise administered by the SASAC, the remuneration standards shall be determined in accordance with the relevant provisions of the SASAC.

(III) The independent non-executive Directors receive work subsidy or basic remuneration in accordance with the requirements of the policies issued by the SASAC.

(IV) Non-executive Directors nominated by minority shareholders shall not receive remuneration from the Company; their remuneration shall be governed by the relevant regulations of the organizations from which they receive such remuneration.

The above remunerations shall be paid from the month of appointment and on a monthly basis, and their individual income tax shall be withheld and paid by the Company. The travel expenses of independent non-executive Directors attending the Board meetings, meetings of special committees, general meetings and related activities organized by the Board shall be borne by the Company.

*IV. CLAWBACK MECHANISM*

Where a Director fail to perform or fail to duly perform his/her duties and causes losses to the Company, or is found at fault in illegal or non-compliant acts such as financial fraud, misappropriation of funds, or unauthorized guarantees, or where he/she is subject to the Party disciplinary or administrative sanctions for violations of rules and discipline, or in other circumstances, the Company shall, in accordance with relevant regulations, reduce or cancel his/her performance-based annual salary or term-based incentive income.

*V. Other provisions*

Any matters not covered in this plan shall be implemented in accordance with national laws and regulations, departmental rules, normative documents and the Articles of Association. Should this plan conflict with laws and regulations, departmental rules or normative documents promulgated by the state in the future, the relevant provisions of such laws, regulations, departmental rules and normative documents shall prevail.

**(v) Formulation of the Administrative Measures for the Remuneration of Directors of the Company**

An ordinary resolution will be proposed at the AGM to approve the formulation of the Administrative Measures for the Remuneration of Directors of the Company. Please refer to Appendix I to this circular for the contents of the Administrative Measures for the Remuneration of Directors of the Company.

**(vi) Profit Distribution Plan for the Year 2025**

Pursuant to the Rules Governing the Listing of Stocks on Shanghai Stock Exchange, the Listing Rules and the Articles of Association, an ordinary resolution will be proposed at the AGM to approve the profit distribution plan of the Company.

As audited by Pan-China Certified Public Accountants LLP ("**Pan-China**"), the net profit attributable to the parent company for 2025 amounted to RMB5,840,294,397.59. After deducting statutory surplus reserve accrued according to regulations of RMB2,511,927,581.23 and the payment of interests on perpetual bonds of RMB323,191,768.59, the distributable profit was RMB3,005,175,047.77. Based on the total share capital of 44,240,183,243 Shares of the Company after the completion of the A Share private placement issuance, such distributable profit shall be distributed in cash at RMB3.12 cents per Share (tax inclusive) to the Shareholders registered on the Record Date with total amount of RMB1,380,293,717.18 (tax inclusive). The Company made no share repurchases for the year, and the

amount of share repurchase was RMB nil. The total amount of cash dividends and share repurchases was RMB1,380,293,717.18 (tax inclusive), accounting for 25.02% of net profit attributable to ordinary shareholders of the listed company in the consolidated statement for the year.

On 27 March 2026, the Board recommended to distribute a final dividend for the year ended 31 December 2025 to the Shareholders of the Company according to the above plan, which is subject to the approval of the Shareholders at the AGM. The H Shareholders whose names appear on the H Share register of members of the Company on Friday, 10 July 2026 are entitled to receive such dividends as approved by the Shareholders of the Company (the "**Final Dividends**"). To ascertain the entitlement to the Final Dividends, the H Share register of members of the Company will be closed from Tuesday, 7 July 2026 to Friday, 10 July 2026 (both days inclusive), during which no transfer of H Shares can be registered. All H Share transfer documents together with the relevant share certificates must be lodged with the H Share registrar of the Company in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Monday, 6 July 2026.

***Final dividend income tax withholding***

*Enterprise income tax withholding of non-resident enterprise Shareholders*

In accordance with the Enterprise Income Tax Law of the People's Republic of China (the "**Enterprise Income Tax Law**") and its implementation regulations and the Notice on the Issues Concerning Enterprise Income Tax Withholding of Dividends Paid to Overseas Non-resident Enterprise Shareholders of H Shares by Resident Enterprise in the PRC (Guo Shui Han [2008] No. 897) (《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得税有關問題的通知》(國税函[2008]897號)) issued by the State Administration of Taxation of the PRC, the Company shall be obligated to withhold 10% enterprise income tax before it distributes the Final Dividends to non-resident enterprise Shareholders as listed on the Company's register of members of H Shares (the "**Register of Members of H Shares**") on Friday, 10 July 2026 (the "**Record Date**"). Any H Shares registered in the name of non-individual Shareholders are deemed as held by the non-resident enterprise Shareholders. As such, the enterprise income tax shall be deducted from the dividend thereof. The non-resident enterprise Shareholders shall apply to relevant tax authorities for refund according to applicable tax arrangements (if any).

