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If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Beijing Jingneng Clean Energy Co., Limited, you should at once hand this circular together with the enclosed proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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

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

(Stock Code: 00579)

**GENERAL MANDATE TO ISSUE DOMESTIC
SHARES AND H SHARES
PROPOSED AMENDMENTS TO RULES OF
PROCEDURE FOR GENERAL MEETINGS, RULES OF
PROCEDURE FOR BOARD OF DIRECTORS AND
RULES OF PROCEDURE FOR BOARD OF SUPERVISORS
PROPOSED APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

A letter from the Board of the Company is set out on pages 3 to 7 of this circular.

The notice convening the AGM to be held at 10:00 a.m. on Thursday, 24 June 2021 at No. 2 Meeting Room, 8th Floor, No. 6 Xibahe Road, Chaoyang District, Beijing, PRC, is set out on pages 16 to 20 of this circular. A proxy form for use at the AGM is enclosed with this circular and was also published on the website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>). Whether or not you are able to attend the AGM, you are requested to complete and return the proxy form in accordance with the instructions printed thereon not less than 24 hours before the time appointed for holding the AGM (i.e., no later than 10:00 a.m. on Wednesday, 23 June 2021) or any adjournment thereof (as the case may be).

Completion and return of the proxy form will not preclude you from attending and voting at the AGM should you so wish.

References to time and dates in this circular are to Hong Kong time and dates.

25 May 2021

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 10:00 a.m. on Thursday, 24 June 2021 at No. 2 Meeting Room, 8th Floor, No. 6 Xibahe Road, Chaoyang District, Beijing, PRC
“AGM Notice”	the notice of the AGM as set out on pages 16 to 20 of this circular
“Articles of Association”	the articles of association of the Company
“Board” or “Board of Directors”	the board of Directors of the Company
“Company”	北京京能清潔能源電力股份有限公司 (Beijing Jingneng Clean Energy Co., Limited), a joint stock company incorporated in the PRC with limited liability, whose H Shares are listed on Hong Kong Stock Exchange
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	the ordinary share(s) issued by the Company in the PRC, with a nominal value of RMB1.00 each, which are subscribed for in RMB
“Group”	the Company and its subsidiaries
“H Share(s)”	the overseas-listed foreign invested share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	18 May 2021, 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 of Hong Kong Limited as amended from time to time

DEFINITIONS

“PRC” or “China”	the People’s Republic of China and for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Rules of Procedure for General Meetings”	the Rules of Procedure for General Meetings of the Company
“Rules of Procedure for Board of Directors”	the Rules of Procedure for Board of Directors of the Company
“Rules of Procedure for Board of Supervisors”	the Rules of Procedure for Board of Supervisors of the Company
“Share(s)”	the ordinary share(s) of RMB1.00 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the ordinary share(s) of the Company



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北京京能清潔能源電力股份有限公司

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

(Stock Code: 00579)

Executive Directors:

ZHANG Fengyang (*Chairman*)
CHEN Dayu (*General Manager*)
GAO Yuming
CAO Mansheng

Registered Office:

Room 118, 1 Ziguang East Road
Badaling Economic Development Zone
Yanqing District, Beijing
the PRC

Non-executive Directors:

REN Qigui
LI Juan
WANG Bangyi

Principal Place of Business in Hong Kong:

Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

Independent non-executive Directors:

HUANG Xiang
CHAN Yin Tsung
HAN Xiaoping
XU Daping

25 May 2021

To the Shareholders

Dear Sir/Madam,

**GENERAL MANDATE TO ISSUE DOMESTIC
SHARES AND H SHARES
PROPOSED AMENDMENTS TO RULES OF
PROCEDURE FOR GENERAL MEETINGS, RULES OF
PROCEDURE FOR BOARD OF DIRECTORS AND
RULES OF PROCEDURE FOR BOARD OF SUPERVISORS
PROPOSED APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to set out the notice of the AGM and to provide you with details regarding, among other things, the Share Issue Mandate (as defined below), the proposed amendments to Rules of Procedure for General Meetings, Rules of Procedure for Board of Directors and Rules of Procedure for Board of Supervisors and the proposed appointment of independent non-executive Director so as to enable you to make informed decisions on whether to vote for or against the resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

