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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 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 is effected for transmission to the purchaser or transferee.

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**B EIJING JINGNENG CLEAN ENERGY CO., LTD.**  
**北京京能清洁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)*

**(SEAL NO: 00579)**

**CIRCULAR**

**(1) PROPOSED CHANGE OF NON-EXECUTIVE DIRECTORS**

**(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

**(3) PROPOSED CHANGE OF DOMESTIC AUDITORS**

**AND**

**NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2018**

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A letter from the Board of the Company is set out on pages 2 to 14 of this circular.

A notice convening the EGM to be held at 10:00 a.m. on Tuesday, 13 February 2018 at Suite 2901, Block A, CBD International Tower, 16 Yong'an Dongli, Chaoyang District, Beijing, PRC, is set out on pages 17 to 19 of this circular. A proxy form for use at the EGM is enclosed with this circular and is also published on the website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>). If you intend to appoint a proxy 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 or an 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.

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## DEFINITIONS

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

EGM	the first extraordinary general meeting of 2018 of the Compan to be held at 10:00 a.m. on Tuesda , 13 Februar 2018
Articles of Association	the articles of association of the Compan
Beijing SASAC	State-owned Assets Supervision and Administration Commission of People's Government of Beijing Municipalit
Board	the board of Directors of the Compan
Compan , e , 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 compan incorporated in the PRC ith limited liabilit , hose H Shares are listed on Hong Kong Stock Exchange
Director(s)	the director(s) of the Compan
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 , China	the People's Republic of China and for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Tai an
RMB	Renminbi, the la ful currenc of the PRC
Ruihua	Ruihua Certified Public Accountants
SFO	The Securities and Futures Ordinance, Chapter 571 of the La s of Hong Kong
Share(s)	means the ordinar share(s) of RMB1.00 each in the share capital of the Compan
Shareholder(s)	the holder(s) of the ordinar share(s) of the Compan

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## LETTER FROM THE BOARD

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**B J C E C ., L**  
**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)*

**(S C : 00579)**

*Executive Director*

Mr. Chen Ruijun

*Non-executive Directors*

Mr. Zhu Yan (Chairman)

Mr. Li Da ei

Mr. Guo Mingxing

Mr. Zhu Baocheng

Mr. Yu Zhongfu

Mr. Zhao Wei

*Registered Office:*

Room 118, 1 Ziguang East Road  
Badaling Economic Development Zone  
Yanqing Count , Beijing  
the PRC

*Principal Place of Business in Hong Kong:*

Level 54, Hope ell 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

29 December 2017

*To the Shareholders*

Dear Sir/Madam,

### **CIRCULAR**

#### **(1) PROPOSED CHANGE OF NON-EXECUTIVE DIRECTORS**

#### **(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

#### **(3) PROPOSED CHANGE OF DOMESTIC AUDITORS**

#### **AND**

### **NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2018**

#### **1. INTRODUCTION**

The purpose of this circular is to set out the notice of the EGM and to provide you with details regarding (i) the proposed change of non-executive Directors; (ii) the proposed amendments to the Articles of Association and (iii) the proposed change of domestic auditors 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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## LETTER FROM THE BOARD

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### 2. PROPOSED CHANGE OF NON-EXECUTIVE DIRECTORS

Reference is made to the announcement of proposed change of non-executive Directors dated 22 December 2017.

The Board resolved to nominate Mr. Meng Wentao ( 孟 文 涛 ), Mr. Jin Shengxiang ( 金 圣 翔 ), Mr. Tang Xinbing ( 唐 新 兵 ) and Mr. Zhang Feng ang ( 张 凤 刚 ) as non-executive Directors of the Company, subject to the approval of the Shareholders. The term of Mr. Meng, Mr. Jin, Mr. Tang and Mr. Zhang's appointments as non-executive Directors shall commence upon the approval by the Shareholders and shall end on the expiry of the term of the third session of the Board. The Company will enter into service agreements with each of Mr. Meng, Mr. Jin, Mr. Tang and Mr. Zhang upon the approval of their appointments by the Shareholders. Mr. Meng, Mr. Jin, Mr. Tang and Mr. Zhang will not receive any remuneration from the Company.

