

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt, contact your stockbroker or the company secretary for further information.

If you have sold or transferred all or part of your shares, you should inform the relevant stockbroker or the company secretary immediately.

This circular is intended to provide information to you regarding the company's general mandate to issue domestic shares and H shares, the general mandate to repurchase H shares, the notice of the annual general meeting, and the notice of the 2023 first H share class meeting.



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
GENERAL MANDATE TO REPURCHASE H SHARES
NOTICE OF THE ANNUAL GENERAL MEETING
AND
NOTICE OF THE 2023 FIRST H SHARE CLASS MEETING**

This circular is issued by the company in accordance with the provisions of the Securities and Futures Ordinance (SFO) and the Listing Rules. The general meeting will be held on 29 June 2023 at 10:00 a.m. in the Grand Ballroom, 56th Floor, International Convention Centre, Beijing. The general meeting will be held in Chinese and English. The company secretary is responsible for the arrangements of the general meeting. The company secretary is also responsible for the arrangements of the 2023 first H share class meeting. The company secretary is also responsible for the arrangements of the annual general meeting. The company secretary is also responsible for the arrangements of the 2023 first H share class meeting.

CONTENTS

	<i>page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I EXPLANATORY STATEMENT	8
NOTICE OF THE ANNUAL GENERAL MEETING	11
NOTICE OF THE 2023 FIRST H SHARE CLASS MEETING	16

DEFINITIONS

<p>The following expressions shall have the meanings set out below unless the context requires otherwise.</p>	
<p>“G”</p>	<p>the English language meeting fee of approximately 10.00 million Hong Kong dollars per annum, as set out in the Financial Summary Report for the period ending 31 December 2023, or such other amount as may be determined by the board of directors of the Company.</p>
<p>“Article of Association”</p>	<p>the articles of association of the Company.</p>
<p>“Board” or “Board of Directors”</p>	<p>the board of directors of the Company.</p>
<p>“Shareholders Meeting”</p>	<p>the general meeting of the Company held in accordance with the provisions of the Companies Ordinance, Chapter 622 of the Laws of Hong Kong, or any meeting of the Company held in accordance with the provisions of the Companies Ordinance, Chapter 622 of the Laws of Hong Kong.</p>
<p>“Company”</p>	<p>Beijing Jingneng Clean Energy Power Company Limited (北京京能清潔能源電力股份有限公司 (Beijing Jingneng Clean Energy Co., Ltd.)) an incorporated company in the People's Republic of China, whose registered office is in Hong Kong.</p>
<p>“Company Law”</p>	<p>the Company Law of the People's Republic of China (《中華人民共和國公司法》), the memorandum and articles of association of the Company.</p>
<p>“Director(s)”</p>	<p>the director(s) of the Company.</p>
<p>“Financial Report”</p>	<p>the financial report of the Company for the financial year ending 31 December 2023, or such other financial report as may be determined by the board of directors of the Company.</p>
<p>“General Meeting”</p>	<p>the general meeting of the Company for the financial year ending 31 December 2023, or such other meeting of the Company as may be determined by the board of directors of the Company.</p>
<p>“Shareholder(s)”</p>	<p>the shareholder(s) of the Company.</p>
<p>“Share(s)”</p>	<p>the share(s) of the Company.</p>
<p>“Shareholder Register”</p>	<p>the register of shareholders of the Company.</p>
<p>“Shareholder Register”</p>	<p>the register of shareholders of the Company.</p>
<p>“Share Register”</p>	<p>the register of shareholders of the Company.</p>
<p>“Share Register”</p>	<p>the register of shareholders of the Company.</p>
<p>“Share Register”</p>	<p>the register of shareholders of the Company.</p>
<p>“Share Register”</p>	<p>the register of shareholders of the Company.</p>

DEFINITIONS

“tng R Le

t_eR Le G v_enng t_e tng f_s_e r t_e n T_s t ck
 xc_nge f ng ng mte, m_e, m f_e r
 t_e w_e p p l m a t e f r m t m e t t m e

“R r “ n

t_e e p l e R p l c f n n f r t e p r e f t c r c l r
 _s c l e ng ng t_e c S p e l m n t r t v e R g n
 n T w n

