

If you have any questions 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 are selling 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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B E I J I N G N E N G C L E A N E N E R G Y C O . L I M I T E D

北京京能清潔能源電力股份有限公司

(A public company incorporated in the People's Republic of China (the PRC))
(Stock Code: 00579)

GENERAL MANAGER, BEIJING JINGNENG CLEAN ENERGY CO., LIMITED
GENERAL MANAGER, BEIJING JINGNENG CLEAN ENERGY CO., LIMITED
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A letter from the Board of the Company is set out on pages 2 to 4 of this circular.

A notice convening the AGM to be held at 10:00 a.m. on Thursday, 28 June 2018 at Alexandra Room, Level 2, Mandarin Oriental Hong Kong, 5 Connaught Road, Central, Hong Kong, is set out on pages 5 to 9 of this circular. A proxy form for use at the AGM 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 AGM, 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 AGM (i.e., no later than 10:00 a.m., Wednesday, 27 June 2018) 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 AGM should you so wish.

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

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DEFINITION

The following definitions apply to the English, Chinese and other languages:

“AGM”	the annual general meeting of the Company to be held at 10:00 a.m. on Thursday, 28 June 2018 at Alexandra Room, Level 2, Mandarin Oriental Hong Kong, 5 Connaught Road, Central, Hong Kong
“AGM Notice”	the notice of the AGM as set out on pages 5 to 9 of this circular
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors of the Company
“Company”	北京 Jingneng Clean Energy Co., Limited (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
“Domestic Share(s)”	the ordinary share(s) issued by the Company in the PRC, with a nominal value of RMB1.00 each, which are subscribed for in RMB
“H Share(s)”	the overseas-listed foreign invested share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	7 May 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“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)”	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



BJCE Co., Ltd. 北京京能清潔能源電力股份有限公司

(A public company incorporated in the People's Republic of China (Registered office: Beijing, PRC; Company No.: 00579))

Non-executive Directors: Mr. MENG Wentao, Mr. JIN Shengxiang, Mr. TANG Xinbing, Mr. YU Zhongfu, Mr. ZHAO Wei

Registered Office: Room 118, 1 Ziguang East Road, Badaling Economic Development Zone, Yanqing County, Beijing, the PRC

Executive Director: Mr. ZHANG Fengyang (General Manager)

Principal Place of Business, 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

11 May 2018

To: Shareholders,

Dear Sir/Madam,

GENERAL AND SPECIAL NOTICE OF THE ANNUAL GENERAL MEETING OF THE COMPANY

1. INTRODUCTION

The purpose of this circular is to set out the notice of the AGM and to provide you with details regarding the Share Issue Mandate (as defined below) and Debt Financing Instruments Issue Mandate (as defined below) so as to enable you to make informed decisions on whether to vote for or against the resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

2. GENERAL MANDATE TO ISSUE DOMESTIC SHARES AND H SHARES

In order to ensure flexibility and discretion to the Directors, in the event that it becomes desirable to issue any Share, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for a general mandate to issue Domestic Shares and H Shares. At the AGM, a special resolution will be proposed to grant a general mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with new Shares in the share capital of the Company up to 20% of the aggregate number of issued Domestic Shares and/or H Shares immediately after the passing of the proposed special resolution in relation to such general mandate (the “**Iss**”).

As at the Latest Practicable Date, the issued share capital of the Company comprised 6,870,423,454 Shares, including 4,512,359,454 Domestic Shares and 2,358,064,000 H Shares. Subject to the passing of special resolution in relation to the Share Issue Mandate and on the basis that no further Shares are issued before the AGM, the Company will be allowed to issue a maximum of 902,471,890 Domestic Shares and 471,612,800 H Shares.

The Board will only exercise its power under the Share Issue Mandate in accordance with the Listing Rules, and the applicable laws, rules and regulations of government and regulatory bodies of the PRC.

