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DEFINITIONS

	the following expression set out below unless the context requires otherwise.
“G	the annual general meeting of the Company to be held at 10:00 am on Thursday, 29 June 2023 at the Raffles Hotel, 56, Raffles Place, Singapore.
“Article of Association	the articles of association of the Company, as amended, modified or otherwise amended from time to time
“Board or Board of Directors	the board of directors of the Company
“Share meeting	the shareholders meeting and the company meeting for holders of the meeting to be convened on Thursday, 29 June 2023 immediately after the conclusion of the dividend payment of the shareholders meeting
“Company	Beijing Jingneng Clean Energy Co., Ltd. (Beijing Jingneng Clean Energy Co., Ltd.), not a stock exchange listed in the R with limited liability, whose shares are listed on the Hong Kong Stock Exchange
“Company Law	the Company Law of the People's Republic of China (《中華人民共和國公司法》), as amended, modified or otherwise amended from time to time
“Director(s)	the director(s) of the Company
“Meeting of Shareholders	the shareholders meeting convened by the Company in the R with limited liability of RMB100 million, which are subscribed for in RMB
“Shareholders meeting	the 2023 first shareholders meeting to be convened on Thursday, 29 June 2023 immediately after the conclusion of the dividend payment of the G
“Share(s)	the ordinary shares of the Company in the shareholders meeting of the Company with nominal value of RMB100 million, which are subscribed for and traded on the Hong Kong Stock Exchange
“Hong Kong	the Hong Kong Securities and Futures Commission of the R
“Hong Kong Stock Exchange	the Stock Exchange of Hong Kong Limited
“Interim Dividend	2023, being the interim dividend to be paid to the shareholders of the Company for the financial year ended 31 December 2023

DEFINITIONS

“Acting Register	the Register governing the Acting of Secretary in the Stock Exchange of Hong Kong amended, modified or otherwise emended from time to time
“AR or “Ann	the ‘e’ Re-bc of hn and for the r e of th c rc r, exc de ng ng, the c s ec , dm n tr t e Reg n and wn
“R B	Renm nb, the wf c rrenc of the R
“S ^{h re} ()	the rdn r h re () of R B100 e ch n the h re c t of the m n
“S ^{h rehder} ()	the hder () of the rdn r h re () of the m n
“ke er de	the de n ke er nd erger nd S h re B -b ck ed b the s ec r te nd t re mm n of ng ng, mended, m d fed or therw e emended from time to time

LETTER FROM THE BOARD



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

the executive director,
Geng (Mr.)
(General Manager)
Geng
Neng

the executive director,
Jin
Geng
S
G

the executive director,
GX
Neng
X
Je

registered office,
Room 118, 1st Floor, Rong
Building, China Merchants Bank
Ningbo Branch, Ningbo
the P.R.

the office of the company,
31st Floor, Wanchangmei
1st Floor, the 1st Street, New B
Ningbo

30 2023

the order
e r s r d m,

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 purpose of this circular is to set out the notice of the General Meeting and the notice of the Share
meeting and to provide with the relevant information. Other than the general meeting, the Board
will also hold a Shareholders' Meeting and the general meeting of the Board will be held. The
Board will also be informed of the decision on whether to issue or not the relevant shares
and to the General Meeting of the Shareholders.

- (1) and the general method to the Board during the recent period defined herein after), based on the fact that and change of the cost market and the share price of the company, the share price of the company is not to be determined in the manner in accordance with the above regulation and the rate of cost.
- (2) the total amount of share purchased by the company shall not exceed 10% of the aggregate number of issued share in the date of the agreement.

