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

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If you are in any doubt about this circular or do not understand the content, please contact your stockbroker or other registered securities broker in Hong Kong or your principal or other professional adviser.

If you have sold or transferred your shares in Beijing Jingneng Clean Energy Co., Limited, please contact the stockbroker or other agent through whom the shares were transferred with effect from the date of the transfer.

凡欲查詢或對本通函內容有疑，請與閣下之股票經紀或其他註冊證券經紀商、或閣下之主要銀行家或其他專業顧問聯絡。如有任何疑問，請與閣下之股票經紀或其他註冊證券經紀商、或閣下之主要銀行家或其他專業顧問聯絡。



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**

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Letter from the Board of Directors of Beijing Jingneng Clean Energy Co., Limited.

The General Meeting will be held on Wednesday, June 29, 2023 at 10:00 am in the main hall of the Beijing Jingneng Clean Energy Co., Limited, 56th Floor, China Resources Building, 111-115, Finance Street, Beijing. The General Meeting will be held on Wednesday, June 16, 2023 at 10:00 am in the main hall of the Beijing Jingneng Clean Energy Co., Limited, 56th Floor, China Resources Building, 111-115, Finance Street, Beijing. The General Meeting will be held on Wednesday, June 29, 2023 at 10:00 am in the main hall of the Beijing Jingneng Clean Energy Co., Limited, 56th Floor, China Resources Building, 111-115, Finance Street, Beijing. The General Meeting will be held on Wednesday, June 29, 2023 at 10:00 am in the main hall of the Beijing Jingneng Clean Energy Co., Limited, 56th Floor, China Resources Building, 111-115, Finance Street, Beijing.

For further information, please refer to the circular letter from the Board of Directors of Beijing Jingneng Clean Energy Co., Limited.

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## DEFINITIONS

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

“G”	the annual general meeting of the Company held on or after 10:00 a.m. on Tuesday, 29 June 2023 pursuant to Article 56 of the Company’s Articles of Association, as amended, and the meeting of the Board of Directors of the Company held on or after the date of the meeting of the Board of Directors of the Company.
“interim financial statement”	the interim financial statement of the Company, as defined in the applicable provisions of the Companies Act, 1994, as amended, and the Companies (Interim Financial Statements) Regulations, 2017, as amended.
“share” or “share(s)” or “equity share(s)”	the equity share(s) of the Company.
“shareholders’ meeting”	the shareholders’ meeting of the Company, as defined in the applicable provisions of the Companies Act, 1994, as amended, and the Companies (Shareholders’ Meetings) Regulations, 2017, as amended, and the Companies (Shareholders’ Meetings) Regulations, 2017, as amended.
“Company”	北京京能清洁能源電力股份有限公司 (Beijing Jneng Clean Energy Power Co., Ltd.) (a public company incorporated in the People’s Republic of China with its registered office in Beijing, the People’s Republic of China).
“Company Law”	the Company Law of the People’s Republic of China (《中華人民共和國公司法》), as amended, and the applicable provisions of the Companies Act, 1994, as amended, and the Companies (Interim Financial Statements) Regulations, 2017, as amended.
“equity share(s)”	the equity share(s) of the Company.
“nominal value”	the nominal value of the shares of the Company, which is RMB1.00 each, as defined in the applicable provisions of the Companies Act, 1994, as amended, and the Companies (Shareholders’ Meetings) Regulations, 2017, as amended.
“shareholders’ meeting”	the 2023 first shareholders’ meeting of the Company held on Tuesday, 29 June 2023 pursuant to the applicable provisions of the Companies Act, 1994, as amended, and the Companies (Shareholders’ Meetings) Regulations, 2017, as amended.
“share(s)”	the shares of the Company, as defined in the applicable provisions of the Companies Act, 1994, as amended, and the Companies (Shareholders’ Meetings) Regulations, 2017, as amended.
“shareholding”	the shareholding of the Company, as defined in the applicable provisions of the Companies Act, 1994, as amended, and the Companies (Shareholders’ Meetings) Regulations, 2017, as amended.
“shareholding structure”	the shareholding structure of the Company, as defined in the applicable provisions of the Companies Act, 1994, as amended, and the Companies (Shareholders’ Meetings) Regulations, 2017, as amended.
“the 2023 Annual General Meeting”	the 2023 Annual General Meeting of the Company held on Tuesday, 29 June 2023 pursuant to the applicable provisions of the Companies Act, 1994, as amended, and the Companies (Shareholders’ Meetings) Regulations, 2017, as amended.