After the legal opinion is provided by the resident enterprise Shareholders within the stipulated time frame and upon the Company's confirmation of such opinion, the Company will not withhold any enterprise income tax when it distributes the Final Dividends to resident enterprise Shareholders of H Shares as listed on the Register of Members of H Shares on the Record Date. If any resident enterprise (the same meanings as defined in the Enterprise Income Tax Law) listed on the Register of Members of H Shares which is duly incorporated in the PRC or under the laws of a foreign country (region) but with a PRC-based de facto management body, does not desire the Company to withhold the aforesaid 10% enterprise income tax, a legal opinion, issued by a qualified lawyer in mainland China (inscribed with the seal of the applicable law firm), that verifies its resident enterprise status shall be lodged at the Company's H Share registrars, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Monday, 6 July 2026.

***Individual income tax withholding of overseas resident individual Shareholders***

The Notice on the Issues Concerning Tax on the Earnings from Transfer of Stocks (Stock Rights) and on the Income Tax from Dividends Received by Enterprises with Foreign Investment, Foreign Enterprises and Individual Foreigners (Guo Shui Fa [1993] No. 045) (《關於外商投資企業、外國企業和外籍個人取得股票(股權)轉讓收益和股息所得税收問題的通知》(國税發[1993]045號)) (the "**93 Notice**") issued by the State Administration of Taxation of the PRC, where individual foreigners holding H shares are exempted from paying individual income tax for dividends (bonuses) obtained from companies incorporated in the PRC that issue H shares, was repealed under the Announcement on the List of Fully and Partially Invalidated and Repealed Tax Regulatory Documents (《關於公佈全文失效廢止、部分條款失效廢止的税收規範性文件目錄的公告》) issued by the State Administration of Taxation of the PRC on 4 January 2011. On 28 June 2011, the State Administration of Taxation issued the Notice on the Issues Concerning the Collection and Administration of Individual Income Tax Following the Repeal of Guo Shui Fa [1993] No. 045 (Guo Shui Han [2011] No. 348) (《國家税務總局關於國税發[1993]045號文件廢止後有關個人所得税徵管問題的通知》(國税函[2011]348號)) (the "**2011 Notice**"). The 2011 Notice has clarified the issues concerning the collection and administration of individual income tax arising from H share dividends received by overseas resident following the repeal of the 93 Notice.

Due to the change in the tax regulations of the PRC as mentioned above, a company, as the withholding agents, should withhold the individual income tax for the overseas resident individual Shareholders on the dividends income (bonus) of the shares issued in Hong Kong by domestic non-foreign-invested enterprises under the item of "interests, dividend and bonus income" in accordance with the laws. After the Company's repeated consultation with competent tax authorities, they confirmed that the Company should withhold the individual income tax for the dividends or bonus income received by the overseas resident individual Shareholders from the Company. However, the overseas resident individual Shareholders holding the Shares of the Company may be entitled to the relevant favorable tax treatments pursuant to the provisions in the tax treaties between the country(ies) in which they are domiciled and the PRC, and the tax arrangements between the mainland China and Hong Kong (Macau). As such, the Company will withhold individual income tax for H Share individual Shareholders in accordance with the following rules:

- for the H Share individual Shareholders who are Hong Kong or Macau residents or whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of 10%, the Company will withhold and pay individual income tax at the rate of 10% on behalf of such Shareholders in the distribution of Final Dividends;

- for the H Share individual Shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of less than 10%, the Company will temporarily withhold and pay individual income tax at the rate of 10% on behalf of such Shareholders in the distribution of Final Dividends, while such Shareholders may apply to competent tax authority for refund in accordance with the actual tax rate under such tax treaties;

- for the H Share individual Shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of more than 10% but less than 20%, the Company will withhold and pay individual income tax at the actual tax rate stipulated in the relevant tax treaty on behalf of such Shareholders in the distribution of Final Dividends;

- for the H Share individual Shareholders whose country (region) of domicile is a country (region) which has not entered into any tax treaties with the PRC, or a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of 20%, the Company will withhold and pay individual income tax at the rate of 20% on behalf of such Shareholders in the distribution of dividends.

