

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt  
If you have sold or transferred  
E C m E m



**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**

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A 10:00 .m. y, 24 r 2021  
.2 8 6 , C y D , B , C, 16  
20 . A y m A  
A y E ( // ). y  
A y 24 r m y m A (. . 10:00  
.m. y, 23 r 2021) y m ( m y ).  
C m y m y m A  
y  
m

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# DEFINITIONS

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

A  $\blacktriangledown$ - 10:00 .m. , y, 24 , 2021 . 2  $\blacktriangledown$  , 8 , .6 , C y - D , B , C

A  $\blacktriangledown$  - A  $\blacktriangledown$  16 20

A - A - C m y

B - B D - D C m y

C m y - 北京京能清潔能源電力股份有限公司 (B C E y C , .m ), m y C - m y, E

D ( )- ( ) C m y

D m ( )- y ( ) y C m y C, m ,  $\blacktriangledown$ B1.00 ,  $\blacktriangledown$ B

C m y

( )- C m y m ,  $\blacktriangledown$ B1.00

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## LETTER FROM THE BOARD

### 2. GENERAL MANDATE TO ISSUE DOMESTIC SHARES AND H SHARES

The Board has resolved to issue domestic shares and H shares under the general mandate to issue domestic shares and H shares (the "Share Issue Mandate") of the Company for the year ending 31 December 2021. The Share Issue Mandate is set out in the following table:

	A	B	C	D	E
Number of shares	8,244,508,144	5,414,831,344	2,829,676,800	1,082,966,268	565,935,360
Percentage of issued shares	20%	13.5%	7.2%	2.7%	1.4%

### 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

The Board has resolved to propose amendments to the Rules of Procedure for General Meetings, Rules of Procedure for Board of Directors and Rules of Procedure for Board of Supervisors of the Company for the year ending 31 December 2021. The proposed amendments are set out in the following table:

	A	B	C
Number of shares	12,000,000	10,000,000	10,000,000
Percentage of issued shares	0.3%	0.3%	0.3%

The proposed amendments are subject to the approval of the shareholders at the general meeting. The proposed amendments are also subject to the approval of the Board of Directors and the Board of Supervisors. The proposed amendments are also subject to the approval of the State Administration of Foreign Exchange (SAFE) and the State Securities Administration (SSA) under the relevant laws and regulations. The proposed amendments are also subject to the approval of the State Administration of Market Regulation (SAMR) and the State Administration of Industry and Commerce (SAIC) under the relevant laws and regulations. The proposed amendments are also subject to the approval of the State Administration of Taxation (SAT) and the State Administration of Foreign Exchange (SAFE) under the relevant laws and regulations. The proposed amendments are also subject to the approval of the State Administration of Foreign Exchange (SAFE) and the State Securities Administration (SSA) under the relevant laws and regulations. The proposed amendments are also subject to the approval of the State Administration of Market Regulation (SAMR) and the State Administration of Industry and Commerce (SAIC) under the relevant laws and regulations. The proposed amendments are also subject to the approval of the State Administration of Taxation (SAT) and the State Administration of Foreign Exchange (SAFE) under the relevant laws and regulations.



LETTER FROM THE BOARD

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y y m m  
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C m y  
C m y m (C .571  
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m m  
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D m y  
y y C m y m  
3.13 m  
m C mm B  
m m B D  
mm m C m y  
m y C m y.

m m C mm  
m B m y  
( ), m  
mm m m  
y y m y  
C m y.

5. THE AGM

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

m m C m y  
y, 21 r 2021 A A  
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2021 ( y r ),



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## LETTER FROM THE BOARD

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

### 6. VOTES TO BE TAKEN BY POLL

... A ... y ...  
... m ... A ...

### 7. RECOMMENDATION

D ... m ... , m ...  
... B D ... B ...  
... m ... D ... C m y  
... A ... y, D mm  
... A ...

B<sub>y</sub> B  
Beijing Jingneng Clean Energy Co., Limited  
KANG Jian  
*Deputy General Manager and Company Secretary*



