

THIS CIRCULAR IS IMPORTANT AND REQUIRES

If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all or part of the shares in Beijing Jingneng Clean Energy Co., Limited, you should at once hand this circular, together with the enclosed proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Beijing Jingneng Clean Energy Co., Limited
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(1) PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR (2) PROPOSED ISSUE OF ASSET-BACKED SECURITIES AND (3) NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2022

Appendix from the circular set out on page 2 to 6 of this circular.

A notice convening the GMM to be held at No. 2 Meeting Room, 8th Floor, No. 6 Xuhai Road, Chaoyang District, Beijing, the GMR on Tuesday, 29 March 2022 at 9:00 a.m. set out on page 7 to 8 of this circular. A proxy form for use at the GMM is enclosed with the notice and will be published on the website of the stock exchange (<http://www.hkexnews.hk>). Whether or not you are able to attend the GMM, you are requested to complete and return the proxy form in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the GMM (i.e., no later than 9:00 a.m. on Monday, 28 March 2022) or an adjournment thereof (as the case may be).

Completion and return of the proxy form will not preclude you from attending and voting at the GMM should you so wish.

Reference to time and date in this circular are to Hong Kong time and date.

CONTENTS

DEFINITIONS	1
LETTER FROM THE BOARD	2
NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2022	7

In this circular, unless the context otherwise requires, the following expressions shall have the following meaning:

- “ **Board** ” the board of directors
- “ **Company** ” (Jiang Jangren Energy Co., Ltd.), a joint stock company incorporated in the P.R.C. with its seat, whose shares are listed on the Stock Exchange
- “ **Director** ” the director(s) of the Company
- “ **GW** ” the first extraordinary general meeting of 2022 of the Company to be held at 9.00 a.m. on Tuesday, 29 March 2022 at No. 2 Meeting Room, 8th Floor, No. 6 Xuhai Road, Hualong District, Jiangsu, the P.R.C.
- “ **Share** ” the over-allot foreign issue of shares in the full capital of the Company with a nominal value of RMB 1.00 each, which

LETTER FROM THE BOARD



Beijing Jingneng Clean Energy Co., Limited
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Executive Directors:

Mr. WANG Fengqiang (Chairman)
Mr. LIU (General Manager)
Mr. GAO Yimeng
Mr. AN Wenheng

Registered Office:

Room 118, Wangfujing Road,
Beijing Economic Development Zone
Yanqiang District, Beijing
the P.R.

Non-executive Directors:

Mr. RONG
Mr. LI Jian
Mr. WANG

Principal Place of Business in Hong Kong:

31/F, Tower Two, Times Square
1 Matheson Street, Causeway Bay
Hong Kong

Independent non-executive Directors:

Mr. WANG Xiang
Mr. AN Yanting
Mr. XU
Mr. A. J.

10 March 2022

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR
(2) PROPOSED ISSUE OF ASSET-BACKED SECURITIES
AND
(3) NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF
2022**

I. INTRODUCTION

Reference is made to the announcement of the company dated 26 January 2022 in relation to the proposed appointment of Mr. Song Hong as a non-executive director of the company and the announcement of the company dated 10 March 2022 in relation to the proposed issue of asset-backed securities.

The purpose of this circular is to set out the notice of the GWA to provide the shareholder with details of (a) the proposed appointment of a non-executive director of the company and (b) the proposed issue of a set-backed share to enable you to make informed decision on whether to vote for or against the resolution to be proposed at the GWA.

II. PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR

We refer to the announcement of the company dated 26 June 2022 in relation to the proposed appointment of Mr. Song Hong as a non-executive director.

The board is pleased to nominate Mr. Song Hong () ("Mr. Song") as a non-executive director, subject to the approval of the shareholder at the GWA. The term of Mr. Song's appointment as a non-executive director shall commence upon the approval by the shareholder at the GWA and shall end on the expiry of the term of the fourth session of the board. Mr. Song was also to become a member of the audit committee and the strategic committee of the board upon his appointment as a non-executive director take effect.

The company was entered into a service agreement with Mr. Song upon the approval of his appointment by the shareholder at the GWA. Mr. Song was not receive any remuneration from the company.

The biographical details of Mr. Song are set out as follows:

Mr. Song Hong, aged 31, has been the deputy manager of the capital operation department of Beijing state-owned capital operation management co., ltd. () ("Beijing SOCOM") since November 2021. Mr. Song worked as the deputy manager of the equity management department of Beijing SOCOM from July 2021 to November 2021. Mr. Song concurrently served as the deputy assistant, deputy head and deputy manager of the equity management department of Beijing state-owned capital operation management enter () from August 2016 to July 2021. From October 2020 to September 2021, he was seconded to Beijing Finance Bureau of Finance ().

Mr. Song graduated from the law school of Tsinghua University with a master's degree in law in July 2016.

Save as set out above, Mr. Song has not held an directorship in any other company or taken up an position in any group member of the company in the past three years; nor has he had any relationship with any other director, supervisor, senior management, substantial shareholder (as defined in the Listing Rules) or controlling shareholder (as defined in the Listing Rules) of the company. In addition, Mr. Song does not have an interest in the share of the company within the meaning of Part XV of the SFO.

Save as set out above, there is no other information relating to the proposed appointment of Mr. Song that the board is obliged pursuant to Rule 13.5(2) of the Listing Rules to announce or otherwise bring to the attention of the shareholder.

III. PROPOSED ISSUE OF ASSET-BACKED SECURITIES

We refer to the announcement of the company dated 10 March 2022 in relation to the proposed issue of asset-backed securities.

