

If you are in any doubt

If you have sold or transferred



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 B C 3 7 h . . .
Th 10:00 . . . Th, 24, 2021
20 h . . . 8 h . . . 6 h . . . Ch D B C, 16
h A h A (h:// .h .h). h h
h A, 24 h . . . h h A (. . . h 10:00
, 23, 2021) h (h).
C h . . . h A h ,
h . . . h

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DEFINITIONS

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

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 , 8 h , . 6 h , Ch D ,
 B , C

A ∇ - h h A ∇ , 16, 20 h

A ∇ A ∇ - h h C

B - B D ∇ - h D h C

C - 北京京能清潔能源電力股份有限公司 (B
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 h h C h , h
 h E h

D ∇ ()- h () h C

D ∇ h ()- h h () , h C h C,
 h h B1.00 h, h h
 , B

- h C

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 h h C h B1.00
 h, h h

h ∇ - h ∇ A ∇ h C

h ∇ E h - h E h

h ∇ D ∇ - 18 2021, h h
 h h

h ∇ - h h Th
 E h

DEFINITIONS

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B-	h	h	C
-	h C	h	h
D -	h C	B	D
B	h C	B	h
h (-)	h h C	h (-)	B1.00 h h h
h h (-)	h h (-)	h (-)	h C



Beijing Jingneng Clean Energy Co., Limited

北京京能清潔能源電力股份有限公司

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Executive Directors:

■ A (Chairman)
C ■ E D (General Manager)
A
CA h

Registered Office:

118, 1 E
B E D
D B
h C

Non-executive Directors:

E
A B

Principal Place of Business in Hong Kong:

54, C
183 E

Independent non-executive Directors:

■ A
C ■ A
■ A
h D

25 2021

To the Shareholders

D

**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

h h h h h A
() h B
D h B h
D h A

LETTER FROM THE BOARD

2. GENERAL MANDATE TO ISSUE DOMESTIC SHARES AND H SHARES

20% (Share Issue Mandate-).

8,244,508,144 5,414,831,344 D 2,829,676,800 1,082,966,268 D 565,935,360

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

2021 12 2021 10 2020 19 2021 Ch C 《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》

LETTER FROM THE BOARD

h h h A h h h h h 24 h h h
h h h A (. . . h 10:00 . . . , 23 , 2021)
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h A h

6. VOTES TO BE TAKEN BY POLL

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7. RECOMMENDATION

h D h h h h h h h
h B D B h h h h h
h h h h . A h D h h h h C
h h A

B h B
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 C h</p> <p>h h h h</p> <p>h h</p> <p>h h</p> <p>h h</p> <p>h h A</p>	<p>Article 5 The C h</p> <p>h h h h h</p> <p>h h</p> <p>h h</p> <p>h h</p> <p>h h A</p> <p>A . <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
Article 16 h h C , h , h 45 h h h h h h h h h h h h h C 20 h h	Article 16 h an annual h C , h h 4520 clear <u>business</u> h h h h h h -h h -h h h h h h -h h C 20 h -; 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.

Original articles	Revised articles after the proposed amendments
<p>Article 17th C h h</p> <p>h h h h h</p> <p>20 h h h h</p> <p>h h h h h</p> <p>C h h h C</p> <p>C h h h</p> <p>h h h h</p> <p>A h h</p>	<p><u>This article has been deleted</u></p>
<p>Article 19 h</p> <p>h h h</p> <p>h h h :</p>	<p>Article 198 h</p> <p>h h h h</p> <p>h h h :</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>

