

If you are in any doubt

If you have sold or transferred



**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)**

**GENERAL MANDATE TO ISSUE DOMESTIC  
SHARES AND H SHARES  
PROPOSED AMENDMENTS TO RULES OF  
PROCEDURE FOR GENERAL MEETINGS, RULES OF  
PROCEDURE FOR BOARD OF DIRECTORS AND  
RULES OF PROCEDURE FOR BOARD OF SUPERVISORS  
PROPOSED APPOINTMENT OF  
INDEPENDENT NON-EXECUTIVE DIRECTOR  
AND  
NOTICE OF THE ANNUAL GENERAL MEETING**

A m B C m A 3 7  
A 10:00 .m. , 24 2021  
A m, 8 A .6 , C D , B , C, 16  
A. m k E ( // . k . k).  
A , 24 m m A (. , 10:00  
.m. , 23 2021) m ( m ).  
C m m m m A

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## DEFINITIONS

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

A - 10:00 a.m. on August 24, 2021, pursuant to the terms of the Share Purchase Agreement, the Company has agreed to purchase from the Seller, the Company's 6% convertible preferred stock, Series B, at a price of \$1.00 per share.

A - 16 20

A - C m

B - D - C m

C m - 北京京能清洁能源電力股份有限公司 (Beijing Jingneng Clean Energy Power Co., Ltd.), a public company listed on the New York Stock Exchange, and its subsidiaries, including Beijing Jingneng Clean Energy Power Co., Ltd. ("Jingneng Clean Energy").

D - ( ) - C m

D m - ( ) - C m, B1.00, B

- C m

( ) - C m, B1.00

- C

- k E - k E - m

- D - 18 2021, m

- E - m m m

# DEFINITIONS

C- C -

... C ...  
 A m ...

B-

... C

... -

... C m

... B  
 D -

... B D  
 C m

... B  
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... B  
 C m

( )-

... ( ) B1.00  
 C m

( )-

( ) ... ( ) C m



LETTER FROM THE BOARD

2. GENERAL MANDATE TO ISSUE DOMESTIC SHARES AND H SHARES

... D ... m ... m ... A ... A ... B ... C m ... C m ... 20% ... D m ... / ... mm ... ( Share Issue Mandate-).

A ... D ... C m ... m ... 8,244,508,144 ... 5,414,831,344 D m ... 2,829,676,800 ... A ... C m ... m ... 1,082,966,268 D m ... 565,935,360 ... B ... C.

3. PROPOSED AMENDMENTS TO RULES OF PROCEDURE FOR GENERAL MEETINGS, RULES OF PROCEDURE FOR BOARD OF DIRECTORS AND RULES OF PROCEDURE FOR BOARD OF SUPERVISORS

... C m ... 10 ... m ... 2020 ... 19 ... 2021 ... C m ... 12 ... 2021 ... , m ... , m ... A ... A ... C m ... 10 ... m ... 2020 ... 19 ... 2021 ... C m ... A ... A ... , ... m ... A ... A ... C ... C ... C ... C ... A ... A ... m ... , ... C m ... B ... D ... B ... D ... A ...

4. PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

██████████, ██████████ m ██████████ C m ██████████ 24 2021 ██████████, m ██████████  
██████████, ██████████ m ██████████ ( Ms. Zhao-) ██████████ ██████████ ██████████  
██████████ D ██████████

B ██████████ m ██████████ ██████████ ██████████ ██████████ D ██████████, ██████████  
██████████ D ██████████ m ██████████ ██████████ ██████████ ██████████ ██████████ ██████████ ██████████ ██████████  
██████████ m ██████████ ██████████ ██████████ ██████████ ██████████ ██████████ ██████████ ██████████ ██████████

██████████ ██████████

LETTER FROM THE BOARD

m k , m m C m ,  
 ( ) ( )  
 C m m (C .571  
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m m  
 13.51 (2) m

m C mm  
 D C m  
 3.13 m  
 C mm B  
 , k m ,  
 B D ,  
 m m C m ,  
 m C m

m B , m  
 k ( , k ) , m  
 m m m  
 m  
 C m

5. THE AGM

A 10:00 .m. , 24 , 2021 .2  
 m, 8 .6 , C D , B , C ,  
 16 20 .25 2021. A  
 m A  
 k E ( :// . k . k).

m m C m  
 , 21 , 2021 A A  
 m , 21 , 2021 , 24 ,  
 2021 ( ),



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LETTER FROM THE BOARD

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... A , ... m ...  
... m ... A ... 10:00 .m., ... , 23 ... 2021)  
... ( ... m ...). C m ... m ...  
... m ... A ...

6. VOTES TO BE TAKEN BY POLL

... A ...  
... m ... A ...