If an H Share individual Shareholder considers that his/her individual income tax rate withheld by the Company does not comply with the tax rate stipulated by the tax treaties between country(ies) (region(s)) in which he/she is domiciled and the PRC, he/she should file a timely authorization letter together with the reporting materials relating to him/her being a resident of the related country (region), to the Company's H Share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Monday, 6 July 2026. The materials will be submitted to the competent tax authority by the Company for subsequent taxation handling.

Non-resident enterprise Shareholders of the Company or overseas resident individual Shareholders may seek advice from their tax advisor in relation to the tax impact of the mainland China, Hong Kong and other countries (regions) involved in owning and disposing of H Shares of the Company if they have any question on the above arrangements.

All dividends to be distributed will be denominated and declared in Renminbi and will be paid to H Shareholders in Hong Kong dollars. The value of dividends payable in Hong Kong dollars shall be based on the average exchange rate of Renminbi against Hong Kong dollars announced by the People's Bank of China in the five business days before Friday, 26 June 2026, being the date of dividend declaration. The above dividends are expected to be paid on Monday, 24 August 2026.

**(vii) Re-appointment of the Auditor of the Company for the Year 2026**

An ordinary resolution will be proposed at the AGM to approve the re-appointment of the auditor of the Company for the year 2026.

Since the term of Pan-China as the auditor of the Company will expire, in accordance with the tender and selection of the Company, the Board proposes to re-appoint Pan-China as the auditor of the Company for the year 2026, to provide audit and review services for 2026 annual financial report and audit services for internal control for the Company in accordance with the China Accounting Standards for Business Enterprises, and relevant requirements of the CSRC, the Hong Kong Stock Exchange and the Shanghai Stock Exchange, and the audit fee is RMB12.97 million. The term of office of Pan-China as the auditor of the Company shall commence from the date of approval of such resolution at the annual general meeting for the year 2025 to the date of the annual general meeting for the year 2026 of the Company. The audit fee has been determined after due consideration and

arm's length negotiations between the Company and Pan-China, taking into account, among other things, the size and structure of the Group, the nature and complexity of the Group's businesses, the expected scope, timetable and direction of the audit, the resources allocated by the auditor, as well as the historical audit fee paid by the Company in the year 2025. The audit fee has also been determined based on the assumption that there will be no material change in the Group's operations, accounting policies or regulatory environment during the financial year, and that the Company will provide timely and adequate assistance and information as required for the audit and internal control audit.

Unless there are material changes in the basis or assumptions set out above, the final audit fee should not materially deviate from the amount disclosed above. In the event of any material change, the Company will make further disclosure as appropriate (if applicable).

**(viii) External Guarantees Plan of the Company for the Year 2026**

An ordinary resolution will be proposed at the AGM to approve the external guarantees plan of the Company for the year 2026 and to authorize the Board to handle specific matters regarding such external guarantees plan within the limit of relevant guarantees.

In accordance with the requirements of the budget deployment meeting for central enterprises of the SASAC, and based on the principle of prudence, the Company prepared the external guarantees plan for the year 2026.

The amount of the external guarantees plan of the Company for the year 2026 is RMB60.587 billion, of which: the amount of guarantees plan by the Company and its subsidiaries for the wholly-owned/holding subsidiaries is RMB53.561 billion; the amount of guarantees plan by the Company and its subsidiaries for joint-stock companies is RMB5.868 billion; the amount of guarantees plan by the Company and its subsidiaries for enterprises without equity relationship is RMB1.158 billion. The external guarantees plan of the Company for the year 2026 is based on the forecast of business operation. In view of possible changes, the guarantees for wholly-owned/holding subsidiaries and joint-stock companies under the guarantees plan are as follows:

1. In the event of the same guarantor, the guarantees which such guarantor renders to the guaranteed parties limited in the guarantees plan can be adjusted with each other within the aggregate guarantee amount.

2. In the event of the same guarantor, the guarantees which such guarantor renders to other guaranteed parties of the same shareholding type other than the guaranteed parties limited in the guarantees plan can be adjusted within the aggregate guarantee amount.

The external guarantees plan of the Company for the year 2026 is effective from 1 January 2026 to the date of the convening of the Company's annual general meeting for the year 2026.

