

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION



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

**PROPOSED AMENDMENTS TO RULES OF
PROCEDURE FOR GENERAL MEETINGS, RULES OF
PROCEDURE FOR BOARD OF DIRECTORS AND
RULES OF PROCEDURE FOR BOARD OF SUPERVISORS**

**PROPOSED APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
REMOVAL OF
NON-INDEPENDENT
NON-EXECUTIVE
DIRECTOR**

AND
NOTICE OF THE ANNUAL GENERAL MEETING

CONTENTS

	<i>Page</i>
DEFINITION	1
LETTER FROM THE BOARD	3
APPENDIX – DETAILS OF PROPOSED AMENDMENTS TO RULES OF PROCEDURE FOR GENERAL MEETINGS, RULES OF PROCEDURE FOR BOARD OF DIRECTORS AND RULES OF PROCEDURE FOR BOARD OF SUPERVISORS	8
NOTICE OF THE ANNUAL GENERAL MEETING	16

DEFINITIONS

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

A -

h , h C h
10:00 . . Th, , 24 , 2021 . 2 h
, 8 h , . 6 h , Ch D
B , C

A 17 —

16 20 h

$$A_t \quad A \quad t =$$

\downarrow h \downarrow \downarrow h C \downarrow

B - B D -

D h C

C -

北京京能清潔能源電力股份有限公司 (B)

C E C _n ()

h C h E h , h

D_t()-

τ_h (τ_c) τ_h C

D . h ()-

h h h () , h C B 1.00 h, h h C,

—

τ_h C

■ h ()-

h - h C h () h h B1.00

- 1 -

h A h C

E - h =

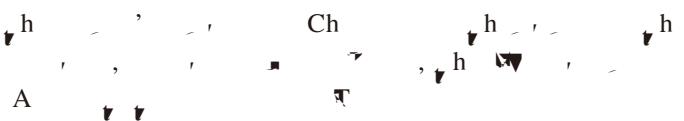
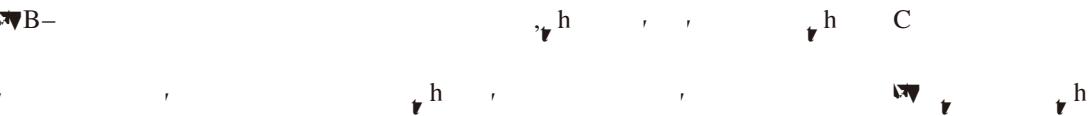
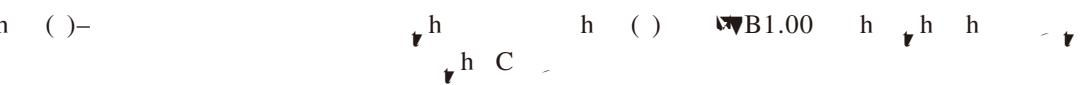
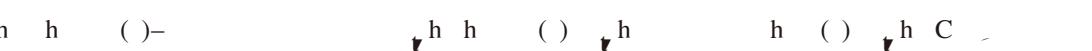
Th E h ■ ▾

18 2021, h h h

— 1 —

h h h h Th Th

DEFINITIONS

C- Ch - 
B- 
D- B 
D- B 
h ()- 
h h ()- 

LETTER FROM THE BOARD



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)

Executive Directors:

■ A (Chairman)
C ■ E D , (General Manager)
A ,
CA h

Non-executive Directors:

E
A B

Independent non-executive Directors:

■ A □
C ■ A □
■ A □
□ D

Registered Office:

118, 1 E
B E D
D B
h C

Principal Place of Business in Hong Kong:

183 54, C E

25 2021

To the Shareholders

D 17

**GENERAL MANDATE TO ISSUE DOMESTIC
SHARES AND H SHARES**

**PROPOSED AMENDMENTS TO RULES OF
PROCEDURE FOR GENERAL MEETINGS, RULES OF
PROCEDURE FOR BOARD OF DIRECTORS AND
RULES OF PROCEDURE FOR BOARD OF SUPERVISORS**

**PROPOSED APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTOR
AND**

NOTICE OF THE ANNUAL GENERAL MEETING

1. INTRODUCTION

Th h h h h h h A (), h B
D h h h h D h h A.

LETTER FROM THE BOARD

2. GENERAL MANDATE TO ISSUE DOMESTIC SHARES AND H SHARES

20% Share Issue
Mandate).