2. GENERAL MANDATE TO ISSUE DOMESTIC SHARES AND H SHARES

In order to ensure flexibility and discretion to the Directors, in the event that it becomes desirable to issue any Share, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for a general mandate to issue Domestic Shares and H Shares. At the AGM, a special resolution will be proposed to grant a general mandate to the Board to exercise the powers of the Company to allot, issue and otherwise deal with new Shares in the share capital of the Company up to 20% of the aggregate number of issued Domestic Shares and/or H Shares immediately after the passing of the proposed special resolution in relation to such general mandate (the “**Share Issue Mandate**”).

As at the Latest Practicable Date, the issued share capital of the Company comprised 8,244,508,144 Shares, including 5,414,831,344 Domestic Shares and 2,829,676,800 H Shares. Subject to the passing of special resolution in relation to the Share Issue Mandate and on the basis that no further Shares are issued before the AGM, the Company will be allowed to issue a maximum of 1,082,966,268 Domestic Shares and 565,935,360 H Shares.

The Board will only exercise its power under the Share Issue Mandate in accordance with the Listing Rules, and the applicable laws, rules and regulations of government and regulatory bodies of the PRC.

3. PROPOSED AMENDMENTS TO RULES OF PROCEDURE FOR GENERAL MEETINGS, RULES OF PROCEDURE FOR BOARD OF DIRECTORS AND RULES OF PROCEDURE FOR BOARD OF SUPERVISORS

We refer to the announcement of the Company dated 10 November 2020 and 19 February 2021 and the circular of the Company dated 12 January 2021 in relation to, among other things, the amendments to the Articles of Association.

The Company amended the Articles of Association at the first extraordinary general meeting of 2021 in accordance with the revisions of relevant laws and regulations, such as the Securities Law of the People’s Republic of China, the Listing Rules and the Official Reply of the State Council regarding Adjusting the Application of Provisions to Matters Including the Notice Period for Convention of Shareholders’ Meetings by Overseas Listed Companies (《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》) issued by the PRC State Council, and also for the purpose of implementing the requirements of rule of law construction. In order to comply with the revised Articles of Association and improve corporate governance standard, the Company proposes to amend the relevant provisions on Rules of Procedure for General Meetings, Rules of Procedure for Board of Directors and Rules of Procedure for Board of Supervisors. Details are set out in the Appendix to this circular.

LETTER FROM THE BOARD

4. PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

We refer to the announcement of the Company dated 24 May 2021 in relation to, among other things, the proposed appointment of Ms. Zhao Jie (“**Ms. Zhao**”) as an independent non-executive Director.

The Board resolved to nominate Ms. Zhao as an independent non-executive Director, subject to the approval of the Shareholders. The term of Ms. Zhao’s appointment as an independent non-executive Director shall commence upon the approval by the Shareholders and shall end on the expiry of the term of the fourth session of the Board. The Company will enter into a service agreement with Ms. Zhao upon the approval of her appointment by the Shareholders. Ms. Zhao will receive a total annual emolument of RMB100,000 from the Company, which is determined with reference to Ms. Zhao’s experience, duties, responsibilities and the Company’s remuneration policy. The travel expenses incurred by the independent non-executive Directors to participate in the board meetings, general meetings and the relevant activities organized by the Board shall be borne by the Company. The Company will disclose the remuneration of directors in its annual report each year.