## DEFINITIONS

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Beijing Jingneng Clean Energy Co., Limited  
北京京能清

Executive Director

Geng ng ( h rm )  
(Ge er ger)  
G m ng  
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Registered Office

Room 118, 1 g ng t /  
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Non-executive Director

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Corporate Office of the Company

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Secretary to Executive Director

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30 2023

To the shareholders

Dear shareholders,

**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 board of directors of the Company has received the instructions from the shareholders to hold the 2023 Annual General Meeting and the 2023 First H Share Class Meeting. The board of directors has decided to issue domestic shares and H shares, and to repurchase H shares. The board of directors has also decided to hold the 2023 Annual General Meeting and the 2023 First H Share Class Meeting.

## 2. GENERAL MANDATE TO ISSUE DOMESTIC SHARES AND H SHARES

in order to exercise the powers conferred on the directors in relation to the exercise of the general mandate to issue domestic shares and H shares, the Board is hereby empowered to exercise the powers conferred on the directors under the general mandate to issue domestic shares and H shares, and to do all such things and execute all such powers as the directors may think fit for the purpose of giving effect to the exercise of the general mandate to issue domestic shares and H shares, and to do all such things and execute all such powers as the directors may think fit for the purpose of giving effect to the exercise of the general mandate to issue domestic shares and H shares, and to do all such things and execute all such powers as the directors may think fit for the purpose of giving effect to the exercise of the general mandate to issue domestic shares and H shares.

The total amount of the exercise of the general mandate to issue domestic shares and H shares is limited to 8,244,508,144 shares, including 5,414,831,344 domestic shares and 2,829,676,800 H shares, subject to the exercise of the general mandate to issue domestic shares and H shares, and to do all such things and execute all such powers as the directors may think fit for the purpose of giving effect to the exercise of the general mandate to issue domestic shares and H shares, and to do all such things and execute all such powers as the directors may think fit for the purpose of giving effect to the exercise of the general mandate to issue domestic shares and H shares, and to do all such things and execute all such powers as the directors may think fit for the purpose of giving effect to the exercise of the general mandate to issue domestic shares and H shares.

The exercise of the powers conferred on the directors in relation to the exercise of the general mandate to issue domestic shares and H shares shall be subject to the provisions of the general mandate to issue domestic shares and H shares, and to do all such things and execute all such powers as the directors may think fit for the purpose of giving effect to the exercise of the general mandate to issue domestic shares and H shares, and to do all such things and execute all such powers as the directors may think fit for the purpose of giving effect to the exercise of the general mandate to issue domestic shares and H shares.

## 3. GENERAL MANDATE TO REPURCHASE H SHARES

The directors are hereby empowered to exercise the powers conferred on the directors under the general mandate to repurchase H shares, and to do all such things and execute all such powers as the directors may think fit for the purpose of giving effect to the exercise of the general mandate to repurchase H shares, and to do all such things and execute all such powers as the directors may think fit for the purpose of giving effect to the exercise of the general mandate to repurchase H shares, and to do all such things and execute all such powers as the directors may think fit for the purpose of giving effect to the exercise of the general mandate to repurchase H shares.

1) The exercise of the powers conferred on the directors in relation to the exercise of the general mandate to repurchase H shares shall be subject to the provisions of the general mandate to repurchase H shares, and to do all such things and execute all such powers as the directors may think fit for the purpose of giving effect to the exercise of the general mandate to repurchase H shares, and to do all such things and execute all such powers as the directors may think fit for the purpose of giving effect to the exercise of the general mandate to repurchase H shares.

2) The total amount of the exercise of the general mandate to repurchase H shares shall not exceed 10% of the aggregate number of H shares in issue at the time of the exercise of the general mandate to repurchase H shares, and to do all such things and execute all such powers as the directors may think fit for the purpose of giving effect to the exercise of the general mandate to repurchase H shares.

