

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.



Beijing Jingneng Clean Energy Co., Limited
北

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 Thursday, 26 June 2014 at Harbour View Room, 15/F, Landmark Hotel, 100000, Central, Hong Kong for the purpose of considering and, if thought fit, adopting the following resolution

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 2013.
2. To consider and approve the work report of the supervisory committee of the Company for the year ended 31 December 2013.
3. To consider and approve the report of the Company’s auditor and the audited financial statement of the Company prepared in accordance with international financial reporting standards for the year ended 31 December 2013.
4. To consider and approve the profit distribution proposal and the plan of distribution of final dividend of the Company for the year ended 31 December 2013.
5. To consider and approve the annual report of the Company for the year ended 31 December 2013.
6. To consider and approve the investment business plan of the Company for the year 2014.
7. To consider and approve the budget report of the Company for the year 2014.

9. I o 0on"ider and a11ro3e the re.a11ointment of 5eloitte ! ou0he ! ohmat"u a" the international auditor of the Com1any for the year #0#%, to hold offi0e until the 0on0lu"ion of the ne: t annual general meeting of the Com1any and it" audit fee i" a11ro: imately ' ; B%.%\$ million.
- \$. ! o 0on"ider and a11ro3e the a11ointment of Ba4er ! illy ,nternational Certified /ubli0 <00ountant" (-1e0ial =eneral /artner"hi1) a" the dome"ti0 auditor of the Com1any for the year #0#%, to hold offi0e until the 0on0lu"ion of the ne: t annual general meeting of the Com1any and it" audit fee i" a11ro: imately ' ; B#.(9 million.

AS SoECIAL RESOLUTIONS

1. ! o 0on"ider and a11ro3e the following

“THAT

- (1) the Board be granted an un0onditional general mandate to i""ue, allot or otherwi"e deal with additional "hare" in the 0a1ital of the Com1any and to ma4e or grant offer", agreement" and o1tion" in re"1e0t thereof, "ubje0t to the following 0ondition"
- (a) "u0h mandate "hall not e: 0eed beyond the ' ele3ant /eriod "a3e that the Board may during the ' ele3ant /eriod ma4e or grant offer", agreement", or o1tion" whi0h might re>uire the e: er0i"e of "u0h 1ower" after the end of the ' ele3ant /eriod?
- (b) the aggregate amount of "hare" allotted and i""ued or agreed 0onditionally or un0onditionally to be allotted and i""ued (whether 1ur"uant to an o1tion or otherwi"e) by the Board "hall not e: 0eed
- (i) #0 1er 0ent of the aggregate number of 5ome"ti0 -hare" of the Com1any in i""ue a" of the 1a""ing date of thi" re"olution? and*or
- (ii) #0 1er 0ent of the aggregate number of & -hare" of the Com1any in i""ue a" of the 1a""ing date of thi" re"olution? and
- (0) the Board will only e: er0i"e it" 1ower under "u0h mandate in a00ordan0e with the Com1any Law of the /eo1le6" ' e1ubli0 of China and the ' ule" =o3erning the Li"ting of -e0uritie" on ! he -to04 E: 0hange of &ong 2ong Limited (the “**Lmp mn R! "#p**”) (a" the "ame may be amended from time to time) and only if all ne0e""ary a11ro3al" from the China -e0uritie" ' egulatory Commi""ion and*or other rele3ant go3ernment authoritie" of the /eo1le6" ' e1ubli0 of China (the “**oRC**”) are obtained?

+or the 1ur1o"e of thi" re"olution

"5ome"ti0 -hare"" mean" ordinary "hare" i""ued by the Com1any in the /' C, with a nominal 3alue of ' ; B1.00 ea0h, whi0h are "ub"0ribed for in ' enminbi ("RMB")?

"& -hare"" mean" the o3er"ea".li"ted foreign in3e"ted "hare" in the "hare 0a1ital of the Com1any with a nominal 3alue of ' ; B1.00 ea0h, whi0h are "ub"0ribed for and traded in &ong 2ong 5ollar"?