The biographical details of Mr. Meng, Mr. Jin, Mr. Tang and Mr. Zhang are set out in the Appendix of this circular.

Save as disclosed in this circular, Mr. Meng, Mr. Jin, Mr. Tang and Mr. Zhang did not hold an directorship in any other listed companies or take up any post 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. Meng, Mr. Jin, Mr. Tang and Mr. Zhang do not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong.

Save as disclosed above, there is no other information relating to the proposed appointments of Mr. Meng, Mr. Jin, Mr. Tang and Mr. Zhang 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.

Due to other work commitments, (i) Mr. Zhu Yan has resigned as a non-executive Director, chairman of the Board, chairman of the strategy committee of the Board and a member of the remuneration and nomination committee of the Board, (ii) Mr. Li Daei has resigned as a non-executive Director and a member of the strategy committee of the Board, (iii) Mr. Guo Mingxing has resigned as a non-executive Director, a member of the strategy committee of the Board and a member of the remuneration and nomination committee of the Board and (iv) Mr. Zhu Baocheng has resigned as a non-executive Director, a member of the strategy committee of the Board and a member of the audit committee of the Board. Their respective resignations will not become effective until the date of the proposed appointments of the new non-executive Directors are approved by the Shareholders.

Mr. Zhu Yan, Mr. Li Daei, Mr. Guo Mingxing and Mr. Zhu Baocheng have confirmed that they have no disagreement with the Board and there is no matter that needs to be brought to the attention of the Shareholders. Mr. Zhu Yan, Mr. Li Daei, Mr. Guo Mingxing and Mr. Zhu Baocheng have also confirmed that they do not have any action or claim, existing or pending, against the Company.

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## LETTER FROM THE BOARD






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### 3. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of proposed amendments to the Articles of Association of the Company dated 22 December 2017.

The Board resolved to amend certain provisions of the Articles of Association, subject to the approval of the Shareholders.

The proposed amendments to the Articles of Association are set out as follows:

<b>O</b>  	<b>R</b>   
<p><b>A</b> <u>1</u></p> <p>To safeguard legitimate rights and interests of the Company and its shareholders and creditors, and to regulate organization and acts of the Company, this Articles of Association is formulated pursuant to the Company Law of PRC (the Company Law), the Securities Law of PRC (the Securities Law), the Special Provisions of State Council on Overseas Fundraising and Listing for Limited Company (the Special Provisions), the Mandator Provisions for the Articles of Association of the Companies to be Listed Outside the PRC, the Guidelines for Articles of Association of Chinese Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and other relevant provisions.</p>	<p><b>A</b> <u>1</u></p> <p>To adapt to the requirements of the development of socialist market economy, establish the modern state-owned enterprise system with Chinese characteristics, and to safeguard legitimate rights and interests of the Company and its shareholders and creditors, and to regulate organization and acts of the Company, this Articles of Association is formulated pursuant to the Company Law of PRC (the Company Law), the Law of Enterprise State-owned Assets of the PRC, the Constitution of the Communist Party of China, the Securities Law of PRC (the Securities Law), the Special Provisions of State Council on Overseas Fundraising and Listing for Limited Company (the Special Provisions), the Mandator Provisions for the Articles of Association of the Companies to be Listed Outside the PRC, the Guidelines for Articles of Association of Chinese Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and other relevant provisions.</p>

## LETTER FROM THE BOARD

<p><b>O</b>      ■ ■</p>	<p><b>R</b>      ■      ■ ■</p>
<p><u>A      9</u></p> <p>This Articles of Association shall be legall binding on the Compan , its shareholders, directors, supervisors, senior officers, ith such personnel being entitled to claim for right on matters relating to the Compan , and undertake corresponding obligations in accordance ith this Articles of Association.</p> <p>...</p>	<p><u>A      9</u></p> <p>This Articles of Association shall be legall binding on <u>the Compan 's shareholders, the Compan , members of the Committee of the Communist Part of China (or Commission for Discipline Inspection),</u> directors, supervisors, senior officers, ith such personnel being entitled to claim for right on matters relating to the Compan , and undertake corresponding obligations in accordance ith this Articles of Association.</p>
	<p><b>N ■ ■ A      A      10</b></p> <p><u>In accordance ith the provisions of the Constitution of the Communist Part of China, the compan shall establish organizations of the Communist Part of China; the organizations of the Part (the Part Organization) shall pla the core leadership role, holding correct directions, managing overall situations and ensuring the implementations of the government's proposals. The orking units of the Part shall be established to carr out the activities of the Part .</u></p> <p><u>The compan shall provide the necessar conditions for the activities carried out b the Part Organization. The institution and staffing of the Part Organization shall be included into the Compan 's management organizations and staffing. The orking fund of the Part Organization shall be included into the Compan 's budget and shall be disbursed from the management fees.</u></p>

