
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about the content of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, chartered accountant or other professional adviser.

If you have sold or transferred your shares in Beijing Jingneng Clean Energy Limited, you should nevertheless together with the enclosed proxy form forward the proxy form to the bank or other agent through whom the transfer was effected for transmission to the relevant registrars.

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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)

**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**

Letter from the Board of the Company, dated 3 to 7 of this circular.

The General and the H Share Meeting will be held in accordance with the main part 10.00 minutes. Thursday, 29 June 2023 at 10:00 a.m. Rm 56 and H Share Meeting - 10:00 a.m. Rm 56. The notice of the General Meeting is dated 11 to 15 of this circular and the notice convening the H Share Meeting is dated 16 to 17 of this circular. Proxy forms for the General and H Share Meeting are enclosed with this circular and were published on the website of the Hong Kong Stock Exchange at www.hkexnews.hk. Whether or not you are able to attend the General and H Share Meeting, you are requested to complete and return the proxy form in accordance with the instructions printed thereon not less than 24 hours before the meeting is held for holding the General and H Share Meeting, and not later than 10:00 minutes on Wednesday, 28 June 2023 in order to attend the meeting.

Meeting and return of the proxy form will not be received from attending and voting at the General and H Share Meeting held in person.

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

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DEFINITIONS

<p>“T e f o w / g e x r e o a v e t e m e a / g e t o u t b e o w u e t e z o t e x t r e q u i r e o t e r w e .”</p>	<p>the nn gener meet ng f the m n t be he d t 10 00 m n Th r d 29 J ne 2023 t r b , r R m 56, r d sh ngr - c f c ce s reme , rt R d entr , ng K ng</p>
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<p>“B r d r “B r d f r e c t r ”</p>	<p>the b r d f r e c t r f the m n</p>
<p>“ sh re e e t n g ”</p>	<p>the sh re e e t n g n d the c meet ng f r h d e r f m e t c sh re t b e c n v e n e d n Th r d 29 J n e 2023 m m e d t e f t e r t h e c n c , n r d , r n m e n t f t h e sh re e e t n g</p>
<p>“ m n ”</p>	<p>北京京能清潔能源電力股份有限公司 B e j n g J n g n e n g e n e r g m t e d j n t t c k c m n n c r r t e d n t h e R w t h m t e d b t w h e sh re r e t e d n t h e n g K n g s t c k x c h n g e</p>
<p>“ m n w ”</p>	<p>the m n w f the l e e ' R e , b c f h n 《中華人民共和國公司法》 m e n d e d m d f e d r t h e r w e , e m e n d e d f r m t m e t t m e</p>
<p>“ r e c t r ”</p>	<p>the d r e c t r f the m n</p>
<p>“ m e t c sh re ”</p>	<p>the r d n r h r e , e d b t h e m n n t h e R w t h n m n v , e f R B 1 0 0 e c h w h c h r e , b c r b e d f r n R B</p>
<p>“ sh re e e t n g ”</p>	<p>the 2023 f r t sh re c meet ng t b e c n v e n e d n Th r d 29 J n e 2023 m m e d t e f t e r t h e c n c , n r d , r n m e n t f t h e G</p>
<p>“ sh re ”</p>	<p>the v e r e - t e d f r e g n n v e t e d h r e n t h e h r e c t f t h e m n w t h n m n v , e f R B 1 0 0 e c h w h c h r e , b c r b e d f r n d t r d e d n n g K n g d r</p>
<p>“ n g K n g ”</p>	<p>the n g K n g s e c , d m n t r t v e R e g n f t h e R</p>
<p>“ n g K n g s t c k x c h n g e ”</p>	<p>The s t c k x c h n g e f n g K n g m t e d</p>
<p>“ t e t r c t c b e t e ”</p>	<p>22 2023 b e n g t h e t e t r c t c b e d t e r r t t h e r n t n g f t h c r e r f r c e r t n g c e r t n n f r m t n n t h c r e r</p>

DEFINITIONS

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LETTER FROM THE BOARD

Executive Director,
G... (General Manager)
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Room 118 1st floor, T...
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Executive Director,
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Executive Director,
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**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