“R B

R a m n t_e w f l c r r a c f t_e R

“r(e)

t_e r n r r(e) f R B 1.00 _e c n t_e _r e c p t l f t_e
 m p n

“r e l e)

t_e l e) f t_e r n r r(e) f t_e m p n

“T k e v e e

t_e e n T k e v e n e g e n S r e B - c k e
 t_s_e r t_e n t r e m m n f ng ng
 m_e, m f_e r t_e w_e p p l m a t e f r m t m e t t m e



Beijing Jingneng Clean Energy Co., Limited
北京京能清

Executive Director,
General Manager (General Manager)
General Manager
General Manager

Registered Office,
Room 118, 11th Floor, R
Beijing Jincheng International
Finance Center, Beijing
China

Non-Executive Director,
Chairman
General Manager
General Manager

Director of Human Resources,
3rd Floor, Tower Two, Times Square
1st Floor, Times Square, Beijing
China

Independent Non-Executive Director,
Chairman
General Manager
General Manager
General Manager

30 June 2023

The above are order

of the Board

**GENERAL MANDATE TO ISSUE DOMESTIC SHARES AND H SHARES
GENERAL MANDATE TO REPURCHASE H SHARES
NOTICE OF THE ANNUAL GENERAL MEETING
AND
NOTICE OF THE 2023 FIRST H SHARE CLASS MEETING**

1. INTRODUCTION

The attached circular to the effect of the General Meeting of the Board of Directors of Beijing Jingneng Clean Energy Co., Limited (the "Company") is hereby published for the information of the shareholders of the Company. The Board of Directors of the Company has resolved to issue domestic shares and H shares, to repurchase H shares, and to convene the 2023 Annual General Meeting and the 2023 First H Share Class Meeting.

2. GENERAL MANDATE TO ISSUE DOMESTIC SHARES AND H SHARES

The Board is authorized to issue from time to time such number of shares of the Company as may be required for the purposes of the Company's business and to issue such shares in such denominations and in such currencies as the Board may determine in its absolute discretion. The aggregate nominal value of the shares so issued shall not exceed the aggregate nominal value of the shares of the Company which have been repurchased pursuant to the Share Issue Mandate).

The total number of shares authorized to be issued pursuant to the Share Issue Mandate is 8,244,508,144 shares, including 5,414,831,344 shares of the Company and 2,829,676,800 shares of the Company which are currently held in treasury. The maximum number of shares of the Company which may be issued pursuant to the Share Issue Mandate is 1,082,966,268 shares, including 565,935,360 shares of the Company.

The Board will not exercise its powers and authority to issue shares of the Company in violation of the relevant provisions of the Companies Act, 1963 and the Companies Act, 2013.

3. GENERAL MANDATE TO REPURCHASE H SHARES

The Board is authorized to purchase such number of shares of the Company as may be required for the purposes of the Company's business and to purchase such shares in such denominations and in such currencies as the Board may determine in its absolute discretion. The aggregate nominal value of the shares so purchased shall not exceed the aggregate nominal value of the shares of the Company which have been repurchased pursuant to the Repurchase Mandate).

(1) The total number of shares authorized to be repurchased pursuant to the Repurchase Mandate is 1,082,966,268 shares, including 565,935,360 shares of the Company and 517,030,908 shares of the Company which are currently held in treasury. The maximum number of shares of the Company which may be repurchased pursuant to the Repurchase Mandate is 1,082,966,268 shares, including 565,935,360 shares of the Company and 517,030,908 shares of the Company which are currently held in treasury.

(2) The total amount of funds authorized to be used for the repurchase of shares of the Company shall not exceed 10% of the aggregate nominal value of the shares of the Company as at the end of the financial year.

LETTER FROM THE BOARD

- (3) The firm has approved the plan to purchase the shares of the company in the open market for the purpose of stabilizing the share price and to meet the requirements of the Securities and Exchange Board of India (SEBI) under the Securities and Exchange Act, 1956 and the Securities and Exchange (Regulation) Act, 1992.
- (4) The firm has approved the plan to purchase the shares of the company in the open market for the purpose of stabilizing the share price and to meet the requirements of the Securities and Exchange Board of India (SEBI) under the Securities and Exchange Act, 1956 and the Securities and Exchange (Regulation) Act, 1992.
- (5) The firm has approved the plan to purchase the shares of the company in the open market for the purpose of stabilizing the share price and to meet the requirements of the Securities and Exchange Board of India (SEBI) under the Securities and Exchange Act, 1956 and the Securities and Exchange (Regulation) Act, 1992.
- (6) The firm has approved the plan to purchase the shares of the company in the open market for the purpose of stabilizing the share price and to meet the requirements of the Securities and Exchange Board of India (SEBI) under the Securities and Exchange Act, 1956 and the Securities and Exchange (Regulation) Act, 1992.
- (7) The firm has approved the plan to purchase the shares of the company in the open market for the purpose of stabilizing the share price and to meet the requirements of the Securities and Exchange Board of India (SEBI) under the Securities and Exchange Act, 1956 and the Securities and Exchange (Regulation) Act, 1992.