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## LETTER FROM THE BOARD

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<p><b>O</b>      ■ ■</p>	<p><b>R</b>      ■      ■ ■</p>
	<p><b>N ■ ■ A      A      11</b></p> <p><u>In compliance with the Constitution of PRC and other relevant provisions, the Compan shall adopt democratic management s stem, legitimately organize labor union, conduct labor union's activities and protects the la ful rights and interests of the emplo ees. The compan shall provide the necessar conditions for the activities of its labor union.</u></p>
<p><b><u>A      12</u></b></p> <p>The Compan 's legall registered scope of operation shall be: po er generation as approved operation item, heating service and investment consultanc as normal operation items.</p>	<p><b><u>A      14</u></b></p> <p>The Compan 's legall registered scope of operation shall be: po er generation as approved operation item, heating service, investment consultanc and <u>po er suppl</u> as normal operation items.</p>



## LETTER FROM THE BOARD

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<p><b>A 64</b></p> <p>The following external guarantees of the Company must be reviewed and passed at the general meeting:</p> <ol style="list-style-type: none"> <li>(1) An external guarantee by the Company or its subsidiary and an subsequent guarantee, whose total amount is equal to or more than 50% of the Company's audited net assets;</li> <li>(2) An external guarantee by the Company and an subsequent guarantee, whose total amount is equal to or more than 30% of the Company's latest audited total assets;</li> <li>(3) To provide guarantee to entities with more than 70% debt equity ratio;</li> <li>(4) A single guarantee whose amount exceeds 10% of the latest audited net assets;</li> <li>(5) To provide guarantee for shareholders, actual controller and its associates;</li> <li>(6) Other guarantees which shall be passed at the general meeting as prescribed by the local stock exchange where the Company's shares are listed and this Articles of Association.</li> </ol> <p>The term external guarantee refers to the guarantee provided by the Company to others, including guarantee provided to subsidiary company. The term total amount of external guarantee of the Company and its subsidiary refers to the sum of total amount of the Company's external guarantee (including guarantee to subsidiary company), and total amount of external guarantee provided by the Company's subsidiary.</p>	<p><b>A 66</b></p> <p>The following external guarantees of the Company must be reviewed and passed at the general meeting:</p> <ol style="list-style-type: none"> <li>(1) An external guarantee by the Company or its subsidiary and an subsequent guarantee, whose total amount is equal to or more than 50% of the Company's audited net assets;</li> <li>(2) An external guarantee by the Company and an subsequent guarantee, whose total amount is equal to or more than 30% of the Company's latest audited total assets;</li> <li>(3) To provide guarantee to entities with more than 70% debt equity ratio;</li> <li>(4) A single guarantee whose amount exceeds 10% of the latest audited net assets;</li> <li>(5) To provide guarantee for shareholders, actual controller and its associates;</li> <li>(6) Other guarantees which shall be passed at the general meeting as prescribed by the local stock exchange where the Company's shares are listed and this Articles of Association.</li> </ol> <p><del>The term external guarantee refers to the guarantee provided by the Company to others, including guarantee provided to subsidiary company. The term total amount of external guarantee of the Company and its subsidiary refers to the sum of total amount of the Company's external guarantee (including guarantee to subsidiary company), and total amount of external guarantee provided by the Company's subsidiary.</del></p>

