
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the contents of this circular, you should consult your stockbroker or other registered securities broker, bank manager, solicitor, or other professional adviser.

If you have sold or transferred all your shares in Beijing Jingneng Clean Energy Co., Limited, you should nevertheless forward this circular to the purchaser of the shares so that they may be aware of its contents.

凡持有北京京能清洁能源電力股份有限公司（「本公司」）證券之人士，如對本通函之任何內容有疑問，應諮詢其股票經紀或其他註冊證券經紀、銀行經理、律師、專業會計師或其他專業顧問。
凡已出售或轉讓所有本公司股份之人士，仍應將此通函轉交其買家，以便其知悉其內容。



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**

This circular is being issued by the Board of Directors of the Company on 31st July 2023.

The General Shareholders Meeting will be held in accordance with the provisions of the Company's Articles of Association and the Company Law of the People's Republic of China on 29 June 2023 at the Rm 5601, 56th Floor, China Building, 100022 Beijing, P.R. China. The General Shareholders Meeting will be held on 16th and 17th July 2023. The General Shareholders Meeting will be held in accordance with the provisions of the Company's Articles of Association and the Company Law of the People's Republic of China. The General Shareholders Meeting will be held on 28 June 2023 at 10:00 a.m. in the afternoon at the Rm 5601, 56th Floor, China Building, 100022 Beijing, P.R. China.

The Board of Directors of the Company will not declare a dividend for the year ended 31st December 2022.

Reference to the circular is being made to the relevant circular.

CONTENTS

| | |
|---|-----------|
| | <i>ge</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.

| | |
|--------------------------|--|
| “G | the annual general meeting of the Company held on 29 June 2023 pursuant to the resolution of the Board of Directors of the Company. |
| “Article of Association | the Articles of Association of the Company. |
| “Board of Directors | the Board of Directors of the Company. |
| “Special Meeting | the Special Meeting of the Shareholders of the Company held on 29 June 2023 pursuant to the resolution of the Board of Directors of the Company. |
| “Company | Beijing Jingneng Clean Energy Co., Ltd. (北京京能清潔能源電力股份有限公司), a public company limited by shares incorporated in the People's Republic of China with its registered office in Beijing. |
| “Company Law | the PRC Company Law (《中華人民共和國公司法》), meaning the provisions of the PRC Company Law. |
| “Director(s) | the Director(s) of the Company. |
| “Registered Capital | the registered capital of the Company in the PRC, which is currently RMB 1.1 billion. |
| “Shareholders Meeting | the 2023 First Special Meeting of the Shareholders of the Company held on 29 June 2023 pursuant to the resolution of the Board of Directors of the Company. |
| “Share(s) | the ordinary shares of the Company in the PRC with a par value of RMB 1.00 each, which are currently listed on the Shanghai Stock Exchange. |
| “Shanghai | the Shanghai Free Trade Zone Regulated by the PRC. |
| “Shanghai Stock Exchange | the Shanghai Stock Exchange. |
| “Share Certificate | the 2023 English Share Certificate issued by the Company pursuant to the resolution of the Board of Directors of the Company. |

DEFINITIONS

- “~~Sec~~ting R le te R le G^Verning te ~~Sec~~ting f^Sec^{te}n e^Stk
 xc^{ng} f^{ng} ng^{me} m^ene, m^{de} r
 terw^e le^{me} fr m^{tme} t^{tme}
- “~~U~~R r“ n te le le Re l^c fⁿ n^frte r e^{ft} c^{rc}l^r
 excl e^{ng} ng^{te} c^Sec^l mⁿtr^{te} Regⁿ
 n wⁿ
- “R B Remⁿ te l^w f^lc^{re}nc f^{te} ~~U~~R
- “~~S~~ e⁽) te rⁿ r e⁽) f R B1.00 e cⁿte e cstl^fte
 m n
- “~~S~~ e^ler⁽) te l^{er}) fte rⁿ r e⁽) fte m n
- “ ke^Ver e te e n ke^Ver n ergr n e B - ck e
 te^Sec^{te}n t^e mmⁿ f^{ng} ng
 m^ene, m^{de} r terw^e le^{me} fr m^{tme} t^{tme}

LETTER FROM THE BOARD



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

Executive Director
Geng (Herm)
(General Manager)
Geng
Jingneng

Registered Office
Room 118, Jingneng Tower
Beijing Jincheng Development
Company Limited, Beijing
China

Non-Executive Director
Jin
Geng
S
Geng

Director of Finance
31, Jincheng Tower
Jincheng Development
Company Limited, Beijing
China

Secretary
Geng
Jin
X
Jin

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

Reference is made to the circular letter of the General Meeting of Shareholders of the Company dated 2023-03-27 regarding the general mandate to issue domestic shares and H shares, the general mandate to repurchase H shares, the notice of the annual general meeting and the notice of the 2023 first H share class meeting.