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... with the ... the general ...
... and the general ...
... whether to ...
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2. GENERAL MANDATE TO ISSUE DOMESTIC SHARES AND H SHARES

in order to enable the Board to exercise the powers conferred upon it in the event that it becomes desirable to issue new shares or to vary the rights attached to the existing shares, the Board is authorized to issue or to grant the authority to issue domestic shares and H shares in accordance with the provisions of the Memorandum and Articles of Association of the Company and to exercise the powers conferred upon it by the Memorandum and Articles of Association of the Company with new shares in the hands of the members of the Company representing 20% of the aggregate number of issued domestic shares and H shares immediately after the issue of the new shares and to exercise the powers conferred upon it by the Memorandum and Articles of Association of the Company in connection with the "Share Issue Mandate"

to the extent that the aggregate number of issued H shares of the Company is not more than 8,244,508,144 shares and 5,414,831,344 domestic shares and 2,829,676,800 H shares subject to the issue of the new shares and H shares in accordance with the provisions of the Memorandum and Articles of Association of the Company and to exercise the powers conferred upon it by the Memorandum and Articles of Association of the Company in connection with the "Share Issue Mandate" before the issue of the new shares and H shares and to exercise the powers conferred upon it by the Memorandum and Articles of Association of the Company in connection with the "Share Issue Mandate" in connection with the "Share Issue Mandate"

The Board will exercise its powers under the above provisions in accordance with the Memorandum and Articles of Association of the Company and the laws of the People's Republic of China and the laws of the Cayman Islands.

3. GENERAL MANDATE TO REPURCHASE H SHARES

To implement the business strategy and development of the Company and to protect the long-term interests of the shareholders and to maximize the value of the Company, the Board is authorized to repurchase H shares in accordance with the requirements of the relevant regulatory requirements and the provisions of the Companies Ordinance of the Cayman Islands and the provisions of the Securities and Futures Ordinance of the Hong Kong and to exercise the powers conferred upon it by the Memorandum and Articles of Association of the Company and to exercise the powers conferred upon it by the Memorandum and Articles of Association of the Company in connection with the "Repurchase Mandate"

1. to conduct the general mandate to the Board during the Relevant Period defined herein after, subject to the fluctuations and changes of the market and the share price of the Company, to repurchase the H shares of the Company in the manner and in accordance with the laws of the Cayman Islands and the provisions of the Companies Ordinance of the Cayman Islands

2. the total amount of H shares repurchased by the Company shall not exceed 10% of the aggregate number of issued H shares in the date of the end of the financial year

LETTER FROM THE BOARD

3. The Board has reviewed the memorandum of association, articles of association, and the Memorandum and Articles of Association of the Company, and has approved the proposed amendments to the Memorandum and Articles of Association of the Company, and has resolved to recommend the shareholders to approve the proposed amendments to the Memorandum and Articles of Association of the Company.

4. The Board has also reviewed the proposed amendments to the Memorandum and Articles of Association of the Company, and has resolved to recommend the shareholders to approve the proposed amendments to the Memorandum and Articles of Association of the Company.

5. The Board has also reviewed the proposed amendments to the Memorandum and Articles of Association of the Company, and has resolved to recommend the shareholders to approve the proposed amendments to the Memorandum and Articles of Association of the Company.

6. The Board has also reviewed the proposed amendments to the Memorandum and Articles of Association of the Company, and has resolved to recommend the shareholders to approve the proposed amendments to the Memorandum and Articles of Association of the Company.

7. The Board has also reviewed the proposed amendments to the Memorandum and Articles of Association of the Company, and has resolved to recommend the shareholders to approve the proposed amendments to the Memorandum and Articles of Association of the Company.

Validity of the Repurchase Mandate

The Board has reviewed the proposed amendments to the Memorandum and Articles of Association of the Company, and has resolved to recommend the shareholders to approve the proposed amendments to the Memorandum and Articles of Association of the Company.

1. The Board has also reviewed the proposed amendments to the Memorandum and Articles of Association of the Company, and has resolved to recommend the shareholders to approve the proposed amendments to the Memorandum and Articles of Association of the Company.

2. The Board has also reviewed the proposed amendments to the Memorandum and Articles of Association of the Company, and has resolved to recommend the shareholders to approve the proposed amendments to the Memorandum and Articles of Association of the Company.

