

If you are in any doubt

If you have sold or transferred



**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  
NOTICE OF THE ANNUAL GENERAL MEETING**

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DEFINITIONS

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

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C  $\text{¥}$  - 北京京能清潔能源電力股份有限公司 (B C E C ., ), h  $\text{¥}$  h C  $\text{¥}$  h  $\text{¥}$  , h  $\text{¥}$  h E h  $\text{¥}$

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# DEFINITIONS

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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)

Executive Directors:

Mr. A (Chairman)
Mr. E D (General Manager)
Mr. A
Mr. CA

Registered Office:

118, 1st Floor, E
B E D
D, B
h C

Non-executive Directors:

Mr. E
Mr. A B

Principal Place of Business in Hong Kong:

54, C
183 E

Independent non-executive Directors:

Mr. A
Mr. CA
Mr. A
Mr. D

25 2021

To the Shareholders

D

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

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## LETTER FROM THE BOARD

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### 2. GENERAL MANDATE TO ISSUE DOMESTIC SHARES AND H SHARES

The Board has resolved to issue domestic shares and H shares under the general mandate to issue domestic shares and H shares (the "Share Issue Mandate") of up to 20% of the total number of shares of the Company as at the end of the financial year 2020. The total number of shares of the Company as at the end of the financial year 2020 is 8,244,508,144 shares, comprising 5,414,831,344 shares of domestic shares and 2,829,676,800 shares of H shares. The Board has also resolved to issue domestic shares and H shares under the Share Issue Mandate of up to 1,082,966,268 shares, comprising 565,935,360 shares of domestic shares and 517,030,908 shares of H shares.

The Board has also resolved to issue domestic shares and H shares under the Share Issue Mandate of up to 1,082,966,268 shares, comprising 565,935,360 shares of domestic shares and 517,030,908 shares of H shares. The Board has also resolved to issue domestic shares and H shares under the Share Issue Mandate of up to 1,082,966,268 shares, comprising 565,935,360 shares of domestic shares and 517,030,908 shares of H shares.

### 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

The Board has resolved to propose amendments to the Rules of Procedure for General Meetings, Rules of Procedure for Board of Directors and Rules of Procedure for Board of Supervisors of the Company. The amendments are proposed to align the Rules of Procedure for General Meetings, Rules of Procedure for Board of Directors and Rules of Procedure for Board of Supervisors of the Company with the provisions of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and to improve the efficiency of the Company's general meetings, board of directors and board of supervisors. The amendments are proposed to align the Rules of Procedure for General Meetings, Rules of Procedure for Board of Directors and Rules of Procedure for Board of Supervisors of the Company with the provisions of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and to improve the efficiency of the Company's general meetings, board of directors and board of supervisors. The amendments are proposed to align the Rules of Procedure for General Meetings, Rules of Procedure for Board of Directors and Rules of Procedure for Board of Supervisors of the Company with the provisions of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and to improve the efficiency of the Company's general meetings, board of directors and board of supervisors.

4. PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

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( Ms. Zhao- )  
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LETTER FROM THE BOARD

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5. THE AGM

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LETTER FROM THE BOARD

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6. VOTES TO BE TAKEN BY POLL

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7. RECOMMENDATION

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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
<p>Article 5. The Board of Directors shall have the authority to call general meetings of shareholders and to determine the time, place, and agenda of such meetings.</p> <p>A. 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.</p>	<p>Article 5. The Board of Directors shall have the authority to call general meetings of shareholders and to determine the time, place, and agenda of such meetings.</p> <p>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></p> <p><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></p>

Original articles	Revised articles after the proposed amendments
<p>Article 16 h</p> <p>h C</p> <p>45</p> <p>h h</p> <p>h h</p> <p>h h</p> <p>h h</p> <p>h h</p> <p>h h</p> <p>h C</p> <p>20</p> <p>h</p>	<p>Article 16 h <del>an annual</del></p> <p>h C</p> <p>45<del>20</del> clear</p> <p><u>business</u></p> <p>h h</p> <p>h h</p> <p>h h</p> <p>h h</p> <p>h h</p> <p>h h</p> <p>h C</p> <p>20</p> <p>h</p> <p>; 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.</p>

Original articles	Revised articles after the proposed amendments
<p>Article 17 The C h , h  ', h  h h h h h h  20 h h h h  h h h h h h  h h h h h h  C h h h h h h  C h h h h h h  h h h h h h  h h h h h h  A h h h h h</p>	<p><u>This article has been deleted</u></p>
<p>Article 19 h  h h h h h h  h h h h h h</p>	<p>Article 198 h  h h h h h 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></p>

Original articles	Revised articles after the proposed amendments
<p>Article 20</p> <p>The Board of Directors shall call a meeting of the Board of Directors at least 50 days before the date of convening such meeting.</p>	<p>Article <del>20</del><u>19</u></p> <p>The Board of Directors shall call a meeting of the Board of Directors at least <del>50</del> <u>15</u> days or <u>10</u> clear business days (whichever is longer) (the extraordinary general meeting) or <u>20</u> clear business days (the annual general meeting) before the date of convening such meeting.</p>
<p>Article 51 The Board of Directors shall call a meeting of the Board of Directors at least 53 days before the date of convening such meeting.</p>	<p>Article <del>51</del><u>40</u> The Board of Directors shall call a meeting of the Board of Directors at least <del>53</del> <u>52</u> days before the date of convening such general meeting shall be <u>the holders holding at least one third of the issued shares of relevant class.</u></p>



