
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in 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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北京京能清潔能源電力股份有限公司

(A Joint Stock Company Limited by Shares Incorporated in the People's Republic of China)

CIRCULAR
PROPOSED REMOVAL AND APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTORS
AND
NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2020

A letter from the Board of the Company is set out on pages 2 to 5 of this circular.

A notice convening the EGM to be held at 10:00 a.m. on Friday, 20 November 2020 at No. 2 Meeting Room, 2nd Floor, No. 6 Xibahe Road, Chaoyang District, Beijing, PRC, is set out on pages 6 to 7 of this circular. A proxy form for use at the EGM is enclosed with this circular and was also published on the website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>). Whether or not you are able to attend the EGM, you are requested 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 EGM (i.e. by no later than 10:00 a.m. on Thursday, 19 November 2020) 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 EGM should you so wish.

References to time and dates in this circular are to Hong Kong time and dates.

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DEFINITIONS

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

“Articles of Association”	The articles of association of the Company, as amended, modified, or otherwise supplemented from time to time
“Board”	the board of Directors of the Company
“Company”, “we”, “our” or “us”	北京京能清潔能源電力股份有限公司 (Beijing Jingneng Clean Energy Co., Limited), a joint stock company incorporated in the PRC with limited liability, whose H Shares are listed on Hong Kong Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the second extraordinary general meeting of 2020 of the Company to be held at 10:00 a.m. on Friday, 20 November 2020 at No. 2 Meeting Room, 2nd Floor, No. 6 Xibahe Road, Chaoyang District, Beijing, PRC
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC” or “China”	the People’s Republic of China and for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“Proposed Removal”	the proposed removal of Zhang Fusheng from his office as an independent non-executive Director
“Remuneration and Nomination Committee”	the remuneration and nomination committee of the Board
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	means the ordinary share(s) of RMB1.00 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the ordinary share(s) of the Company

LETTER FROM THE BOARD



北京京能清潔能源電力股份有限公司

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

Non-executive Directors:

Mr. Liu Haixia (*Chairman of the Board*)
Mr. Ren Qigui
Ms. Li Juan
Mr. Wang Bangyi

Registered Office:

Room 118, 1 Ziguang East Road
Badaling Economic Development Zone
Yanqing District, Beijing
The PRC

Executive Directors:

Mr. Zhang Fengyang (*General Manager*)
Mr. Cao Mansheng
Mr. An Zhenyuan

Principal Place of Business in Hong Kong:

Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

Independent non-executive Directors:

Mr. Huang Xiang
Mr. Zhang Fusheng
Mr. Chan Yin Tsung
Mr. Han Xiaoping

5 October 2020

To the Shareholders

Dear Sir/Madam,

CIRCULAR
PROPOSED REMOVAL AND APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTORS
AND
NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2020

1. INTRODUCTION

The purpose of this circular is to set out the notice of the EGM and to provide you with details regarding the proposed removal and appointment of independent non-executive Directors to enable you to make informed decisions on whether to vote for or against the resolutions to be proposed at the EGM for the relevant issues.

LETTER FROM THE BOARD

2. PROPOSED REMOVAL OF INDEPENDENT NON-EXECUTIVE DIRECTOR

We refer to the announcements of the Company dated 27 August 2020 and 25 September 2020 in relation to the disciplinary inspection and supervisory investigation (the “**Investigation**”) on Zhang Fusheng, an independent non-executive Director, and the Proposed Removal. On 25 September 2020, the Board resolved to remove Zhang Fusheng as an independent non-executive Director and a member of the Remuneration and Nomination Committee according to the Articles of Association, subject to the approval of the Shareholders at the EGM.

Reason for the Proposed Removal

According to the information on the website of CPC Inner Mongolia Autonomous Region Commission for Discipline Inspection (中共內蒙古自治區紀律檢查委員會) and the Inner Mongolia Autonomous Region Supervisory Committee (內蒙古自治區監察委員會), Zhang Fusheng, an independent non-executive director of the Company, is currently under the Investigation for suspected serious disciplinary violations.

Therefore, the Board is of the view that, as Zhang Fusheng is under the Investigation, he will not be able to continue to assume his duties in the Company as an independent non-executive Director.

To the best of the Directors’ knowledge, information and belief, the Investigation is not related to the business and operations of the Company.

Applicable Law and Related Procedural

Pursuant to Article 126 of the Articles of Association, where unless otherwise provided by relevant laws and regulations, a director can be removed by ordinary resolution passed on a general meeting before the expiry of his term of office (but such removal does not prejudice the director’s claim for damages pursuant to any contract). Accordingly, an ordinary resolution regarding the Proposed Removal will be presented at the EGM in accordance with the Articles of Association.

3. PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

We refer to the announcement of the Company dated 25 September 2020 in relation to the proposed appointment of Mr. Xu Daping (“**Mr. X**”) as an independent non-executive Director.

The Board resolved to nominate Mr. X

LETTER FROM THE BOARD

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

Mr. X Dap i/g (徐大平), aged 77. He served as a technician of the No.1 Engineering Bureau of the Ministry of Hydropower from July 1967 to April 1979, professor and president of Gezhou Dam Hydropower Engineering Institute from April 1979 to November 1993, professor and deputy director of Beijing Dynamics and Economics Institute from November 1993 to September 1995, professor, principal and secretary of party committee of North China Power University from September 1995 to March 2009, and retired in March 2009. Mr. Xu graduated from Tsinghua University and obtained a bachelor's degree majoring in thermal engineering surveying and automatic control. Mr. Xu holds the title of professor.

