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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)

CE 公 司 第 一 次 特 殊 董 事 會 會 議 議 程 及 議 案 說 明 書 2021

CE 公 司 第 一 次 特 殊 董 事 會 會 議 議 程 及 議 案 說 明 書 2021
a the first extraordinary general meeting of 2021 (the “E ”) of Beijing Jingneng Clean Energy Co., Limited (the “C a ”) will be held at 10:00 a.m. on Friday, 19 February 2021 at No.2 Meeting Room, 8th Floor, No.6 Xibahe Road, Chaoyang District, Beijing, the PRC for the purposes of considering and, if thought fit, passing the following resolutions:

Save as defined otherwise, capitalised terms defined in the composite document dated 31 December 2020 jointly issued by the Company and Beijing Energy Holding Co., Ltd. shall have the same meanings when used herein.

議 案 說 明 書

1. A subject to the passing of this same resolution by the Independent H Shareholders at the H Share Class Meeting, as approved by way of poll by at least 75% of the votes attaching to the H Shares held by the Independent H Shareholders that are cast either in person or by proxy at the H Share Class Meeting and with the number of votes cast by poll against the resolution by the Independent H Shareholders at the H Share Class Meeting amounting to not more than 10% of the votes attaching to all the H Shares held by the Independent H Shareholders:
 - (i) subject to minimum valid acceptances of the H Share Offer being received (and not, where permitted, withdrawn) by 4:00 p.m. on the Closing Date (or such later time or date as BEH may, subject to the Takeovers Code decide) amounting to at least 90% of the H Shares held by the Independent H Shareholders, the Delisting be and is hereby approved; and

- (ii) the board of directors of the Company, and/or unless the board of directors of the Company determines otherwise, any two directors of the Company be and are hereby authorised to take such other action and execute such documents or deeds as he may consider necessary or desirable for the purpose of implementing the Delisting including but not limited to:
- (a) establishing a specific proposal to implement the Delisting based on the actual circumstances, including but not limited to determining the specific time of the Delisting;
 - (b) carrying out all relevant work in relation to the Delisting on behalf of the Company, drafting, preparing, amending, signing, delivering and performing all agreements, announcements, circulars to Shareholders and other documentation regarding the Delisting and making appropriate disclosure;
 - (c) signing and submitting any report or document to any government regulatory authorities;
 - (d) unless the board of directors of the Company determines otherwise, selecting and appointing qualified professional parties, including but not limited to parties involved in the Delisting such as financial advisers, lawyers etc.; and
 - (e) carrying out all necessary actions, resolving and processing other matters in relation to the Delisting on behalf of the Company as permitted by relevant laws.

By Order of the Board

**B C a E C ., U
A a**

Deputy General Manager and Company Secretary

Beijing, the PRC
31 December 2020

As at the date of this notice, the executive directors of the Company are Mr. Zhang Fengyang 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. CL U ME T ME E *T * A ME , EL B U T *A E D EE

Holders of H Shares are advised that the share register for H Shares will be closed from Wednesday, 20 January 2021 to Friday, 19 February 2021 (both days inclusive). The Shareholders whose names appear on the register of members of the Company on the close of business on Tuesday, 19 January 2021 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, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Tuesday, 19 January 2021 for registration.

2.



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 authorised 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 authorised attorney(s). If the proxy form is signed by an attorney of the Shareholder, the power of attorney authorising 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 authorisation 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, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in person or by post not less than 24