The board has approved the proposed issue of asset-backed securities to promote

- Percentage of priority tranche expected not to exceed 95% and of subordinated tranche expected not to be over than 5%, which are subject to opinion of rating agency, accounting firm and regulator authorities.
- The company will provide support for making up the difference of principal, fee and tax in relation to the priority tranche of the recap plan established by the recap plan manager.
- Requirement of the company's debt; improvement of working capital and other operation investment except for real estate and stock; which shall finally be determined by the company according to its business needs.

AUTHORIZATION

To provide flexibility for the withdrawal of assurance, the Board shall submit to the G.M. to consider, if thought fit, approve to authorize the Board and approve the Board to further authorize Mr. Jiang Fengang, the chairman of the Board or Mr. Chen Jia, an executive director together with a member in relation to the proposed issue of the asset-backed securities within the scope of assurance based on the company's business operation and capital needs and the market condition; and authorize not limited to (a) determining the structure for each tranche, including amount, interest rate, term, target of assurance and use of proceeds; (b) determining specific measure for credit enhancement and signing of the relevant document; and (c) determining transaction structure and signing of the relevant transaction document. The authorization shall be valid for a period of 24 months from the date of approval by the shareholder at the G.M.

IV. EGM

The notice convening the G.M. to be held at 9:00 a.m. on Tuesday, 29 March 2022 at No. 2 Meeting Room, 8th Floor, No. 6 Xuhai Road, Haoyang District, Beijing, the L.R. set out on page 7 to 8 of the circular was being put to the shareholder on 14 March 2022. A proxy form for use at the G.M. was being put to the shareholder together with the

LETTER FROM THE BOARD

V. VOTES TO BE TAKEN BY POLL

The resolution to be proposed at the GMM will be voted by poll. No shareholder is required to abstain from voting in respect of the resolution proposed at the GMM.

VI. RECOMMENDATION

The Director believes that the proposed resolution in relation to the proposed appointment of non-executive Director and the proposed issue of a "set-back" is in the best interests of the company and the shareholder as a whole. Therefore, the Director recommends that all shareholder vote in favour of the relevant resolution to be proposed at the GMM.

Director of the Board

Beijing Jingneng Clean Energy Co., Limited
KANG Jian

Deputy General Manager and Company Secretary



Beijing Jingneng Clean Energy Co., Limited
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**NOTICE OF
THE FIRST EXTRAORDINARY GENERAL MEETING OF 2022**

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting of 2022 (the “EGM”) of Beijing Jingneng Clean Energy Co., Limited (the “Company”) will be held at 9:00 a.m. on Tuesday, 29 March 2022 at No. 2 Meeting Room, 8th Floor, No. 6 Xuhai Road, Chaoyang District, Beijing, the agenda for the purpose of considering and, if thought fit, passing the following resolution:

ORDINARY RESOLUTION

1. To consider and approve the proposed appointment of Mr. Song Haogang () as a non-executive director of the Company.

SPECIAL RESOLUTION

2. To consider and approve the proposed issue of a set-backed equity financing.

Member of the Board

**Beijing Jingneng Clean Energy Co., Limited
KANG Jian**

Deputy General Manager and Company Secretary

Beijing, the P.R.
10 March 2022

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. non-TdlTa1; r executivYi-TdlQF21lTH;;STZLTSuZQFW;;JSTIXL344L:-ne

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2022

Notes:

1. CLOSURE OF REGISTER FOR H SHARES, ELIGIBILITY FOR ATTENDING THE EGM

Over of share are to valid that the share register for the will be closed from Thursday, 24 March 2022 to Thursday, 29 March 2022 (both days inclusive). The shareholder whose name appears on the register of member of the company on the close of business on Wednesday, 23 March 2022 are entitled to attend and vote at the GMM of the company who wish to attend the GMM that have not registered the transfer of the shares to be reported the transfer of the shares together with the relevant share certificate at the Share Registrar of the company in Hong Kong, Company Registrar Inland Revenue Department, at Shop 1712-16, 17th Floor, One World Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4.30 p.m. on Wednesday, 23 March 2022 for registration.

2. PROXY

Shareholder entitled to attend and vote at the GMM 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 may be in writing under the hand of a shareholder or his attorney duly authorized in writing. If the shareholder is a corporate body, the proxy form may be either executed under a common seal or under the hand of its director(s) or its duly authorized attorney(s). If the proxy form is signed by an attorney of the shareholder, the power of attorney authorizing that attorney to sign or other authorization of appointment may be notified.

For holder of shares, the proxy form together with the power of attorney or other authorization of appointment (if any) may be deposited at the Share Registrar of the company in Hong Kong, Company Registrar Inland Revenue Department, at 17th Floor, One World Centre, 183 Queen's Road East, Wanchai, Hong Kong in person or by post not later than 24 hours before the time fixed for holding the GMM (i.e. by no later than 9.00 a.m. on Monday, 28 March 2022) or an authorized agent thereof (i.e. the clearing house). Shareholder can exercise and vote at the GMM upon completion and return of the proxy form.

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

Address: 78th Floor, No. 6 Xuhai Road, Chaoyang District
Beijing, the P.R.C.

Telephone: (86 10) 8740 7010/(86 10) 8740 7065

4. PROCEDURES FOR VOTING AT THE EGM

An vote of shareholder at the GMM may be taken by poll.

5. OTHER BUSINESS

Shareholder (in person or by proxy) attending the GMM are responsible for their own transportation and accommodation expenses. Shareholder or their proxy attending the GMM shall produce the relevant documents.

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