

THIS CIRCULAR IS IMPORTANT AND REQUIRES

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.

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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)

(1) PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR (2) PROPOSED ISSUE OF ASSET-BACKED SECURITIES AND (3) NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2022

A letter from the solicitor set out on page 2 to 6 of this circular.

A notice convening the G.M. to be held at No. 2 Meeting Room, 8th Floor, No. 6 Xibaihe Road, Chaoyang District, Beijing, the B.R. on Tuesday 29 March 2022 at 9:00 a.m. set out on page 7 to 8 of this circular. A proxy form for use at the G.M. enclosed with the notice and available on the website of the stock exchange (<http://www.hkexnews.hk>). Whether or not you are able to attend the G.M., you are required to complete and return the proxy form in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the G.M. (i.e., no later than 9:00 a.m. on Wednesday 28 March 2022) 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 G.M. should you so wish.

Reference to time and date in this circular are to Hong Kong time and date.

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In this circular, unless the context otherwise requires, the following expressions shall have the following meaning:

- “ ~~board~~ ” the ~~board~~ of ~~director~~
- “ ~~company~~ ” ~~Energy Co., Ltd.~~ (~~hereinafter referred to as~~ “ ~~Company~~ ”), a joint stock ~~company~~ incorporated in the PRC with ~~its~~ ~~main~~ ~~business~~ ~~operations~~ who ~~is~~ ~~its~~ ~~share~~ ~~holders~~ ~~are~~ ~~listed~~ on the stock exchange
- “ ~~director~~ ” the ~~director~~ (~~s~~) of the ~~company~~
- “ ~~GM~~ ” the first ~~extraordinary~~ ~~general~~ meeting of 2022 of the ~~company~~ to be held at 9:00 a.m. on ~~Tuesday~~ 29 March 2022 at No. 2 Meeting Room, 8th ~~floor~~, No. 6 Xuhai Road, ~~Haoyang District~~, ~~Beijing~~, the PRC
- “ ~~share~~ ” the over ~~sea~~ - ~~listed~~ foreign ~~investor~~ ~~share~~ (~~s~~) in the ~~share~~ capital of the ~~company~~ with a nominal value of RMB 1.00 each, which

LETTER FROM THE BOARD



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

Executive Directors:

Mr. WANG Jingning (Chairman)
Mr. WANG (General Manager)
Mr. GAO Yuming
Mr. A Wanheng

Registered Office:

Room 118, Guangdat Road,
Yanqing Economic Development Zone
Yanqing District, Beijing
the P.R.

Non-executive Directors:

Mr. RONG
Mr. LI Jian
Mr. WANG

Principal Place of Business in Hong Kong:

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

Independent non-executive Directors:

Mr. WANG Xiang
Mr. AN Yuntung
Mr. XU
Mr. A

10 March 2022

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR
(2) PROPOSED ISSUE OF ASSET-BACKED SECURITIES
AND
(3) NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF
2022**

I. INTRODUCTION

Reference is made to the announcement of the company at 26 January 2022 in relation to the proposed appointment of Mr. Rong Hong as a non-executive director of the company and the announcement of the company at 10 March 2022 in relation to the proposed issue of asset-backed securities.

LETTER FROM THE BOARD

The purpose of this circular is to set out the notice of the General Meeting to provide the shareholders with details of (a) the proposed appointment of a non-executive director of the company and (b) the proposed issue of a set-backable equity to enable you to make informed decision on whether to vote for or against the resolution to be proposed at the G.M.

II. PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR

We refer to the announcement of the company dated 26 January 2022 in relation to the proposed appointment of Mr. Song Hong as a non-executive director.

The board resolve to nominate Mr. Song Hong ("Mr. Song ") as a non-executive director, subject to the approval of the shareholders at the G.M. The term of Mr. Song's appointment as a non-executive director shall commence upon the approval by the shareholders at the G.M. and shall end on the expiry of the term of the fourth session of the board. Mr. Song will also become a member of the audit committee and the strategy committee of the board upon his appointment as a non-executive director take effect.

The company will enter into a service agreement with Mr. Song upon the approval of his appointment by the shareholders at the G.M. Mr. Song will not receive any remuneration from the company.

The biographical details of Mr. Song are set out as below:

Mr. Song Hong, aged 31, has been the deputy manager of the capital operation department of Beijing state-owned capital operation management co., ltd. ("Beijing SOCOM ") since November 2021. Mr. Song worked as the deputy manager of the equity management department of Beijing SOCOM from May 2021 to November 2021. Mr. Song concurrently served as the deputy assistant deputy head and deputy manager of the equity management department of Beijing state-owned capital operation management enter ("Beijing SOCOM ") from August 2016 to May 2021. From October 2020 to September 2021, he was seconded to Beijing Municipal Bureau of Finance ("Beijing Municipal Bureau of Finance ").

Mr. Song graduated from the Law School of Tsinghua University with a master's degree in law in July 2016.

Save as disclosed above, Mr. Song does not hold any directorship in any other companies or take up any position or group member of the company in the past three years, nor has any relation with any other director, supervisor, senior management, substantial shareholder (as defined in the Listing Rules) or controlling shareholder (as defined in the Listing Rules) of the company. In addition, Mr. Song does not have any interest in the shares of the company within the meaning of Part XV of the Listing Rules.

