

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 your 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
北

**PROPOSED RE-ELECTION AND ELECTION OF
DIRECTORS IN THE FIFTH SESSION
PROPOSED RE-ELECTION OF SHAREHOLDER REPRESENTATIVE
SUPERVISORS IN THE FIFTH SESSION
AND
NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2023**

A letter from the Board of Directors is set out on pages 3 to 8 of this mpgef.

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The following expressions have the meanings set out below unless the context requires otherwise:

“Articles of Association” the articles of association of the Company, as amended, modified or otherwise supplemented from time to time

“BEH” (Beijing Energy Holding Co., Ltd.)
(previously known as (Beijing Energy Investment Holding Co., Ltd.)), a limited liability company incorporated in the PRC and the controlling shareholder of the Company

“Board” or “Board of Directors” the board of Directors of the Company

“Board of Supervisors” the board of Supervisors of the Company

“BSCOMC” (Beijing State-owned Capital Operation and Management Co., Ltd.) Lqghu,rlyuL:NW1q1(q1K6TpoG:9beF

DEFINITIONS

"Shareholder(s)" the holder(s) of the ordinary share(s) of the Company

"Supervisor(s)" the supervisor(s) of the Company

LETTER FROM THE BOARD



Beijing Jingneng Clean Energy Co., Limited
北

Executive Directors:

Mr. ZHANG Fengyang (*Chairman*)
Mr. CHEN Dayu (*General Manager*)
Mr. GAO Yuming
Mr. CAO Mansheng

Non-executive Directors:

Mr. ZHOU Jianyu
Mr. SONG Zhiyong
Ms. ZHANG Yi

Independent non-executive Directors:

Mr. HUANG Xiang
Mr. CHAN Yin Tsung
Mr. XU Daping
Ms. ZHAO Jie

Registered Office:

Room 118, 1 Ziguang East Road
Badaling Economic Development Zone
Yanqing District, Beijing
the PRC

Principal Place of Business in Hong Kong:

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

9 August 2023

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION AND ELECTION OF
DIRECTORS IN THE FIFTH SESSION
PROPOSED RE-ELECTION OF SHAREHOLDER REPRESENTATIVE
SUPERVISORS IN THE FIFTH SESSION
AND**

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2023

INTRODUCTION

Reference is made to the announcement of the Company dated 25 July 2023 in relation to (i) the proposed re-election and election of Directors in the fifth session of the Board of Directors; and (ii) the proposed re-election of shareholder representative Supervisors in the fifth session of the Board of Supervisors.

LETTER FROM THE BOARD

The purpose of this circular is (a) to provide you with details regarding the proposed re-election and election of the Directors in the fifth session of the Board of Directors and the proposed re-election of the shareholder representative Supervisors in the fifth session of the Board of Supervisors; and (b) to provide the Shareholders with the notice of the EGM.

PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS IN THE FIFTH SESSION

As at the date of this circular, the Board of Directors consists of eleven Directors, namely Mr. ZHANG Fengyang, Mr. CHEN Dayu, Mr. GAO Yuming and Mr. CAO Mansheng as executive Directors, Mr. ZHOU Jianyu, Mr. SONG Zhiyong and Ms. ZHANG Yi as non-executive Directors and Mr. HUANG Xiang, Mr. CHAN Yin Tsung, Mr. XU Daping and Ms. ZHAO Jie as independent non-executive Directors. Pursuant to the Articles of Association, a Director may be re-elected upon the expiry of his or her term.

The terms of all incumbent Directors have expired on 28 May 2023 and according to the Articles of Association, the incumbent Directors shall continue to diligently discharge their responsibilities as Directors in accordance with the laws, administrative regulations, departmental regulations and the Articles of Association till the formation of the next session of the Board of Directors. The Board of Directors proposed the nomination for the re-election of the Directors as follows:

- (i) Mr. ZHANG Fengyang and Mr. CHEN Dayu as candidates for executive Directors;
- (ii) Mr. ZHOU Jianyu, Mr. SONG Zhiyong and Ms. ZHANG Yi as candidates for non-executive Directors; and
- (iii) Ms. ZHAO Jie as candidate for independent non-executive Director.

The Board of Directors also proposed the following candidates to be newly elected by the Shareholders:

- (i) Mr. ZHANG Wei and Mr. LI Minghui as candidates for executive Directors; and
- (ii) Mr. WANG Hongxin, Mr. QIN Haiyan and Ms. HU Zhiying as candidates for independent non-executive Directors.