## LETTER FROM THE BOARD

- 3) to inform the appropriate implementation specific repurchase plan including to meet the price to control market in time of execution of the repurchase plan pending verification of the company's financial condition and foreign exchange restrictions and to create the appropriate announcement in accordance with the provisions of the company's written code of conduct.
- 4) to obtain the required approval of the relevant procedures in accordance with applicable regulatory requirements.
- 5) to ensure the new provisions will not result in new procedures that are more restrictive than market conditions and to ensure that the repurchase plan is not affected by the relevant regulatory requirements for the registration of the company's securities and to ensure that the company's financial condition is not affected by the relevant regulatory requirements for the registration of the company's securities.
- 6) to ensure the registration process for the repurchase plan is completed in accordance with the relevant regulatory requirements.
- 7) to sign the relevant documents in connection with the registration of the repurchase plan.

### Validity of the Repurchase Mandate

The Repurchase Plan is effective from the date of approval by the Board of Directors and will remain in effect until the date of termination.

- 1) the company's financial condition as of the end of the reporting period.
- 2) the relevant provisions of the company's articles of association and the company's memorandum of association and the company's financial condition as of the end of the reporting period.

### Impact of the Repurchase of H Shares

The effect of the repurchase of H shares on the company's financial condition and the company's financial condition as of the end of the reporting period is as follows:

The effect of the repurchase of H shares on the company's financial condition and the company's financial condition as of the end of the reporting period is as follows:

There will be no connection between the repurchase of H shares and the company's financial condition.

The price to be paid in full for the execution of the contract shall be the amount of the purchase price of the shares to be issued. The amount of the purchase price shall be determined by the Board of Directors. The amount of the purchase price shall be determined by the Board of Directors. The amount of the purchase price shall be determined by the Board of Directors.

The Board of Directors shall have the authority to issue shares in accordance with the provisions of the Charter and the Bylaws of the Corporation. The Board of Directors shall have the authority to issue shares in accordance with the provisions of the Charter and the Bylaws of the Corporation. The Board of Directors shall have the authority to issue shares in accordance with the provisions of the Charter and the Bylaws of the Corporation.

#### 4. THE AGM AND CLASS MEETINGS

The next meeting of the Board of Directors shall be held on Monday, June 29, 2023, at 10:00 a.m. in the Boardroom of the Corporation. The next meeting of the Board of Directors shall be held on Monday, June 29, 2023, at 10:00 a.m. in the Boardroom of the Corporation. The next meeting of the Board of Directors shall be held on Monday, June 29, 2023, at 10:00 a.m. in the Boardroom of the Corporation.

The Board of Directors shall have the authority to issue shares in accordance with the provisions of the Charter and the Bylaws of the Corporation. The Board of Directors shall have the authority to issue shares in accordance with the provisions of the Charter and the Bylaws of the Corporation. The Board of Directors shall have the authority to issue shares in accordance with the provisions of the Charter and the Bylaws of the Corporation.

Whether or not the meeting of the Board of Directors shall be held in accordance with the provisions of the Charter and the Bylaws of the Corporation. The Board of Directors shall have the authority to issue shares in accordance with the provisions of the Charter and the Bylaws of the Corporation. The Board of Directors shall have the authority to issue shares in accordance with the provisions of the Charter and the Bylaws of the Corporation.



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## LETTER FROM THE BOARD

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### 6. RECOMMENDATION

The directors, including the independent non-executive directors, believe that the proposed resolution is in the best interests of the Company and its shareholders, and they recommend that the shareholders vote in favor of the relevant resolution at the general meeting.

For the Board  
**Beijing Jingneng Clean Energy Co., Limited**  
**KANG Jian**  
Secretary General and Chairman of the Board

The exercise of the authority to purchase, required by the statute, to provide the requisite form to the shareholder to make a informed decision whether to vote for or against the resolution to approve the purchase of the

CLASS AND NUMBER OF SHARES PROPOSED TO BE REPURCHASED

The total number of shares to be repurchased from the company is 8,244,508,144, representing 5,414,831,344 common shares and 2,829,676,800 preferred shares. The purchase price for the common shares will be the market price of the common shares at the time of purchase. The purchase price for the preferred shares will be the face value of the shares. The purchase price for the common shares will be the market price of the common shares at the time of purchase. The purchase price for the preferred shares will be the face value of the shares.

REASONS FOR REPURCHASE

The primary reason for the repurchase of the common shares is to reduce the number of shares outstanding and to increase the value of the shares held by the remaining shareholders. The repurchase of the common shares will also result in an increase in the earnings per share of the company.