The Company also proposed at the general meeting to generally and unconditionally authorize the Board and approve the Board to further authorize the management of the Company, to determine the amount, maturity and type of each external guarantee of the Company within the limit scope and effective term of the external guarantees plan for the year 2026; approve the specific guarantee

business of the Company and its subsidiaries for invested companies (excluding guarantees for mortgage loans provided by real estate companies to customers); and authorize the management of the Company to use the amount of guarantee plan flexibly for wholly-owned and holding subsidiaries within the annual planned limit.

If the relevant transactions are required to be disclosed and/or subject to approval by the Shareholders under Chapter 14 or Chapter 14A of the Listing Rules, the Company will carry out separate disclosure and/or approval procedures (if applicable) in accordance with the requirements of the Listing Rules.

**(ix) General Mandate to Issue Domestic and Overseas Bonds**

To give full play to the direct financing function of bonds, make full use of the current low interest rate market environment, reduce financing costs and optimize financing structure, the Company and its subsidiaries propose to issue one type or several types of bonds or debt financing instruments (the "**Bonds**").

A special resolution will be proposed at the AGM to approve the domestic and overseas Bonds Issuance plan and the general mandate to the Board:

| | |
|---|---|
| Issuing Entities: | The Company or its subsidiaries |
| Size of Issue and Method of Issuance: | The Company and its subsidiaries are authorized to renew Bonds at maturity in the amount of RMB10.382 billion during the validity period and to issue additional Bonds in the amount of RMB17.0 billion in the year of 2026, totaling RMB27.382 billion. Considering the need to reserve a certain amount for unforeseen circumstances before May 2027, the scale of domestic and overseas bond issuance authorized in this application shall not exceed RMB35.0 billion (inclusive). The Bonds shall be issued either in a single or multiple tranches through public offering or private placement |
| Target Subscribers: | Domestic and overseas qualified investors meeting the conditions for subscription |

| | |
|---|---|
| Maturity and Type: | The types of issuance include but are not limited to A Share or H Share corporate bonds, renewable bonds, enterprise bonds, ultra-short-term commercial paper, short-term commercial paper, medium-term notes, perpetual medium-term notes, private placement debt financing instruments and other domestic and overseas debt financing instruments issued in RMB or foreign currencies permitted by regulatory authorities. The domestic and overseas Bonds could be with single maturity period or combination of various types of maturity periods. The composition of maturity periods and the issue size of each maturity type shall be determined in accordance with the relevant regulations and market conditions, and the issue size of each type of Bonds does not exceed the limit of such type of Bonds that the Company may issue in accordance with relevant regulations of national and regulatory authorities |
| Use of Proceeds: | It is expected that the proceeds will be used to satisfy the production and operational needs, repay matured bonds, loans of financial institutions, supplement working capital and project investments, etc. |
| Term of Validity of the Resolution: | The resolution is valid from the date of approval by the general meeting to the date of expiration of 12 months. If the Company has decided on the issue or part issue within the aforementioned validity period, and the Company obtains approval, license, registration or filing of the issue from the regulatory authorities within the aforementioned validity period, the Company is permitted to complete the issue within the validity period as confirmed by such approval, license, registration or filing |
| Authorized Matters: | The Board is generally and unconditionally authorized to deal with the matters in relation to the Bonds Issuance not exceeding RMB35 billion (inclusive) at its absolute discretion within the effective period of the resolution and in accordance with the specific needs of the Company and other market conditions, including but not limited to: |

- the category, specific type, specific terms, conditions and other matters of Bonds Issuance, including but not limited to specific issue amount, actual aggregate amount, type of currency, issue price, interest rate or the determination method, place of issue, timing, term, whether to issue in tranches and the number of tranches, whether to set repurchase and redemption terms, rating arrangement, guarantee issues, maturity for principal repayment and interest payment, use of proceeds, listing and underwriting arrangements, and any other matters in relation to the issuance;

- to take all necessary and incidental actions and steps for the Bonds Issuance, including but not limited to providing necessary guarantee for the Bonds Issuance by subsidiaries, engaging intermediaries to apply to the relevant regulatory authorities for approval, records, filing, registration and other procedures regarding the issuance on the Company's behalf, signing all the necessary legal documents related to the issuance, handling other matters related to offerings and dealings, and approving, confirming and ratifying all the above actions and steps that has already been taken by the Company for Bonds Issuance;