The biographical details of Ms. Zhao are set out as below:

Ms. Zhao Jie (趙潔), aged 64. She successively held various positions in North China Electric Power Design Institute (華北電力設計院), including deputy chief of the electrical department, chief design engineer, deputy chief of the engineering department, deputy chief engineer, and vice president from March 1983 to August 1998. She served as the vice president and professor-level senior engineer of Electric Power Planning & Engineering Institute (電力規劃設計總院) from September 1998 to November 2011, during which she concurrently served as the general manager of China Power Engineering Consulting Corporation (中國電力建設工程諮詢公司) from April 1999 to June 2003, the deputy general manager of China Power Engineering Consulting Group Co., Ltd (中國電力工程顧問集團公司) from June 2003 to November 2011. She served as the deputy general manager of China Energy Engineering Group Co., Ltd. (中國能源建設集團有限公司) and the president of Electric Power Planning & Engineering Institute from November 2011 to July 2015. She served as the deputy general manager of China Energy Engineering Corporation Limited (a company listed on the Main Board of Hong Kong Stock Exchange, stock code: 3996) from July 2015 to March 2017, and retired in March 2017. Ms. Zhao graduated from the department of electricity of Tsinghua University Branch Campus majoring in electrical engineering in March 1983 and obtained a bachelor’s degree.

LETTER FROM THE BOARD

Save as disclosed in this circular, Ms. Zhao did not hold any directorships in any other listed companies or take up any posts in any group members of the Company in the past three years, nor had any relationship with any other directors, supervisors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company. In addition, Ms. Zhao does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

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

The Remuneration and Nomination Committee had identified Ms. Zhao as a candidate for independent non-executive Director pursuant to criteria set out in the director nomination policy and board diversity policy adopted by the Company. Ms. Zhao has confirmed her independence in accordance with factors set out in Rule 3.13 of the Hong Kong Listing Rules. The Remuneration and Nomination Committee is also of the view that Ms. Zhao would bring to the Board her own perspectives, skills and experience of corporate operations and management, the potential for her to help enhance the operation efficiency of the Board as an independent non-executive Director, and her potential commitment to the business of the Company, as further described in her biographical details above, which is also in line with the development strategy of the Company.

The Remuneration and Nomination Committee has also reviewed the structure and composition of the Board, the confirmation and disclosure given by Ms. Zhao, the qualifications, skills and experience (in particular, her professional background in engineering), time commitment and contribution of Ms. Zhao with reference to the nomination principles and criteria set out in the board diversity policy, director nomination policy and the corporate strategy of the Company.

5. THE AGM

The notice convening the AGM to be held at 10:00 a.m. on Thursday, 24 June 2021 at No. 2 Meeting Room, 8th Floor, No. 6 Xibahe Road, Chaoyang District, Beijing, PRC is set out on pages 16 to 20 of this circular and has been despatched to the Shareholders on 25 May 2021. A proxy form for use at the AGM has been despatched to the Shareholders together with this circular and was also published on the website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>).

Holders of H Shares whose names appear on the register of members of the Company on the close of business on Monday, 21 June 2021 are entitled to attend the AGM and vote at the AGM. The share register for H Shares will be closed from Monday, 21 June 2021 to Thursday, 24 June 2021 (both days inclusive), during which period no share transfer of H Shares will be registered.

LETTER FROM THE BOARD

Whether or not you are able to attend the AGM, you are requested to complete and return the proxy form in accordance with the instructions printed thereon not less than 24 hours before the time appointed for holding the AGM (i.e., no later than 10:00 a.m., Wednesday, 23 June 2021) or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending the AGM and voting in person if you so wish.

6. VOTES TO BE TAKEN BY POLL

The resolutions to be proposed at the AGM will be voted by poll. No Shareholder is required to abstain from voting in respect of the resolutions proposed at the AGM.

7. RECOMMENDATION

The Directors believe that the proposed resolutions in respect of, among other things, the Share Issue Mandate, the proposed amendments to Rules of Procedure for General Meetings, Rules of Procedure for Board of Directors and Rules of Procedure for Board of Supervisors and the proposed appointment of independent non-executive Director are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that Shareholders vote in favour of the relevant resolutions set out in the AGM Notice.