Impact of the Repurchase of H Shares

The Board has reviewed the proposed amendments to the Memorandum and Articles of Association of the Company, and has resolved to recommend the shareholders to approve the proposed amendments to the Memorandum and Articles of Association of the Company.

There will be no connected transactions or benefit transactions, under the Companies Ordinance, in connection with the proposed amendments to the Memorandum and Articles of Association of the Company.

The receipt, minutes and time of execution of the resolution shall be determined and subject to certificate. The main contract with the Meeting Room and event, and registration to the conference, shall be confirmed in accordance with the manner.

The Meeting Room requires the necessary confirmation event to the resolution, shall be the shareholder for the confirmation that the shareholder will be able to make informed decision in the event resolution, shall be the General and the meeting and the executive management, confirmation, etc., and extend the contract.

4. THE AGM AND CLASS MEETINGS

The notice convening the General to be held at 10:00 am on Thursday, 29 June 2023 at Room 56, and shareholder, conference, Riddell, King, etc., on 11 to 15 of the contract and the notice convening the shareholder meeting, etc., on 16 to 17 of the contract which have been detached to the shareholder on 30 June 2023, for information of the General and for information of the shareholder meeting have been detached to the shareholder together with the contract and were published on the website of the Kingstock exchange <http://www.hkexnews.hk>

Shareholder, shall be when members in the register of members of the company on the 23 June 2023, entitled to attend the General and the shareholder meeting and vote at the General and the shareholder meeting. The share register for shall be closed from 26 June 2023 to Thursday, 29 June 2023, both days, during which period no share transfer for shall be registered.

Whether or not, shall be to attend the General and the shareholder meeting, shall be required to complete and return the proxy form in accordance with the contract printed thereon not less than 24 hours before the time fixed for holding the General and the shareholder meeting, and the management

LETTER FROM THE BOARD

6. RECOMMENDATION

The Board, including the independent non-executive directors, believe that the proposed re-structuring reflects the best interests of the Company and the shareholders, and that the proposed re-structuring is in the best interests of the Company and the shareholders.

Board of the Board
Beijing Jingneng Clean Energy Co., Limited
KANG Jian

Secretary General and Company Secretary

The attached explanatory statement, as required by the Act, to provide the requisite format to enable the Board to make a informed decision whether to vote for or against the resolution to approve the purchase of shares.

CLASS AND NUMBER OF SHARES PROPOSED TO BE REPURCHASED

Under the terms of the proposed resolution, the Board is authorized to purchase up to 8,244,508,144 shares of the common stock of the Company, including 5,414,831,344 shares of the common stock and 2,829,676,800 shares of the restricted stock of the Company. The Board is authorized to purchase up to 8,244,508,144 shares of the common stock of the Company, including 5,414,831,344 shares of the common stock and 2,829,676,800 shares of the restricted stock of the Company. The Board is authorized to purchase up to 8,244,508,144 shares of the common stock of the Company, including 5,414,831,344 shares of the common stock and 2,829,676,800 shares of the restricted stock of the Company.

REASONS FOR REPURCHASE

The Board believes that the purchase and subsequent retirement of the common stock and the repurchase of the restricted stock of the Company will benefit the Company and its shareholders. The Board believes that the purchase and subsequent retirement of the common stock and the repurchase of the restricted stock of the Company will benefit the Company and its shareholders. The Board believes that the purchase and subsequent retirement of the common stock and the repurchase of the restricted stock of the Company will benefit the Company and its shareholders.

FUNDS FOR REPURCHASE

The purchase of the common stock and the restricted stock of the Company will be funded by the Company's cash, cash equivalents, and marketable securities. The purchase of the common stock and the restricted stock of the Company will be funded by the Company's cash, cash equivalents, and marketable securities. The purchase of the common stock and the restricted stock of the Company will be funded by the Company's cash, cash equivalents, and marketable securities.

Under the current working capital conditions of the Company, the Board believes that the exercise of the purchase and subsequent retirement of the common stock and the repurchase of the restricted stock of the Company will not have a material adverse effect on the Company's working capital requirements. Under the current working capital conditions of the Company, the Board believes that the exercise of the purchase and subsequent retirement of the common stock and the repurchase of the restricted stock of the Company will not have a material adverse effect on the Company's working capital requirements.

