
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



Beijing Jingneng Clean Energy Co., Limited
北

**GENERAL MANDATE TO ISSUE DEBT FINANCING INSTRUMENTS
GENERAL MANDATE TO ISSUE DOMESTIC SHARES AND H SHARES
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

A letter from the Board of the Company is set out on pages 2 to 4 of this circular.

The notice convening the AGM to be held at 10:00 a.m. on Wednesday, 29 June 2022 at No. 2 Meeting Room, 8th Floor, No. 6 Xibahe Road, Chaoyang District, Beijing, the PRC, 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. on Tuesday, 28 June 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 AGM should you so wish.

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

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	2
NOTICE OF THE ANNUAL GENERAL MEETING	5

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 10:00 a.m. on Wednesday, 29 June 2022 at No. 2 Meeting Room, 8th Floor, No. 6 Xibahe Road, Chaoyang District, Beijing, the PRC
“AGM Notice”	the notice of the AGM as set out on pages 5 to 9 of this circular
“Board” or “Board of Directors”	the board of Directors of the Company
“Company”	(Beijing Jingneng Clean Energy Co., Limited), a joint stock company incorporated in the PRC with limited liability, whose H Shares are listed on the 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”	24 May 2022, 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 as amended from time to time
“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



Beijing Jingneng Clean Energy Co., Ltd.

北京京能清

LETTER FROM THE BOARD

2. 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 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.

3. 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 Board 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 “**Share Issue Mandate**”).

As at the Latest Practicable Date, the issued share capital of the Company comprised 8,244,508,144 Shares, including 5,414,831,344 Domestic Shares and 2,829,676,800 H Shares. Subject to the passing of the 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 1,082,966,268 Domestic Shares and 565,935,360 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.

4. THE AGM

The notice convening the AGM to be held at 10:00 a.m. on Wednesday, 29 June 2022 at No. 2 Meeting Room, 8th Floor, No. 6 Xibahe Road, Chaoyang District, Beijing, the PRC is set out on pages 5 to 9 of this circular and has been despatched to the Shareholders on 30 May 2022. A proxy form for use at the AGM 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>).

Holders of H Shares whose names appear on the register of members of the Company on the close of business on Friday, 24 June 2022 are entitled to attend the AGM and vote at the AGM. The share register for H Shares will be closed from Friday, 24 June 2022 to Wednesday, 29 June 2022 (both days inclusive), during which period no share transfer of H Shares will be registered.

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., Tuesday, 28 June 2022) 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.

5. VOTES TO BE TAKEN BY POLL

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. RECOMMENDATION

The Directors (including the independent non-executive Directors) believe that the proposed resolutions in respect of, among other things, the Debt Financing Instruments Issue Mandate and the Share 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
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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “AGM”) of Beijing Jingneng Clean Energy Co., Limited (the “Company”) will be held at 10:00 a.m. on Wednesday, 29 June 2022 at **Room 1001, No. 100**

NOTICE OF THE ANNUAL GENERAL MEETING

9. To consider and approve the appointment of Baker Tilly International Certified Public Accountants (Special General Partnership) as the domestic auditor of the Company for the year 2022, to hold office until the conclusion of the next annual general meeting of the Company and its audit fee is approximately RMB2.58 million.

AS SPECIAL RESOLUTIONS

1. To consider and approve the following:

“THAT:

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:

“THAT:

(1) the Board be granted an unconditional general mandate to issue, allot or otherwise deal with additional shares in the capital of the Company and to make or grant offers, agreements and options 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;
- (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

NOTICE OF THE ANNUAL GENERAL MEETING

- (c) the Board will only exercise its power under such mandate in accordance with the Company Law of the People's Republic of China 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);
 - (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

NOTICE OF THE ANNUAL GENERAL MEETING

make such amendments to the articles of association of the Company 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
Beijing Jingneng Clean Energy Co., Limited
KANG Jian
Deputy General Manager and Company Secretary

Beijing, the PRC
30 May 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, Mr. Song Zhiyong and Mr. Wang Bangyi; the independent non-executive directors of the Company are Mr. Huang Xiang, Mr. Chan Yin Tsung, Mr. Xu Daping and Ms. Zhao Jie.

Notes:

1. DETAILS OF ORDINARY RESOLUTIONS NO. 1 TO 9 ABOVE ARE SET OUT IN THE 2021 ANNUAL REPORT OF THE COMPANY. DETAILS OF SPECIAL RESOLUTIONS NO. 1 AND 2 ABOVE ARE SET OUT IN THE CIRCULAR OF THE COMPANY DATED 30 MAY 2022.

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

Holders of H shares are advised that the share register for H shares will be closed from Friday, 24 June 2022 to Wednesday, 29 June 2022 (both days inclusive). The shareholders whose names appear on the register of members of the Company on the close of business on Friday, 24 June 2022 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 Thursday, 23 June 2022 for registration.

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)

Holders of H shares are advised that the share register for H shares will be closed from Thursday, 7 July 2022 to Tuesday, 12 July 2022 (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 Wednesday, 6 July 2022 for registration. The final dividends will be paid to the shareholders whose names appear on the register of members on Tuesday, 12 July 2022.

4. The directors of the Company (including the chairman of the Board) may attend the AGM remotely through video or telephone conference facilities if needed. The chairman of the Board and chairmen of the special committees under the Board will be available either in person or through video or telephone conference facilities to answer questions from shareholders of the Company at the AGM. Depending on the involvement of the COVID-19 outbreak, the Company may adjust or reschedule the AGM in accordance with the applicable laws and regulations.

NOTICE OF THE ANNUAL GENERAL MEETING

5. PROXY

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 of the Company or his attorney duly authorized in writing. If the shareholder of the Company 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 of the Company, 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., Tuesday, 28 June 2022) 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.

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

Address: No. 6 Xibahe Road, Chaoyang District
Beijing, the PRC

Telephone: (86 10) 8740 7188

7. PROCEDURES FOR VOTING AT THE AGM

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

8. OTHER BUSINESS

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