By Order of the Board
Beijing Jingneng Clean Energy Co., Limited
KANG Jian
Deputy General Manager and Company Secretary

I. Proposed Amendments to Rules of Procedure for General Meetings

Original articles	Revised articles after the proposed amendments
<p>Article 5 The Company shall not proceed to change or abrogate the shareholders' rights of a class of shares unless such change or abrogation has been approved by way of a special resolution of the general meeting and by a separate class meeting of the affected shareholders of the class of shares in accordance with the Articles of Association.</p>	<p>Article 5 The Company shall not proceed to change or abrogate the shareholders' rights of a class of shares unless such change or abrogation has been approved by way of a special resolution of the general meeting and by a separate class meeting of the affected shareholders of the class of shares in accordance with the Articles of Association. <u>The quorum for convening such general meeting of shareholders shall be the holders holding at least one third of the issued shares of relevant class.</u></p> <p><u>Where any changes in domestic and foreign laws, regulations and the listing rules of the place where the shares of the Company are listed, as well as decisions of domestic and foreign regulatory authorities which lead to the change of the class of shareholders' rights or repeal shall not require the approval of shareholder' meeting or class meeting.</u></p>

Original articles	Revised articles after the proposed amendments
<p>Article 16 Where a general meeting is convened by the Company, it shall issue a written notice 45 days prior to the meeting to notify all the registered shareholders of the matters proposed to be considered as well as the date and place of the meeting. Shareholders who intend to attend the general meeting shall deliver their written replies to the Company 20 days prior to the meeting.</p>	<p>Article 16 Where an annual general meeting is convened by the Company, it shall issue a written notice 4520 clear business days prior to the meeting to notify all the registered shareholders of the matters proposed to be considered as well as the date and place of the meeting. Shareholders who intend to attend the general meeting shall deliver their written replies to the Company 20 days prior to the meeting; <u>where an extraordinary general meeting is convened by the Company, it shall issue a notice 15 natural days or 10 clear business days (whichever is longer) prior to the meeting to notify all the registered shareholders. The “business day(s)” mentioned therein shall be the statutory business days announced by the Hong Kong government.</u></p>

Original articles	Revised articles after the proposed amendments
<p>Article 17 The Company shall calculate the number of voting shares represented by the shareholders who intend to attend the meeting based on the written replies received 20 days prior to the holding of the general meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting reaches no less than one half of the total number of the Company's voting shares, the Company may hold the general meeting. If not, the Company shall within five days inform the shareholders again by public notice of the matters to be considered as well as the date and place of the meeting. Upon notification by the public announcement, the Company may hold the general meeting.</p> <p>An extraordinary general meeting shall not decide on matters not specified in the notice or announcement.</p>	<p><u>This article has been deleted</u></p>
<p>Article 19 If a general meeting shall discuss the election of directors or supervisors, the notice of general meeting shall disclose full information of the candidates for directors and supervisors. It shall at least include the following:</p> <p>.....</p>	<p>Article 198 If a general meeting shall discuss the election of directors or supervisors, the notice of general meeting shall disclose full information of the candidates for directors and supervisors. It shall at least include the following:</p> <p>.....</p> <p><u>(5) Other information subject to disclosure as required by the securities regulatory authorities and the listing rules of the places where the Company's shares are listed.</u></p>