DISCLOSURE OF INTEREST

The best knowledge of the directors having made reasonable inquiry, none of the directors or the Company is aware of any interest in the purchase of the common stock and the restricted stock of the Company by any of the directors or the Company.

that the directors be taken into account in the event that the Board and the Meeting

UNDERTAKING OF THE DIRECTORS

The directors have undertaken that they will exercise their powers and discharge their duties in connection with the Meeting in accordance with the provisions of the Charter and the Regulations of the Company and in accordance with the instructions of the Meeting.

EFFECT OF THE TAKEOVERS CODE

The shareholders are reminded that the directors will exercise their powers and discharge their duties in accordance with the provisions of the Charter and the Regulations of the Company and in accordance with the instructions of the Meeting.

that the directors be taken into account in the event that the Board and the Meeting

PRICES OF H SHARES

The highest and lowest trading prices of the H Shares have been traded on the Hong Kong Stock Exchange in each month over the 12 months prior to the date of the prospectus.

Month	H Shares	
	Highest Price ()	Lowest Price ()
2022		
June	2.04	1.76
July	1.93	1.74
August	1.89	1.56
September	1.77	1.44
October	1.88	1.42
November	1.68	1.45
December	1.76	1.45
	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	2.07	1.89

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of the “AGM” of Beijing Jngneng Energy Limited the “Company” will be held at 10:00 am on Thursday, 29 June 2023 at the Board Room 56 and 57th floor of the Beijing Jngneng Energy Limited Building, No. 1000000, Beijing, China for the purpose of considering and approving the following resolutions:

AS ORDINARY RESOLUTIONS

1. To consider and approve the work report of the board of directors of the Company for the period ended 31 December 2022.
2. To consider and approve the work report of the supervisory committee of the Company for the period ended 31 December 2022.
3. To consider and approve the report of the Company's director and the audited financial statement of the Company re-elected in accordance with international financial reporting standards for the period ended 31 December 2022.
4. To consider and approve the proposed dividend and the proposed dividend distribution plan of the Company for the period ended 31 December 2022.
5. To consider and approve the annual report of the Company for the period ended 31 December 2022.
6. To consider and approve the investment plan of the Company for the year 2023.
7. To consider and approve the budget report of the Company for the year 2023.
8. To consider and approve the remuneration of the Executive Director, the Chairman, the independent director of the Company for the year 2023 and the fee, the compensation of the next annual general meeting of the Company and the fee of the proxy RMB339 million.

NOTICE OF THE ANNUAL GENERAL MEETING

9. To consider and resolve the appointment of Baker Tilly International as the external auditor of the Company for the year ending 31 December 2023 and to authorize the directors of the Company to enter into any agreement in connection with the appointment of the external auditor for the year ending 31 December 2023 and to ratify any agreement entered into by the directors of the Company in connection with the appointment of Baker Tilly International as the external auditor of the Company for the year ending 31 December 2023.

AS SPECIAL RESOLUTIONS

1. To consider and resolve the following

“THAT

1. the Board be granted authority to issue, on behalf of the Company, any and all such resolutions, agreements, deeds, contracts, and other documents, and to execute, sign, and deliver the same, in connection with the implementation of the following resolutions:

(a) that the Board be authorized to issue, on behalf of the Company, any and all such resolutions, agreements, deeds, contracts, and other documents, and to execute, sign, and deliver the same, in connection with the implementation of the following resolutions:

(b) that the Board be authorized to issue, on behalf of the Company, any and all such resolutions, agreements, deeds, contracts, and other documents, and to execute, sign, and deliver the same, in connection with the implementation of the following resolutions:

20 percent of the aggregate number of shares of the Company outstanding as of the closing date of the financial statements;

20 percent of the aggregate number of shares of the Company outstanding as of the closing date of the financial statements.

(c) that the Board be authorized to issue, on behalf of the Company, any and all such resolutions, agreements, deeds, contracts, and other documents, and to execute, sign, and deliver the same, in connection with the implementation of the following resolutions:

for the purpose of the following:

“to issue, on behalf of the Company, any and all such resolutions, agreements, deeds, contracts, and other documents, and to execute, sign, and deliver the same, in connection with the implementation of the following resolutions: **“RMB**

“to issue, on behalf of the Company, any and all such resolutions, agreements, deeds, contracts, and other documents, and to execute, sign, and deliver the same, in connection with the implementation of the following resolutions: **“RMB**

NOTICE OF THE ANNUAL GENERAL MEETING

“Relevant period means the period from the closing of the reporting period to the end of the reporting period of the next financial year.”

the closing of the next financial year meeting of the company following the reporting period.