FUNDS FOR REPURCHASE

The funds for the repurchase of the common shares will be provided by the company's cash and marketable securities. The repurchase of the common shares will not be financed by the issuance of new debt or equity securities.

The repurchase of the common shares will be subject to the availability of funds and the approval of the board of directors. The repurchase of the common shares will be completed by the end of the fiscal year ending December 31, 2022. The repurchase of the common shares will be subject to the availability of funds and the approval of the board of directors.

DISCLOSURE OF INTEREST

The directors and officers of the company do not have any interest in the repurchase of the common shares. The repurchase of the common shares will be subject to the availability of funds and the approval of the board of directors.

the terms of the agreement, the directors shall not be liable for any loss or damage suffered by the Company or its shareholders in connection with the exercise of the powers conferred upon them by the articles of association of the Company or the provisions of the Companies Act, 1956, in relation to the winding up of the Company.

## UNDERTAKING OF THE DIRECTORS

The directors undertake that they will not, in the exercise of their powers, do anything that would be likely to result in the Company or its shareholders being liable to any loss or damage in connection with the winding up of the Company.

## EFFECT OF THE TAKEOVERS CODE

The directors undertake that they will not, in the exercise of their powers, do anything that would be likely to result in the Company or its shareholders being liable to any loss or damage in connection with the winding up of the Company.

The terms of the agreement, the Beijing Energy Group (BEH) is a company controlled by the Beijing Energy Group (BEH) and the directors of the Company are not aware of any arrangement or understanding in relation to the winding up of the Company.

PRICES OF H SHARES

The following table sets out the closing price of the H Shares on the Hong Kong Stock Exchange for the 12 months prior to the date of the listing of the H Shares.

Month	H Shares	
	Highest Price (HK\$)	Lowest Price (HK\$)
<b>2022</b>		
January	2.04	1.76
February	1.93	1.74
March	1.89	1.56
April	1.77	1.44
May	1.88	1.42
June	1.68	1.45
July	1.76	1.45
August	1.88	1.64
<b>2023</b>		
January	2.17	1.84
February	2.15	1.93
March	2.09	1.83
April	2.08	1.81
May (to the date of the listing of the H Shares)	2.07	1.89

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## NOTICE OF THE ANNUAL GENERAL MEETING

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Beijing Jingneng Clean Energy Co., Limited  
北京京能清

### 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 at 10:00 a.m. on Thursday, 29 June 2023 at the Rm. 56, 1st floor, North Building, China Resources Building, 100001 Beijing, P.R. China for the purpose of discussing and voting on the following resolutions:

#### AS ORDINARY RESOLUTIONS

1. To consider and approve the work report of the Board of Directors of the Company 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 internal control and functional 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 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 plan of the Company for 2023;
7. To consider and approve the budget report of the Company for 2023;
8. To consider and approve the re-appointment of the independent non-executive directors of the Company for 2023, to appoint the independent non-executive directors of the Company for the next annual general meeting of the Company to the remuneration of RMB3.39 million.

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## NOTICE OF THE ANNUAL GENERAL MEETING

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9. The Board has approved the appointment of Baker Tilly International as the external auditor of the Company for the financial year ending 31 December 2023, to audit the financial statements of the Company for the next annual general meeting of the Company. The fee for the audit is approximately RMB2.58 million.

### AS SPECIAL RESOLUTIONS

1. The Board has approved the following

#### “THAT

- 1) the Board be granted authority to enter into, on behalf of the Company, the terms and conditions of the proposed subscription agreement with the relevant parties in respect of the proposed financing of the Company;
  - a) to authorize the Board not to exceed the limit of the relevant resolution in entering into the proposed subscription agreement, and to grant the relevant powers to the Board to exercise the relevant powers conferred on the Board;
  - b) the aggregate amount of the relevant subscription agreement to be entered into by the Board not to exceed:
    - ) 20 per cent of the aggregate number of shares of the Company to be issued pursuant to the proposed financing;
    - ) 20 per cent of the aggregate number of shares of the Company to be issued pursuant to the proposed financing;
  - c) the Board will not exercise the powers conferred on the Board in connection with the proposed financing of the Company in contravention of the relevant provisions of the Listing Rules, the Memorandum and Articles of Association of the Company, the relevant provisions of the relevant government orders, rules, regulations, codes of practice and the PRC) regulations.