LETTER FROM THE BOARD

- (3) The firm te, r e nd m e ment ec f c re rch e n, nc d ng b t n t m ted t the r ce, b tch, m nt nd t me f exec t n f the re rch e f S h re, e n ng e r e t ck cc nt nd h nd ng f re gn exch nge reg tr t n, n f ng the cred t r f the m n nd b h ng nn ncement n cc rd nce with the r n f the m n w nd the rt ce f, c t n
- (4) t n bt n the req red r n r f f the f ng r ced re n cc rd nce with c be w, reg t n nd req rement
- (5) f there re new r n n w nd reg t n, r new c e b reg t r th r te, r ch nge n m ket c nd t n n re t n t the re rch e f S h re, ne the re e nt w nd reg t n r req rement f the reg t r th r te r the rt ce f, c t n f the m n req re f re- f e t the gener meet ng) nd r c meet ng), the B rd m d t the re rch e n nd c nt ne t de w th re e nt m tter f the re rch e f S h re n cc rd nce with re e nt w nd reg t n nd the req rement f reg t r th r te we the m ket c nd t n nd the ct t t n f the m n
- (6) t h nd e the de reg tr t n r ced re f r the re rch ed S h re, decre e the reg tered c t, mend the rt ce f, c t n reg rd ng the h re c t, h reh d ng tr ct re nd rther nd c m ete the reg tr t n nd f ng r ced re nd
- (7) t gn rther d c ment nd h nd e rther m tter n re t n t the re rch e f S h re

Validity of the Repurchase Mandate

The Re rch e nd te h be effect e fr m the d te f r ng b the, G nd eet ng f S h reh der nt wh che er the e r er f

- (1) the c nc n f the 2023 nn gener meet ng f the m n r
- (2) the re c t n r r t n f the th r t nd r th re t n b ng f ec re t n f the m n t n gener meet ng nd c meet ng f the S h reh der the “Relevant Period”

Impact of the Repurchase of H Shares

The f exec t n f the Re rch e nd te d r ng the Re e nt, er d nd n t me erm tted b w nd reg t n m h e der e m ct n the w rk ng c t r ge r ng e e f the m n we er f the B rd c n der the exec t n f the Re rch e nd te w h e m ter der e m ct n the w rk ng c t r ge r ng e e f the m n, the B rd w n t exerc e the Re rch e nd te nd r ch c rc m t nce, fter c n der ng the re ng m ket c nd t n, the B rd w determ ne the m nt f S h re t be re rch ed the r ce nd rther term f the re rch e f S h re t the extent th t n the be t n tere t f the m n

here w be n c n nected tr n ct n r b g t n t m ke m nd t r offer nd r the ke er de thr gh the re rch e f S h re

LETTER FROM THE BOARD

6. RECOMMENDATION

The director (including the independent non-executive director) believe that the proposed remuneration policy, if implemented, the shareholders and the Remuneration Committee, the interests of the company and the shareholders, while, according to the director recommend that shareholders be informed of the remuneration policy in the notice of the AGM and the shareholders meeting.

Director of the Board
Beijing Jingneng Clean Energy Co., Limited
KANG Jian
Secretary General and Chairman of the Board

e d x erve ex \ tory t teme t, requ red by t e t g ue , to rov de t e
 requ te form to to e bet e ; re o der to m ve formed de o o w et er to vote for or
 g t t e e d \ re o ut o to rove t e e ur d e d te.

CLASS AND NUMBER OF SHARES PROPOSED TO BE REPURCHASED

At the time of the hearing, the defendant had a net worth of \$8,244,508.144. She received 5,414,831.344 of the net worth and 2,829,676.800 of the net worth of the defendant. The defendant received 10% of the net worth of the defendant. The defendant received 10% of the net worth of the defendant.

REASONS FOR REPURCHASE

he Board believe that the Research and Development costs related to the transaction be amortized and depletion of the intangible assets reflect the long-term interest of the transaction and maximize the shareholder's benefit. The Board on the ongoing market condition and funding arrangement, the exercise of the Research and Development increase the net effect of the overall performance of the Research and Development be exercised when the related condition that the research benefit to the intangible and the shareholder.