The above proposed re-election and election of the Directors will be submitted to the Shareholders for consideration and approval by way of ordinary resolutions at the EGM. If the above proposed re-election and election of the Directors is approved at the EGM, the terms of office of the candidates for Director will commence from the date on which the relevant resolutions being approved by the Shareholders at the EGM until the date of expiry of the term of the fifth session of the Board of Directors.

Mr. GAO Yuming, Mr. CAO Mansheng, Mr. HUANG Xiang, Mr. CHAN Yin Tsung and Mr. XU Daping will not participate in the re-election of Directors due to other work arrangements and will resign after conclusion of the EGM. Each of Mr. GAO Yuming, Mr. CAO Mansheng, Mr. HUANG Xiang, Mr. CHAN Yin Tsung and Mr. XU Daping has confirmed that he had no disagreement with the Board of Directors and there are no other matters in relation to his resignation that should be brought to the attention of the Shareholders. The Board of Directors extended sincere gratitude to them for their long-term contributions to the Company.

The biographical details of the above candidates for Director proposed for re-election and election are set out in Appendix I to this circular.

The Remuneration and Nomination Committee of the Board of Directors had identified candidates for independent non-executive Directors

Directors who concurrently serve as the chairman of any special committees of the Board of Directors shall receive an annual emolument of RMB150,000 from the Company, and other independent non-executive Directors shall receive an annual emolument of RMB100,000 from the Company, which are determined with reference to their experience, duties, responsibilities and the Company's remuneration policy. The travel expenses incurred by the independent non-executive Directors to participate in the board meetings, general meetings and the relevant activities organized by the Board of Directors shall be borne by the Company. The Company will disclose the remuneration of Directors in its annual report each year.

Save as disclosed in this circular, there is no information in relation to each of the above-mentioned candidates for Director that needs to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules. Save as mentioned in this circular, there is no other matter in relation to the appointment of each of the candidates for Director that needs to be brought to the attention of the Shareholders./HTdrG)aveMTgmpgpfv

LETTER FROM THE BOARD

The Company will enter into a service contract with each of the above-mentioned candidates for shareholder representative Supervisor in respect of their positions for a term of office of three years commencing from the date of approval by the Shareholders at the EGM till the date of the expiration of the term of office of the fifth session of the Board of Supervisors. Mr. WANG Xiangneng and Mr. SUN Li will not receive any remuneration from the Company during their term as Supervisors.

Save as disclosed in this circular, there is no information in relation to each of the above-mentioned candidates for shareholder representative Supervisor that needs to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules. Save as mentioned in this circular, there is no other matter in relation to the appointment of each of the candidates for shareholder representative Supervisor that needs to be brought to the attention of the Shareholders.

In addition, an employee representative meeting of the Company will be held in due course to re-elect or elect the employee representative Supervisor, who will jointly form the fifth session of the Board of Supervisors with the shareholder representative Supervisors to be re-elected at the EGM. The appointment of the employee representative Supervisor is not subject to the approval of the Shareholders. The Company will update the Shareholders as and when appropriate.

The EGM

A notice convening the EGM to be held at Meeting Room 802, 8th Floor, No. 6 Xibahe Road, Chaoyang District, Beijing, the PRC on Tuesday, 29 August 2023 at 9:30 a.m. has been despatched to the Shareholders on 9 August 2023. A proxy form for use at the EGM has been despatched to the Shareholders on 9 August 2023 and was also published on the website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>).

Holders of H shares of the Company whose names appear on the register of members of the Company on the close of business on Wednesday, 23 August 2023 are entitled to attend the EGM and vote at the EGM. The share register for H shares of the Company will be closed from Thursday, 24 August 2023 to Tuesday, 29 August 2023 (both days inclusive), during which period no share transfer of H shares of the Company will be registered.

Whether or not you are able to attend the EGM, 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 EGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending the EGM and voting in person if you so wish.

VOTES TO BE TAKEN BY POLL

The resolutions to be proposed at the EGM will be voted by poll. No Shareholder is required to abstain from voting in respect of the resolutions proposed at the EGM.

LETTER FROM THE BOARD

RECOMMENDATIONS

The Directors (including the independent non-executive Directors) believe that the proposed re-election and election of Directors in the fifth session of the Board of Directors and the proposed re-election of shareholder representative Supervisors in the fifth session of the Board of Supervisors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favour of relevant resolutions to be proposed at the EGM.