- to sign and publish/dispatch announcements and circulars in relation to the Bonds Issuance and perform related procedures for information disclosure and/or approvals (if necessary) pursuant to the requirements of relevant regulatory authorities in the PRC and the Listing Rules;

- to make corresponding adjustments to the related matters of the Bonds Issuance or determine whether to continue the issuance based on actual situation and within the scope of authorization being granted at the general meeting in accordance with the opinions of the relevant domestic regulatory authorities, changes in the policies or market conditions, except for the matters that are subject to re-voting at the general meeting pursuant to the relevant laws and regulations and the Articles of Association;

- after the completion of the Issuance, to determine and handle matters related to the listing or repurchase of the issued Bonds, if necessary;

- within the overall Bonds Issuance plan of the Company, to coordinately distribute the Bonds Issuance budget and types for issuing entities including the Company and its subsidiaries; and

- to handle any other specific matters in relation to the Bonds Issuance and sign all necessary documents.

The general meeting is proposed to approve the further authorization by the Board to the chairman of the Company to be the authorized person for Bonds Issuance after obtaining the authorization of the general meeting (in such case it would be unnecessary to convene a further Board meeting to consider relevant authorization matters), to specifically deal with the authorization and related issuance matters under the above authorization matters on behalf of the Company according to the resolutions of the general meeting and the authorization of the Board.

**ANNUAL GENERAL MEETING FOR THE YEAR 2025**

A notice of the AGM to be held at Room 2702, Building 1, No. 26A West Dawang Road, Chaoyang District, Beijing, the PRC on Friday, 26 June 2026 at 9:00 a.m., is set out on pages 25 to 27 of this circular.

The H Shareholders whose names appear on the register of members of H Shares of the Company on Friday, 26 June 2026 are entitled to attend and vote at the AGM. The Register of Members of H Shares of the Company will be closed from Tuesday, 23 June 2026 to Friday, 26 June 2026 (both days inclusive), during which no transfer of H Shares can be registered. All transfer documents of H Shares together with the relevant share certificates must be lodged with the H Share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Monday, 22 June 2026.

A reply slip and a proxy form for use at the AGM are enclosed herewith and also published on both the websites of the Hong Kong Stock Exchange (http://www.hkexnews.hk) and the Company (http://www.ceec.net.cn). If you intend to appoint a proxy to attend the AGM, you are requested to complete, sign and return the enclosed proxy form in accordance with the instructions printed thereon by 9:00 a.m. on Thursday, 25 June 2026. Completion, signing and return of the proxy form will not preclude you from attending and voting in person at the AGM. Shareholders who intend to attend the meeting in person or by proxy should complete, sign and return the reply slip in accordance with the instructions printed thereon on or before Wednesday, 24 June 2026.

## VOTING BY POLL

According to Rule 13.39(4) of the Listing Rules, apart from certain exceptions, any vote of Shareholders at a general meeting shall be taken by poll. All resolutions at the AGM will be voted by way of poll. An announcement on the poll results will be published on the websites of the Hong Kong Stock Exchange (http://www.hkexnews.hk) and the Company (http://www.ceec.net.cn), respectively by the Company after the AGM in the manner prescribed under the Listing Rules.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, no Shareholder has a material interest in the resolutions to be proposed at the AGM, and is required to abstain from voting in respect of the resolutions proposed at the AGM.

## RECOMMENDATION

The Board believes that the proposals mentioned above are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favor of the relevant resolutions to be proposed at the AGM as set out in the notice of the AGM.

Yours faithfully,
By order of the Board
**China Energy Engineering Corporation Limited***
**Ni Zhen**
*Chairman*

* *For identification purpose only*

**Administrative Measures for the Remuneration of Directors of China Energy Engineering Corporation Limited***

## CHAPTER I GENERAL PROVISIONS

**Article 1** In order to further improve the corporate governance system of China Energy Engineering Corporation Limited (the "Company"), strengthen and regulate the management of directors' remuneration, these Measures are formulated in accordance with the Company Law of the People's Republic of China, the Code of Corporate Governance for Listed Companies, the Articles of Association of China Energy Engineering Corporation Limited, and relevant regulations of the SASAC of the State Council, and in light of the Company's actual circumstances.

**Article 2** These Measures apply to the Company.

**Article 3** The term "director" as used in these Measures includes: executive directors, employee directors, non-executive directors and independent non-executive directors.

**Article 4** The Remuneration and Assessment Committee shall formulate the remuneration plan for the directors annually, specifying the basis for determining the remuneration and its composition. The remuneration plan for the directors shall be considered and approved by the Board of Directors before submission to the general meeting for consideration and approval, and shall be disclosed.