3. GENERAL MANDATE TO ISSUE DEBT FINANCING INSTRUMENTS

A special resolution will be proposed at the AGM to consider and approve to generally and unconditionally authorise the Board (or Director(s) delegated by the Board), within the amount approved and in light of the demand of business operation and capital expenditures, as well as the market condition, to determine the specific provisions and related matters regarding the issuance of debt financing instruments such as inbound short-term financing bonds, mid-term notes, offshore bonds, etc., including, but not limited to the issue size, interest rate, validity period, purchaser, use of proceeds as well as all necessary documents

LETTER FROM THE BOARD

Whether or not you are able to attend the AGM, 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 AGM (i.e., no later than 10:00 a.m., Wednesday, 27 June 2018) or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending the AGM and voting in person if you so wish. Shareholders who intend to attend the AGM 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, 8 June 2018.

5. E, BE AKE B LL

The resolutions to be proposed at the AGM will be voted by poll. No Shareholder is required to abstain from voting in respect of the resolutions proposed at the AGM.

6. SEC E DA I

The Directors believe that the proposed resolutions in respect of the Share Issue Mandate and the Debt Financing Instruments Issue Mandate are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that Shareholders vote in favour of the relevant resolutions set out in the AGM Notice.

By Order of the Board

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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 public company incorporated in the People's Republic of China and listed on the
Stock Exchange of Hong Kong Limited (Stock Code: 00579))

ICE FHEA ALGE EAL EE I G

ICE I HE EB GI E that an annual general meeting (the “AG ”) of Beijing Jingneng Clean Energy Co., Limited (the “C ”) will be held at 10:00 a.m. on Thursday, 28 June 2018 at Alexandra Room, Level 2, Mandarin Oriental Hong Kong, 5 Connaught Road, Central, Hong Kong for the purposes of considering and, if thought fit, passing the following resolutions:

A DI A BE L I

1. To consider and approve the work report of the board of directors of the Company (the “B ”) for the year ended 31 December 2017.
2. To consider and approve the report of the board of supervisors of the Company for the year ended 31 December 2017.
3. To consider and approve the report of the Company’s auditors and the audited financial statements of the Company prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2017.
4. To consider and approve the profit distribution proposal and the plan of distribution of Final Dividends of the Company for the year ended 31 December 2017.
5. To consider and approve the annual report of the Company for the year ended 31 December 2017.
6. To consider and approve the re-appointment of Deloitte Touche Tohmatsu as the international auditors of the Company for the year 2018, to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to determine their remuneration.

NOTICE OF THE ANNUAL GENERAL MEETING

7. To consider and approve the re-appointment of Grant Thornton LLP as the domestic auditors of the Company for the year 2018, to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to determine their remuneration.
8. To consider and approve the budget report of the Company for the year 2018.
9. To consider and approve the investment business plan of the Company for the year 2018.
10. To consider and approve the “Thirteenth Five-Year” Development Plan (submission draft) and Breakdown of Strategic Missions of the Company.

ADDITIONAL BUSINESS

1. To consider and approve the following:

“ **HA :**

generally and unconditionally authorise the Board (or Director(s) delegated by the Board), within the amount approved and in light of the demand of business operation and capital expenditures, as well as the market condition, to determine the specific provisions and related matters regarding the issuance of debt financing instruments such as inbound short-term financing bonds, mid-term notes, offshore bonds, etc., including, but not limited to the issue size, interest rate, validity period, purchaser, use of proceeds as well as all necessary documents to be made, executed or disclosed (the “**Debt Financing Instruments Issue Mandate**”).

The effective period of the Debt Financing Instruments Issue Mandate is 24 months from the date of the passing of the resolution at the AGM.”

2. To consider and approve the following:

“ **HA :**

(1) the Board be granted an unconditional general mandate to issue, allot or otherwise deal with additional shares in the capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company, whether Domestic Shares or H Shares, and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) in respect thereof, subject to the following conditions:

- (a) such mandate shall not exceed beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements, or options which might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF THE ANNUAL GENERAL MEETING

- (b) the aggregate amount of shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Board shall not exceed:
 - (i) 20 per cent of the aggregate number of Domestic Shares of the Company in issue as of the passing date of this resolution; and/or
 - (ii) 20 per cent of the aggregate number of H Shares of the Company in issue as of the passing date of this resolution; and
- (c) the Board will only exercise its power under such mandate in accordance with the Company Law of the People's Republic of China (the "CLC") and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") (as the same may be amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained;

