
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

**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
GENERAL MANDATE TO REPURCHASE H SHARES
NOTICE OF THE ANNUAL GENERAL MEETING
AND
NOTICE OF THE 2023 FIRST H SHARE CLASS MEETING**

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

The AGM and the H Share Class Meeting will be held in sequence by the Company at 10:00 a.m. on Thursday, 29 June 2023 at Harbour Room, 56/F, Island Shangri-La, Pacific Place, Supreme Court Road, Central, Hong Kong. The notice of the AGM is set out on pages 11 to 15 of this circular and the notice convening the H Share Class Meeting is set out on pages 16 to 17 of this circular. A proxy form for use at the AGM and a proxy form for use at the H Share Class Meeting are enclosed with this circular and were 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 and/or the H Share Class Meeting, 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 and/or the H Share Class Meeting (i.e., not later than 10:00 a.m. on Wednesday, 28 June 2023) 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 and/or the H Share Class Meeting should you so wish.

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

30 May 2023

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I EXPLANATORY STATEMENT	8
NOTICE OF THE ANNUAL GENERAL MEETING	11
NOTICE OF THE 2023 FIRST H SHARE CLASS MEETING	16

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, 29 June 2023 at Harbour Room, 56/F, Island Shangri-La, Pacific Place, Supreme Court Road, Central, Hong Kong
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Board” or “Board of Directors”	the board of Directors of the Company
“Class Meetings”	the H Share Class Meeting and the class meeting for holders of Domestic Shares to be convened on Thursday, 29 June 2023 immediately after the conclusion or adjournment of the H Share Class Meeting
“Company”	北京京能清潔能源電力股份有限公司 (Beijing Jingneng Clean Energy Co., Limited), a joint stock company incorporated in the PRC with limited liability, whose H Shares are listed on the Hong Kong Stock Exchange
“Company Law”	the Company Law of the People’s Republic of China (《中華人民共和國公司法》), as amended, modified or otherwise supplemented from time to time
“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
“H Share Class Meeting”	the 2023 first H Share class meeting to be convened on Thursday, 29 June 2023 immediately after the conclusion or adjournment of the AGM
“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”	22 May 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, modified or otherwise supplemented from time to time
“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
“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
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended, modified or otherwise supplemented from time to time

LETTER FROM THE BOARD



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)

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:

ZHOU Jianyu
SONG Zhiyong
ZHANG Yi

Principal Place of Business in Hong Kong:

31/F., Tower Two, Times Square
1 Matheson Street, Causeway Bay
Hong Kong

Independent non-executive Directors:

HUANG Xiang
CHAN Yin Tsung
XU Daping
ZHAO Jie

30 May 2023

To the Shareholders

Dear Sir/Madam,

GENERAL MANDATE TO ISSUE DOMESTIC SHARES AND H SHARES
GENERAL MANDATE TO REPURCHASE H SHARES
NOTICE OF THE ANNUAL GENERAL MEETING
AND
NOTICE OF THE 2023 FIRST H SHARE CLASS MEETING

1. INTRODUCTION

The purpose of this circular is to set out the notice of the AGM and the notice of the H Share Class Meeting and to provide you with details regarding, among other things, the general mandate to the Board to issue additional Domestic Shares and H Shares and the general mandate to the Board to repurchase H Shares so as to enable you to make informed decisions on whether to vote for or against the resolutions to be proposed at the AGM and/or the H Share Class Meeting.

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 the 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. GENERAL MANDATE TO REPURCHASE H SHARES

To promote the sustainable operation and development of the Company, protect the long-term interests of investors and maximize the Shareholders’ value, the Company intends to repurchase H Shares in accordance with the requirements of the relevant laws, regulatory requirements and the Articles of Association, taking into account the current operating conditions, financial position and future development prospects of the Company. Special resolutions will be proposed by the Company at the AGM and Class Meetings for consideration and approval to grant full authorization to the Board or its approved person(s) or delegate to handle relevant matters of repurchase of H Shares within the framework and principles as considered by the AGM and Class Meetings (the “**Repurchase Mandate**”):