When the Board of Directors or the Remuneration and Assessment Committee conducts a performance evaluation of an individual director or discusses his/her remuneration, such director shall abstain from evaluation or discussion. The Board of Directors shall report the directors' performance evaluation results and their remuneration package to the general meeting and disclose such information.

## CHAPTER II REMUNERATION MANAGEMENT

**Article 5** For executive directors who concurrently serve as heads of enterprises administered by the SASAC of the State Council, their remuneration standards shall be implemented in accordance with the relevant provisions of the SASAC of the State Council. The remuneration structure shall consist of basic annual salary, performance-based annual salary and term-based incentive income. In principle, the performance-based annual salary shall account for no less than 50% of the total amount of the basic annual salary and the performance-based annual salary.

**Article 6** Where an employee director concurrently serves as the head of an enterprise administered by the SASAC of the State Council, the remuneration standards shall be implemented in accordance with the relevant provisions of the SASAC of the State Council.

**Article 7** Non-executive directors recommended by minority shareholders shall not receive remuneration from the Company, and their remuneration shall be determined in accordance with the relevant provisions of the entity from which they receive remuneration.

**Article 8** The remuneration and performance evaluation of independent non-executive directors shall be implemented in accordance with the relevant provisions of the SASAC of the State Council. Independent non-executive directors shall receive work allowances or basic annual salary and meeting allowances in accordance with regulations; apart from these, they shall not receive any other form of income.

**Article 9** Remuneration paid by the Company is a pre-tax amount, and the Company shall withhold and paid individual income tax on behalf.

**Article 10** The Company shall establish a sound mechanism for determining and ensuring the normal growth of the total wage bill that is fundamentally aligned with the labor market and linked to economic performance and labor productivity. The Company shall implement budget management for total wages. Each year, the Company shall, in accordance with national income distribution policies and requirements for total wage management, formulate the annual budget by comprehensively considering production and operational targets, economic performance, and the capacity to bear labor costs, and shall exercise effective control and supervision over such budget.

## CHAPTER III CLAWBACK MECHANISM

**Article 11** After the annual performance evaluation of directors is finalized, the Company shall settle payments in accordance with the approved remuneration standards for directors. Where the remuneration already paid is less than the approved amount, the remaining balance shall be paid in a lump sum following settlement; where the remuneration already paid exceeds the approved standard, the excess amount shall be clawed back.

**Article 12** Where a director of the Company violates his/her duties and causes losses to the Company, or is found at fault in illegal or non-compliant acts such as financial fraud, misappropriation of funds or unauthorized guarantees, or where the director is subject to the Party disciplinary or administrative sanctions due to violations of rules or discipline, or in other circumstances, the Company shall, in accordance with relevant regulations, deduct or cancel the director's performance-based annual salary or term-based incentive income.

## CHAPTER IV SUPPLEMENTARY PROVISIONS

**Article 13** These Measures shall be interpreted by the Board of Directors and shall take effect upon approval by the general meeting.

# 2025 ANNUAL REPORT OF THE COMPANY

To all Shareholders:

In accordance with the disclosure requirements for annual reports of listed companies, China Energy Engineering Corporation Limited* (the "Company") has prepared its 2025 Annual Report. In 2025, faced with a complex and volatile macroeconomic environment and industry landscape, the Company firmly adhered to the theme of high-quality development, thoroughly implemented its corporate strategy, and systematically advanced the four major transformations of innovation-driven development, green and low-carbon development, digital and smart development, and shared and integrated development. The Company's operations maintained a development trajectory characterized by steady progress, innovation and excellence. The report has been reviewed and approved at the 55th meeting of the third session of the Board of the Company. For further details, please refer to the announcement published on the website of the Shanghai Stock Exchange (http://www.sse.com.cn/) dated 28 March 2026 and the 2025 Annual Report published on the website of the Hong Kong Stock Exchange (http://www.hkexnews.hk) dated 17 April 2026.

The report is hereby reported.