Save as disclosed in this circular, Mr. Xu did not hold any directorships in any other listed companies or take up any posts in any group members of the Company in the past three years, nor had any relationship with any other directors, supervisors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company. In addition, Mr. Xu does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Save as disclosed above, there is no other information relating to the proposed appointment of Mr. Xu that shall be 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.

The Remuneration and Nomination Committee had identified Mr. Xu as a candidate for independent non-executive Directors pursuant to criteria set out in the director nomination policy and board diversity policy adopted by the Company. Mr. Xu has confirmed his independence in accordance with factors set out in Rule 3.13 of the Hong Kong Listing Rules. The Remuneration and Nomination Committee is also of the view that Mr. Xu would bring to the Board his own perspectives, skills and experience of corporate operations and management, the potential for him to help enhance the operation efficiency of the Board as an independent non-executive Director, and his potential commitment to the business of the Company, as further described in his biographical details above, which is also in line with the development strategy of the Company.

The Remuneration and Nomination Committee has also reviewed the structure and composition of the Board, the confirmation and disclosure given by the Mr. Xu, the qualifications, skills and experience (in particular, his professional background in engineering), time commitment and contribution of the Mr. Xu with reference to the nomination principles and criteria set out in the board diversity policy, director nomination policy and the corporate strategy of the Company.

4. THE EGM

A notice convening the EGM to be held at 10:00 a.m. on Friday, 20 November 2020 at No. 2 Meeting Room, 2nd Floor, No. 6 Xibahe Road, Chaoyang District, Beijing, PRC, is set out on pages 6 to 7 of this circular. No Shareholder is required to abstain from voting in respect of the resolutions proposed at the EGM. A proxy form for use at the EGM has been despatched to the Shareholders together with this circular and was also published on the website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>).

The above resolutions proposed at the EGM will be voted by poll.

LETTER FROM THE BOARD

Holders of the H Shares whose names appear on the register of members of the Company on the close of business on Wednesday, 21 October 2020 are entitled to attend the EGM and vote at the EGM. In order to determine the holders of H Shares who are entitled to attend the EGM, the H Share register of members of the Company will be closed from Wednesday, 21 October 2020 to Friday, 20 November 2020 (both days inclusive). Holders of H Shares who wish to attend the EGM are required to deposit the transfer documents together with the relevant share certificates at the Company's H Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Tuesday, 20 October 2020.

Whether or not you are able to attend the EGM, you are requested to complete and return the proxy form in accordance with the instructions printed thereon not less than 24 hours before the time appointed for holding the EGM (i.e., no later than 10:00 a.m., Thursday, 19 November 2020) or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending the EGM and voting in person if you so wish. Shareholders who intend to attend the EGM in person or by proxy should complete and deliver the reply slip to the Company's H Share Registrar in Hong Kong in accordance with the instructions printed thereon on or before Friday, 30 October 2020.

5. RECOMMENDATION

The Directors believe that the proposed resolutions in respect of the proposed removal and appointment of independent non-executive Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that Shareholders vote in favour of the resolutions at the EGM.

By Order of the Board

Bei Jing Jiang
KANG Jia

Deputy General Manager and Company Secretary

NOTICE OF THE EGM



北京京能清潔能源電力股份有限公司

(A joint stock company limited by shares incorporated in the PRC)

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2020

NOTICE IS HEREBY GIVEN that the second extraordinary general meeting of 2020 (the “EGM”) of Beijing Jingneng Clean Energy Co., Limited (the “Company”) will be held at 10:00 a.m. on Friday, 20 November 2020 at No. 2 Meeting Room, 2nd Floor, No. 6 Xibahe Road, Chaoyang District, Beijing, PRC for the purposes of considering and, if thought fit, passing the following resolutions:

NOTICE OF THE EGM

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

Holders of H Shares are advised that the share register for H Shares will be closed from Wednesday, 21 October 2020 to Friday, 20 November 2020 (both days inclusive). The Shareholders whose names appear on the register of members of the Company on the close of business on Wednesday, 21 October 2020 are entitled to attend and vote at the EGM. Holders of H Shares of the Company who wish to attend the EGM but have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates at the H Share Registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Tuesday, 20 October 2020 for registration.

3. PROXY

Shareholders entitled to attend and vote at the EGM may appoint one or more proxies 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(s) or duly authorized attorney(s). If the proxy form is signed by an attorney of the Shareholder, the power of attorney authorizing that attorney to sign or other authorisations document must be notarized.

For holders of H Shares, 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 in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in person or by post not less than 24 hours before the time fixed for holding the EGM (i.e. by no later than 10:00 a.m. on Thursday, 19 November 2020) or any adjournment thereof (as the case may be). Shareholders can still attend and vote at the EGM upon completion and return of the proxy form.

4. REPLY SLIP

Holders of H Shares who intend to attend the EGM in person or by proxy should deliver the reply slip to the H Share