- (1) a conditional general mandate to the Board, during the Relevant Period (as defined hereinafter), subject to the fluctuation and changes of the capital market and the share price of the Company, to repurchase the H Shares in issue of the Company at its discretion and in a timely manner, in accordance with the applicable laws, regulations and rules and the Articles of Association;
- (2) the total amount of H Shares repurchased by the Company shall not exceed 10% of the aggregate number of issued H Shares on the date of passing the special resolution. 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. If the special resolution on the proposed grant of the Repurchase Mandate is approved, and the Company will not allot, issue or repurchase H Shares on or before the date of convening the AGM and the Class Meetings, the Company will be entitled to repurchase not more than 282,967,680 H Shares pursuant to the Repurchase Mandate. The funds of repurchase include internal funds and funds which fulfill the regulatory requirements for repurchase of shares;

LETTER FROM THE BOARD

- (3) to formulate, approve and implement specific repurchase plans, including but not limited to the price, batch, amount and time of execution of the repurchase of H Shares, opening overseas stock account and handling foreign exchange registration, notifying the creditors of the Company and publishing announcements in accordance with the provisions of the Company Law and the Articles of Association;
- (4) to obtain the required approval or fulfill the filing procedures in accordance with applicable laws, regulations and requirements;
- (5) if there are new provisions in laws and regulations, or new policies by regulatory authorities, or changes in market conditions in relation to the repurchase of H Shares, unless the relevant laws and regulations or requirements of the regulatory authorities or the Articles of Association of the Company require for re-vote at the general meeting(s) and/or class meeting(s), the Board may adjust the repurchase plan and continue to deal with relevant matters of the repurchase of H Shares in accordance with relevant laws and regulations and the requirements of regulatory authorities as well as the market conditions and the actual situation of the Company;
- (6) to handle the deregistration procedures for the repurchased H Shares, decrease the registered capital, amend the Articles of Association regarding the share capital, shareholding structure and others and complete the registration and filing procedures; and
- (7) to sign other documents and handle other matters in relation to the repurchase of H Shares.

Validity of the Repurchase Mandate

The Repurchase Mandate shall be effective from the date of approving by the AGM and Class Meetings of Shareholders until whichever is the earlier of:

- (1) the conclusion of the 2023 annual general meeting of the Company; or
- (2) the revocation or variation of the authority under this resolution by passing of a special resolution of the Company at any general meeting and class meeting of the Shareholders (the “**Relevant Period**”).

Impact of the Repurchase of H Shares

The fully execution of the Repurchase Mandate during the Relevant Period and any time as permitted by laws and regulations may have adverse impact on the working capital or gearing levels of the Company. However, if the Board considers the execution of the Repurchase Mandate will have a material adverse impact on the working capital or gearing levels of the Company, the Board will not exercise the Repurchase Mandate under such circumstances. After considering the prevailing market conditions, the Board will determine the amount of H Shares to be repurchased, the price and other terms of the repurchase of H Shares to the extent that is in the best interests of the Company.

There will be no connected transaction or obligation to make a mandatory offer under the Takeovers Code through the repurchase of H Shares.

LETTER FROM THE BOARD

The price, batch, amount and time of execution of the repurchase of H Shares are to be determined and are subject to uncertainties. The Company will strictly follow the Listing Rules and relevant laws and regulations to carry out the plan for repurchase of H Shares and fulfill information disclosure obligations in a timely manner.

The Listing Rules require the provision of necessary information relevant to the proposed repurchase of Shares to the Shareholders for their consideration, so that the Shareholders will be able to make informed decisions on the relevant resolutions on repurchase of Shares at the AGM and the Class Meetings, and the explanatory statement containing such information is set out in Appendix I to this circular.