## LETTER FROM THE BOARD

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	<p>N A A 120</p> <p>The Compan shall establish the Communist Part Committee of Beijing Jingneng Clean Energ Co., Limited (Clean Energ Part Committee) and the Discipline Inspection Committee of Communist Part of Beijing Jingneng Clean Energ Co., Limited (Clean Energ Discipline Committee). In principle, the chairman of the board of directors of the Compan and the secretar of the Part Committee shall be the same person, and one full-time deput secretar shall be assigned in charge of Part -related ork. Eligible members of the Part Committee can join the board of directors, the board of supervisors and the management team through legal procedures, hile eligible Part members of the board of directors, the board of supervisors and the management team can also join the Part Committee in accordance ith the relevant rules and procedures.</p> <p>The number of positions of secretar , deput secretar and committee members of the Part Committee of the Compan and the Discipline Inspection Committee of the Compan shall be established in accordance ith the repl given b the superior part committee, and members for all positions shall be selected b election. During the adjournment of the part representative congress, the superior part committee ma appoint the secretar , deput secretar and the secretar of the Discipline Inspection Committee hen necessar .</p>

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	<p data-bbox="798 283 1406 329">N 121</p> <p data-bbox="798 329 1406 478"><u>The Party Committee of the Company shall, in accordance with the Constitution of the Communist Party of China and other party rules, perform its duties.</u></p> <p data-bbox="798 478 1406 946">(1) <u>To ensure and supervise the thorough implementation of the guidelines and policies of the Party and the State, decisions and deployment made by the Party Central Committee, the Party Committee of the Municipal Party Committee and the Government, the State-owned Assets Supervision and Administration Commission and the Beijing Energy Holding Co., Ltd throughout the Company.</u></p> <p data-bbox="798 946 1406 1276">(2) <u>To adhere to the principles of the Party exercising leadership over officials, the selection of operating managers by the board of directors, and the exercise of power as regards to the right of officials' appointment by the operating managers in accordance with laws. The Party Committee of the Company shall</u></p>






## LETTER FROM THE BOARD

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	<p>(3) <u>To study and discuss the stable reform and development, substantial operational and management issues of the Company as well as material issues relating to the interests of the employees, and provide advice and recommendations.</u></p> <p>(4) <u>To take full responsibility to comprehensively strengthen the Party's discipline, lead the Company's ideological and political work, united front work, spiritual civilization construction as well as corporate culture construction, and work of mass organizations such as the trade union and the Communist Youth League. Play a leading role in building a Party with a clean and honest image, support the Discipline Inspection Committee of the Company in fulfilling its responsibility of supervision in practice.</u></p>
	<p><b>N 122</b>  <u>In determining the substantial operational and management issues of the Company, the board of directors and management team shall first seek opinions from the Party Committee of the Company.</u></p>
	<p><b>N 123</b>  <u>The work of the Party Organization and the construction of itself shall proceed in compliance with the relevant provisions of the Constitution of the Communist Party of China.</u></p>

## LETTER FROM THE BOARD

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<p><b>A 133</b> The board of directors exercises the following functions and powers:</p> <p>(21) other powers authorized by the laws, administrative regulations, and department rules, listing rules of the listing place where the Company's shares are listed, this Articles of Associations and the general meetings.</p>	<p><b>A 139</b> The board of directors exercises the following functions and powers:</p> <p>(21) other powers authorized by the laws, administrative regulations, and department rules, listing rules of the listing place where the Company's shares are listed, this Articles of Associations and the general meetings.</p> <p>(22) <u>in determining the substantial operational and management issues of the Company, the board of directors and management team shall first seek opinions from the Part Committee of the Company. The substantial operational and management issues of the Company include but not limited to:</u></p> <p>a. <u>development strategies and medium-term and long-term development plans of the Company;</u></p> <p>b. <u>the business plans and operation plans;</u></p> <p>c. <u>principal and directional issues relating to financial restructuring, assets transfer, capital operation and substantial investments;</u></p> <p>d. <u>the merger, division, change of control and dissolution of the Company;</u></p> <p>e. <u>issues relating the remuneration, performance appraisals and supervision of the senior management team;</u></p>