FUNDS FOR REPURCHASE

n re rch ng sh re the m n ntend t e t; ntern f nd wf be f r ch
 r e n cc r d nce w th the r t e f. c t n the t ng R e the m n w nd ther
 c be l R w reg t n nd req rement nd ther f nd th t f f the reg t r req rement
 f r re rch e f h re

Under the current working conditions of the Union, the Board believes that the exercise of the Research and Development work contract in the working conditions and the exercise of the Union contract to the financial institution on 31 December 2022 (disclosed in the dated financial statement of the Union in the annual report for the ended 31 December 2022). However, if the Board believes that the exercise of the Research and Development work contract requirement for the exercise of the Union, the Board tend not to exercise the share by exercising the power conferred under the Research and Development Board work contract under the rising market conditions in the future to make decisions on the number of shares to be received, the second term to exercise the share in the best interest of the Union.

DISCLOSURE OF INTEREST

the best knowledge of the rectifying mode re been required of the rectifier the rectifier is defined in the following Rejection is the the minimum share of the minimum of the Rejection and the reduced by the Ground the setting

the Articles of Association of the Company defined in the Memorandum of Association of the Company, the Company shall have the right to acquire the shares of the Company held by the shareholders of the Company in the event that the Company is required by the Government to do so.

UNDERTAKING OF THE DIRECTORS

The directors shall undertake to the Company that they shall exercise the powers of the Company in accordance with the Memorandum of Association of the Company and the Articles of Association of the Company, and shall not exercise the powers of the Company in a manner that is contrary to the interests of the Company.

EFFECT OF THE TAKEOVERS CODE

If a shareholder of the Company exercises the right of the Company to acquire the shares of the Company held by the shareholders of the Company, the Company shall be treated as if it has acquired the shares of the Company in accordance with the provisions of the Companies Act 2006 of the United Kingdom.

The Articles of Association of the Beijing Energy Group Limited (北京能源集團有限公司) ("BEH") the controlling shareholder of the Company and the directors of the Company (68.68% interest in the Company) shall

PRICES OF H SHARES

The highest and lowest trading price at which the Shares have been traded on the Hong Kong Stock Exchange in each month over the past 12 months prior to the date of the Prospectus are set out below.

Month	H Shares	
	Highest Price (HK\$)	Lowest Price (HK\$)
2022		
January	2.04	1.76
February	1.93	1.74
March	1.89	1.56
April	1.77	1.44
May	1.88	1.42
June	1.68	1.45
July	1.76	1.45
August	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 (if the date of the Prospectus is before the end of May 2023)	2.07	1.89

NOTICE OF THE ANNUAL GENERAL MEETING



Beijing Jingneng Clean Energy Co., Limited

北京京能清洁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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of the “AGM” of Beijing Jingneng Clean Energy Co., Limited (the “Company”) will be held at 10:00 (am) on Thursday, 29 June 2023 at the Board Room, 56th Floor, and Shuangliang Building, CFC Building, Sanyuanli Road, Beijing. The meeting is for the purpose of considering and adopting the following resolutions:

AS ORDINARY RESOLUTIONS

1. To consider and adopt the work report of the Board of Directors of the Company for the year ended 31 December 2022 (“Board”) for the year ended 31 December 2022
2. To consider and adopt the work report of the Supervisory Committee of the Company for the year ended 31 December 2022
3. To consider and adopt the resolution of the Company’s directors and the audited financial statement of the Company for the year ended 31 December 2022 in accordance with international financial reporting standards for the year ended 31 December 2022
4. To consider and adopt the proposed dividend resolution and the proposed dividend of the Company for the year ended 31 December 2022
5. To consider and adopt the remuneration resolution of the Company for the year ended 31 December 2022
6. To consider and adopt the remuneration policy of the Company for the year 2023
7. To consider and adopt the budget resolution of the Company for the year 2023
8. To consider and adopt the re-appointment of the independent non-executive directors of the Company for the year 2023, to hold office until the conclusion of the next annual general meeting of the Company and to pay the remuneration of RMB339 million