By Order of the Board
Beijing Jingneng Clean Energy Co., Limited
ZHANG Fengyang
Chairman

APPENDIX I BIOGRAPHICAL DETAILS OF THE CANDIDATES FOR DIRECTOR OF THE FIFTH SESSION OF THE BOARD OF DIRECTORS

Executive Directors

Mr. ZHANG Fengyang (), aged 53, is the chairman of the Board of Directors, an executive Director and the chairman of the Strategy Committee and the Legal and Compliance Management Committee of the Board of Directors. Mr. Zhang served as an engineer and the deputy head of the design office of Beijing Survey and Design Research Institute () from July 1994 to September 2000; the deputy head of the operation and development department, deputy chief design engineer and the party branch secretary of Beijing National Water Conservancy & Electric Power Engineering Co., Ltd. () from September 2000 to October 2003; the project manager of the electricity investment and construction department of Beijing International Power Development and Investment Corporation () from October 2003 to July 2004; the deputy general manager and party branch secretary of Beijing International Power New Energy Co., Ltd. () from July 2004 to April 2007; the general manager, party branch secretary and executive director of Beijing International Power New Energy Co., Ltd. from April 2007 to July 2009; the secretary of CPC Committee, general manager and executive director of Beijing Jingneng New Energy Co., Ltd. () from July 2009 to November 2013; general manager of Beijing Jingneng New Energy Co., Ltd. from November 2013 to June 2018; the general manager of the Company from February 2018 to November 2020; and director of Beijing Jingneng International Power Co., Ltd. () from November 2018 to March 2023. Mr. Zhang has been the director of Beijing Jingneng Clean Energy (Hong Kong) Limited () since July 2018; the secretary of CPC Committee of the Company and the executive Director since February 2018; and the chairman of the Board of Directors since November 2020. Mr. Zhang has been the vice president of the first council of the Power Generation Branch of Beijing Electric Power Industry Association () since June 2021.

Mr. Zhang graduated from the department of water conservancy engineering of Chengdu University of Science and Technology () majoring in water conservancy and hydropower engineering construction and obtained a bachelor's degree in hydraulic and hydropower engineering. Mr. Zhang holds the senior engineer professional and technical qualification.

Mr. CHEN Dayu (), aged 53, is an executive Director, the general manager and a member of the Strategy Committee of the Board of Directors. Mr. Chen served as a specialist engineer in the power production and operation department and power energy business department of Beijing Energy Investment Holding Co., Ltd. () from December 2004 to April 2007; deputy general manager of Inner Mongolia Shangdu Power Generation Co., Ltd. () from April 2007 to May 2009; deputy general manager of Ningxia Jingneng Ningdong Electric Power Co., Ltd. () from May 2009 to September 2010; general manager of Beijing Jingneng Gao'antun Gas-fired Thermal Power Co., Ltd. () from September 2010 to November 2017; secretary of CPC Committee, executive director and general manager of Beijing Jingneng Gao'antun Gas-fired Thermal Power Co., Ltd. from November 2017 to January 2018; secretary of CPC Committee and executive director of Beijing Jingneng Gao'antun Gas-fired Thermal Power Co., Ltd. from January 2018 to December 2018; secretary of CPC General Branch and executive director of Beijing Jingneng Gao'antun Gas-fired Thermal Power Co., Ltd. from December 2018 to May 2020; head of enterprise management division of BEH from February 2020 to November 2020; and chairman of the board

APPENDIX I BIOGRAPHICAL DETAILS OF THE CANDIDATES FOR DIRECTOR OF THE FIFTH SESSION OF THE BOARD OF DIRECTORS

of Beijing Jingneng International Energy Technology Co., Ltd. from September 2021 to September 2022. Mr. Chen has been the deputy secretary of CPC Committee of the Company since October 2020, the general manager of the Company since November 2020 and an executive Director since February 2021.

Mr. Chen graduated from Department of Power Engineering of North China Electric Power University () in 1992, majoring in production process automation and obtained a bachelor's degree in engineering. He studied on-the-job in the Department of Electrical Engineering and Applied Electronic Technology of Tsinghua University (), majoring in electrical engineering and obtained a master's degree in engineering in January 2014. Mr. Chen holds the senior engineer professional and technical qualification.