A 8,244,508,144 D 5,414,831,344 C 2,829,676,800
1,082,966,268 D 565,935,360

B
C.

3. PROPOSED AMENDMENTS TO RULES OF PROCEDURE FOR GENERAL MEETINGS, RULES OF PROCEDURE FOR BOARD OF DIRECTORS AND RULES OF PROCEDURE FOR BOARD OF SUPERVISORS

2021 10 2020 19
2021 12 2021
2021 A (《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》)
A
B
A

4. PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

h h h h C 24 2021
(Ms. Zhao—)

Th B h h h Th h h h h D h

LETTER FROM THE BOARD

Th C h Th h
D h C h h h h
h 3.13 h h h h Th
C h h h h B h
h h h h B h D h
h h h h C h h h C

5. THE AGM

h h , 21 , 2021 h A h C h A h
Th h , 21 , 2021 Th , 24 ,
2021 (h ,), h h h .

LETTER FROM THE BOARD

h h h A (., 10:00 .., 24 h , 23 , 2021)
h (h). C h h A h .

6. VOTES TO BE TAKEN BY POLL

Th 't t - t h A & t - . h h

7. RECOMMENDATION

Th D h h h - , h h h B D , B , h h h C
h h h h A , h D , h h h h A , h

B → h B
Beijing Jingneng Clean Energy Co., Limited
KANG Jian
Deputy General Manager and Company Secretary

I. Proposed Amendments to Rules of Procedure for General Meetings

Original articles	Revised articles after the proposed amendments
Article 5 Th C h , h h h h , h h , , , h h h , h h , h h , h h , A A	Article 5 Th C h , h h h h , h h , , , h h h , h , h h , h h , h h , A <u>The quorum for convening such general meeting of shareholders shall be the holders holding at least one third of the issued shares of relevant class.</u> <u>Where any changes in domestic and foreign laws, regulations and the listing rules of the place where the shares of the Company are listed, as well as decisions of domestic and foreign regulatory authorities which lead to the change of the class of shareholders' rights or repeal shall not require the approval of shareholder' meeting or class meeting.</u>

Original articles	Revised articles after the proposed amendments
Article 16 h h C 45 h h h h h h h h h h h h h C 20 h	Article 16 h an annual h C 45 ²⁰ clear <u>business</u> h h h h h h h h h h C 20 ; where an extraordinary general meeting is convened by the Company, it shall issue a notice 15 natural days or 10 clear business days (whichever is longer) prior to the meeting to notify all the registered shareholders. The "business day(s)" mentioned therein shall be the statutory business days announced by the Hong Kong government.

Original articles	Revised articles after the proposed amendments
Article 17 Th C h , ' h ' h h ' h - ' h ' 20 ' h h ' h h ' ' h h h h ' h h ' h ' h C ' , h , h C ' h h h ' h ' h ' ' h ' ' h C ' h h h ' . A ' ' h ' h ' '	<u>This article has been deleted</u>
Article 19 . ' h ' ' h ' ' h h ' ' ' ' h h ' ' ' ' h :	Article 198 . ' h ' ' h ' ' h h ' ' ' ' h h ' ' ' ' h : <u>(5) Other information subject to disclosure as required by the securities regulatory authorities and the listing rules of the places where the Company's shares are listed.</u>

Original articles	Revised articles after the proposed amendments
Article 20	Article 20<u>19</u>
<p>Th h h , h h</p> <p>h h , h C , h 45</p> <p>50 —————— 15</p> <p>days or 10 clear business days (whichever is longer) (the extraordinary general meeting) or 20 clear business days (the annual general meeting) before the date of convening such meeting.</p>	<p>Th h h , h h</p> <p>h h , h C , h 45</p> <p>50 —————— 15</p> <p><u>days or 10 clear business days (whichever is longer) (the extraordinary general meeting) or 20 clear business days (the annual general meeting) before the date of convening such meeting.</u></p>
Article 51	Article 54<u>0</u>
<p>Th C h h , h</p> <p>h , h h , h h</p> <p>h h</p> <p>h h , h h , h h</p> <p>h A , 53 , 57 , h</p>	<p>Th C h h , h</p> <p>h , h h , h h</p> <p>h h</p> <p>h h , h h , h h</p> <p>h A , <u>53</u><u>52</u> , <u>57</u><u>56</u> , . The quorum for convening such general meeting shall be the holders holding at least one third of the issued shares of relevant class.</p>