## LETTER FROM THE BOARD

<p><b>O</b>       </p>	<p><b>R</b>              </p>
	<p>f.    <u>substantial and principal issues relating to the interests of the employees and need to be brought to the labor union;</u></p> <p>g.    <u>substantial and principal arrangements relating to the Company's political responsibility and social responsibility, such as extremely significant safety in production and stability maintenance;</u></p> <p>h.    <u>substantial and principal issues which need to be reported to the relevant government and superior authorities; and</u></p> <p>i.    <u>other issues which need the involvement and determination of the Part Committee.</u></p>
<p><b><u>A      139</u></b></p> <p>The chairman, an shareholder holding more than one tenth voting rights, more than one third of the directors, or the board of supervisors may propose the holding of an extraordinary meeting of the board of directors. The chairman shall, convene and preside over the extraordinary meeting of the Board of Directors within 10 days upon receipt of the proposal, and shall give a notice to all directors and supervisors five days before the meeting is held.</p>	<p><b><u>A      145</u></b></p> <p>The <u>Part Committee</u>, chairman, an shareholder holding more than one tenth voting rights, more than one third of the directors, or the board of supervisors may propose the holding of an extraordinary meeting of the board of directors. The chairman shall, convene and preside over the extraordinary meeting of the Board of Directors within 10 days upon receipt of the proposal, and shall give a notice to all directors and supervisors five days before the meeting is held.</p>

## LETTER FROM THE BOARD

<p><b>O</b>      ■ ■</p> <p><b>A 156</b></p> <p>The Compan 's general manager shall be accountable to the Board of Directors and shall exercise the follo ing functions and po ers:</p> <p>(9) exercise other po ers conferred b the Articles of Association or the board of directors.</p>	<p><b>R</b>      ■      ■</p> <p>■</p> <p><b>A 162</b></p> <p>The Compan 's general manager shall be accountable to the Board of Directors and shall exercise the follo ing functions and po ers:</p> <p>(9) exercise other po ers conferred b the Articles of Association or the board of directors.</p> <p><u>In determining the substantial operational and management issues of the Compan , the management team of the Compan shall first seek opinions from the Part Committee of the Compan .</u></p>
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Follo ing the above amendments, the number of articles of the Articles of Association ill increase from 248 to 254 and other articles ill be renumbered accordingl .

#### 4. PROPOSED CHANGE OF DOMESTIC AUDITORS

Reference is made to the resolution approved b the Shareholders at the annual general meeting of the Compan held on 28 June 2017 in relation to the appointment of Ruihua Certified Public Accountants as the domestic auditors of the Compan for the ear of 2017 and announcement of proposed change of auditors of the Compan dated 22 December 2017.

Pursuant to the relevant regulations issued b the Beijing SASAC, the domestic auditors to be appointed b a state-o ned enterprise in Beijing shall be selected from the list of accounting firms approved b Beijing SASAC. As Ruihua is not included in such list published b Beijing SASAC recentl , the Board has resolved to appoint Grant Thornton as the domestic auditors of the Compan for the ear of 2017 to hold office until the conclusion of the next annual general meeting of the Compan , and to authorize the Board to determine their remuneration, subject to the approvals of the Shareholders.

The international auditors of the Compan , Deloitte Touche Tohmatsu, remains unchanged.

Ruihua has confirmed that there are no matters in relation to the change of domestic auditors of the Compan hich should be brought to the attention of the Shareholders. The Board and the audit committee of the Compan are not a are of an matters in relation to the change of domestic auditors of the Compan that need to be brought to the attention of the Shareholders. The Board and the audit committee of the Compan have also confirmed that there is no disagreement or outstanding matters bet een Ruihua and the Compan .

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## LETTER FROM THE BOARD

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### 5. THE EGM

A notice convening the EGM to be held at 10:00 a.m. on Tuesday, 13 February 2018 at Suite 2901, Block A, CBD International Tower, 16 Yong'an Dongli, Chaoyang District, Beijing, PRC, is set out on pages 17 to 19 of this circular. No Shareholder is required to abstain from voting in respect of the resolutions proposed at the EGM.

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

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 14 January 2018 to 13 February 2018 (both dates 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 at or before 4:30 p.m. on 12 January 2018.