Validity of the Repurchase Mandate

The Board has approved the plan to purchase the shares of the company in the open market for the purpose of stabilizing the share price and to meet the requirements of the Securities and Exchange Board of India (SEBI) under the Securities and Exchange Act, 1956 and the Securities and Exchange (Regulation) Act, 1992.

- (1) The plan to purchase the shares of the company in the open market for the purpose of stabilizing the share price and to meet the requirements of the Securities and Exchange Board of India (SEBI) under the Securities and Exchange Act, 1956 and the Securities and Exchange (Regulation) Act, 1992.
- (2) The plan to purchase the shares of the company in the open market for the purpose of stabilizing the share price and to meet the requirements of the Securities and Exchange Board of India (SEBI) under the Securities and Exchange Act, 1956 and the Securities and Exchange (Regulation) Act, 1992.

Impact of the Repurchase of H Shares

The plan to purchase the shares of the company in the open market for the purpose of stabilizing the share price and to meet the requirements of the Securities and Exchange Board of India (SEBI) under the Securities and Exchange Act, 1956 and the Securities and Exchange (Regulation) Act, 1992.

The plan to purchase the shares of the company in the open market for the purpose of stabilizing the share price and to meet the requirements of the Securities and Exchange Board of India (SEBI) under the Securities and Exchange Act, 1956 and the Securities and Exchange (Regulation) Act, 1992.

The proceeds of the meeting held on the 29th of June 2023, shall be used for the relief of the members of the company. The company will try to fulfill the relief of the members of the company.

The relief of the members of the company shall be done in such a way that the relief will be done to the members of the company. The company will try to fulfill the relief of the members of the company.

4. THE AGM AND CLASS MEETINGS

The meeting of the company shall be held on the 29th of June 2023, at the residence of the members of the company. The meeting shall be held at the residence of the members of the company. The meeting shall be held at the residence of the members of the company.

The meeting shall be held on the 29th of June 2023, at the residence of the members of the company. The meeting shall be held at the residence of the members of the company. The meeting shall be held at the residence of the members of the company.

The meeting shall be held on the 29th of June 2023, at the residence of the members of the company. The meeting shall be held at the residence of the members of the company. The meeting shall be held at the residence of the members of the company.

LETTER FROM THE BOARD

6. RECOMMENDATION

The report (including the independent non-affected report) is set to be prepared in accordance with the relevant provisions of the Securities and Futures Ordinance and the Listing Rules. The Board is pleased to note that the independent non-affected report is in accordance with the relevant provisions of the Securities and Futures Ordinance and the Listing Rules.

Beijing Jingneng Clean Energy Co., Limited
KANG Jian

Secretary General and Chairman

The attached explanatory statement, as required by the Act, to provide the requisite format to the electors are ordered to make a informed decision whether to vote for or against the resolution to approve the purchase of the

CLASS AND NUMBER OF SHARES PROPOSED TO BE REPURCHASED

The attached resolution provides that the company will purchase 8,244,508,144 shares of common stock, including 5,414,831,344 shares of common stock and 2,829,676,800 shares of preferred stock. The purchase of the common stock will be made through the exercise of the company's repurchase program. The purchase of the preferred stock will be made through the exercise of the company's repurchase program. The purchase of the common stock will be made through the exercise of the company's repurchase program.

REASONS FOR REPURCHASE

The Board believes that the repurchase program is in the best interests of the company and its shareholders. The program is designed to provide liquidity to the company and to return value to the company's shareholders. The program is also designed to provide a means for the company to manage its capital structure. The program is also designed to provide a means for the company to manage its debt structure.

FUNDS FOR REPURCHASE

The repurchase program is funded by the company's cash and marketable securities. The company expects to fund the repurchase program with cash and marketable securities. The company expects to fund the repurchase program with cash and marketable securities.