2. GENERAL MANDATE TO ISSUE DOMESTIC SHARES AND H SHARES

in order to exercise the right to issue the shares, the Board shall be authorized to issue the shares in accordance with the provisions of the Charter of the Corporation and the provisions of the laws of the State of New York and the laws of the State of Delaware, and to execute all documents and to take all such actions as may be necessary to carry out the purposes of this Section. The Board shall also be authorized to issue the shares in accordance with the provisions of the Charter of the Corporation and the provisions of the laws of the State of New York and the laws of the State of Delaware, and to execute all documents and to take all such actions as may be necessary to carry out the purposes of this Section. ("Share Issue Mandate")

The Board is authorized to issue the shares in accordance with the provisions of the Charter of the Corporation and the provisions of the laws of the State of New York and the laws of the State of Delaware, and to execute all documents and to take all such actions as may be necessary to carry out the purposes of this Section. The Board shall also be authorized to issue the shares in accordance with the provisions of the Charter of the Corporation and the provisions of the laws of the State of New York and the laws of the State of Delaware, and to execute all documents and to take all such actions as may be necessary to carry out the purposes of this Section.

The Board shall not exercise the powers herein conferred upon it without the approval of a majority of the Board of Directors, and the Board shall also be authorized to issue the shares in accordance with the provisions of the Charter of the Corporation and the provisions of the laws of the State of New York and the laws of the State of Delaware, and to execute all documents and to take all such actions as may be necessary to carry out the purposes of this Section.

3. GENERAL MANDATE TO REPURCHASE H SHARES

in order to exercise the right to repurchase the shares, the Board shall be authorized to repurchase the shares in accordance with the provisions of the Charter of the Corporation and the provisions of the laws of the State of New York and the laws of the State of Delaware, and to execute all documents and to take all such actions as may be necessary to carry out the purposes of this Section. The Board shall also be authorized to repurchase the shares in accordance with the provisions of the Charter of the Corporation and the provisions of the laws of the State of New York and the laws of the State of Delaware, and to execute all documents and to take all such actions as may be necessary to carry out the purposes of this Section. ("Repurchase Mandate")

- (1) The Board shall be authorized to repurchase the shares in accordance with the provisions of the Charter of the Corporation and the provisions of the laws of the State of New York and the laws of the State of Delaware, and to execute all documents and to take all such actions as may be necessary to carry out the purposes of this Section.
- (2) The Board shall be authorized to repurchase the shares in accordance with the provisions of the Charter of the Corporation and the provisions of the laws of the State of New York and the laws of the State of Delaware, and to execute all documents and to take all such actions as may be necessary to carry out the purposes of this Section.

LETTER FROM THE BOARD

- (3) The firm will review implementation effectiveness including including the
 the to monitor the effectiveness of the share buyback program
 track cost and long-term value creation and the share buyback
 program will be implemented in accordance with the relevant
 provisions of the Act.
- (4) The firm will review the effectiveness of the share buyback
 program in accordance with the relevant provisions of the Act.
- (5) After the new relevant provisions, the share buyback program
 will be implemented in accordance with the relevant provisions of the
 Act. The firm will review the effectiveness of the share buyback
 program at the next general meeting (or the next meeting) of the Board
 and the relevant provisions of the Act will be reviewed at the next
 general meeting (or the next meeting) of the Board. The share
 buyback program will be implemented in accordance with the relevant
 provisions of the Act.
- (6) The share buyback program will be implemented in accordance
 with the relevant provisions of the Act. The share buyback program
 will be implemented in accordance with the relevant provisions of the
 Act.
- (7) The share buyback program will be implemented in accordance
 with the relevant provisions of the Act.

Validity of the Repurchase Mandate

The relevant provisions of the Act will be reviewed at the next
 general meeting of the Board.

- (1) The provisions of the 2023 Act will be reviewed at the next
 general meeting of the Board.
- (2) The provisions of the Act will be reviewed at the next
 general meeting of the Board (the "Relevant Period").

Impact of the Repurchase of H Shares

The firm will review the effectiveness of the share buyback
 program at the next general meeting of the Board. The share
 buyback program will be implemented in accordance with the relevant
 provisions of the Act. The share buyback program will be implemented
 in accordance with the relevant provisions of the Act. The share
 buyback program will be implemented in accordance with the relevant
 provisions of the Act.

The firm will review the effectiveness of the share buyback
 program at the next general meeting of the Board.

LETTER FROM THE BOARD

6. RECOMMENDATION

The Board (including the independent non-executive Director) elects the relevant independent financial auditor, the relevant independent non-executive Director to attend the annual general meeting, and the relevant independent non-executive Director to attend the general meeting.