Mr. ZHANG Wei (), aged 55, is a deputy general manager of the Company, the secretary of the Board of Directors and the joint company secretary of the Company. He has more than 15 years of experience in finance and capital operation management. Mr. Zhang joined BEH in 2006. Mr. Zhang served as the director of the preparatory office of the finance company of Beijing Energy Investment Holding Co., Ltd. () and the general manager of BEH Shenyang Finance Co., Ltd. () from January 2006 to May 2006; the general manager of BEH Finance Co., Ltd. () from May 2006 to May 2018 and the secretary of the party branch of the same company from March 2007 to May 2018; the head of the property rights and capital operation department of BEH from May 2018 to July 2022 and the head of the assets and capital management department of BEH from July 2022 to March 2023; the chairman of the supervisory committee of Beijing Jingneng Real Estate Co., Ltd. () (a company listed on the Shanghai Stock Exchange with stock code of 600791) and BEH Finance Co., Ltd. () from October 2018 to March 2023; a member of the investment decision-making committee of Chongqing Fudu Equity Investment Fund Partnership Enterprise (Limited Partnership) (), a member of the investment advisory committee of Xiamen Saifu Equity Investment Partnership Enterprise (Limited Partnership) (), a member of the strategic advisory committee and an observer of the investment decision-making committee of Beijing Z-Park Fund Investment Center (Limited Partnership) (), a member of the investment decision-making committee of Beijing Shunlong Investment Development Fund (Limited Partnership) (), and a director of Beijing Shunlong Private Debt Investment Fund Management Co., Ltd. () from June 2020 to March 2023; a director of Beijing Jingneng Tongxin Investment Management Co., Ltd. () from September 2021 to March 2023; and a director of Beijing Jingneng Financial Leasing Co., Ltd. () from November 2021 to March 2023. He has been the deputy general manager of the Company since April 2023 and the secretary of the Board of Directors and the joint company secretary of the Company since June 2023.

Mr. Zhang graduated from the department of infrastructure economics of the Central Institute of Finance and Economics () in July 1990, majoring in infrastructure finance and credit, and obtained a bachelor's degree in economics. Mr. Zhang holds the professional technical qualifications of senior economist and accountant.

APPENDIX I BIOGRAPHICAL DETAILS OF THE CANDIDATES FOR DIRECTOR OF THE FIFTH SESSION OF THE BOARD OF DIRECTORS

Mr. LI Minghui (), aged 47, is a deputy general manager of the Company. He has more than 15 years of management experience in the electric power industry. Mr. Li served as the deputy general manager (in charge of the work) of Xilin Gol Jixiang Huaya Wind Power Generation Co., Ltd. () from July 2007 to September 2008; the deputy general manager of Inner Mongolia Wind Power Branch of Beijing Jingneng International Power Co., Ltd. () from September 2008 to July 2009; the deputy general manager of Beijing Jingneng New Energy Co., Ltd. () from July 2009 to January 2018; the general manager of Beijing Jingfeng Thermal Power Co., Ltd. () and Beijing Jingfeng Gas Power Generation Co., Ltd. () from January 2018 to June 2020; the deputy party secretary of Beijing Jingfeng Gas Power Generation Co., Ltd. () from March 2018 to June 2020; the provisional secretary of the party committee of Beijing Branch of the Company from June 2020 to November 2020 and then its secretary of the party committee from November 2020 to September 2022; and the executive director of Beijing Jingneng New Energy Co., Ltd. () from June 2020 to September 2022. He has been the deputy general manager of the Company since November 2022.

Mr. Li graduated from North China Electric Power University () in July 1998 with a bachelor's degree in electric power system and automation. He studied on-the-job in Tsinghua University () and obtained a master's degree in electrical engineering in January 2016. Mr. Li holds the senior engineer professional and technical qualification.

Non-executive Directors

Mr. ZHOU Jianyu (), aged 56, is a non-executive Director and a member of the Legal and Compliance Management Committee of the Board of Directors. Mr. Zhou served as a staff member of the fourth plant (the "Fourth Plant") of Beijing Coal Corporation (), the deputy director and then the director of the briquette workshop of the Fourth Plant, the assistant to the director of the Fourth Plant, the director of the seventh plant of Beijing Coal Corporation, and the director and deputy general manager of the first plant of Beijing Coal Corporation from June 1989 to October 2001. He successively served as the deputy general manager, a member of the standing committee of the CPC Committee, executive deputy general manager and a director of Beijing Jintai Hengye Co., Ltd. () from October 2001 to April 2010; the secretary of the CPC Committee and the chairman of the board of directors of Beijing Jintai Group Co., Ltd. () from April 2010 to September 2018; the deputy general manager of Beijing Jingmei Group Co., Ltd. () from September 2010 to October 2010; a member of the standing committee of the CPC Committee and deputy general manager of Beijing Jingmei Group Co., Ltd. from October 2010 to January 2018; the secretary of the CPC Committee and the chairman of the board of directors of Beijing Jingmei Group Co., Ltd. from January 2018 to September 2018; he presided over the work of the board of directors of Beijing Jingneng Real Estate Co., Ltd. () (a company listed on the Shanghai Stock Exchange with stock code of 600791) from May 2018 to October 2018; and the secretary of the CPC Committee and the chairman of the board of directors of Beijing Jingneng Real Estate Co., Ltd. from October 2018 to February 2021. Since February 2021, he has been serving as a full-time investment director of BEH. He has been a supervisor of China Aluminum Ningxia Energy Group Co., Ltd. () since March 2021; a supervisor of Beijing Jingtai Transportation Investment Operation Co., Ltd. () since November 2021; a director of Beijing District Heating (Group) Co., Ltd. ()