The company's repurchase program is subject to the company's debt covenants. The company's debt covenants require the company to maintain certain financial ratios. The company's debt covenants also require the company to maintain certain financial ratios. The company's debt covenants also require the company to maintain certain financial ratios.

DISCLOSURE OF INTEREST

The attached explanatory statement, as required by the Act, to provide the requisite format to the electors are ordered to make a informed decision whether to vote for or against the resolution to approve the purchase of the

tt_e t et l r c t c Le ten ne ft ec r ec m e t e p e n (f n e n t e t n g R l e)
ft_e mp_n n t f e t e mp_n t t / e / e t p r e a t n t a t n t H n S r e t t e
mp_n r n e k a n t t n t e v a t t t t e R p r c e v n t e p r v e t e G v
n t e e e n g . n 5 m w r 6 r 9 m 9 r 1 5 r 1) r 6 9 5 W

UNDERTAKING OF THE DIRECTORS

The retr v en a k a t t e n g t c k x e n g e t t n p r p r t e r c m t n e e
t e w l l e e t e p w e f t e mp_n t r p r c e s r e p r n t t t e R p r c e v n t e
n c m p l n c e w t t e t n g R l e t e r t c l e f c t n t e a p p l c l d w r l e n r g l t n
f t e R n n c c r n c e w t t e p e l r e l t n e t n t e n t e e f t e G v n t e e
e e n g .

EFFECT OF THE TAKEOVERS CODE

f S r e l e p r p r n t e n t e e t n t e v t n g r g t f t e mp_n n c r e e r e l t f
t e r e t r e e n g t e p w e f t e mp_n t r p r c e s r e p r n t t t e R p r c e
n t e c n n c r e e w l l e t r e t e n c q t n f t e v t n g r g t p r n t t R l e 3 2 f t e
T k e v e e f c n n c r e e r e l t n t e c n g e n c n t r l t c l n e c e n c r c m t n e e
r e l t n t e r e m m a t n f r m n t r c q t n n c c r n c e w t R l e 2 6 f t e T k e v e
e e

tt_e t et l r c t c Le t e B e n g n e g l n g t (北 京 能 源 集 团 有 限 责 任 公 司)
(" B E H ") t e c n t r l l n g s r e l e f t e mp_n r e t l n n r e t l l n g p r x m t e
6 8 . 6 8 % n t e e t n t e e e r 9 5) W 5 (1 9) S f l 9 q 7 r 6 2 5 E P t) 4 7 r 6 9 C r W 9 n t f r 5 6 l t e r e 6 8 6 8 % W 5

PRICES OF H SHARES

The following table sets out the closing price of the Shares on the last trading day of each month for the period from 12 months prior to the date of the Listing of the Shares to the date of the Listing of the Shares.

Month	H Shares	
	Highest Price ()	Lowest Price ()
2022		
June	2.04	1.76
July	1.93	1.74
August	1.89	1.56
September	1.77	1.44
October	1.88	1.42
November	1.68	1.45
December	1.76	1.45
	1.88	1.64
2023		
January	2.17	1.84
February	2.15	1.93
March	2.09	1.83
April	2.08	1.81
May	2.07	1.89

NOTICE OF THE ANNUAL GENERAL MEETING



Beijing Jingneng Clean Energy Co., Limited
北京京能清

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "AGM") of Beijing Jingneng Clean Energy Co., Limited (the "Company") will be held at 10.00 a.m. on Thursday, 29 June 2023 at the 56th Floor, Jinan Sub-center Building, China Resources Center, Beijing. The agenda of the meeting is as follows:

AS ORDINARY RESOLUTIONS

1. To consider and approve the work report of the Board of Directors of the Company (the "Board") for the year ended 31 December 2022.
2. To consider and approve the work report of the previous committee of the Company for the year ended 31 December 2022.
3. To consider and approve the report of the Company's transition of the functional department of the Company from the previous accounting department to the accounting department for the year ended 31 December 2022.
4. To consider and approve the report of the transition of the functional department of the Company for the year ended 31 December 2022.
5. To consider and approve the annual report of the Company for the year ended 31 December 2022.
6. To consider and approve the environmental plan of the Company for the year 2023.
7. To consider and approve the green report of the Company for the year 2023.
8. To consider and approve the proposal of the Company to increase the authorized capital of the Company for the year 2023, to increase the authorized capital of the Company from the current amount of RMB3.39 billion.