4. THE AGM AND CLASS MEETINGS

The notice convening the AGM to be held at 10:00 a.m. on Thursday, 29 June 2023 at Harbour Room, 56/F, Island Shangri-La, Pacific Place, Supreme Court Road, Central, Hong Kong is set out on pages 11 to 15 of this circular and the notice convening the H Share Class Meeting is set out on pages 16 to 17 of this circular, which have been despatched to the Shareholders on 30 May 2023. A proxy form for use at the AGM and a proxy form for use at the H Share Class Meeting have been despatched to the Shareholders together with this circular and were 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 Friday, 23 June 2023 are entitled to attend the AGM and the H Share Class Meeting and vote at the AGM and the H Share Class Meeting. The share register for H Shares will be closed from Monday, 26 June 2023 to Thursday, 29 June 2023 (both days inclusive), during which period no share transfer of H Shares will be registered.

Whether or not you are able to attend the AGM and/or the H Share Class Meeting, 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 and/or the H Share Class Meeting 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/or the H Share Class Meeting and voting in person if you so wish.

5. VOTES TO BE TAKEN BY POLL

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

LETTER FROM THE BOARD

6. RECOMMENDATION

The Directors (including the independent non-executive Directors) believe that the proposed resolutions in respect of, among other things, the Share Issue Mandate and the Repurchase Mandate, 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 notices of the AGM and the H Share Class Meeting.

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

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to enable the Shareholders to make an informed decision on whether to vote for or against the special resolution to approve the Repurchase Mandate.

CLASS AND NUMBER OF SHARES PROPOSED TO BE REPURCHASED

As at the Latest Practicable Date, the issued share capital of the Company was 8,244,508,144 Shares, including 5,414,831,344 Domestic Shares and 2,829,676,800 H Shares. If the special resolution on the proposed grant of the Repurchase Mandate is approved, and the Company will not allot, issue or repurchase H Shares on or before the date of convening the AGM and the Class Meetings, the Company will be entitled to repurchase not more than 282,967,680 H Shares pursuant to the Repurchase Mandate, representing 10% of the total number of H Shares in issue of the Company as at the date of passing the relevant resolution.

REASONS FOR REPURCHASE

The Board believes that the Repurchase Mandate is conducive to promote the sustainable operation and development of the Company, protect the long-term interests of investors and maximize the Shareholders' value. Based on the prevailing market conditions and funding arrangement, the exercise of the Repurchase Mandate may increase the net asset value per share and/or earnings per share. The Repurchase Mandate will be exercised only when the Directors consider that repurchase is beneficial to the Company and the Shareholders.

FUNDS FOR REPURCHASE

In repurchasing H Shares, the Company intends to use its internal funds lawfully available for such purpose in accordance with the Articles of Association, the Listing Rules, the Company Law and other applicable PRC laws, regulations and requirements, and other funds that fulfil the regulatory requirements for repurchase of shares.

Considering the current working capital conditions of the Company, the Board believes that an exercise of the Repurchase Mandate in full will not cause material adverse impact on the working capital and/or gearing levels of the Company (as compared to the financial position as at 31 December 2022 as disclosed in the audited financial statements of the Company in the annual report for the year ended 31 December 2022). However, if the Board believes that the exercise of the Repurchase Mandate will have material adverse impact on the working capital requirements or gearing levels of the Company, the Board tends not to repurchase the H Shares by exercising the power conferred under the Repurchase Mandate. The Board will consider the prevailing market conditions at an appropriate timing to make decisions on the number of H Shares to be repurchased, the price and other terms to repurchase H Shares, in the best interest of the Company.

DISCLOSURE OF INTEREST

To the best knowledge of the Directors, having made all reasonable enquiries, none of the Directors or their close associates (as defined in the Listing Rules), has any present intention to sell to the Company any H Shares of the Company if the Repurchase Mandate is approved by the AGM and the Class Meetings.

As at the Latest Practicable Date, none of the core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any H Shares to the Company, or has undertaken not to do so in the event that the Repurchase Mandate is approved by the AGM and the Class Meetings.

UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Hong Kong Stock Exchange that in appropriate circumstances, they will exercise the powers of the Company to repurchase H Shares pursuant to the Repurchase Mandate in compliance with the Listing Rules, the Articles of Association, the applicable laws, rules and regulations of the PRC, and in accordance with the special resolutions set out in the notices of the AGM and the Class Meetings.

EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors exercising the power of the Company to repurchase H Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition of the voting rights pursuant to Rule 32 of the Takeovers Code. If such an increase results in the change in control, it could, under certain circumstances, result in the recommendation for a mandatory acquisition in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Beijing Energy Holding Co., Ltd. (北京能源集團有限責任公司) (“**BEH**”) is the controlling Shareholder of the Company directly and indirectly holding approximately 68.68% interests in the issued share capital of the Company. BEH was wholly-owned by Beijing State-owned Capital Operation Management Co., Ltd. (北京國有資本運營管理有限公司) which was established and wholly-owned by State-owned Assets Supervision and Administration Commission of the People's Government of Beijing Municipality (北京市人民政府國有資產監督管理委員會). The Company expects that the exercise of the Repurchase Mandate in full will not have any implications for BEH under the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the Directors are not aware of any consequence which may arise under the Takeovers Code and any similarly applicable laws as a consequence of any repurchase of H Shares under the Repurchase Mandate. Moreover, the Directors will not make share repurchase on the Hong Kong Stock Exchange if such repurchase would result in the requirements under Rule 8.08 of the Listing Rules not being complied with.

SECURITIES REPURCHASED BY THE COMPANY

No repurchase of any H Shares has been made by the Company during the six months immediately preceding the Latest Practicable Date.

PRICES OF H SHARES

The highest and lowest trading prices at which the H Shares have been traded on the Hong Kong Stock Exchange in each month over the last 12 months prior to the Latest Practicable Date are as follows:

Month	H Shares	
	Highest Price (HK\$)	Lowest Price (HK\$)
2022		
May	2.04	1.76
June	1.93	1.74
July	1.89	1.56
August	1.77	1.44
September	1.88	1.42
October	1.68	1.45
November	1.76	1.45
December	1.88	1.64
2023		
January	2.17	1.84
February	2.15	1.93
March	2.09	1.83
April	2.08	1.81
May (as of the Latest Practicable Date)	2.07	1.89

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, 29 June 2023 at Harbour Room, 56/F, Island Shangri-La, Pacific Place, Supreme Court Road, Central, Hong Kong for the purposes of considering and, if thought fit, passing the following resolutions:

AS ORDINARY RESOLUTIONS

1. To consider and approve the work report of the board of directors of the Company (the “Board”) for the year ended 31 December 2022.
2. To consider and approve the work report of the supervisory committee of the Company for the year ended 31 December 2022.
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 2022.
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 2022.
5. To consider and approve the annual report of the Company for the year ended 31 December 2022.
6. To consider and approve the investment business plan of the Company for the year 2023.
7. To consider and approve the budget report of the Company for the year 2023.
8. To consider and approve the re-appointment of Deloitte Touche Tohmatsu as the international auditor of the Company for the year 2023, to hold office until the conclusion of the next annual general meeting of the Company and its audit fee is approximately RMB3.39 million.

NOTICE OF THE ANNUAL GENERAL MEETING

9. To consider and approve the appointment of Baker Tilly International Certified Public Accountants (Special General Partnership) as the domestic auditor of the Company for the year 2023, to hold office until the conclusion of the next annual general meeting of the Company and its audit fee is approximately RMB2.58 million.

AS SPECIAL RESOLUTIONS

1. To consider and approve the following:

“THAT:

- (1) the Board be granted an unconditional general mandate to issue, allot or otherwise deal with additional shares in the capital of the Company and to make or grant offers, agreements and options in respect thereof, subject to the following conditions:
- (a) such mandate shall not 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
 - (c) the Board will only exercise its power under such mandate in accordance with the Company Law of the People’s Republic of China and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) (as the same may be amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant government authorities of the People’s Republic of China (the “**PRC**”) 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;

NOTICE OF THE ANNUAL GENERAL MEETING

“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
 - (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.”
2. To consider and approve the grant of a general mandate to the Board for the proposed repurchase of H shares 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
30 May 2023

NOTICE OF THE ANNUAL GENERAL MEETING

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 are Mr. Zhou Jianyu, Mr. Song Zhiyong and Ms. Zhang Yi; the independent non-executive directors are Mr. Huang Xiang, Mr. Chan Yin Tsung, Mr. Xu Daping and Ms. Zhao Jie.