APPENDIX I BIOGRAPHICAL DETAILS OF THE CANDIDATES FOR DIRECTOR OF THE FIFTH SESSION OF THE BOARD OF DIRECTORS

(), Beijing Jingneng Thermal Development Co., Ltd. () and Beijing Jingneng Technology Co., Ltd. () since June 2022; a non-executive Director of the Company since September 2022; and a director of Beijing Jingneng Power Co., Ltd. () (a company listed on the Shanghai Stock Exchange with stock code: 600578) since December 2022.

Mr. Zhou graduated from China University of Mining and Technology (), majoring in coal chemical industry, with a bachelor's degree in engineering in June 1989. In September 1998, he graduated from Renmin University of China () of the on-the-job postgraduate study in business administration. In July 2013, he studied on-the-job in Peking University's () senior management MBA program and obtained a master's degree in business administration. Mr. Zhou holds the senior economist professional and technical qualification and the senior engineer professional and technical qualification.

Mr. SONG Zhiyong (), aged 33, is a non-executive Director and a member of the Audit Committee and the Strategy Committee of the Board of Directors. Mr. Song consecutively served as the business assistant, business head and business manager of the equity management department of Beijing State-owned Capital Operation Management Center () from August 2016 to May 2021; and the business manager of the equity management department of BSCOMC from May 2021 to November 2021 (during the period from October 2020 to September 2021, he was seconded to Beijing Municipal Bureau of Finance ()). He has been serving as the business manager of the capital operation department of BSCOMC since November 2021 and a non-executive Director of the Company since March 2022.

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

Ms. ZHANG Yi (), aged 53, is a non-executive Director. Ms. Zhang has extensive work experience in investment management, risk control and compliance management. Ms. Zhang successively served as a cadre of the business department of the People's Insurance Company of China (), the deputy director and then the director of the bond division of the fund utilization department, and the manager of the bond business department of the investment management center of China Insurance Reinsurance Company () from August 1993 to February 2005; she successively served as the assistant general manager, deputy general manager and general manager of risk control and compliance department, general manager of general management department, and general manager of internal control and compliance risk management department of China Re Asset Management Co., Ltd. () from February 2005 to April 2015; the general manager of the asset management department of China Continent Property & Casualty Insurance Co., Ltd. () from May 2015 to January 2019; she successively served as the chief risk management executive officer, compliance officer, risk control director and general manager of risk control center of China Re Asset Management Co., Ltd. from January 2019 to November 2022. She has been serving as an executive director and the general manager of China Re Asset Management (Hong Kong) Co., Ltd. () () since July 2022; and a non-executive Director of the Company and a non-executive director of CSSC (Hong Kong) Shipping Company Limited (a company listed on the Hong Kong Stock Exchange with stock code 03877) since September 2022.

APPENDIX I BIOGRAPHICAL DETAILS OF THE CANDIDATES FOR DIRECTOR OF THE FIFTH SESSION OF THE BOARD OF DIRECTORS

Ms. Zhang graduated from Dongbei University of Finance and Economics (), majoring in international finance and obtained a bachelor's degree in economics in July 1993. Ms. Zhang holds the economist professional and technical qualification.