7. RECOMMENDATION

D. ... m ...  
... B ... D ... B ...  
... m ... D ... C m ...  
... A ... D ... mm ...  
... A ...

B B  
Beijing Jingneng Clean Energy Co., Limited  
KANG Jian  
*Deputy General Manager and Company Secretary*

I. Proposed Amendments to Rules of Procedure for General Meetings

Original articles	Revised articles after the proposed amendments
<p>Article 5 C m</p> <p>A</p>	<p>Article 5 C m</p> <p>A</p> <p><u>The quorum for convening such general meeting of shareholders shall be the holders holding at least one third of the issued shares of relevant class.</u></p> <p><u>Where any changes in domestic and foreign laws, regulations and the listing rules of the place where the shares of the Company are listed, as well as decisions of domestic and foreign regulatory authorities which lead to the change of the class of shareholders' rights or repeal shall not require the approval of shareholder' meeting or class meeting.</u></p>

Original articles	Revised articles after the proposed amendments
<p>Article 16</p> <p>45</p> <p>20</p>	<p>Article 16</p> <p><u>-an annual</u></p> <p><u>4520 clear business</u></p> <p><u>where an extraordinary general meeting is convened by the Company, it shall issue a notice 15 natural days or 10 clear business days (whichever is longer) prior to the meeting to notify all the registered shareholders. The “business day(s)” mentioned therein shall be the statutory business days announced by the Hong Kong government.</u></p>

Original articles	Revised articles after the proposed amendments
<p>Article 17 C m</p> <p>m</p> <p>20</p> <p>m</p> <p>m</p> <p>C m</p> <p>m</p> <p>C m</p> <p>m</p> <p>m</p> <p>A</p>	<p><u>This article has been deleted</u></p>
<p>Article 19</p> <p>m</p> <p>m</p> <p>m</p> <p>m</p>	<p>Article 198</p> <p>m</p> <p>m</p> <p>m</p> <p>m</p> <p>(5) <u>Other information subject to disclosure as required by the securities regulatory authorities and the listing rules of the places where the Company's shares are listed.</u></p>

Original articles	Revised articles after the proposed amendments
<p>Article 20</p> <p>... m ...</p> <p>... C ... 45</p> <p>... 50 ... m ...</p> <p>... m ...</p>	<p>Article <del>20</del><u>19</u></p> <p>... m ...</p> <p>... C ... <del>45</del></p> <p><del>50</del> ... m ... <u>15</u></p> <p><u>days or 10 clear business days (whichever is longer) (the extraordinary general meeting) or 20 clear business days (the annual general meeting) before the date of convening such meeting.</u></p> <p>... m ...</p> <p>... m ...</p>
<p>Article 51 C m ...</p> <p>... m ...</p> <p>... A ... 53 57</p>	<p>Article <del>51</del><u>40</u> C m ...</p> <p>... m ...</p> <p>... A ... <del>5352 5756</del></p> <p><u>The quorum for convening such general meeting shall be the holders holding at least one third of the issued shares of relevant class.</u></p>



II. Proposed Amendments to Rules of Procedure for Board of Directors

Original articles	Revised articles after the proposed amendments
<p>Article 4</p> <p>... m ...</p> <p>... m ...</p> <p>... m ...</p>	<p>Article 4</p> <p>... m ... <u>—four times</u> , about once every quarter.</p> <p>... m ... <u>by giving a written notice to all directors and supervisors 14 days before the meeting is held.</u></p>
<p>Article 7</p> <p>... m ... ,</p> <p>... m ...</p> <p>... m ... ) 10</p> <p>... m ...</p> <p>... m ... 5</p> <p>... m ...</p> <p>... k ...</p>	<p>Article 7</p> <p>... m ... ,</p> <p>... m ...</p> <p>... m ... )</p> <p><del>10</del>14</p> <p>... m ...</p> <p>... m ... 5</p> <p>... m ...</p> <p>... k ...</p>





III. Proposed Amendments to Rules of Procedure for Board of Supervisors

Original articles	Revised articles after the proposed amendments
<p>Article 8      m      ▲</p> <p>▲</p> <p>▲      m      ▲,      ▲      ▲</p> <p>▲      m      ▲</p> <p>▲      ▲</p> <p>mm ▲      ▲ (通訊)      (▲,      ▲</p> <p>▲      ▲      m</p> <p>▲      ▲      ▲,      ▲</p> <p>▲      ▲      ▲,      ▲</p> <p>m      ▲      ▲      ▲ (m      )      ▲</p> <p>▲      m      ▲</p> <p>▲      ▲      ▲      ▲      ▲      ▲      m      ▲,</p> <p>▲      ▲      ▲      ▲      ▲      ▲      ▲      ▲</p> <p>▲      m</p> <p>▲      ▲      ▲      ▲      ▲</p> <p>▲      ▲      ▲      ▲      ▲</p> <p>▲</p>	<p>Article 8      m      ▲</p> <p>▲</p> <p>▲      m      ▲,      ▲      ▲</p> <p>▲      m      ▲</p> <p>▲      ▲</p> <p>mm ▲      ▲ (通訊訊)      m</p> <p>(▲,      ▲      ▲      m      ▲</p> <p>▲      ▲      ▲      ▲      ▲,      ▲</p> <p>▲      ▲      ▲,      ▲</p> <p>m      ▲      ▲      ▲ (m      )      ▲</p> <p>▲      m      ▲</p> <p>▲      ▲      ▲      ▲      ▲      ▲      m      ▲,</p> <p>▲      ▲      ▲      ▲      ▲      ▲      ▲      ▲</p> <p>▲      m</p> <p>▲      ▲      ▲      ▲      ▲</p> <p>▲      ▲      ▲      ▲      ▲</p> <p>▲</p>