Original articles	Revised articles after the proposed amendments
<p>Article 20</p> <p>.....</p> <p>The public announcement referred to in the preceding paragraph shall be published in one or more newspapers or periodicals designated by the securities regulatory authority under the State Council within 45 and 50 days before holding of the meeting. Once the announcement is published, all holders of domestic-invested shares shall be deemed to have received the notice of the general meeting.</p>	<p>Article 20<u>19</u></p> <p>.....</p> <p>The public announcement referred to in the preceding paragraph shall be published on one or more newspapers or periodicals designated by the securities regulatory authority under the State Council within 45 and 50 days before holding of the meeting <u>15 days or 10 clear business days (whichever is longer) (the extraordinary general meeting) or 20 clear business days (the annual general meeting) before the date of convening such meeting.</u> Once the announcement is published, all holders of domestic-invested shares shall be deemed to have received the notice of the general meeting.</p>
<p>Article 51 The Company shall not proceed to change or abrogate the shareholders' rights of a class of shares unless such change or abrogation has been approved by way of a special resolution of the general meeting and by a separate class meeting of the affected shareholders of the class of shares in accordance with Articles 53 to 57 of these Rules of Procedure.</p> <p>.....</p>	<p>Article 51<u>50</u> The Company shall not proceed to change or abrogate the shareholders' rights of a class of shares unless such change or abrogation has been approved by way of a special resolution of the general meeting and by a separate class meeting of the affected shareholders of the class of shares in accordance with Articles 53<u>52</u> to 57<u>56</u> of these Rules of Procedure. <u>The quorum for convening such general meeting shall be the holders holding at least one third of the issued shares of relevant class.</u></p> <p>.....</p>

Original articles	Revised articles after the proposed amendments
<p>Article 55 When the Company is to hold a class meeting, it shall issue a written notice 45 days prior to the meeting informing all the registered shareholders of that class of the matters to be considered at the meeting as well as the date and place of the meeting. Shareholders who intend to attend the meeting shall, within 20 days prior to the day of the meeting, deliver their written replies to the Company of their attendance. If the number of the voting shares represented by the shareholders intending to attend the meeting is more than one half of the total number of voting shares of that class, the Company may hold the class meeting of shareholders. If not, the Company shall within five days inform the shareholders once again of the matters to be considered at the meeting and the date and place of the meeting in the form of a public announcement. Upon notification by public announcement, the Company may hold the class meeting.</p> <p>.....</p>	<p>Article 554 When the Company is to hold a class meeting, it shall issue a written notice 45 days prior to the meeting informing all the registered shareholders of that class of the matters to be considered at the meeting as well as the date and place of the meeting. Shareholders who intend to attend the meeting shall, within 20 days prior to the day of the meeting, deliver their written replies to the Company of their attendance. If the number of the voting shares represented by the shareholders intending to attend the meeting is more than one half of the total number of voting shares of that class, the Company may hold the class meeting of shareholders. If not, the Company shall within five days inform the shareholders once again of the matters to be considered at the meeting and the date and place of the meeting in the form of a public announcement. Upon notification by public announcement, the Company may hold the class meeting.</p> <p><u>the period of issuing a written notice shall be the same as the period of issuing a written notice of a nonclass meeting to be convened together with such class meeting, and the provisions of Article 16 of these Rules of Procedure shall apply.</u></p> <p>.....</p>

II. Proposed Amendments to Rules of Procedure for Board of Directors

Original articles	Revised articles after the proposed amendments
<p>Article 4 Regular meetings of the board of directors shall be held at least twice a year. Meetings of the board of directors shall be convened by the chairman of the board.</p>	<p>Article 4 Regular meetings of the board of directors shall be held at least twicefour times a year, about once every quarter. Meetings of the board of directors shall be convened by the chairman of the board <u>by giving a written notice to all directors and supervisors 14 days before the meeting is held.</u></p>
<p>Article 7 For a regular meeting, the office of the board of directors shall give a notice to all directors, supervisors, the general manager and secretary to the board of directors (not being a director) 10 days in advance. For an extraordinary meeting, the chairman shall instruct the secretary to the board of directors to give a notice 5 days in advance. For the notice not sent by hand, the office shall confirm receipt through phone and keep relevant records.</p>	<p>Article 7 For a regular meeting, the office of the board of directors shall give a notice to all directors, supervisors, the general manager and secretary to the board of directors (not being a director) 1014 days in advance. For an extraordinary meeting, the chairman shall instruct the secretary to the board of directors to give a notice 5 days in advance. For the notice not sent by hand, the office shall confirm receipt through phone and keep relevant records.</p>