Independent non-executive Directors

Ms. ZHAO Jie (), aged 67, is an independent non-executive Director and a member of the Remuneration and Nomination Committee of the Board of Directors. Ms. Zhao successively held various positions in North China Electric Power Design Institute (), including deputy chief of the electrical department, chief design engineer, deputy chief of the engineering department, deputy chief engineer, and vice president from March 1983 to August 1998. Ms. Zhao served as the vice president and professor-level senior engineer of Electric Power Planning & Engineering Institute () from September 1998 to November 2011, during which she concurrently served as the general manager of China Power Engineering Consulting Corporation () from April 1999 to June 2003; the deputy general manager of China Power Engineering Consulting Group Co., Ltd () from June 2003 to November 2011; and the deputy general manager of China Energy Engineering Group Co., Ltd. () and the president of Electric Power Planning & Engineering Institute from November 2011 to July 2015. Ms. Zhao served as the deputy general manager of China Energy Engineering Corporation Limited () (a company listed on the Hong Kong Stock Exchange with stock code 03996) from July 2015 to March 2017, and retired in March 2017. Ms. Zhao has been serving as an independent non-executive Director of the Company and the independent director of Beijing Jingneng Power Co., Ltd. (a company listed on the Shanghai Stock Exchange with stock code 600578) since June 2021.

Ms. Zhao graduated from the department of electricity of Tsinghua University Branch Campus majoring in electrical engineering in March 1983 and obtained a bachelor's degree.

Mr. WANG Hongxin (), aged 59, has more than 25 years of experience in corporate governance and equity and securities investment. He served as the secretary to the board of directors, director, deputy general manager and member of the party committee of Maoming Yongye (Group) Co., Ltd. (), currently known as Guangdong Highsun Group Co., Ltd. () (a company listed on the Shenzhen Stock Exchange with stock code of 000861) from June 1998 to December 2003; an assistant to the general manager of China National Materials Development and Investment Corporation () from March 2004 to May 2005; an executive director and managing director of China Chengtong Development Group Co., Ltd. () (a company listed on the Hong Kong Stock Exchange with stock code of 00217) from May 2005 to June 2017; a director and deputy secretary of the party committee of China Chengtong Hong Kong Limited () from October 2008 to December 2017; the general manager of Zhuhai Yunkang Tongsheng Equity Investment Fund Management Co., Ltd. () from January 2018 to July 2019; the deputy general manager and the general manager of Dali Pharmaceutical Co., Ltd. () (a company listed on the Shanghai Stock Exchange with stock code of 603963) from October 2019 to April 2021; and an executive director, chief executive officer, chairman of China region and chief investment officer of Zhong Ji Longevity Science Group Limited () (a company listed on the Hong Kong Stock Exchange with stock code of 00767) from May 2021 to February 2022. Mr. Wang has been serving as the managing director of Shanghai Shunxingu Semiconductor

Technology Co., Ltd. () since August 2022 and the chairman and general manager of Wuhan Daotian Plasma Technology Co., Ltd. () since February 2023. He has been serving as a juror of the High Court of Hong Kong since April 2022.

Mr. Wang graduated from the department of Chinese Language and Literature of Jilin Normal University (), majoring in Chinese Language and Literature and obtained a bachelor's degree in July 1986. He studied on-the-job in the Executive MBA (EMBA) program of Guanghua School of Management of Peking University and obtained a master's degree in July 2003. Mr. Wang holds qualification as securities analyst and fund manager.

Mr. QIN Haiyan (), aged 53, has more than 19 years of experience in the field of renewable energies such as wind and solar energy as well as in the field of products inspection and testing. He served as an engineer at China Classification Society () from July 1994 to July 2003. He has been serving as the head of Beijing General Certification Center () since January 2004 and the secretary general of the Chinese Wind Energy Association under China Renewable Energy Society () since July 2004. He served as an independent director, a member of the strategic committee and the remuneration and assessment committee, and chairman of the nomination committee of CECEP Wind-Power Corporation () (a company listed on the Shanghai Stock Exchange with stock code of 601016) from June 2017 to July 2023. Mr. Qin has been serving as an independent director and a member of the strategic committee of Shenergy Company Limited () (a company listed on the Shanghai Stock Exchange with stock code of 600642) since June 2020; an independent director and a member of the strategic committee, the nomination committee and the remuneration and assessment committee of Nyocor Co., Ltd. () (a company listed on the Shanghai Stock Exchange with stock code of 600821) since September 2020; and an independent non-executive director and a member of the nomination committee of China Datang Corporation Renewable Power Co., Limited

APPENDIX I BIOGRAPHICAL DETAILS OF THE CANDIDATES FOR DIRECTOR OF THE FIFTH SESSION OF THE BOARD OF DIRECTORS

Management of University of Science and Technology Beijing since June 2011, a member of the Agricultural and Environmental Audit Professional Committee of the Beijing Audit Institute () since November 2021 and the deputy chairman of the Financial Management Branch of the Beijing Construction Accounting Society () since June 2023.