For the purpose of this resolution:

"Domestic Shares" means ordinary shares issued by the Company in the PRC, with a nominal value of RMB1.00 each, which are subscribed for in Renminbi ("RMB");

"H Shares" means the overseas-listed foreign invested shares in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong Dollars;

"Relevant Period" means the period from the passing of this resolution until the earliest of:

- (A) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
 - (B) the expiration of the 12-month period following the passing of this resolution; or
 - (C) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting; and
- (2) subject to the Board resolving to issue shares pursuant to sub-paragraph (1) of this resolution, the Board be authorized to:
- (a) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares including, without limitation, determining the time and place of issue, making all necessary applications to the relevant authorities, and entering into an underwriting agreement (or any other agreements);

NOTICE OF THE ANNUAL GENERAL MEETING

- (b) determine the use of proceeds and to make all necessary filings and registrations with the relevant authorities in the PRC, Hong Kong and/or any other places and jurisdictions (as appropriate); and
- (c) increase the registered capital of the Company in accordance with the actual increase of capital by issuing shares pursuant to sub-paragraph (1) of this resolution, to register the increase of capital with the relevant authorities in the PRC, Hong Kong and/or any other places and jurisdiction (as appropriate) and to make such amendments to the Articles of Association as it thinks fit so as to reflect the increase and any other resultant changes in the registered capital of the Company.”

By Order of the Board

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Company Secretary

Beijing, the PRC
 11 May 2018

As a reminder, the Board of Directors of the Company, Messrs. J. S. Gao, Mr. Tang Xiaobing, Mr. Yu Zhigang and Mr. Zhang Wei; the Executive Director of the Company, Mr. Zhang Feigang; and the independent Director of the Company, Mr. Huang Xiang, Mr. Zhang Feng, Mr. Cai Yitong and Mr. Han Xiang.

Notes:

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 F HE C A DA ED 11 A 2018.**
2. **CL E F EGI E F H HA E ,ELIGIBILI F A E DI G HE AG**

Holders of H Shares are advised that the share register for H Shares will be closed from Tuesday, 29 May 2018 to Thursday, 28 June 2018 (both days inclusive). The Shareholders whose names appear on the register of members of the Company on the close of business on Tuesday, 29 May 2018 are entitled to attend and vote at the AGM. Holders of H Shares of the Company who wish to attend the AGM but have not registered the transfer documents 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 not later than 4:30 p.m. on Monday, 28 May 2018 for registration.

3. **CL E F EGI E F H HA E ,ELIGIBILI F HEE I LE E HE E , ED FI AL
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Holders of H Shares are advised that the share register for H Shares will be closed from Friday, 6 July 2018 to Wednesday, 11 July 2018 (both days inclusive). In order to qualify for the proposed Final Dividends (subject to the approval by the shareholders at the AGM), holders of the H Shares whose transfers have not been registered shall deposit all 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 not later than 4:30 p.m. on Thursday, 5 July 2018 for registration. The Final Dividends will be paid to the shareholders whose names appear on the register of members on Wednesday, 11 July 2018.

NOTICE OF THE ANNUAL GENERAL MEETING

4. **PROXIES**

Shareholders entitled to attend and vote at the AGM 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 any other authorization document must be notarized.

For holders of H Shares, the proxy form together with the power of attorney or any other authorization document (if any) must be lodged at the Company's H Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by hand or by post not less than 24 hours before the time appointed for the above AGM (i.e., not later than 10:00 a.m., Wednesday, 27 June 2018) or any adjournment thereof (as the case may be). Holders of H Shares can still attend and vote at the AGM in person upon completion and return of the proxy form.

5. **DELIVERY**

Holders of H Shares who intend to attend the AGM in person or by proxy should deliver the reply slip to the Company's H Share Registrar 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, 8 June 2018.

6. **ADDRESS OF THE BEIJING OFFICE OF THE COMPANY**

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

Telephone: (86 10) 6446 9988

7. **BY POLL AT THE AGM**

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

8. **IDENTIFICATION**

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

9. **TIME AND DATES**

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