

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt
If you have sold or transferred
E C m E m



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**

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A 10:00 .m. y, 24 r 2021
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20 . A y m A
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DEFINITIONS

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

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DEFINITIONS

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Beijing Jingneng Clean Energy Co., Limited

北京京能清潔能源電力股份有限公司

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

(Stock Code: 00579)

Executive Directors:

- A (Chairman)
■ E D (General Manager)
A
CA

Registered Office:

m 118, l E
B E m D m
D, B
C

Non-executive Directors:

- E
A B

Principal Place of Business in Hong Kong:

54, C
183 E

Independent non-executive Directors:

- A
■ A
■ A
■ D

25 y 2021

To the Shareholders

D m,

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

Dear Shareholders,
The Board has resolved to propose to the Annual General Meeting... (A), y
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A.

LETTER FROM THE BOARD

2. GENERAL MANDATE TO ISSUE DOMESTIC SHARES AND H SHARES

The Board has resolved to issue domestic shares and H shares under the general mandate to issue domestic shares and H shares (the "Share Issue Mandate") of the Company for the financial year ending 31 December 2021. The Share Issue Mandate is set out in the following table:

Category	Domestic Shares (RMB million)	H Shares (RMB million)
A	8,244,508,144	2,829,676,800
B	1,082,966,268	565,935,360

The Board has also resolved to issue domestic shares and H shares under the general mandate to issue domestic shares and H shares (the "Share Issue Mandate") of the Company for the financial year ending 31 December 2021. The Share Issue Mandate is set out in the following table:

Category	Domestic Shares (RMB million)	H Shares (RMB million)
A	5,414,831,344	2,829,676,800
B	1,082,966,268	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

The Board has resolved to propose amendments to the Rules of Procedure for General Meetings, Rules of Procedure for Board of Directors and Rules of Procedure for Board of Supervisors of the Company for the financial year ending 31 December 2021. The proposed amendments are set out in the following table:

Category	Domestic Shares (RMB million)	H Shares (RMB million)
A	8,244,508,144	2,829,676,800
B	1,082,966,268	565,935,360

4. PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. [Name], Chairman of the Board of Directors, [Company Name], [Address], [City], [State], [Country], [Postal Code], [Phone Number], [Email Address], [Website Address], [Social Media Links], [Other Information], [Signature], [Date], [Year] (Ms. Zhao)

Ms. [Name], [Address], [City], [State], [Country], [Postal Code], [Phone Number], [Email Address], [Website Address], [Social Media Links], [Other Information], [Signature], [Date], [Year]

LETTER FROM THE BOARD

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m m B D
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m y C m y.

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m B m y
(), m
mm m m
y y m y
C m y.

5. THE AGM

A 10:00 .m. y, 24 r 2021 .2
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16 20 25 y 2021. A y
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2021 (y r),

LETTER FROM THE BOARD

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... y m ... A ... (... 10:00 .m., ... y, 23 ... 2021)
... y m ... (... m y). C m ... y m ...
... y m ... A ... y ...

6. VOTES TO BE TAKEN BY POLL

... A ... y ...
... m ... A ...

7. RECOMMENDATION

D ... m ...
... B D ... B ...
... m ... D ... C m y
... A ... y, D mm
... A ...

B_y 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 quorum for convening such general meeting of shareholders shall be the holders holding at least one third of the issued shares of relevant class.</p> <p>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.</p>	<p>Article 5. <u>The quorum for convening such general meeting of shareholders shall be the holders holding at least one third of the issued shares of relevant class.</u></p> <p><u>Where any changes in domestic and foreign laws, regulations and the listing rules of the place where the shares of the Company are listed, as well as decisions of domestic and foreign regulatory authorities which lead to the change of the class of shareholders' rights or repeal shall not require the approval of shareholder' meeting or class meeting.</u></p>

Original articles	Revised articles after the proposed amendments
<p>Article 16</p> <p>... m ...</p> <p>... y C m y, ...</p> <p>... 45 y ... m ...</p> <p>... y ...</p> <p>m ... m ...</p> <p>... m ...</p> <p>... C m y 20 y ...</p> <p>m ...</p>	<p>Article 16</p> <p>... <u>-an annual</u> ...</p> <p>m ... y C m y, ...</p> <p>... 45<u>20 clear</u></p> <p><u>business</u> y ... m ... y</p> <p>m ... m ...</p> <hr/> <p>... m ...</p> <hr/> <p>... C m y 20 y ...</p> <p>m ...; <u>where an extraordinary general meeting is convened by the Company, it shall issue a notice 15 natural days or 10 clear business days (whichever is longer) prior to the meeting to notify all the registered shareholders. The “business day(s)” mentioned therein shall be the statutory business days announced by the Hong Kong government.</u></p>

Original articles	Revised articles after the proposed amendments
<p>Article 17 C m y r r m y m 20 y m r m y m r m C m y', C m y m y m C m y y m m m y r m, C m y m y m A y m m r m</p>	<p><u>This article has been deleted</u></p>
<p>Article 19 m r r m m r r</p>	<p>Article 198 m r r m m r r</p> <p><u>(5) Other information subject to disclosure as required by the securities regulatory authorities and the listing rules of the places where the Company's shares are listed.</u></p>