Original articles	Revised articles after the proposed amendments
<p>Article 16</p> <p>... m ...</p> <p>... C m y, ...</p> <p>... 45 y ... m ...</p> <p>... y ...</p> <p>m ...</p> <p>... m ...</p> <p>... C m y 20 y ...</p> <p>m ...</p>	<p>Article 16</p> <p>... <u>-an annual</u> ...</p> <p>... y C m y, ...</p> <p>... 45<u>20</u> <u>clear</u></p> <p><u>business</u> y ... m ... y</p> <p>m ...</p> <p>... m ...</p> <p>... m ...</p> <p>... C m y 20 y ...</p> <p>m ...; where an <u>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 y r r m y m 20 y m r m y m r m C m y', C m y m y m C m y y m y m m y r m, C m y m y m A y m m r m</p>	<p><u>This article has been deleted</u></p>
<p>Article 19 m r r m m r r</p>	<p>Article 198 m r r m m r r</p> <p><u>(5) 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>... m</p> <p>... y ... y</p> <p>... C ... 45</p> <p>50 y ... m ...</p> <p>... m ...</p> <p>... m ...</p>	<p>Article <del>20</del><u>19</u></p> <p>... m</p> <p>... m</p> <p>... y ... y</p> <p>... C ... <del>45</del></p> <p><del>50</del> y ... 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>... m ...</p>
<p>Article 51 C m y</p> <p>... y y</p> <p>... m ...</p> <p>y ... m ...</p> <p>... A ... 53 57</p> <p>... .</p>	<p>Article <del>51</del><u>40</u> C m y</p> <p>... y y</p> <p>... m ...</p> <p>y ... m ...</p> <p>... A ... <del>53</del><u>52</u> <del>57</del><u>56</u></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 . . . m . . .</p> <p>by . . .</p> <p>by . . . m</p>	<p>Article 4 . . . m . . .</p> <p>—<u>four</u>  <u>times</u> y . . . , <u>about once every quarter.</u></p> <p>by  <u>giving a written notice to all directors</u>  <u>and supervisors 14 days before the</u>  <u>meeting is held.</u></p>
<p>Article 7 . . . m . . . ,</p> <p>10 y . . .</p> <p>5 y . . .</p>	<p>Article 7 . . . m . . . ,</p> <p>14 y . . .</p> <p>5 y . . .</p>







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NOTICE OF THE ANNUAL GENERAL MEETING

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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)

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 Company's Head Office, No. 8, Daxueyuan Road, Beijing, China. The agenda of the AGM is as follows:

AS ORDINARY RESOLUTIONS

1. To re-appoint Mr. [Name] as a Director of the Board of Directors of the Company for the term ending 31 December 2020.
2. To re-appoint Mr. [Name] as an Independent Non-Executive Director of the Company for the term ending 31 December 2020.
3. To re-appoint Mr. [Name] as an Independent Non-Executive Director of the Company for the term ending 31 December 2020.
4. To re-appoint Mr. [Name] as an Independent Non-Executive Director of the Company for the term ending 31 December 2020.
5. To re-appoint Mr. [Name] as an Independent Non-Executive Director of the Company for the term ending 31 December 2020.
6. To re-appoint Mr. [Name] as an Independent Non-Executive Director of the Company for the term ending 31 December 2020.
7. To re-appoint Mr. [Name] as an Independent Non-Executive Director of the Company for the term ending 31 December 2020.

NOTICE OF THE ANNUAL GENERAL MEETING

8. ... C m y y 2021.
9. ... m ... C m y y 2021.
10. ... m m ... B D ... B ... C m y .
11. ... m ... C m y ...

AS SPECIAL RESOLUTION

1. ... :

THAT:

- (1) B ... m ... C m y ... m ... m ... :
- ( ) r m ... y ... B m y ... m ... m ... ;
- ( ) ... m ... y ... y ... ( ... ) y B ... :
- ( ) 20 ... m ... D m ... C m y ... ; /
- ( ) 20 ... m ... C m y ... ;

( ) B y m  
C m y C ( PRC-)  
E m ( Listing Rules- ) ( m

# NOTICE OF THE ANNUAL GENERAL MEETING

( )

(1)

C m y

C m y

C m y

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

B , C  
25 y 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

m y, 21 r 2021  
y, 24 r 2021 ( y r ). m m  
C m y y, 21 r 2021 A m  
C m y A m  
C m y  
C m r 1712-1716, 17 r  
C , 183 r E , 4:30 .m. y, 18 r 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)

m y, 2 r y 2021  
y, 6 r y 2021 ( y r ). D ( r  
y A m  
C m y  
C m r 1712-1716, 17 r  
C , 183 r D E , 4:30 .m. y, 30 r 2021  
m m  
y, 6 r y 2021.

# NOTICE OF THE ANNUAL GENERAL MEETING

4. D ( ) m B ) m y A m y . . . . . m B . . . . . mm . . . . . B m y A m y A D . . . . . m C D-19 . . . . . C m y A . . . . .

5. PROXY

A m y C m y . . . . . m . . . . . A m y . . . . . m . . . . . C m y . . . . . y m . . . . . C m y . . . . . y . . . . . m m . . . . . ( ) . . . . . y ( ) . . . . . C m y . . . . . y . . . . . y . . . . . y m . . . . . y m . . . . . ( ) m . . . . . C m y . . . . . m . . . . . C m y . . . . . m . . . . . E . . . . . y . . . . . 24 . . . . . m . . . . . A ( . . . . . 10:00 .m., . . . . . y, 23 . . . . . 2021) . . . . . m . . . . . ( . . . . . m y ) . . . . . A . . . . . m . . . . . y m . . . . .

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

A : .6 . . . . . , C y . . . . . D . . . . . B . . . . . C . . . . . : (86 10) 8740 7188

7. PROCEDURES FOR VOTING AT THE AGM

A y A m y . . . . . y . . . . .

8. OTHER BUSINESS

mm ( . . . . . y . . . . . y ) . . . . . A . . . . . A . . . . . y . . . . . m . . . . .

9. .m . . . . . . . . . . m . . . . .