"' ele3ant /eriod" mean" the 1eriod from the 1a""ing of thi" re"olution until the earlie"t of

- (<) the 0on0lu"ion of the ne:t annual general meeting of the Com1any following the 1a""ing of thi" re"olution? or
 - (B) the e:1iration of the 1#.month 1eriod following the 1a""ing of thi" re"olution? or
 - (C) the date on whi0h the authority "et out in thi" re"olution i" re3o4ed or 3aried by a "1e0ial re"olution of the "hareholder" of the Com1any in a general meeting? and
- (#) "ubje0t to the Board re"ol3ing to i""ue "hare" 1ur"uant to "ub.1aragra1h (1) of thi" re"olution, the Board be authori@ed to
- (a) a11ro3e, e: e0ute and do or 1ro0ure to be e: e0uted and done, all "u0h do0ument", deed" and thing" a" it may 0on"ider ne0e""ary in 0onne0tion with the i""ue of "u0h new "hare" in0luding, without limitation, determining the time and 1la0e 1urrtt(re7d1(0a))

#. !o 0on"ider and a11ro3e the grant of a general mandate to the Board for the 1ro1o"ed re1ur0ha"e of & "hare" of the Com1any.

By Arder of the Board
B#n\$m n#n C"#an En# y Co& Lmm#
(ANG %nan
Deputy General Manager and Company Secretary

Beijing, the /' C
%0 ; ay #0#%

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 are Mr. Zhou Jianyu, Mr. Song Zhiyong and Ms. Zhang Yi; the independent non-executive directors are Mr. Huang Xiang, Mr. Chan Yin Tsung, Mr. Xu Daping and Ms. Zhao Jie.

Notes:

)& DETAILS OF ORDINARY RESOLUTIONS NO&) TO * ABOVE ARE SET OUT IN THE +, ++ ANNUAL REoORT OF THE COMoANY& DETAILS OF SoECIAL RESOLUTIONS NO&) AND + ABOVE ARE SET OUT IN THE CIRCULAR OF THE COMoANY DATED -, MAY +, +-&

+& CLOSURE OF REGISTER FOR H SHARES' ELIGIBILITY FOR ATTENDING THE AGM

&older" of & "hare" are ad3i"ed that the "hare regi"ter for & "hare" will be 0lo"ed from ; onday, #) June #0#% to !hur"day, # \$ June #0#% (both day" in0lu"i3e). !he "hareholder" who"e name" a11ear on the regi"ter of member" of the Com1any on the 0lo"e of bu"ine"" on +riday, # % June #0#% are entitled to attend and 3ote at the <=; . &older" of & "hare" of the Com1any who wi"h to attend the <=; but ha3e not regi"tered the tran"fer do0ument" are re>uired to de1o"it the tran"fer do0ument" together with the rele3ant "hare 0ertifi0ate" at the Com1any6" & "hare regi"trar in &ong 2ong, Com1uter"hare &ong 2ong ,n3e"tor -er3i0e" Limited, at -ho1" 181#.181), 18th +loor, &o1ewell Centre, 19% Bueen6" ' oad Ea"t, Can0hai, &ong 2ong not later than 7 %0 1.m. on +riday, # % June #0#% for regi"tration.

-& CLOSURE OF REGISTER FORH SHARES' ELIGIBILITY FOR THE ENTITLEMENT TO THE oROoSED FINAL DIVIDENDS .SUB%ECT TO THE AooROVAL BY THE SHAREHOLDERS AT THE AGM/

&older" of & "hare" are ad3i"ed that the "hare regi"ter for & "hare" will be 0lo"ed from +riday, 8 July #0#% to Cedne"day, 1# July #0#% (both day" in0lu"i3e). ,n order to >ualify for the 1ro1o"ed final di3idend" ("ubje0t to the a11ro3al by the "hareholder" at the <=;), holder" of the & "hare" who"e tran"fer" ha3e not been regi"tered "hall de1o"it all tran"fer do0ument" together with the rele3ant "hare 0ertifi0ate" at the Com1any6" & "hare regi"trar in &ong 2ong, Com1uter"hare &ong 2ong ,n3e"tor -er3i0e" Limited, at -ho1" 181#.181), 18th +loor, &o1ewell Centre, 19% Bueen6" ' oad Ea"t, Can0hai, &ong 2ong not later than 7 %0 1.m. on !hur"day,) July #0#% for regi"tration. !he final di3idend" will be 1aid to the "hareholder" who"e name" a11ear on the regi"ter of member" on Cedne"day, 1# July #0#%.

0. The director of the Company (including the Chairman of the Board) may attend the meeting remotely through video or telephone conference facility if needed. The Chairman of the Board and Chairmen of the Special Committee under the Board will be available either in person or through video or telephone conference facility to answer questions from shareholders of the Company at the meeting.

1. PROXY

Shareholders entitled to attend and vote at the meeting may appoint one or more proxies to attend and vote in their stead. A proxy need not be a