NOTICE OF THE ANNUAL GENERAL MEETING

9. The Board is authorized to amend the Charter of the Corporation to effect the following amendments to the Charter of the Corporation effective as of the date of the 2023 Annual General Meeting of the Corporation, to the extent that such amendments are necessary to effect the following amendments to the Charter of the Corporation:

AS SPECIAL RESOLUTIONS

1. The Board is authorized to effect the following:

“THAT:

- (1) The Board is authorized to amend the Charter of the Corporation to effect the following amendments to the Charter of the Corporation:
- (a) The Board is authorized to amend the Charter of the Corporation to effect the following amendments to the Charter of the Corporation:
- (b) The Board is authorized to amend the Charter of the Corporation to effect the following amendments to the Charter of the Corporation:
- (c) The Board is authorized to amend the Charter of the Corporation to effect the following amendments to the Charter of the Corporation:

“The Board is authorized to effect the following amendments to the Charter of the Corporation:

“The Board is authorized to amend the Charter of the Corporation to effect the following amendments to the Charter of the Corporation:

“The Board is authorized to amend the Charter of the Corporation to effect the following amendments to the Charter of the Corporation:

NOTICE OF THE ANNUAL GENERAL MEETING

“Recentl... ment...e frmt... ng ft re l t n nt l t...e r l et f.

- () t ec ncl n ft en st nn l g a e l m e n g ft e m p n f l l w n g t e p n g ft re l t n r
- (B) t e s p r t n ft el 2-m nt p e f l l w n g t e p n g ft re l t n r
- (●) t e t e n w c t e t r t e t n t re l t n r k e r v r e p e l re l t n ft e r e l e ft e m p n n g a e l m e n g n
- (2) g e t t t e B r r e l v n g t e r e p r n t t p r g r p (1) f t re l t n t e B r e t r e t .
- (2) p p r v e e t e n r p r c r d e e t e n n e l l c c m a t e e n t n g t m c n e n e e r n c m e t n w t t e e f c n w r e n c l n g w t t l m t t n e m n n g t e m e n p l c e f e m k n g l l n e e r p p l c t n t t e r k e n t t r t e n a t e n g n t n n e w r t n g g r e m a t (r n t e g r e m a t)
- () e m n e t e e f p r c e e n t m k e l l n e e r f l n g n r g t r t n w t t e r k e n t t r t e n t e R n g n g n / r n t e p l c e n g r c t n (p p r p r t e n)
- (c) n c r e e t e r g t a e c p t l f t e m p n n c c r n c e w t t e c t l n c r e e f c p t l n g r e p r n t t p r g r p (1) f t re l t n t r g t e t e n c r e e f c p t l w t t e r k e n t t r t e n t e R n g n g n / r n t e p l c e n g r c t n (p p r p r t e n t m k e c m a m a t t t e r t c l e f c t n f t e m p n t t n k f t t r e l e t t e n c r e e n n t e r e l t n t c n g e n t e r g t a e c p t l f t e m p n .

2. T c n e n p p r v e t e g r n t f g a e l m n t e t t e B r f r t e p r p e r p r c e f r e f t e m p n .

B r e f t e B r
Beijing Jingneng Clean Energy Co., Limited
KANG Jian
e uty Ge era a ger a d o m a y e e t r a r y

Beijing t e R
 30 2023

NOTICE OF THE ANNUAL GENERAL MEETING

On 24 June 2023, the Annual General Meeting of the Company (hereinafter referred to as the "AGM") will be held at 10.00 a.m. on Wednesday, 28 June 2023 at the registered office of the Company, 6X, The Arcade, Singapore. The AGM will be held in person or by means of a hybrid meeting, unless otherwise notified in writing by the Company.

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

Address: 6X, The Arcade, Singapore
Beijing, P.R.C.

Telephone: (86 10) 8740 7188

7. PROCEDURES FOR VOTING AT THE AGM

The AGM will be held in person or by means of a hybrid meeting.

8. OTHER BUSINESS

Shareholders are invited to attend the AGM in person or by means of a hybrid meeting. Shareholders are invited to attend the AGM in person or by means of a hybrid meeting. Shareholders are invited to attend the AGM in person or by means of a hybrid meeting.

9. REELECTION OF DIRECTORS AND AUDITORS



Beijing Jingneng Clean Energy Co., Limited
北京京能清

NOTICE OF THE 2023 FIRST H SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN that the 2023 first H share class meeting (the

