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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.

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) \_\_\_\_\_
- (2) \_\_\_\_\_

2020

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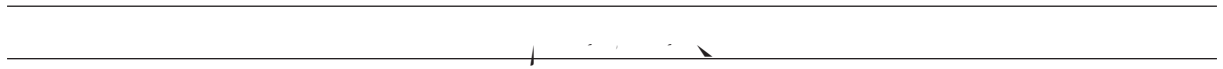
A letter from the Board of the Company is set out on pages 2 to 5 of this circular.

A notice convening the EGM to be held at 10:00 a.m. on Friday, 25 September 2020 at No. 2 Meeting Room, 2nd Floor, No. 6 Xibahe Road, Chaoyang District, Beijing, PRC, is set out on pages 7 to 8 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, 24 September 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.

10 August 2020



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

|                                |   |
|--------------------------------|---|
| “Board”                        | the board of Directors of the Company   |
| “Board of Supervisors”         | the board of supervisors 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 first extraordinary general meeting of 2020 of the Company to be held at 10:00 a.m. on Friday, 25 September 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   |
| “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   |



**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)**

*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

*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

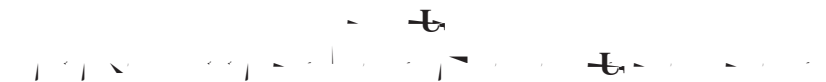

Mr. Chan Yin Tsung


Mr. Han Xiaoping

10 August 2020

*To the Shareholders*

Dear Sir/Madam,

(1)  (2) 

 2020

1. 

The purpose of this circular is to set out the notice of the EGM and to provide you with details regarding (i) the proposed appointment of executive Director; and (ii) the proposed appointment of shareholder representative supervisor of the Company 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.

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2.

We refer to the announcement of the Company dated 14 July 2020 in relation to the proposed appointment of executive Director.

The Board resolved to nominate Mr. An Zhenyuan (“安振元”) as an executive Director, subject to the approval of the Shareholders. The term of Mr. An’s appointment as an executive Director shall commence upon the approval by the Shareholders and shall end on the expiry of the term of the fourth session of the Board. The Company will enter into a service agreement with Mr. An upon the approval of his appointment by the Shareholders. Mr. An will not receive any director’s salary or fee from the Company during his term of office, and will receive relevant remuneration based on his management position within the Company. The Company will disclose the remuneration of directors in its annual report each year.

The biographical details of Mr. An are set out in the Appendix of this circular.

Save as disclosed in this circular, Mr. An 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 have 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. An 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. An 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.

3.

We refer to the announcement of the Company dated 14 July 2020 in relation to the proposed appointment of a shareholder representative supervisor of the Company, pursuant to which, the Board of Supervisors resolved to nominate Mr. Sun Li (“孙力”) as a shareholder representative supervisor of the Company, which is subject to approval by the Shareholders.

The term of Mr. Sun’s appointment as a shareholder representative supervisor of the Company shall commence on the date of approval by the Shareholders until the date of expiry of the term of the fourth session of the Board of Supervisors. The Company will enter into a service agreement with Mr. Sun upon approval of his appointment by the Shareholders. Mr. Sun will not receive any remuneration from the Company during his term of office as a supervisor of the Company.

Save as disclosed in this circular, Mr. Sun did not hold any directorships or supervisor positions in any other listed companies or take up any posts in any group members of the Company in the past three years, nor has any relationships 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. Sun does not have any interests 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).

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Save as disclosed above, there is no other information relating to the proposed appointment of Mr. Sun 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 biographical details of Mr. Sun are set out in the Appendix of this circular.

Due to other work commitment, Mr. Huang Hui has resigned as a shareholder representative supervisor of the Company. His resignation will become effective on the date on which the proposed appointment of the new shareholder representative supervisor of the Company is approved by the Shareholders.

Mr. Huang has confirmed that he has no disagreement with the Board and/or the Board of Supervisors and there is no matter that needs to be brought to the attention of the Shareholders. Mr. Huang has also confirmed that he does not have any action or claim, existing or pending, against the Company.

#### 4. NOTICE OF EGM

A notice convening the EGM to be held at 10:00 a.m. on Friday, 25 September 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.

Holders of the H Shares whose names appear on the register of members of the Company on the close of business on Wednesday, 26 August 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

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5.

The Directors believe that the proposed resolutions in respect of (i) the proposed appointment of executive Directors; and (ii) the proposed appointment of shareholder representative supervisor of the Company 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

*Deputy General Manager and Company Secretary*

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1. The first part of the document is a list of names and titles, including "The Hon. Mr. Justice Gauthier" and "The Hon. Mr. Justice Lamer".

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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)

2020

that the first extraordinary general meeting of 2020 (the “*Annual Meeting*”) of Beijing Jingneng Clean Energy Co., Limited (the “*Company*”) will be held at 10:00 a.m. on Friday, 25 September 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:

1. To consider and approve the proposed appointment of Mr. An Zhenyuan as an executive Director of the Board in the fourth session; and
2. To consider and approve the proposed appointment of Mr. Sun Li as a Shareholder representative supervisor of the Company in the fourth session.

By Order of the Board

*Deputy General Manager and Company Secretary*

Beijing, the PRC  
10 August 2020

*As at the date of this notice, the non-executive Directors of the Company are Mr. Liu Haixia, Mr. Ren Qigui, Ms. Li Juan and Mr. Wang Bangyi; the executive Directors of the Company are Mr. Zhang Fengyang and Mr. Cao Mansheng; and the independent non-executive Directors of the Company are Mr. Huang Xiang, Mr. Zhang Fusheng, Mr. Chan Yin Tsung and Mr. Han Xiaoping.*

Notes:

1. Details of the resolutions are set out in the circular of the Company dated 10 August 2020 (the “*Circular*”). Unless otherwise defined in this notice, capitalised terms used in this notice shall have the same meaning as those defined in the Circular.

2.

Holders of H Shares are advised that the share register for H Shares will be closed from Wednesday, 26 August 2020 to Friday, 25 September 2020 (both days inclusive). The Shareholders whose names appear on the register of members of the Company on the close of business on Wednesday, 26 August 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, 25 August 2020 for registration.

3.

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, 24 September 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.

Holders of H Shares who intend to attend the EGM in person or by proxy should deliver the reply slip to 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 on or before Friday, 4 September 2020.

5.

Name: The Company Secretary

Address: 7/8F  
No. 6 Xibahe Road, Chaoyang District  
Beijing, the PRC

Telephone: (86 10) 6446 9988

6.

Any vote of shareholders at the EGM must be taken by poll.

7.

Shareholders (in person or by proxy) attending the EGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the EGM shall produce their identity documents.

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