Original articles	Revised articles after the proposed amendments
<p>Article 11 Except for the consideration on the related party transactions by the board of directors as set out in Article 151 of the Articles of Association and Article 20 hereof, the board meeting shall not be held unless more than one half of the directors are present.</p> <p>A supervisor can be present at a board of director’s meeting. The general manager and secretary to the board of directors (not being a director) shall be in attendance at the meetings of the board of directors. The chairman presiding over the meeting may notify other relevant persons to be in attendance at the meetings of the board of directors if he thinks necessary.</p>	<p>Article 11 Except for the consideration on the related party transactions by the board of directors as set out in Article 151<u>0</u> of the Articles of Association and Article 20 hereof, the board meeting shall not be held unless more than one half of the directors are present.</p> <p>A supervisor can be present at a board of director’s meeting. The general manager and, secretary to the meetings of the board of directors and general counsel (not being a director) shall be in attendance at the meetings of the board of directors. The chairman presiding over the meeting may notify other relevant persons to be in attendance at the meetings of the board of directors if he thinks necessary.</p>
<p>Article 14 The board meeting shall be convened on site in principle. If necessary, the meeting may be conducted by way of conference call or other similar communication (通訊) facilities (including but not limited to voting by trans-functional signature, video, fax or vote through email, etc.). As long as the directors present in the meeting can hear clearly the conversation of the other directors or can communicate instantly, all directors participated should be treated as present in the meeting. The board meeting may also be held in the form of a combination of on-site meeting and other forms.</p> <p>.....</p>	<p>Article 14 The board meeting shall be convened on site in principle. If necessary, the meeting may be conducted by way of conference call or other similar communication (通訊) facilities (including but not limited to voting by trans-functional signature, video, fax or vote through email, etc.). As long as the directors present in the meeting can hear clearly the conversation of the other directors or can communicate instantly, all directors participated should be treated as present in the meeting. The board meeting may also be held in the form of a combination of on-site meeting and other forms.</p> <p>.....</p>

III. Proposed Amendments to Rules of Procedure for Board of Supervisors

Original articles	Revised articles after the proposed amendments
<p>Article 8 The meeting of the board of supervisors shall be convened on site in principle.</p> <p>In case of emergency, the convening of and the voting at the meeting of the board of supervisors may also be conducted by way of conference call or other similar communication (通訊) facilities (including but not limited to voting by trans-functional signature, video, fax or vote through email, etc.) provided that the meeting convener (moderator) explains the specific emergency situation to the participating supervisors. In the case of voting in the absence of an on-site meeting, the supervisors shall sign and fax their written opinions and voting intentions on the relevant matters to the office of the board of supervisors. The supervisors shall not just give their opinions on the issues to be voted, but also provide their written opinions and reasons for casting their votes.</p> <p>.....</p>	<p>Article 8 The meeting of the board of supervisors shall be convened on site in principle.</p> <p>In case of emergency, the convening of and the voting at the meeting of the board of supervisors may also be conducted by way of conference call or other similar communication (通訊) facilities (including but not limited to voting by trans-functional signature, video, fax or vote through email, etc.) provided that the meeting convener (moderator) explains the specific emergency situation to the participating supervisors. In the case of voting in the absence of an on-site meeting, the supervisors shall sign and fax their written opinions and voting intentions on the relevant matters to the office of the board of supervisors. The supervisors shall not just give their opinions on the issues to be voted, but also provide their written opinions and reasons for casting their votes.</p> <p>.....</p>

NOTICE OF THE ANNUAL GENERAL MEETING



Beijing Jingneng Clean Energy Co., Limited

北京京能清潔能源電力股份有限公司

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

(Stock Code: 00579)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**AGM**”) of Beijing Jingneng Clean Energy Co., Limited (the “**Company**”) will be held at 10:00 a.m. on Thursday, 24 June 2021 at No. 2 Meeting Room, 8th Floor, No. 6 Xibahe Road, Chaoyang District, Beijing, PRC for the purposes of considering and, if thought fit, passing the following resolutions:

AS ORDINARY RESOLUTIONS

1. To consider and approve the work report of the board of directors of the Company (the “**Board**”) for the year ended 31 December 2020.
2. To consider and approve the work report of the supervisory committee of the Company for the year ended 31 December 2020.
3. To consider and approve the report of the Company’s auditors and the audited financial statements of the Company prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2020.
4. To consider and approve the profit distribution proposal and the plan of distribution of Final Dividends of the Company for the year ended 31 December 2020.
5. To consider and approve the annual report of the Company for the year ended 31 December 2020.
6. To consider and approve the re-appointment of Deloitte Touche Tohmatsu as the international auditors of the Company for the year 2021, to hold office until the conclusion of the next annual general meeting of the Company, and to authorize the Board and the Board to delegate its power within the scope of authorization to the management of the Company, to determine their remuneration.
7. To consider and approve the Environmental, Social and Governance Report of the Company for the year 2020.

NOTICE OF THE ANNUAL GENERAL MEETING

8. To consider and approve the budget report of the Company for the year 2021.
9. To consider and approve the investment business plan of the Company for the year 2021.
10. To consider and approve the amendments to Rules of Procedure for General Meetings, Rules of Procedure for Board of Directors and Rules of Procedure for Board of Supervisors of the Company.
11. To consider and approve the proposed appointment of Ms. Zhao Jie as an independent non-executive director of the board of the Company in the fourth session.

AS SPECIAL RESOLUTION

1. To consider and approve the following:

“THAT:

- (1) the Board be granted an unconditional general mandate to issue, allot or otherwise deal with additional shares in the capital of the Company and to make or grant offers, agreements and options in respect thereof, subject to the following conditions:
 - (a) such mandate shall not exceed beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements, or options which might require the exercise of such powers after the end of the Relevant Period;
 - (b) the aggregate amount of shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Board shall not exceed:
 - (i) 20 per cent of the aggregate number of Domestic Shares of the Company in issue as of the passing date of this resolution; and/or
 - (ii) 20 per cent of the aggregate number of H Shares of the Company in issue as of the passing date of this resolution; and

NOTICE OF THE ANNUAL GENERAL MEETING

- (c) the Board will only exercise its power under such mandate in accordance with the Company Law of the People's Republic of China (the "PRC") and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") (as the same may be amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained;

For the purpose of this resolution:

"Domestic Shares" means ordinary shares issued by the Company in the PRC, with a nominal value of RMB1.00 each, which are subscribed for in Renminbi ("RMB");

"H Shares" means the overseas-listed foreign invested shares in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong Dollars;

"Relevant Period" means the period from the passing of this resolution until the earliest of:

- (A) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
 - (B) the expiration of the 12-month period following the passing of this resolution; or
 - (C) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting; and
- (2) subject to the Board resolving to issue shares pursuant to sub-paragraph (1) of this resolution, the Board be authorized to:
- (a) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares including, without limitation, determining the time and place of issue, making all necessary applications to the relevant authorities, and entering into an underwriting agreement (or any other agreements);
 - (b) determine the use of proceeds and to make all necessary filings and registrations with the relevant authorities in the PRC, Hong Kong and/or any other places and jurisdictions (as appropriate); and

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- (c) increase the registered capital of the Company in accordance with the actual increase of capital by issuing shares pursuant to sub-paragraph (1) of this resolution, to register the increase of capital with the relevant authorities in the PRC, Hong Kong and/or any other places and jurisdiction (as appropriate) and to make such amendments to the articles of association of the Company as it thinks fit so as to reflect the increase and any other resultant changes in the registered capital of the Company.”