By the expiration of the 12-month period following the closing of the reporting period,

the date on which the shareholders’ meeting is convened is referred to as the “relevant period” of the company’s next financial year meeting.

2. Subject to the Board’s approval, the relevant period shall be the period

from the date of the Board’s resolution to convene the shareholders’ meeting to the date of the shareholders’ meeting. The relevant period shall be determined by the Board of Directors in accordance with the relevant provisions of the Company’s Articles of Association and the relevant provisions of the Company’s Charter.

b. determine the relevant period and make necessary arrangements and registration with the relevant authorities in the PRC and other jurisdictions.

c. increase the registered capital of the company in accordance with the relevant provisions of the Company’s Articles of Association and the relevant provisions of the Company’s Charter, and make necessary arrangements and registration with the relevant authorities in the PRC and other jurisdictions. The relevant period shall be determined by the Board of Directors in accordance with the relevant provisions of the Company’s Articles of Association and the relevant provisions of the Company’s Charter.

2. The Board shall convene the general meeting of the company for the relevant period.

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

Beijing, the PRC
30th April 2023

NOTICE OF THE ANNUAL GENERAL MEETING

th n 24 h . r bef re the t me nted f r the b ve . G e n t ter th n 10 00 m Wedne d 28 J ne 2023
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6. ADDRESS AND TELEPHONE NUMBER OF THE COMPANY'S PRINCIPAL PLACE OF BUSINESS IN THE PRC

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7. PROCEDURES FOR VOTING AT THE AGM

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8. OTHER BUSINESS

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

NOTICE OF THE 2023 FIRST SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN that the 2023 first share class meeting the

NOTICE OF THE 2023 FIRST H SHARE CLASS MEETING

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

The shareholders are advised that the share register for H shares will be closed from and including 26 June 2023 to Thursday 29 June 2023 both days inclusive. The shareholders who are entered in the register of members of the company in the closing books on Friday 23 June 2023 are entitled to attend and vote at the H share meeting. The shareholders of the company who wish to attend the H share meeting but have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificate to the company's H share registrar in Hong Kong, Messrs Hargreaves Hong Kong Investment Services Limited, telephone number 1712-1716, 17th Floor, One Enterprise 183, Queen's Road West, Hong Kong, not later than 4:30 p.m. on Friday 23 June 2023 for registration.

3. PROXY

Shareholders are entitled to attend and vote at the H share meeting in person or by proxy. A shareholder 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 the shareholder or his attorney duly authorized in writing of the shareholder of the company or the proxy holder, or the proxy holder executed, under the common seal, under the hand of the director or duly authorized officer of the proxy holder, signed by the shareholder of the company, the power of attorney holder, or the attorney duly authorized of the shareholder, or the director or duly authorized officer of the proxy holder.

The shareholders' proxy forms together with the powers of attorney or other authority for the execution of the proxy forms must be deposited to the company's H share registrar in Hong Kong, Messrs Hargreaves Hong Kong Investment Services Limited, telephone number 1712-1716, One Enterprise 183, Queen's Road West, Hong Kong, by hand or by post not later than 24 hours before the time appointed for the H share meeting, namely 10:00 a.m. on Wednesday 28 June 2023. Any instrument deposited after the closing time for the H share meeting will not be accepted and returned to the shareholder.

4. ADDRESS AND TELEPHONE NUMBER OF THE COMPANY'S PRINCIPAL PLACE OF BUSINESS IN THE PEOPLE'S REPUBLIC OF CHINA (THE "PRC")

Address: 6 Xibei Road, Haidian District, Beijing, P.R.C.

Telephone: 86 10 8740 7188

5. PROCEDURES FOR VOTING AT THE H SHARE CLASS MEETING

In voting, shareholders of the H share meeting must be taken into account.

6. OTHER BUSINESS

Shareholders are not required to attend the H share meeting in person before the written return of their proxies and to exercise their right to attend the H share meeting. Shareholders are not required to attend the H share meeting in person.

7. Reference time and date in the next meeting