Ms. Hu graduated from Xiamen University () in July 1998, majoring in accounting and obtained a bachelor's degree. She obtained her master's degree in accounting in July 2001 and later obtained her Ph.D degree in accounting in July 2004 from Chinese Academy of Fiscal Sciences (). Ms. Hu was elected as a leader in academic accounting by the Ministry of Finance () in 2017. She is a non-practicing member of the Chinese Institute of Certified Public Accountants.

Mr. WANG Xiangneng (), aged 59, is the chairman of the Board of Supervisors of the Company. Mr. Wang served as the accountant of the Infrastructure Office of the Administration of Institutional Affairs of the Chinese Academy of Social Sciences () from July 1986 to July 1988 (during which period, he volunteered to teach in Tangyin County, Henan as a member of the Central State-level Lecturer Team () from June 1987 to June 1988); accountant of the finance department of National Agriculture Investment Co. Ltd. () from July 1988 to September 1994; business director of finance and accounting department of State Development and Investment Co., Ltd. () from September 1994 to May 1997; vice president and chief accountant of the State Bureau of Surveying and Mapping China Testing and Audit Firm () from May 1997 to December 1998; president and chief accountant of the State Bureau of Surveying and Mapping China Testing and Audit Firm () from December 1998 to September 1999; certified public accountant of Zhongchengxin Accounting Firm () from September 1999 to March 2000; certified public accountant of Otdi Accounting Firm () from March 2000 to October 2001; certified public accountant of Beijing Zhongguanghua Accounting Firm () from October 2001 to May 2002; manager of the finance department and manager of the planning and finance department of Beijing International Power Development and Investment Company () from May 2002 to November 2004; manager of the finance department and manager of the planning and finance department of Beijing Energy Investment Holding Co., Ltd. () from December 2004 to December 2009; chairman of the board of supervisors of Beijing Jingneng International Power Co., Ltd. () from July 2006 to March 2023 and its vice president and party committee member from December 2009 to June 2013; deputy general manager of Beijing Jingneng Thermal Power Co., Ltd. () (currently known as Beijing Jingneng Power Co., Ltd. () (a company listed on the Shanghai Stock Exchange with stock code: 600578)) from June 2013 to May 2018; vice chairman of the board of directors of Guohua Energy Co., Ltd. () from November 2017 to June 2021; deputy general manager of Beijing Jintai Group Co., Ltd. () from May 2018 to September 2018; the chairman of the board of supervisors of Jingneng Electricity Logistic Services Co., Ltd. () from January 2019 to June 2021; and the chairman of the board of supervisors of Guohua Energy Co., Ltd. from June 2021 to February 2023.

He has been serving as a full-time investment director of BEH since September 2018; the chairman of the board of supervisors of Beijing Jingneng Energy Technology Research Co., Ltd. ()

APPENDIX II BIOGRAPHICAL DETAILS OF THE CANDIDATES FOR SHAREHOLDER REPRESENTATIVE SUPERVISOR OF THE FIFTH SESSION OF THE BOARD OF SUPERVISORS

majoring in Accounting in Capital University of Economics and Business () in July 2004 and graduated from School of Software and Microelectronics of Peking University majoring in software engineering with a master's degree in engineering in January 2008.

Mr. SUN Li (), aged 58, is a Supervisor of the Company. Mr. Sun served as the deputy director of the News Department of the General Office of the Ministry of Water Resources () from August 1996 to December 1998; a cadre of the Office of Preparation for Water Resources Dispatch Building of the Ministry of Water Resources () from January 1999 to May 2002; and the head of general manager office of Beijing International Power Development and Investment Corporation () from May 2002 to December 2004. Mr. Sun also successively served as the head of the office of board of directors, director of human resources department, party branch secretary and head of the general manager office of Beijing Energy Investment Holding Co., Ltd. () from December 2004 to December 2014; the head of the general manager office, head of human resources department and deputy director of the organization department of the party committee of BEH from December 2014 to May 2018; the secretary of party committee and executive director of Beijing Yuanshen Energy Saving Technology Co., Ltd. () from May 2018 to June 2020; and a director of Beijing Jingneng International Power Co., Ltd. () from January 2022 to March 2023. Mr. Sun has been a full-time investment director of BEH since June 2020; a supervisor of Jingneng Xilinguole Energy Co., Ltd. () and a director of Beijing Haohua Energy Resource Co., Ltd. () (a company listed on the Shanghai Stock Exchange with stock code 601101) since July 2020; a Supervisor of the Company since September 2020; the chairman of the board of supervisors of Investment Beijing International Co., Ltd. () since November 2020; a director of BAIC Motor Corporation Limited () (a company listed on the Hong Kong Stock Exchange with stock code 01958) since January 2021; a director of Jingneng Property Company Limited () (a company listed on the Shanghai Stock Exchange with stock code of 600791) since May 2021; a director of Beijing Jingneng Financial Leasing Co., Ltd. () since November 2021; and a supervisor of Beijing District Heating (Group) Co., Ltd. () and Beijing Jingneng Thermal Development Co., Ltd. () since January 2022.