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

Original articles	Revised articles after the proposed amendments
<p>Article 4</p> <p>h h h h h h h h h h</p> <p>h h h h h h h h h h</p> <p>h h h h h h h h h h</p>	<p>Article 4</p> <p>h h h h h <u>four</u></p> <p><u>times</u> , about once every quarter.</p> <p>h h h h h h h h h h</p> <p>h h h h h h h h h h <u>by</u></p> <p><u>giving a written notice to all directors</u></p> <p><u>and supervisors 14 days before the</u></p> <p><u>meeting is held.</u></p>
<p>Article 7</p> <p>h h h h h h h h h h</p> <p>h h h h h h h h h h</p> <p>h h h h h h h h h h</p> <p>() 10</p> <p>h h h h h h h h h h</p> <p>h h h h h h h h h h</p> <p>5</p> <p>h h h h h h h h h h</p> <p>h h h h h h h h h h</p>	<p>Article 7</p> <p>h h h h h h h h h h</p> <p>h h h h h h h h h h</p> <p>h h h h h h h h h h</p> <p>()</p> <p>1014</p> <p>h h h h h h h h h h</p> <p>h h h h h h h h h h</p> <p>5</p> <p>h h h h h h h h h h</p> <p>h h h h h h h h h h</p>

Original articles	Revised articles after the proposed amendments
<p>Article 11 E</p> <p>A</p> <p>151</p> <p>20</p> <p>A</p> <p>Th</p> <p>)</p> <p>Th</p>	<p>Article 11 E</p> <p>A</p> <p>1540</p> <p>20</p> <p>A</p> <p>Th</p> <p>and general counsel (</p> <p>)</p> <p>Th</p>
<p>Article 14</p> <p>Th</p> <p>(通迅)</p> <p>(</p> <p>)</p> <p>A</p> <p>Th</p>	<p>Article 14</p> <p>Th</p> <p>(通迅訊)</p> <p>(</p> <p>)</p> <p>A</p> <p>Th</p>

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

Original articles	Revised articles after the proposed amendments
<p>Article 8 The Board of Supervisors shall hold regular meetings at least once a month. The Board of Supervisors may also hold special meetings upon the request of the Board of Directors or upon the request of the Board of Supervisors. The Board of Supervisors may also hold special meetings upon the request of the Board of Directors or upon the request of the Board of Supervisors.</p> <p>(通迅)</p> <p>The Board of Supervisors may also hold special meetings upon the request of the Board of Directors or upon the request of the Board of Supervisors.</p>	<p>Article 8 The Board of Supervisors shall hold regular meetings at least once a month. The Board of Supervisors may also hold special meetings upon the request of the Board of Directors or upon the request of the Board of Supervisors. The Board of Supervisors may also hold special meetings upon the request of the Board of Directors or upon the request of the Board of Supervisors.</p> <p>(通迅訊)</p> <p>The Board of Supervisors may also hold special meetings upon the request of the Board of Directors or upon the request of the Board of Supervisors.</p>



Beijing Jingneng Clean Energy Co., Limited

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NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the AGM) of Beijing Jingneng Clean Energy Co., Limited (the Company) will be held on Thursday, 24 June 2021, at 10:00 a.m. at the Daxing Branch of the Company, Beijing, China, to discuss and approve the following resolutions:

AS ORDINARY RESOLUTIONS

1. To re-elect Mr. Wang Jun as a non-independent non-executive director of the Board of Directors of the Company for a term of three years commencing from 31 December 2020.
2. To re-elect Mr. Wang Jun as an independent non-executive director of the Board of Directors of the Company for a term of three years commencing from 31 December 2020.
3. To re-elect Mr. Wang Jun as an independent non-executive director of the Board of Directors of the Company for a term of three years commencing from 31 December 2020.
4. To re-elect Mr. Wang Jun as an independent non-executive director of the Board of Directors of the Company for a term of three years commencing from 31 December 2020.
5. To re-elect Mr. Wang Jun as an independent non-executive director of the Board of Directors of the Company for a term of three years commencing from 31 December 2020.
6. To re-elect Mr. Wang Jun as an independent non-executive director of the Board of Directors of the Company for a term of three years commencing from 31 December 2020.
7. To re-elect Mr. Wang Jun as an independent non-executive director of the Board of Directors of the Company for a term of three years commencing from 31 December 2020.