9 ☒ c☒n der nd r☒ e

“Re e nt ber d me n the er d fr m the ng f th re t n nt the e r e t
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B) the extent of the 12-month period following the ending of the retirement

(2) bect the B rd re ng e h re r nt b- r gr h 1) f th
re t n the B rd be th r ed t

() The executive director hereby executed and delivered the deed and thing to my children in connection with the exchange hereinafter mentioned, determining the time and place, making necessary contracts with the relevant authorities and entering into an underlying agreement (or other agreement)

b) determine the effect of the demand curve on the price of the product and the quantity of the product.

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 reach the height of the mountain

Beijing Jingneng Clean Energy Co., Limited
KANG Jian

☒ *Utility Generated by Secretory*

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A t t e d t e o f t o t f e , t e x e â u t v e d r e â o r o f t e o m y r e r . g e g y g , r .
 e y u , r . G o u m g d r . o e g , t e o x e â u t v e d r e â o r r e r . o u y u , r .
 s o g y o g d g , t e d e e d e t o x e â u t v e d r e â o r r e r . u g g , r .
 u g , r . x u g d o j e .

1. DETAILS OF ORDINARY RESOLUTIONS NO. 1 TO 9 ABOVE ARE SET OUT IN THE 2022 ANNUAL REPORT OF THE COMPANY. DETAILS OF SPECIAL RESOLUTIONS NO. 1 AND 2 ABOVE ARE SET OUT IN THE CIRCULAR OF THE COMPANY DATED 30 MAY 2023.

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 12 m e d t 17 x r e w e e n t r e 183 e e n ' R d t n c h g g b h n d r b t t n t e

NOTICE OF THE ANNUAL GENERAL MEETING

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 n c m et n nd ret rn of the r x r m

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

ddre 6 X b he R d , h ng tr ct
 Be ng the R

e e h ne (86 10) 8740 7188

7. PROCEDURES FOR VOTING AT THE AGM

n e of h reh der t the , G m t be t ken b

8. OTHER BUSINESS

Sh reh der n er n r b r x) ttend ng the , G re re n be for the r own tr n rt t n nd
 cc m m d t n ex en e Sh reh der for the r r x e ttend ng the , G h r d ce the r dent t d c ment

9. Reference t me nd d te n th n t ce re t ng ng t me nd d te

NOTICE OF THE 2023 FIRST H SHARE CLASS MEETING



Beijing Jingneng Clean Energy Co., Limited

北京京能清洁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 2023 FIRST H SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN that the 2023 first H share class meeting (the "H Share Class Meeting") of Beijing Jingneng Clean Energy Co., Limited (the "Company") will be held on Thursday, 29 June 2023 at 10:00 a.m. at the Raffles Hotel, 567 Orchard Road, Singapore. The meeting will be held in English and the Chairman of the meeting will be Mr. Kang Jian. The meeting will be held at 10:00 a.m. on the date and at the place for the first time if the meeting is not held on the date.

AS SPECIAL RESOLUTION

1. To consider and approve the grant of the general mandate to the Board of Directors of the Company (the "Board") for the resolution of the H share of the Company.

By order of the Board
Beijing Jingneng Clean Energy Co., Limited
KANG Jian
Secretary General and Chairman

Beijing, the People's Republic of China
30 May 2023

Attest to the foregoing, I, the Executive Director of the Company, Kang Jian, Secretary General, do hereby certify that the foregoing is a true and correct copy of the resolution of the Board of Directors of the Company. Signed, Kang Jian, Secretary General and Chairman.

1. DETAILS OF THE SPECIAL RESOLUTION ABOVE ARE SET OUT IN THE CIRCULAR OF THE COMPANY DATED 30 MAY 2023.

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

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3. PROXY

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