By Order of the Board
Beijing Jingneng Clean Energy Co., Limited
KANG Jian
Deputy General Manager and Company Secretary

Beijing, the PRC
25 May 2021

As at the date of this notice, the executive directors of the Company are Mr. Zhang Fengyang, Mr. Chen Dayu, Mr. Gao Yuming and Mr. Cao Mansheng; the non-executive directors of the Company are Mr. Ren Qigui, Ms. Li Juan and Mr. Wang Bangyi; and the independent non-executive directors of the Company are Mr. Huang Xiang, Mr. Chan Yin Tsung, Mr. Han Xiaoping and Mr. Xu Daping.

Notes:

1. **DETAILS OF ORDINARY RESOLUTIONS NO. 1 TO 9 ABOVE ARE SET OUT IN THE 2020 ANNUAL REPORT OF THE COMPANY. DETAILS OF ORDINARY RESOLUTIONS NO. 10 AND 11 AND SPECIAL RESOLUTION NO. 1 ABOVE ARE SET OUT IN THE CIRCULAR OF THE COMPANY DATED 25 MAY 2021.**

2. **CLOSURE OF REGISTER FOR H SHARES, ELIGIBILITY FOR ATTENDING THE AGM**

Holders of H Shares are advised that the share register for H Shares will be closed from Monday, 21 June 2021 to Thursday, 24 June 2021 (both days inclusive). The Shareholders whose names appear on the register of members of the Company on the close of business on Monday, 21 June 2021 are entitled to attend and vote at the AGM. Holders of H Shares of the Company who wish to attend the AGM but have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates at the Company's H Share Registrar 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 not later than 4:30 p.m. on Friday, 18 June 2021 for registration.

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

Holders of H Shares are advised that the share register for H Shares will be closed from Friday, 2 July 2021 to Tuesday, 6 July 2021 (both days inclusive). In order to qualify for the proposed Final Dividends (subject to the approval by the shareholders at the AGM), holders of the H Shares whose transfers have not been registered shall deposit all transfer documents together with the relevant share certificates at the Company's H Share Registrar 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 not later than 4:30 p.m. on Wednesday, 30 June 2021 for registration. The Final Dividends will be paid to the shareholders whose names appear on the register of members on Tuesday, 6 July 2021.

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4. The Directors (including the chairman of the Board) may attend the AGM remotely through video or telephone conference facilities if needed. The chairman of the Board and chairmen of the special committees under the Board will be available either in person or through video or telephone conference facilities to answer questions from shareholders of the Company at the AGM. Depending on the evolution of the COVID-19 outbreak, the Company may adjust or reschedule the AGM in accordance with the applicable laws and regulations.

5. PROXY

Shareholders entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote in their stead. A proxy need not be a shareholder of the Company.

The instrument appointing a proxy must be in writing under the hand of a shareholder of the Company or his attorney duly authorized in writing. If the shareholder of the Company is a corporate body, the proxy form must be either executed under its common seal or under the hand of its director(s) or duly authorized attorney(s). If the proxy form is signed by an attorney of the shareholder of the Company, the power of attorney authorizing that attorney to sign or any other authorization document must be notarized.

For holders of H Shares, the proxy form together with the power of attorney or any other authorization document (if any) must be lodged at the Company's H Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by hand or by post not less than 24 hours before the time appointed for the above AGM (i.e., not later than 10:00 a.m., Wednesday, 23 June 2021) or any adjournment thereof (as the case may be). Holders of H Shares can still attend and vote at the AGM in person upon completion and return of the proxy form.

6. ADDRESS AND TELEPHONE NUMBER OF THE COMPANY'S PRINCIPAL PLACE OF BUSINESS IN THE PRC

Address: No. 6 Xibahe Road, Chaoyang District
Beijing, the PRC

Telephone: (86 10) 8740 7188

7. PROCEDURES FOR VOTING AT THE AGM

Any vote of shareholders at the AGM must be taken by poll.

8. OTHER BUSINESS

Shareholders (in person or by proxy) attending the AGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the AGM shall produce their identity documents.

9. References to time and dates in this notice are to Hong Kong time and dates.