NOTICE OF THE ANNUAL GENERAL MEETING

8. That the dividend for the year ended 31 December 2021.

9. That the dividend for the year ended 31 December 2021.

10. That the dividend for the year ended 31 December 2021 be paid in cash to the shareholders of record as at the close of business on 15 November 2021.

11. That the dividend for the year ended 31 December 2021 be paid in cash to the shareholders of record as at the close of business on 15 November 2021.

AS SPECIAL RESOLUTION

1. That the following resolutions be adopted:

THAT:

(1) That the dividend for the year ended 31 December 2021 be paid in cash to the shareholders of record as at the close of business on 15 November 2021.

() That the dividend for the year ended 31 December 2021 be paid in cash to the shareholders of record as at the close of business on 15 November 2021.

() That the dividend for the year ended 31 December 2021 be paid in cash to the shareholders of record as at the close of business on 15 November 2021.

() 2021 dividend for the year ended 31 December 2021 be paid in cash to the shareholders of record as at the close of business on 15 November 2021.

() 2021 dividend for the year ended 31 December 2021 be paid in cash to the shareholders of record as at the close of business on 15 November 2021.

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(h Listing Rules-) (h

NOTICE OF THE ANNUAL GENERAL MEETING

4. The Director () of the Board of Directors of the Company shall convene the Annual General Meeting of the Company. The meeting shall be held at the Company's registered office in the People's Republic of China (PRC) on the 19th day of December, 2021 at 10:00 a.m. (Beijing Time).

5. PROXY

The Company's shareholders are entitled to appoint a proxy to attend and vote at the Annual General Meeting on their behalf. The proxy must be a natural person who is not a shareholder of the Company. The proxy must be appointed in writing by the shareholder and must be signed by the shareholder or the proxy. The proxy must be presented to the Company's Secretary at least 24 hours before the meeting. The proxy must be accompanied by a copy of the shareholder's identification document or the proxy's identification document. The proxy must be accompanied by a copy of the shareholder's share certificate or the proxy's share certificate. The proxy must be accompanied by a copy of the shareholder's power of attorney or the proxy's power of attorney. The proxy must be accompanied by a copy of the shareholder's authorization letter or the proxy's authorization letter. The proxy must be accompanied by a copy of the shareholder's appointment letter or the proxy's appointment letter. The proxy must be accompanied by a copy of the shareholder's resignation letter or the proxy's resignation letter. The proxy must be accompanied by a copy of the shareholder's withdrawal letter or the proxy's withdrawal letter. The proxy must be accompanied by a copy of the shareholder's revocation letter or the proxy's revocation letter. The proxy must be accompanied by a copy of the shareholder's termination letter or the proxy's termination letter. The proxy must be accompanied by a copy of the shareholder's cancellation letter or the proxy's cancellation letter. The proxy must be accompanied by a copy of the shareholder's annulment letter or the proxy's annulment letter. The proxy must be accompanied by a copy of the shareholder's rescission letter or the proxy's rescission letter. The proxy must be accompanied by a copy of the shareholder's annihilation letter or the proxy's annihilation letter. The proxy must be accompanied by a copy of the shareholder's destruction letter or the proxy's destruction letter. The proxy must be accompanied by a copy of the shareholder's erasure letter or the proxy's erasure letter. The proxy must be accompanied by a copy of the shareholder's obliteration letter or the proxy's obliteration letter. The proxy must be accompanied by a copy of the shareholder's annihilation letter or the proxy's annihilation letter. The proxy must be accompanied by a copy of the shareholder's destruction letter or the proxy's destruction letter. The proxy must be accompanied by a copy of the shareholder's erasure letter or the proxy's erasure letter. The proxy must be accompanied by a copy of the shareholder's obliteration letter or the proxy's obliteration letter.

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

Address: No. 6, Zhongguo Road, Beijing, PRC
Telephone: (86 10) 8740 7188

7. PROCEDURES FOR VOTING AT THE AGM

The Company shall provide a proxy form to its shareholders for voting at the AGM.

8. OTHER BUSINESS

The Company shall also discuss other business at the AGM.

9.