Notes:

- 1. DETAILS OF ORDINARY RESOLUTIONS NO. 1 TO 9 ABOVE ARE SET OUT IN THE 2022 ANNUAL REPORT OF THE COMPANY. DETAILS OF SPECIAL RESOLUTIONS NO. 1 AND 2 ABOVE ARE SET OUT IN THE CIRCULAR OF THE COMPANY DATED 30 MAY 2023.**

- 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, 26 June 2023 to Thursday, 29 June 2023 (both days inclusive). The shareholders whose names appear on the register of members of the Company on the close of business on Friday, 23 June 2023 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, 23 June 2023 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, 7 July 2023 to Wednesday, 12 July 2023 (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 Thursday, 6 July 2023 for registration. The final dividends will be paid to the shareholders whose names appear on the register of members on Wednesday, 12 July 2023.

4. The directors of the Company (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.

- 5. PROXY**

Shareholders entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote in their stand. A proxy needs 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

NOTICE OF THE ANNUAL GENERAL MEETING

than 24 hours before the time appointed for the above AGM (i.e., not later than 10:00 a.m., Wednesday, 28 June 2023) 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.

NOTICE OF THE 2023 FIRST H SHARE CLASS 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 2023 FIRST H SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN that the 2023 first H share class meeting (the “**H Share Class Meeting**”) of Beijing Jingneng Clean Energy Co., Limited (the “**Company**”) will be held on Thursday, 29 June 2023 at Harbour Room, 56/F, Island Shangri-La, Pacific Place, Supreme Court Road, Central, Hong Kong immediately after the conclusion of the annual general meeting of the Company to be held at 10:00 a.m. on the same day and at the same place for the purposes of considering and, if thought fit, passing the following resolution:

AS SPECIAL RESOLUTION

1. To consider and approve the grant of a general mandate to the board of directors of the Company (the “**Board**”) for the proposed repurchase of H shares of the Company.

By Order of the Board

Beijing Jingneng Clean Energy Co., Limited

KANG Jian

Deputy General Manager and Company Secretary

Beijing, the People's Republic of China

30 May 2023

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 are Mr. Zhou Jianyu, Mr. Song Zhiyong and Ms. Zhang Yi; the independent non-executive directors are Mr. Huang Xiang, Mr. Chan Yin Tsung, Mr. Xu Daping and Ms. Zhao Jie.

Notes:

1. **DETAILS OF THE SPECIAL RESOLUTION ABOVE ARE SET OUT IN THE CIRCULAR OF THE COMPANY DATED 30 MAY 2023.**

NOTICE OF THE 2023 FIRST H SHARE CLASS MEETING

2. CLOSURE OF REGISTER FOR H SHARES, ELIGIBILITY FOR ATTENDING THE H SHARE CLASS MEETING

Holders of H shares are advised that the share register for H shares will be closed from Monday, 26 June 2023 to Thursday, 29 June 2023 (both days inclusive). The shareholders whose names appear on the register of members of the Company on the close of business on Friday, 23 June 2023 are entitled to attend and vote at the H Share Class Meeting. Holders of H shares of the Company who wish to attend the H Share Class Meeting 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, 23 June 2023 for registration.

3. PROXY

Shareholders entitled to attend and vote at the H Share Class Meeting 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 H Share Class Meeting (i.e., not later than 10:00 a.m., Wednesday, 28 June 2023) or any adjournment thereof (as the case may be). Holders of H shares can still attend and vote at the H Share Class Meeting in person upon completion and return of the proxy form.

4. ADDRESS AND TELEPHONE NUMBER OF THE COMPANY'S PRINCIPAL PLACE OF BUSINESS IN THE PEOPLE'S REPUBLIC OF CHINA (THE "PRC")

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

Telephone: (86 10) 8740 7188

5. PROCEDURES FOR VOTING AT THE H SHARE CLASS MEETING

Any vote of shareholders at the H Share Class Meeting must be taken by poll.

6. OTHER BUSINESS

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

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