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

The exercise of the authority conferred upon the Board of Directors, as required by the Charter, to provide the requisite form to the shareholders to make a binding decision on whether to vote for or against the resolution to approve the purchase of the

CLASS AND NUMBER OF SHARES PROPOSED TO BE REPURCHASED

The Board of Directors is authorized to purchase up to 8,244,508,144 shares, including 5,414,831,344 shares of common stock and 2,829,676,800 shares of preferred stock. The Board of Directors may purchase the shares in one or more transactions and may purchase the shares from the open market, in private transactions, or through a tender offer. The Board of Directors may also purchase the shares from the issuer. The Board of Directors is authorized to purchase the shares on behalf of the company.

REASONS FOR REPURCHASE

The Board of Directors believes that the repurchase of the company's common stock is a sound financial and operational strategy. The Board of Directors believes that the repurchase of the company's common stock will increase the company's financial flexibility and improve the company's financial performance. The Board of Directors also believes that the repurchase of the company's common stock will increase the company's earnings per share and improve the company's return on equity.

FUNDS FOR REPURCHASE

The Board of Directors is authorized to purchase the shares from the company's cash and marketable securities. The Board of Directors is also authorized to purchase the shares from the company's debt and equity offerings. The Board of Directors is authorized to purchase the shares from the company's operations and from other sources.

The Board of Directors is authorized to purchase the shares from the company's cash and marketable securities. The Board of Directors is also authorized to purchase the shares from the company's debt and equity offerings. The Board of Directors is authorized to purchase the shares from the company's operations and from other sources.

DISCLOSURE OF INTEREST

The Board of Directors is authorized to purchase the shares from the company's cash and marketable securities. The Board of Directors is also authorized to purchase the shares from the company's debt and equity offerings. The Board of Directors is authorized to purchase the shares from the company's operations and from other sources.

the directors of the company (the "Directors") shall exercise their powers and discharge their duties in accordance with the provisions of the Articles of Association of the company and the relevant laws and regulations of the People's Republic of China.

UNDERTAKING OF THE DIRECTORS

The Directors shall exercise their powers and discharge their duties in accordance with the provisions of the Articles of Association of the company and the relevant laws and regulations of the People's Republic of China.

EFFECT OF THE TAKEOVERS CODE

If a person or persons acquire or are deemed to acquire control of the company, the Directors shall exercise their powers and discharge their duties in accordance with the provisions of the Articles of Association of the company and the relevant laws and regulations of the People's Republic of China.

The directors of the Beijing Energy Group Limited (北京能源集團有限責任公司) ("BEH") shall exercise their powers and discharge their duties in accordance with the provisions of the Articles of Association of the company and the relevant laws and regulations of the People's Republic of China.

PRICES OF H SHARES

Stock exchange in Hong Kong. The following table sets out the closing price of the H Shares on the last trading day of each month for the period from June 2022 to April 2023.

| Month | H Shares | |
|-------------|-------------------------|------------------------|
| | Highest Price (HK\$) | Lowest Price (HK\$) |
| 2022 | | |
| June | 2.04 | 1.76 |
| July | 1.93 | 1.74 |
| August | 1.89 | 1.56 |
| September | 1.77 | 1.44 |
| October | 1.88 | 1.42 |
| November | 1.68 | 1.45 |
| December | 1.76 | 1.45 |
| | 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 |
| (continued) | 2.07 | 1.89 |

NOTICE OF THE ANNUAL GENERAL MEETING



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 June 29, 2023 at the Rm. 5601, Jin Sheng Road, Beijing, China. The agenda of the meeting includes the following items:

AS ORDINARY RESOLUTIONS

1. To consider and approve the work report of the Board of Directors for the year ended 31 December 2022.
2. To consider and approve the work report of the Supervisory Committee for the year ended 31 December 2022.
3. To consider and approve the work report of the Management for the year ended 31 December 2022.
4. To consider and approve the financial statements for the year ended 31 December 2022.
5. To consider and approve the dividend for the year ended 31 December 2022.
6. To consider and approve the appointment of the independent non-executive director for 2023.
7. To consider and approve the appointment of the independent non-executive director for 2023.
8. To consider and approve the appointment of the independent non-executive director for 2023, to take effect from the next annual general meeting for the term of office of the independent non-executive director for 2023.

NOTICE OF THE ANNUAL GENERAL MEETING

9. The Board of Directors of the Company has determined that the annual general meeting of the Company for the year ending 31 December 2023 will be held on 15 December 2023 at 10:00 a.m. at the Raffles Hotel, 1 Raffles Place, Singapore.