# WORK REPORT OF THE INDEPENDENT DIRECTORS OF THE COMPANY FOR THE YEAR 2025

To all Shareholders:

In 2025, the Company's independent Directors, guided by a working attitude of "conscientiousness and diligence", attended general meetings and Board meetings on time, carefully reviewed various proposals of the Board, actively participated in on-site inspections, and convened special meetings of independent Directors as required to express independent and objective opinions, thereby effectively safeguarding the legitimate rights and interests of the Company and all Shareholders. The Work Report of the Independent Directors for the Year 2025 has been reviewed and approved at the 55th meeting of the third session of the Board of the Company. For further details, please refer to the announcements published on the website of the Shanghai Stock Exchange (http://www.sse.com.cn/) dated 28 March 2026 and on the website of the Hong Kong Stock Exchange (http://www.hkexnews.hk) dated 27 March 2026.

The report is hereby reported.

# REMUNERATION PLAN FOR THE SENIOR MANAGEMENT OF THE COMPANY FOR THE YEAR 2026

To All Shareholders:

China Energy Engineering Corporation Limited* (the "Company") has formulated the Remuneration Plan for the Senior Management for the Year 2026 in accordance with the Company Law of the People's Republic of China, the Code of Corporate Governance for Listed Companies, the Articles of Association of China Energy Engineering Corporation Limited, and the relevant policy requirements of the State-owned Assets Supervision and Administration Commission of the State Council, taking into account the Company's actual circumstances. The details are set out below:

## I. SCOPE OF APPLICATION

Senior management serving during the term of office for the year 2026.

## II. PERIOD OF APPLICATION

1 January 2026 to 31 December 2026.

## III. REMUNERATION PLAN

(1) For senior management serving in the Company, including the general manager, deputy general managers and chief accountant, the remuneration structure comprises a basic annual salary, agreed bonuses (performance-based salary), housing allowance (housing provident fund contributions borne by the Company on behalf of the individual) and pension scheme contributions (basic pension insurance contributions borne by the Company on behalf of the individual). In principle, the proportion of the agreed bonus (performance-based salary) shall not be less than 50% of the total amount comprising the basic annual salary and the agreed bonus (performance-based salary). Implementation shall be governed by the relevant policies of the State-owned Assets Supervision and Administration Commission of the State Council as well as the Administrative Measures for Performance Appraisal and Remuneration for Senior Management of the Company.

(II) The remuneration structure for the secretary of the Board of the Company comprises a post-based salary, seniority-based salary, agreed bonus (performance-based salary), housing allowance (housing provident fund contributions borne by the Company on behalf of the individual), and pension scheme contributions (basic pension insurance contributions borne by the Company on behalf of the individual). In principle, the proportion of the performance-based salary shall not be less than 50% of the annual remuneration. Implementation shall be governed by the Administrative Measures for Performance Appraisal and Remuneration of the Headquarters of the Company.

## IV. CLAWBACK MECHANISM

Where a senior management member of the Company fails to perform or fails to duly perform his/her duties and causes losses to the Company, or is found at fault in illegal or non-compliant acts such as financial fraud, misappropriation of funds or unauthorized guarantees, or where he/she is subject to the Party disciplinary or administrative sanctions for violations of rules and discipline, or in other circumstances, the Company shall, in accordance with relevant regulations, reduce or cancel his/her performance-based annual salary or term-based incentive income.

## V. OTHER PROVISIONS

Any matters not covered in this plan shall be implemented in accordance with national laws and regulations, departmental rules, normative documents and the Articles of Association. Should this plan conflict with laws and regulations, departmental rules or normative documents promulgated by the state in the future, or with the Company's Administrative Measures for the Remuneration as amended through lawful procedures, the relevant laws and regulations, departmental rules, normative documents and the Company's latest Administrative Measures for the Remuneration shall prevail.

The Remuneration Plan for the Senior Management of the Company has been considered at the sixth meeting of the Remuneration and Assessment Committee of the third session of the Board and considered and approved at the 55th meeting of the third session of the Board. It is hereby reported to the general meeting for information.

中国能建 ENERGY CHINA

中國能源建設股份有限公司

# CHINA ENERGY ENGINEERING CORPORATION LIMITED*

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

**(Stock Code: 3996)**

## NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2025

**NOTICE IS HEREBY GIVEN** that the annual general meeting for the year 2025 (the "**AGM**") of China Energy Engineering Corporation Limited (the "**Company**") will be held at Room 2702, Building 1, No. 26A West Dawang Road, Chaoyang District, Beijing, the PRC on Friday, 26 June 2026 at 9:00 a.m. to consider and, if thought fit, to pass the following resolutions. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 4 June 2026.