### 6. RECOMMENDATION

The Directors believe that the proposed resolutions in respect of (i) the proposed change of non-executive Directors; (ii) the proposed amendments to the Articles of Association and (iii) the proposed change of domestic auditors 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  
B J C E C., L  
KANG J  
Company Secretary



**M. M W** , aged 48, is a senior engineer. He served as the operation team leader and shift leader of the operation department of Inner Mongolia Delate Power Plant from Jul 1992 to Januar 2000; the deputy director of the organization department of Inner Mongolia Delate Power Plant from Januar 2000 to Januar 2001; the deputy director, director and secretary of the inspection and maintenance department of Inner Mongolia Delate Power Plant from Januar 2001 to Januar 2004; the vice chief engineer of the inspection and maintenance department of Inner Mongolia Delate Power Plant from Januar 2004 to March 2005; the deputy general manager of Inner Mongolia Daihai Electric Power Generation Co., Ltd. (內蒙古岱海發電有限責任公司) from March 2005 to November 2006; the deputy head of the safety production supervision department of North United Power Corporation (北方聯合電力有限責任公司) from November 2006 to March 2007; the general manager of Beijing Jingneng Thermal Power Co., Ltd. from March 2007 to Jul 2009; the secretary of CPC Committee and general manager of Beijing Jingneng Thermal Power Co., Ltd. from Jul 2009 to June 2010; the member of the CPC Committee and general manager of the Company from June 2010 to March 2012; the vice general manager of Beijing Energy Investment Holding Co., Ltd. from March 2012 to December 2014; and the vice general manager of Beijing Energy Holding Co., Ltd. since December 2014.

**M. J S** , aged 53, is a senior engineer with a master degree in engineering management. He served as a cadre of the Turbine Research Institute of Beijing Electric Power Research Institute (北京電力科學研究院) from August 1995 to November 2000; a cadre of the Turbine Research Institute and the manager of infrastructure commissioning of North China Electric Power Research Institute Co., Ltd. (華北電力科學院有限責任公司) from November 2000 to December 2005; the deputy head of the Turbine Research Institute of North China Electric Power Research Institute Co., Ltd. from December 2005 to March 2007; the manager of the production safety department of Beijing Jingneng International Power Co., Ltd. from March 2007 to August 2009; the vice president of Beijing Jingneng International Power Co., Ltd. from August 2009 to June 2013; the deputy head and the head of the Power production and operation department of Beijing Energy Investment Holding Co., Ltd. from December 2009 to March 2013; the head of production management department of Beijing Energy Investment Holding Co., Ltd. (北京能源投資(集團)有限公司) from March 2013 to December 2014; and the head of production management department of Beijing Energy Holding Co., Ltd. since December 2014.

**M. T X** , aged 53, is a senior economist with a master degree in economics. He served as an officer of the business planning department and the general office secretary of Hubei Supply and Marketing Cooperative from Jul 1988 to March 1993; the assistant manager of Shenzhen Efeng Trading Co., Ltd. (深圳鄂豐貿易有限公司) from March 1993 to December 1993; the manager of the securities investment department of Hainan Efeng Industrial Trading Company (海南鄂豐實業貿易總公司)

board and the manager of the strategic development department of Beijing Energy Investment Holding Co., Ltd. from December 2004 to January 2007; the head of the strategic investment office (energy strategy research institute) of Beijing Energy Investment Holding Co., Ltd. from January 2007 to October 2007; the head of the Jiangnan hydro project planning and construction department of Beijing Energy Investment Holding Co., Ltd. from October 2007 to April 2008; the general manager of Huibei Jingneng Longbei and Hydro Development Co., Ltd. (湖北京能龍背灣水電發展有限公司) from April 2008 to July 2009; the person-in-charge of the strategic investment office of the board of Beijing Energy Investment Holding Co., Ltd. from July 2009 to December 2009; the head of the strategic planning department of Beijing Energy Investment Holding Co., Ltd. from December 2009 to December 2014; the head of the strategic planning department of Beijing Energy Holding Co., Ltd. from December 2014 to November 2015; the head of strategic planning department of Beijing Energy Holding Co., Ltd. and the general manager of Beijing Energy Investment Holding (Hong Kong) Co., Ltd. since November 2015.