II. Proposed Amendments to Rules of Procedure for Board of Directors

Original articles	Revised articles after the proposed amendments
Article 4	<p>Article 4</p> <p><u>four times</u> <u>about once every quarter.</u></p> <p>giving a written notice to all directors and supervisors 14 days before the meeting is held.</p>
Article 7	<p>Article 7</p> <p>1014</p>

Original articles	Revised articles after the proposed amendments
Article 11 E h h h h A 151 h A A A 20 h h h h h h h h h h h h , h h h h h h h - h h h h h h h A , , Th , , h) h (, Th " h h h h h h h h	Article 11 E h h h h A <u>15+0</u> h A A A 20 h h h h h , h h h h h h h , h h h h h h h - h h h h h h h A , , Th , , h <u>and general counsel</u> (, Th " h h h h h h h h
Article 14 Th h , , h h h h (通迅) (, h h h h , , , A h h h h h h h h h	Article 14 Th h , , h h h h (通迅) (, h h h h , , , A h h h h h h h h h

III. Proposed Amendments to Rules of Procedure for Board of Supervisors

Original articles	Revised articles after the proposed amendments
Article 8 <p>Th h h</p> <p>h h (通迅) ()</p> <p>h h , h () , h h</p> <p>h h , h , h h</p>	Article 8 <p>Th h h</p> <p>h h (通迅) ()</p> <p>h h , h () , h h</p> <p>h h , h , h h</p>

NOTICE OF THE ANNUAL GENERAL MEETING



Beijing Jingneng Clean Energy Co., Limited

北京京能清潔能源電力股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 00579)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN, h, (h AGM-) B
C E C ., (h Company-) h 10:00 . . Th, , 24
2021 . 2 h, , 8 h, , 6 h, Ch D, B, C
h, , h, , h, , h, , :

AS ORDINARY RESOLUTIONS

1. T h C h Board-) 31 D 2020.
 2. T h C h 31 D 2020.
 3. T h C h C h 31 D 2020.
 4. T h C h 31 D 2020.
 5. T h C h 31 D 2020.
 6. T h C h D 2021, T h C h B h B h C h E h
 7. T h C h 2020.

NOTICE OF THE ANNUAL GENERAL MEETING

8. THAT the AGM be held on 2021.

9. THAT the AGM be held on 2021.

10. THAT the AGM be held on 2021.
B, D
B, C

11. THAT the AGM be held on 2021.
C, D

AS SPECIAL RESOLUTION

1. THAT :

THAT:

(1) B, C
B, C

() B, C
B, C

() B, C
B, C

() 2020, D, E
C, D, E

() 2020, C
C, D, E

() h B
h h C -
h h ,
E h .
h h
(h Listing Rules-) (h

h ,
h Ch
h Th

(h PRC-)

NOTICE OF THE ANNUAL GENERAL MEETING

B → h B
Beijing Jingneng Clean Energy Co., Limited
KANG Jian
Deputy General Manager and Company Secretary

B , h C
25 2021

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. Chan Yin Tsung, Mr. Han Xiaoping and Mr. Xu Daping.

Notes.

1. DETAILS OF ORDINARY RESOLUTIONS NO. 1 TO 9 ABOVE ARE SET OUT IN THE 2020 ANNUAL REPORT OF THE COMPANY. DETAILS OF ORDINARY RESOLUTIONS NO. 10 AND 11 AND SPECIAL RESOLUTION NO. 1 ABOVE ARE SET OUT IN THE CIRCULAR OF THE COMPANY DATED 25 MAY 2021.
 2. CLOSURE OF REGISTER FOR H SHARES, ELIGIBILITY FOR ATTENDING THE AGM

3. CLOSURE OF REGISTER FOR H SHARES, ELIGIBILITY FOR THE ENTITLEMENT TO THE PROPOSED FINAL DIVIDENDS (SUBJECT TO THE APPROVAL BY THE SHAREHOLDERS AT THE AGM)

NOTICE OF THE ANNUAL GENERAL MEETING

4. Th D (h h h B) Th h h B h A h h h h h B
h h h C h A D h h h C D-19 h C

5. PROXY

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

A : . 6 h , Ch D t t

T = h : (86 10) 8740 7188

7. PROCEDURES FOR VOTING AT THE AGM

A h h h A **W** ' ' ' ' ' ' '

8. OTHER BUSINESS

h h () h A h h A h h