Save as disclosed above, there is no other information relating to the proposed appointment of Mr. Song that has been disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any matter which needs to be brought to the attention of the shareholders.

III. PROPOSED ISSUE OF ASSET-BACKED SECURITIES

We refer to the announcement of the company at 10 March 2022 in relation to the proposed issue of asset-backed securities.

The board has approved the proposed issue of asset-backed securities.

- Priority and subordinated tranches : Percentage of priority tranche expected not to exceed 95% and of subordinated tranche expected not to be over than 5%, which is subject to opinion of rating agency, accounting firm and regulatory authority
- Debt enhancement measure : The company will provide support for making up discrepancy of principal, fee and taxes in relation to the priority tranche of the special purpose vehicle by the special purpose manager
- Use of proceeds : Repayment of the company's debt, supplement of working capital and other operation investment except for real estate and stock, which has finally be determined by the company according to its business need

AUTHORIZATION

To provide flexibility for the workout of variance, the board has submitted to the GWM to consider and, if thought fit, approve to authorize the board and approve the board to further authorize Mr. Zhang Peng, the chairman of the board or Mr. Chen Fan, an executive director to deal with all matters in relation to the proposed issue of the asset-backed security within the scope of variance based on the company's business operation and capital need and the market condition, including but not limited to determining the issue plan for each tranche, including amount, interest rate, term, target of variance and use of proceeds, determining specific measure for credit enhancement and signing of the relevant document, and determining transaction structure and signing of the relevant transaction document. The authorization has been valid for a period of 24 months from the date of approval by the shareholder at the GWM.

IV. EGM

The notice convening the GWM to be held at 9:00 a.m. on Tuesday 29 March 2022 at No. 2 Meeting Room, 8th floor, No. 6 Xuhai Road, Haoyang District, Beijing, the LR set out on page 7 to 8 of the circular will be dispatched to the shareholder on 14 March 2022. A proxy form for use at the GWM will be dispatched to the shareholder together with the

LETTER FROM THE BOARD

V. VOTES TO BE TAKEN BY POLL

The resolution to be proposed at the GVM will be voted by poll. No shareholder is required to abstain from voting in respect of the resolution proposed at the GVM.

VI. RECOMMENDATION

The Director believe that the proposed resolution in relation to the proposed appointment of non-executive Director and the proposed issue of asset-backed securities are in the interest of the company and the shareholder as a whole. Therefore, the Director recommend that a shareholder vote in favour of the relevant resolution to be proposed at the GVM.

Director of the Board

Beijing Jingneng Clean Energy Co., Limited

KANG Jian

Deputy General Manager and Company Secretary



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

**NOTICE OF
THE FIRST EXTRAORDINARY GENERAL MEETING OF 2022**

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting of 2022 (the “EGM”) of Beijing Jingneng Clean Energy Co., Limited (the “Company”) will be held at 9:00 a.m. on Tuesday, 29 March 2022 at No. 2 Meeting Room, 8th Floor, No. 6 Xibaihe Road, Chaoyang District, Beijing, the P.R. for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTION

1. To consider and approve the proposed appointment of Mr. Kong Hanyong () as a non-executive director of the Company.

SPECIAL RESOLUTION

2. To consider and approve the proposed issue of a set-backed equity.

Secretary of the Board

Beijing Jingneng Clean Energy Co., Limited
KANG Jian

Deputy General Manager and Company Secretary

Beijing, the P.R.
10 March 2022

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. and

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2022

Notes:

1. CLOSURE OF REGISTER FOR H SHARES, ELIGIBILITY FOR ATTENDING THE EGM

Holder of H share are advised that the share register for H share will be closed from Thursday 24 March 2022 to Tuesday 29 March 2022 (both days inclusive). The shareholder whose name appear on the register of member of the company on the close of business on Wednesday 23 March 2022 are entitled to attend and vote at the G.M. Holder of H share of the company who wish to attend the G.M. but have not registered the transfer document are required to deposit the transfer document together with the relevant share certificate at the H share Registrar of the company at 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai Hong Kong by no later than 4.30 p.m. on Wednesday 23 March 2022 for registration.

2. PROXY

Shareholder entitled to attend and vote at the G.M. may appoint one or more proxy 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 or his attorney duly authorized in writing. If the shareholder is a corporate body the proxy form must be either executed under its common seal or under the hand of its director (or its attorney). If the proxy form is signed by an attorney of the shareholder, the power of attorney authorizing that attorney to sign or other authorization document must be notarized.

For holder of H share, the proxy form together with the power of attorney or other authorization document if any must be lodged at the H share Registrar of the company at 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai Hong Kong in person or by post not later than 24 hours before the time fixed for holding the G.M. (by no later than 9.00 a.m. on Wednesday 28 March 2022) or any adjournment thereof (as the case may be). Shareholder can then attend and vote at the G.M. upon completion and return of the proxy form.

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

Address: 787, No. 6 Xijie Road, Chaoyang District
Beijing, the P.R.C.

Telephone: 86 10) 8740 7010 86 10) 8740 7065

4. PROCEDURES FOR VOTING AT THE EGM

Any vote of shareholder at the G.M. must be taken by poll.

5. OTHER BUSINESS

Shareholder in person or by proxy attending the G.M. are responsible for their own transportation and accommodation expense. Shareholder or their proxy attending the G.M. shall produce their identification document.

6. Reference to time and date in this notice are to Hong Kong time and date.