Article 10 of the Charter of the Company

“The aggregate amount of the relevant subscription agreement with the Company shall not exceed the limit of the relevant resolution, with a maximum value of RMB1.00 billion, which shall be referred to as the “RMB)”

“The relevant subscription agreement with the relevant parties in respect of the proposed financing of the Company shall not exceed the limit of the relevant resolution, with a maximum value of RMB1.00 billion, which shall be referred to as the “RMB)”

## NOTICE OF THE ANNUAL GENERAL MEETING

“The event is held in person from the beginning to the end of the meeting.”

) The company will hold the next annual general meeting in person with the beginning to the end of the meeting.

) The company will hold the 12-month period of the beginning to the end of the meeting.

) The company will hold the meeting in person with the beginning to the end of the meeting.

2) Subject to the above provisions, the company shall: 1) If the meeting is held in person, the company shall:

) Approve the executive director's executive decision-making document, including the company's financial performance and connect with the company's new business development, determining the company's business strategy, and the company's business strategy, and the company's business strategy.

) Determine the company's financial performance, including the company's financial performance, and the company's financial performance.

c) Increase the registered capital of the company in accordance with the company's financial performance, including the company's financial performance, and the company's financial performance.

2) The company shall approve the grant of the company's financial performance, including the company's financial performance, and the company's financial performance.

KANG Jian

Beijing Jingneng Clean Energy Co., Limited

KANG Jian

Beijing Jingneng Clean Energy Co., Limited

Beijing Jingneng Clean Energy Co., Limited  
30 April 2023





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## NOTICE OF THE ANNUAL GENERAL MEETING

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On 24 June 2023, the Board of Directors of the Company (the "Board") held a meeting at 10:00 am, Wednesday, 28 June 2023) in the presence of the following members of the Board of Directors (the "Board") to discuss the Company's performance and the results of the previous year.

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

Address: No. 6 Xueyuan Road, Beijing, China

Telephone: +86 (10) 8740 7188

**7. PROCEDURES FOR VOTING AT THE AGM**

Shareholders are invited to attend the AGM in person.

**8. OTHER BUSINESS**

The Board of Directors (the "Board") is responsible for the preparation and submission of the financial statements and the annual report of the Company to the AGM.

**9. Reference to the notice regarding the AGM**



Beijing Jingneng Clean Energy Co., Limited  
北京京能清

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

**NOTICE IS HEREBY GIVEN** t t t e 2023 f r t j b r e c b b meeting t e

## NOTICE OF THE 2023 FIRST H SHARE CLASS MEETING

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

The register of members of the Company will be closed from June 26, 2023 to June 29, 2023 (both days inclusive). The register will be open to the register of members of the Company in the electronic form on June 23, 2023 to enable the members to attend the meeting. The register of members will be closed to attend the meeting to enable the transfer of shares to be required to effect the transfer of shares to get ready for the event of the meeting. The register will be closed to the register of members of the Company from June 17, 2023 to June 18, 2023 (both days inclusive) to enable the transfer of shares to be completed by 4:30 p.m. on June 23, 2023 for registration.

### 3. PROXY

The members of the Company who are attending the meeting may appoint a representative to attend the meeting in their place.

The instrument appointing a proxy must be in writing, signed by the member or the member's attorney-in-fact, or the member's corporate officer, director, secretary, or other officer or agent, and must be deposited with the Company at least 48 hours before the meeting.

The instrument appointing a proxy must be deposited with the Company in the form of a written instrument in the electronic form of the register of members of the Company from June 17, 2023 to June 18, 2023 (both days inclusive) to enable the transfer of shares to be completed by 4:30 p.m. on June 23, 2023. The instrument appointing a proxy must be deposited with the Company in the form of a written instrument in the electronic form of the register of members of the Company from June 17, 2023 to June 18, 2023 (both days inclusive) to enable the transfer of shares to be completed by 4:30 p.m. on June 23, 2023.

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

Address: 6 Xueyuan Road, Beijing, China

Telephone: (86 10) 8740 7188

### 5. PROCEDURES FOR VOTING AT THE H SHARE CLASS MEETING

The members of the Company who are attending the meeting may appoint a representative to attend the meeting in their place.

### 6. OTHER BUSINESS

The members of the Company who are attending the meeting may appoint a representative to attend the meeting in their place.

### 7. Reference to the notice relating to the meeting