Mr. Sun graduated from the Department of Journalism of Chinese People's Police University () majoring in journalism and obtained a bachelor's degree of Arts in July 1988, and graduated from the School of Business Administration of Renmin University of China () majoring in business administration and obtained a master's degree in business administration in June 2001.



Beijing Jingneng Clean Energy Co., Limited
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NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2023

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Beijing Jingneng Clean Energy Co., Limited (the “**Company**”) will be held at 9:30 a.m. on Tuesday, 29 August 2023 at Meeting Room 802, 8th Floor, No. 6 Xibahe Road, Chaoyang District, Beijing, the PRC, for the purposes of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the proposed re-election of Mr. ZHANG Fengyang as an executive director of the board of directors of the Company (the “**Board of Directors**”) in the fifth session;
2. To consider and approve the proposed re-election of Mr. CHEN Dayu as an executive director of the Board of Directors in the fifth session;
3. To consider and approve the proposed election of Mr. ZHANG Wei as an executive director of the Board of Directors in the fifth session;
4. To consider and approve the proposed election of Mr. LI Minghui as an executive director of the Board of Directors in the fifth session;
5. To consider and approve the proposed re-election of Mr. ZHOU Jianyu as a non-executive director of the Board of Directors in the fifth session;
6. To consider and approve the proposed re-election of Mr. SONG Zhiyong as a non-executive director of the Board of Directors in the fifth session;
7. To consider and approve the proposed re-election of Ms. ZHANG Yi as a non-executive director of the Board of Directors in the fifth session;
8. To consider and approve the proposed re-election of Ms. ZHAO Jie as an independent non-executive director of the Board of Directors in the fifth session;
9. To consider and approve the proposed election of Mr. WANG Hongxin as an independent non-executive director of the Board of Directors in the fifth session;

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10. To consider and approve the proposed election of Mr. QIN Haiyan as an independent non-executive director of the Board of Directors in the fifth session;
11. To consider and approve the proposed election of Ms. HU Zhiying as an independent non-executive director of the Board of Directors in the fifth session;
12. To consider and approve the proposed re-election of Mr. WANG Xiangneng as a shareholder representative supervisor of the board of supervisors of the Company (the **"Board of Supervisors"**) in the fifth session; and
13. To consider and approve the proposed re-election of Mr. SUN Li as a shareholder representative supervisor of the Board of Supervisors in the fifth session.

By Order of the Board
Beijing Jingneng Clean Energy Co., Limited
ZHANG Fengyang
Chairman

Beijing, the PRC
9 August 2023

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 the resolutions are set out in the circular of the Company dated 9 August 2023 (the **"Circular"**). Unless otherwise defined, capitalized terms shall have the same meanings as defined in the Circular.

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

Holders of H shares of the Company are advised that the share register for H shares of the Company will be closed from Thursday, 24 August 2023 to Tuesday, 29 August 2023 (both days inclusive). The Shareholders whose names appear on the register of members of the Company on the close of business on Wednesday, 23 August 2023 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 Company's H share registrar 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 Wednesday, 23 August 2023 for registration.

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2. PROXY

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 authorized 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 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 documents must be notarized.

For holders of H shares of the Company, the proxy form together with the power of attorney or other authorization document (if any) must be lodged at the Company's H share registrar 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 hours before the time fixed for holding the EGM (i.e. by no later than 9:30 a.m. on Monday, 28 August 2023 or any adjournment thereof (as the case may be) in order to be valid. Shareholders can still attend and vote at the EGM 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: 7/8F, No. 6 Xibahe Road,
Chaoyang District,
Beijing,
the PRC

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

4. PROCEDURES FOR VOTING AT THE EGM

Any vote of Shareholders at the EGM must be taken by poll.

5. OTHER BUSINESS

Shareholders (in person or by proxy) attending the EGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the EGM shall produce their identity documents.

6. References to time and dates in this notice are to Hong Kong time and dates.