**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)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (AGM) of Beijing Jingneng Clean Energy Co., Limited (Company) will be held on 24 March 2021 at 10:00 a.m. at the 8th Floor, Building C, Beijing Jingneng Clean Energy Co., Limited, 100000 Beijing, China.

AS ORDINARY RESOLUTIONS

1. To elect the members of the Board of Directors for the term ending 31 December 2020.
2. To elect the members of the Board of Supervisors for the term ending 31 December 2020.
3. To elect the members of the Board of Directors for the term ending 31 December 2020.
4. To elect the members of the Board of Supervisors for the term ending 31 December 2020.
5. To elect the members of the Board of Directors for the term ending 31 December 2020.
6. To elect the members of the Board of Directors for the term ending 31 December 2021, and to elect the members of the Board of Supervisors for the term ending 31 December 2021.
7. To elect the members of the Board of Directors for the term ending 31 December 2020.

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NOTICE OF THE ANNUAL GENERAL MEETING

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8. [REDACTED] C m [REDACTED] 2021.

9. [REDACTED] m [REDACTED] C m [REDACTED]  
2021.

10. [REDACTED] m [REDACTED] [REDACTED]  
[REDACTED], [REDACTED] B [REDACTED] D [REDACTED]  
B [REDACTED] C m [REDACTED].

11. [REDACTED] m [REDACTED] [REDACTED] [REDACTED]  
[REDACTED] C m [REDACTED] [REDACTED]

AS SPECIAL RESOLUTION

1. [REDACTED] [REDACTED] [REDACTED]:

THAT:

(1) B [REDACTED] [REDACTED] [REDACTED] [REDACTED] m [REDACTED]  
[REDACTED] [REDACTED] [REDACTED] C m [REDACTED]  
m k [REDACTED] [REDACTED] m [REDACTED] [REDACTED]  
[REDACTED] [REDACTED] [REDACTED]:

( ) [REDACTED] m [REDACTED] [REDACTED] [REDACTED]  
B [REDACTED] m [REDACTED] [REDACTED] m k [REDACTED] [REDACTED] m [REDACTED],  
[REDACTED] m [REDACTED] [REDACTED] [REDACTED] [REDACTED]  
[REDACTED];

( ) [REDACTED] m [REDACTED] [REDACTED] [REDACTED]  
[REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] ( [REDACTED]  
[REDACTED] [REDACTED] [REDACTED] ) B [REDACTED] [REDACTED]:

( ) 20 [REDACTED] [REDACTED] [REDACTED] m [REDACTED] D m [REDACTED]  
C m [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED]

( ) 20 [REDACTED] [REDACTED] [REDACTED] m [REDACTED] [REDACTED] C m [REDACTED]  
[REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED]

(.) B ..... m .....  
C m ..... C ( PRC-)  
E ..... m ( Listing Rules- ) ( m  
m ..... m ..... m ) ..... k

# NOTICE OF THE ANNUAL GENERAL MEETING

( )

(1)

C, ( ) m k m m

C m

C m

B B  
 Beijing Jingneng Clean Energy Co., Limited  
 KANG Jian  
 Deputy General Manager and Company Secretary

B , C  
 25 2021

*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, Ms. Li Juan and Mr. Wang Bangyi; and the independent non-executive directors of the Company are Mr. Huang Xiang, Mr. Chan Yin Tsung, Mr. Han Xiaoping and Mr. Xu Daping.*

Notes:

1. DETAILS OF ORDINARY RESOLUTIONS NO. 1 TO 9 ABOVE ARE SET OUT IN THE 2020 ANNUAL REPORT OF THE COMPANY. DETAILS OF ORDINARY RESOLUTIONS NO. 10 AND 11 AND SPECIAL RESOLUTION NO. 1 ABOVE ARE SET OUT IN THE CIRCULAR OF THE COMPANY DATED 25 MAY 2021.
2. CLOSURE OF REGISTER FOR H SHARES, ELIGIBILITY FOR ATTENDING THE AGM

, 24 2021 ( ).

C m , 21 2021

C m A

C m , 1712-1716, 17

C , 183 E , 4:30 .m. , 18 2021

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)

, 6 2021 ( ).

A ),

C m

C , 183 E , 4:30 .m. , 1712-1716, 17

C , 30 2021

, 6 2021.