### AS ORDINARY RESOLUTION

1 The resolution on the work report of the Board of the Company for the year 2025

### AS SPECIAL RESOLUTION

2 The resolution on the amendments to the Articles of Association

### AS ORDINARY RESOLUTIONS

3 The resolution on the standards on remuneration payment of the Directors of the Company for the year 2024

4 The resolution on the remuneration plan for the Directors of the Company for the year 2026

5 The resolution on the formulation of the Administrative Measures for the Remuneration of Directors of the Company

6 The resolution on the profit distribution plan of the Company for the year 2025

7 The resolution on the re-appointment of the auditor of the Company for the year 2026

8 The resolution on the external guarantees plan of the Company for the year 2026

### AS SPECIAL RESOLUTION

9 The resolution on the general mandate to issue domestic and overseas debt financing instruments by the Company

* *For identification purpose only*

**AS REPORTED MATTERS**

1 The 2025 annual report of the Company

2 The work report of the independent Directors of the Company for the year 2025

3 The remuneration plan for the senior management of the Company

By order of the Board
**CHINA ENERGY ENGINEERING CORPORATION LIMITED***
**Ni Zhen**
*Chairman*

Beijing, the PRC
4 June 2026

*As at the date of this notice, the executive Director of the Company is Mr. Ni Zhen; the employee Director is Mr. Huang Pu; the non-executive Directors are Mr. Liu Xueshi and Mr. Si Xinbo; and the independent non-executive Directors are Mr. Cheng Niangao, Dr. Ngai Wai Fung, Ms. Niu Xiangchun and Mr. Pei Zhenjiang.*

*Notes:*

1. The H Shareholders whose names appear on the register of members of the Company on Friday, 26 June 2026 are entitled to attend and vote at the AGM. The register of members of H Shares of the Company will be closed from Tuesday, 23 June 2026 to Friday, 26 June 2026 (both days inclusive), during which no transfer of H Shares can be registered. All transfer documents of H Shares together with the relevant share certificates must be lodged with the H Share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Monday, 22 June 2026.

2. The H Shareholders whose names appear on the register of members of the Company on Friday, 10 July 2026 are entitled to receive the final dividend to be approved by the Shareholders of the Company. The register of members of H Shares of the Company will be closed from Tuesday, 7 July 2026 to Friday, 10 July 2026 (both days inclusive), during which no transfer of H Shares can be registered. All transfer documents of H Shares together with the relevant share certificates must be lodged with the H Share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Monday, 6 July 2026.

3. H Shareholders who intend to attend the AGM in person or by proxy should complete and sign the reply slip accompanying the notice of the AGM and return it by hand, by post or by fax to the address of the Company's H Share registrar (as mentioned below) on or before Wednesday, 24 June 2026. Completion and return of the reply slip do not affect the right of a Shareholder to attend the AGM.

4. Any Shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote at the AGM on his/her behalf. A proxy needs not be a Shareholder of the Company. Each Shareholder who wishes to appoint one or more proxies should first review the annual report of the Company for the year 2025 and the circular.

5. A proxy shall be appointed by an instrument in writing (including the proxy form). Such instrument shall be signed by the appointer or his/her attorney duly authorized in writing. If the appointer is a legal person, then the instrument shall be signed under a legal person's seal or signed by its director or an attorney duly authorized in writing. For H

Shareholders, the instrument appointing the proxy shall be deposited at the address of the H Share registrar of the Company (as mentioned below) by 9:00 a.m. on Thursday, 25 June 2026. If the instrument appointing the proxy is signed by a person authorized by the appointer, the power of attorney or other document of authority under which the instrument is signed shall be notarized. The notarized power of attorney or other document of authority shall be deposited together and at the same time with the instrument appointing the proxy at the Company's H Share registrar for H Shareholders.

6. The AGM will adopt a combination of both onsite voting and online voting (online voting only applicable to A Shareholders) in terms of the mechanism for voting at the meeting.

7. Shareholders or their proxies are required to produce their identification documents when attending the AGM.

8. Miscellaneous

   i. It is expected that the AGM will last for half a day. All attending Shareholders shall arrange for their transportation and accommodation and shall bear all their own expenses in connection with their attendance.

   ii The address of the Company's H Share registrar:

   Tricor Investor Services Limited
   17/F, Far East Finance Centre
   16 Harcourt Road, Hong Kong

   Tel: +852 2980 1333
   Fax: +852 2810 8185

9. For details of the resolutions to be considered and approved at the AGM, please refer to the Company's circular dated 4 June 2026.