**M. ZHANG FENG**, aged 46, is a senior engineer with a bachelor degree in hydraulic and hydro engineering. He served as the engineer and the deputy head of the design office of Beijing Survey and Design Research Institute (北京勘测設計研究院) from July 1994 to September 2000. He served as the deputy head of the operation and development department, deputy chief design engineer and the part branch secretary of Beijing National Water Conservancy & Electric Power Engineering Co., Ltd. from September 2000 to October 2003; the project manager of the electricity investment and construction department of Beijing International Power Development and Investment Corporation (北京國際電力開發投資公司) from October 2003 to July 2004; the deputy general manager and part branch secretary of Beijing International Power New Energy Co., Ltd. (北京國際電力新能源有限公司) from July 2004 to April 2007; the general manager, part branch secretary and executive director of Beijing International Power New Energy Co., Ltd. from April 2007 to July 2009; the secretary of CPC Committee, general manager and executive director of Beijing Jingneng New Energy Co., Ltd. from July 2009 to November 2013; the executive director of Ningxia Jingneng Lingwu Wind Power Co., Ltd. (寧夏京能靈武風電有限公司) since October 2010; and the general manager of Beijing Jingneng New Energy Co., Ltd. since November 2013.

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## NOTICE OF THE EGM

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**B J C E C ., L**  
**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)*

**(S C : 00579)**

### NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2018

**NOTICE IS HEREBY GIVEN** that the first extraordinary general meeting of 2018 (the **EGM**) of Beijing Jingneng Clean Energy Co., Limited (the **C E**) will be held at 10:00 a.m. on Tuesday, 13 February 2018 at Suite 2901, Block A, CBD International Tower, 16 Yong'an Dongli, Chaoyang District, Beijing, PRC for the purposes of considering and, if thought fit, passing the following resolutions:

#### ORDINARY RESOLUTIONS

1. To consider and approve the proposed appointment of Mr. Meng Wentao as a non-executive Director of the Board in the third session;
2. To consider and approve the proposed appointment of Mr. Jin Shengxiang as a non-executive Director of the Board in the third session;
3. To consider and approve the proposed appointment of Mr. Tang Xinbing as a non-executive Director of the Board in the third session;
4. To consider and approve the proposed appointment of Mr. Zhang Fengang as a non-executive Director of the Board in the third session; and
5. To consider and approve the proposed change of domestic auditors of the Company.

#### SPECIAL RESOLUTION

6. To consider and approve the proposed amendments to the articles of association of the Company (full text of the resolution is set out in the announcement and circular of the Company dated 22 December 2017 and 29 December 2017 respectively).

By Order of the Board

**B J C E C ., L**

**KANG J**

*Company Secretary*

Beijing, the PRC  
29 December 2017

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## NOTICE OF THE EGM

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*As at the date of this notice, the non-executive directors of the Company are Mr. Zhu Yan, Mr. Li Dawei, Mr. Guo Mingxing, Mr. Zhu Baocheng, Mr. Yu Zhongfu and Mr. Zhao Wei; the executive director of the Company is Mr. Chen Ruijun; 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 29 December 2017 (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. 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 Sunday, 14 January 2018 to Tuesday, 13 February 2018 (both dates inclusive). The Shareholders whose names appear on the register of members of the Company on the close of business on Friday, 12 January 2018 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, Hope Well Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Friday, 12 January 2018 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, Hope Well 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 or an 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 Registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hope Well Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before Wednesday, 24 January 2018.

### **5. ADDRESS AND TELEPHONE NUMBER OF THE CONTACT PERSON WHO HANDLES THE MEETING AFFAIRS**

Name: The Company Secretary

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

Telephone: (86 10) 6446 9988

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## NOTICE OF THE EGM

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### 6. PROCEDURES FOR VOTING AT THE EGM

An vote of shareholders at the EGM must be taken b poll.

### 7. OTHER BUSINESS

Shareholders (in person or b prox ) attending the EGM are responsible for their o n transportation and accommodation expenses. Shareholders or their proxies attending the EGM shall produce their identit documents.