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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 FIRST H SHARE CLASS MEETING OF 2021

NOTICE IS HEREBY GIVEN that the first H share class meeting of 2021 (the **H Share Class Meeting**) of Beijing Jingneng Clean Energy Co., Limited (the **Company**) will be held at 11:00 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 purpose of providing, if thought fit, a dividend for the following categories:

Shareholders who are entitled to participate in the dividend are those who held shares in the Company as of the Record Date of 31 December 2020 as determined by the Company and Beijing Jingneng Holding Co., Ltd. has the authority to exercise the dividend.

SPECIAL RESOLUTION

1. **THAT** subject to the approval of this special resolution by the holders of the H Shares at the EGM, a dividend of not less than 75% of the net profit attributable to the H Shareholders of the Company for the year ended 31 December 2020 shall be paid to the H Shareholders at the EGM and with the dividend being subject to the approval of the H Shareholders at the EGM and with the dividend being not less than 10% of the net profit attributable to the H Shareholders of the Company:

- (i) subject to the approval and acceptance of the H Share Offer being received (and, where applicable, with the approval of the Company) by 4:00 p.m. on the Closing Date (which date is the date as determined by the Board of Directors) and with at least 90% of the H Shareholders of the Company, the Dividend shall be paid to the H Shareholders;

- (ii) the bad effect of the C. 司, and/ or the bad effect of the C. 司 determine the 罪, and the direct of the C. 司 be and a he be a third party to each the act and effect of each deed a he a crime or a de iab ef the . e fi. e. 的 the De i 司 c. 司 but limited:
- (a) e tab i h i n g a e c i f i c a t i o n e. 的 the De i 司 ba ed 的 the act. a c i o n t a c e , 的 c. 司 but limited to determine the specific ti. e of the De i 司;
- (b) ca i n g t a e e a t 的 i e a t i t the De i 司 的 beha f f the C. 司 , d a f t i n g , e a i n g , a c c o u n t i n g , i n v e s t i n g , d e i e n g a n d e f f i n g a a g e e. 的 , a n y o t h e r c e. 的 , c i c a t S h a e h d e a n d the d c. 司 t a t i n g e g a d i n g the De i 司 a n d a i n g a i a t e d i c. 司 e;
- (c) i n v e s t i n g a n d b i t t i n g a e t d c. 司 t a n g e r. 的 e g. a t a t h i t i e ;
- (d) 的 the b a d f d i e c t o f the C. 司 d e t e r m i n e the 罪, e e c t i n g a n d a i n t e r n a t i o n a l i f e i n a t i e , 的 c. 司 but limited t a t i e i n e d 的 the De i 司 c h a f i n a n c i a a d i e , 的 e e t c.; a n d
- (e) ca i n g t a e e a a c t i n g , e i n g a n d c e i n g the . a t t e i e a t i t the De i 司 的 beha f f the C. 司 a e. i t t e d b e e a t 的 .

B O d e o f t h e B a d
Beijing Jingneng Clean Energy Co., Limited
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De . t G e n e r a l M a n a g e a n d C. 司 S e c e t a

Beij 司, the PRC
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A t t h e d a t e o f t h i s t i c e , t h e e . e c . t i e d i e c t o f t h e C. 司 a e M . Z h a n g F e n g a n d M . C a M a h a n g ; t h e 的 - e . e c . t i e d i e c t o f t h e C. 司 a e M . R e n Q i g i , M . L i J . a n d M . W a n g B a n g i ; a n d t h e 的 d e 的 d e t 的 的 - e . e c . t i e d i e c t o f t h e C. 司 a e M . H a n g X i a n g , M . C h a n Y i T . a n g , M . H a n X i a n g a n d M . X . D a n g .

Note:

1. CLOSURE OF REGISTER FOR H SHARES, ELIGIBILITY FOR ATTENDING THE H SHARE CLASS MEETING

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 dates inclusive). The Shareholders who have already registered their shares with the Company on the closing date, Tuesday, 19 January 2021 are entitled to attend and vote at the H Share Class Meeting. Holders of H Shares of the Company who wish to attend the H Share Class Meeting but have not registered their shares with the Company should do so with the transfer documents together with the relevant share certificate at the H Share Register of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shop 1712-16, 17th Floor, H Kexce Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Tuesday, 19 January 2021 for registration.

2. PROXY

Shareholders entitled to attend and vote at the H Share Class Meeting may also appoint a proxy to attend and vote in their stead. A proxy need not be a Shareholder of the Company.

The instrument appointing a proxy must be signed by the holder of a Shareholder's share certificate and filed with the Company. If the Shareholder is a corporation, the instrument must be either executed by its duly authorized officers or by its duly authorized agent. If the instrument is signed by an attorney-in-fact of the Shareholder, the instrument must be a written instrument that attests to the authority of the agent to be filed.

For holders of H Shares, the instrument together with the relevant share certificate (if any) must be lodged at the H Share Register of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, H Kexce Centre, 183 Queen's Road East, Wanchai, Hong Kong before 24 hours before the time fixed for holding the H Share Class Meeting (i.e. before 11:00 a.m. on Thursday, 18 February 2021) to be valid. The instrument must be filed at the office of the Company. Shareholders cannot attend and vote at the H Share Class Meeting if they do not file the instrument.

3. REPLY SLIP

Holders of H Shares who wish to attend the H Share Class Meeting are requested to bring their share certificates to the H Share Register of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, H Kexce Centre, 183 Queen's Road East, Wanchai, Hong Kong before Friday, 29 January 2021.

4. ADDRESS AND TELEPHONE NUMBER OF THE CONTACT PERSON WHO HANDLES THE MEETING AFFAIRS

Name: The Company Secretary
Address: 7/8F
No. 6 Xibahe Road, Chaoyang District
Beijing, the PRC
Telephone: (86 10) 8740 7009/(86 10) 8740 7062
Email: share@gsg.com.hk

5. PROCEDURES FOR VOTING AT THE EGM

All matters of Shareholders at the H Share Class Meeting must be taken by poll.

6. OTHER BUSINESS

Shareholders (if any) attending the H Share Class Meeting are requested to bring their share certificates and attend the meeting. Shareholders who are attending the H Share Class Meeting should bring their identification documents.

7. Reference to time and date in this notice are in Hong Kong time and date.