AS SPECIAL RESOLUTIONS

1. The Board of Directors of the Company has determined that the following

“THAT

(1) the Board of Directors of the Company be and is authorized to do all such things as may be necessary or expedient to give effect to the following resolutions:

(a) to approve the proposed amendments to the Articles of Association of the Company, and to authorize the Board of Directors of the Company to do all such things as may be necessary or expedient to give effect to the proposed amendments;

(b) to approve the proposed amendments to the Memorandum and Articles of Association of the Company, and to authorize the Board of Directors of the Company to do all such things as may be necessary or expedient to give effect to the proposed amendments;

(c) to approve the proposed amendments to the Memorandum and Articles of Association of the Company, and to authorize the Board of Directors of the Company to do all such things as may be necessary or expedient to give effect to the proposed amendments;

(d) to approve the proposed amendments to the Memorandum and Articles of Association of the Company, and to authorize the Board of Directors of the Company to do all such things as may be necessary or expedient to give effect to the proposed amendments;

(e) the Board of Directors of the Company be and is authorized to do all such things as may be necessary or expedient to give effect to the following resolutions:

the Board of Directors of the Company be and is authorized to do all such things as may be necessary or expedient to give effect to the following resolutions:

“to approve the proposed amendments to the Memorandum and Articles of Association of the Company, and to authorize the Board of Directors of the Company to do all such things as may be necessary or expedient to give effect to the proposed amendments;”

“to approve the proposed amendments to the Memorandum and Articles of Association of the Company, and to authorize the Board of Directors of the Company to do all such things as may be necessary or expedient to give effect to the proposed amendments;”

NOTICE OF THE ANNUAL GENERAL MEETING

“Relevant” means the term defined in the applicable laws and regulations.

() to conduct the next annual general meeting in the full working day of the year.

(B) to extend the 12-month full working day of the year.

() to be notified of the date of the meeting in the relevant provisions of the articles of association.

(2) to be notified of the date of the meeting in the relevant provisions of the articles of association.

() to be notified of the date of the meeting in the relevant provisions of the articles of association.

() to be notified of the date of the meeting in the relevant provisions of the articles of association.

(c) to be notified of the date of the meeting in the relevant provisions of the articles of association.

2. to be notified of the date of the meeting in the relevant provisions of the articles of association.

Beijing Jingneng Clean Energy Co., Limited
KANG Jian
General Secretary

Beijing, P.R.
30 2023

NOTICE OF THE ANNUAL GENERAL MEETING

At the date of this notice, the executive director of the company is Mr. Zhenyuan Gong, Chairman of the Board, the executive director is Mr. Zhongyuan Gong, Chairman of the Board, the executive director is Mr. Zhongyuan Gong, Chairman of the Board, the executive director is Mr. Zhongyuan Gong, Chairman of the Board.

Note -

- 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

The register of members will be closed from Friday, 26 June 2023 to Friday, 29 June 2023 (including Friday, 29 June 2023). During this period, the register of members will be closed for the purpose of determining the eligibility of members to attend the AGM. The register of members will be closed from Friday, 23 June 2023 to Friday, 23 June 2023 (including Friday, 23 June 2023) for the purpose of determining the eligibility of members to attend the AGM. The register of members will be closed from Friday, 23 June 2023 to Friday, 23 June 2023 (including Friday, 23 June 2023) for the purpose of determining the eligibility of members to attend the AGM.

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)

The register of members will be closed from Friday, 7 July 2023 to Friday, 12 July 2023 (including Friday, 12 July 2023) for the purpose of determining the eligibility of members to receive the proposed final dividend. The register of members will be closed from Friday, 7 July 2023 to Friday, 12 July 2023 (including Friday, 12 July 2023) for the purpose of determining the eligibility of members to receive the proposed final dividend.

- 4. The executive director of the company (Mr. Zhongyuan Gong) will be attending the AGM. The executive director of the company (Mr. Zhongyuan Gong) will be attending the AGM.**

5. PROXY

Shareholders are entitled to appoint a proxy to attend and vote on their behalf at the AGM. Shareholders are entitled to appoint a proxy to attend and vote on their behalf at the AGM.

The proxy form must be completed and returned to the company at least 48 hours before the AGM. The proxy form must be completed and returned to the company at least 48 hours before the AGM.

The proxy form must be completed and returned to the company at least 48 hours before the AGM. The proxy form must be completed and returned to the company at least 48 hours before the AGM.

NOTICE OF THE ANNUAL GENERAL MEETING

On 24 February 2023, the first AGM (held at 10:00 a.m. on 28 June 2023) was held in person (in person). The first AGM was held in person (in person) on 28 June 2023.

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

No. 6 Xue Rui Road, Beijing, P.R.C.

Telephone: (86 10) 8740 7188

7. PROCEDURES FOR VOTING AT THE AGM

The first AGM was held in person.

8. OTHER BUSINESS

The first AGM (in person) was held in person. The first AGM was held in person (in person) on 28 June 2023.

9. Reference to the internet site for 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 e c l m e e t n g (t e