Original articles	Revised articles after the proposed amendments
<p>Article 20</p> <p>... m</p> <p>... m</p> <p>... y ... y</p> <p>... C ... 45</p> <p>50 y ... m ...</p> <p>... m ...</p> <p>... m ...</p>	<p>Article 20<u>19</u></p> <p>... m</p> <p>... m</p> <p>... y ... y</p> <p>... C ... 45</p> <p>50 y ... m ... <u>15</u></p> <p><u>days or 10 clear business days (whichever is longer) (the extraordinary general meeting) or 20 clear business days (the annual general meeting) before the date of convening such meeting.</u></p> <p>... m ...</p> <p>... m ...</p> <p>... m ...</p>
<p>Article 51 C m y</p> <p>... y y</p> <p>... m ...</p> <p>y ... m ...</p> <p>... A ... 53 57</p>	<p>Article 51<u>40</u> C m y</p> <p>... y y</p> <p>... m ...</p> <p>y ... m ...</p> <p>... A ... 5352 5756</p> <p>... <u>The quorum for convening such general meeting shall be the holders holding at least one third of the issued shares of relevant class.</u></p>

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

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

Original articles	Revised articles after the proposed amendments
<p>Article 11 E</p> <p>A 151</p> <p>A 20</p> <p>m</p> <p>m</p> <p>m</p> <p>m</p> <p>m</p> <p>m</p> <p>m</p> <p>m</p> <p>m</p> <p>m</p> <p>m</p> <p>m</p> <p>m</p>	<p>Article 11 E</p> <p>A 154⁰</p> <p>A 20</p> <p>m</p> <p>m</p> <p>m</p> <p>m</p> <p>m</p> <p>m</p> <p>m</p> <p>m</p> <p>m</p> <p>m</p> <p>m</p> <p>m</p> <p>m</p> <p>m</p>
<p>Article 14</p> <p>m</p> <p>m</p> <p>m_y</p> <p>mm (通迅) (</p> <p>m</p> <p>m</p> <p>m</p> <p>m</p> <p>m</p> <p>m</p> <p>m</p> <p>m</p> <p>m</p> <p>m</p> <p>m</p>	<p>Article 14</p> <p>m</p> <p>m</p> <p>m_y</p> <p>mm (通迅) (</p> <p>m</p> <p>m</p> <p>m</p> <p>m</p> <p>m</p> <p>m</p> <p>m</p> <p>m</p> <p>m</p> <p>m</p> <p>m</p> <p>m</p>

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

Original articles	Revised articles after the proposed amendments
<p>Article 8 m . . .</p> <p> . . .</p> <p> . . . m . . . y ,</p> <p> . . . m . . .</p> <p> . . . m y . . . y y</p> <p> . . . m</p> <p>mm (通訊) . . . (. . .</p> <p> . . . m . . . y</p> <p> . . . , . . . ,</p> <p> . . . m , . . .) . . .</p> <p>m . . . (m . . .) . . .</p> <p> . . . m . . . y . . .</p> <p> . . . m . . . ,</p> <p> . . .</p> <p> . . . m . . .</p> <p> . . .</p> <p> . . . , . . .</p> <p> . . .</p>	<p>Article 8 m . . .</p> <p> . . .</p> <p> . . . m . . . y ,</p> <p> . . . m . . .</p> <p> . . . m y . . . y y</p> <p> . . . m</p> <p>mm (通訊訊) . . .</p> <p> (. . . m . . . y</p> <p> . . . , . . . ,</p> <p> . . . m , . . .) . . .</p> <p>m . . . (m . . .) . . .</p> <p> . . . m . . . y . . .</p> <p> . . . m . . . ,</p> <p> . . .</p> <p> . . . m . . .</p> <p> . . .</p> <p> . . . , . . .</p> <p> . . .</p>

NOTICE OF THE ANNUAL GENERAL MEETING



Beijing Jingneng Clean Energy Co., Limited

北京京能清潔能源電力股份有限公司

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

(Stock Code: 00579)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN

that the Annual General Meeting (AGM) of Beijing Jingneng Clean Energy Co., Limited (Company) will be held on 24 May 2021 at 10:00 a.m. at the Company's head office, No. 8, Daxueyuan Road, Beijing, China. The agenda of the AGM is as follows:

AS ORDINARY RESOLUTIONS

1. To re-elect the members of the Board of Directors for the term ending 31 December 2020.
2. To re-elect the members of the Board of Supervisors for the term ending 31 December 2020.
3. To approve the Company's financial statements for the year ending 31 December 2020.
4. To approve the Company's dividend policy for the year ending 31 December 2020.
5. To approve the Company's dividend for the year ending 31 December 2020.
6. To approve the Company's 2021 financial budget and 2021 operating plan, and to authorize the Board of Directors to implement the same.
7. To approve the Company's 2020 financial budget and 2020 operating plan, and to authorize the Board of Directors to implement the same.

NOTICE OF THE ANNUAL GENERAL MEETING

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9. ... m r ... C m y y 2021.
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11. ... m ... C m y ...

AS SPECIAL RESOLUTION

1. ... :

THAT:

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- () ... m r ... y r ... y ... (...) y B ... :
- () 20 ... m D m ... C m y ... ; /
- () 20 ... m ... C m y ... ;

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C m y C (PRC-)
E m (Listing Rules-) (m

NOTICE OF THE ANNUAL GENERAL MEETING

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(1)

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C m y

C m y

By B
Beijing Jingneng Clean Energy Co., Limited
KANG Jian
Deputy General Manager and Company Secretary

B , C
 25 y 2021

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

Notes:

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

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

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 24 y, 24 y 2021 (y)
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 C m y A y
 C m y
 C m y 1712-1716, 17 y
 C , 183 y E , 4:30 .m. y, 18 y 2021

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)

2 y, 2 y 2021
 y, 6 y 2021 (y) D (y)
 y A y
 C m y
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 C , 183 y E , 4:30 .m. y, 30 y 2021
 D m m
 y, 6 y 2021.