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

Original articles	Revised articles after the proposed amendments
Article 4 The Board of Directors shall meet at such times and places as may be determined by the Board of Directors. The Board of Directors shall meet at least once every quarter. The Board of Directors shall give notice of its meetings to all directors and supervisors at least five days before the meeting is held.	Article 4 The Board of Directors shall meet at such times and places as may be determined by the Board of Directors. The Board of Directors shall meet at least <u>four times</u> , <u>about once every quarter</u> . The Board of Directors shall give notice of its meetings to all directors and supervisors <u>by giving a written notice to all directors and supervisors 14 days before the meeting is held.</u>
Article 7 The Board of Directors shall have the authority to make and alter the Bylaws of the County. The Board of Directors shall have the authority to call special meetings of the Board of Directors. The Board of Directors shall have the authority to fill any vacancy in its membership. The Board of Directors shall have the authority to suspend or expel any director or supervisor who shall have been guilty of gross misconduct. The Board of Directors shall have the authority to suspend or expel any director or supervisor who shall have been guilty of gross misconduct.	Article 7 The Board of Directors shall have the authority to make and alter the Bylaws of the County. The Board of Directors shall have the authority to call special meetings of the Board of Directors. The Board of Directors shall have the authority to fill any vacancy in its membership. The Board of Directors shall have the authority to suspend or expel any director or supervisor who shall have been guilty of gross misconduct. The Board of Directors shall have the authority to suspend or expel any director or supervisor who shall have been guilty of gross misconduct.

Original articles	Revised articles after the proposed amendments
<p>Article 11 E</p> <p>A 151 A 20</p> <p>A</p> <p>Th</p> <p>)</p>	<p>Article 11 E</p> <p>A 1540 A 20</p> <p>A</p> <p>Th</p> <p>—, and general counsel (</p> <p>)</p>
<p>Article 14</p> <p>(通迅)</p> <p>(</p> <p>), A</p>	<p>Article 14</p> <p>(通迅訊)</p> <p>(</p> <p>), A</p>



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

Original articles	Revised articles after the proposed amendments
<p>Article 8</p> <p>(通訊)</p>	<p>Article 8</p> <p>(通訊訊)</p>



**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 that the Annual General Meeting (the AGM) of Beijing Jingneng Clean Energy Co., Limited (the Company) will be held on Thursday, 24 June 2021 at 10:00 a.m. at the D Building, B101, 8th Floor, China Resources Building, 24th Floor, 100001 Beijing, P.R. China.

AS ORDINARY RESOLUTIONS

1. To re-elect the members of the Board of Directors for the period from 31 December 2020 to 31 December 2021.
2. To re-elect the members of the Board of Supervisors for the period from 31 December 2020 to 31 December 2021.
3. To re-elect the members of the Board of Directors for the period from 31 December 2020 to 31 December 2021.
4. To re-elect the members of the Board of Supervisors for the period from 31 December 2020 to 31 December 2021.
5. To re-elect the members of the Board of Directors for the period from 31 December 2020 to 31 December 2021.
6. To re-elect the members of the Board of Supervisors for the period from 31 December 2020 to 31 December 2021.
7. To re-elect the members of the Board of Directors for the period from 31 December 2020 to 31 December 2021.

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NOTICE OF THE ANNUAL GENERAL MEETING

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8. That the dividend for the year ended 31st December 2021.

9. That the dividend for the year ended 31st December 2021.

10. That the dividend for the year ended 31st December 2021 be paid to the holders of the shares of the company as at the close of business on 31st December 2021, in accordance with the provisions of the Companies Act, 2013, and the Memorandum and Articles of Association of the company.

11. That the dividend for the year ended 31st December 2021 be paid to the holders of the shares of the company as at the close of business on 31st December 2021, in accordance with the provisions of the Companies Act, 2013, and the Memorandum and Articles of Association of the company.

AS SPECIAL RESOLUTION

1. That the following resolutions be and they are hereby resolved:

THAT:

(1) That the dividend for the year ended 31st December 2021 be paid to the holders of the shares of the company as at the close of business on 31st December 2021, in accordance with the provisions of the Companies Act, 2013, and the Memorandum and Articles of Association of the company.

( ) That the dividend for the year ended 31st December 2021 be paid to the holders of the shares of the company as at the close of business on 31st December 2021, in accordance with the provisions of the Companies Act, 2013, and the Memorandum and Articles of Association of the company.

( ) That the dividend for the year ended 31st December 2021 be paid to the holders of the shares of the company as at the close of business on 31st December 2021, in accordance with the provisions of the Companies Act, 2013, and the Memorandum and Articles of Association of the company.

( ) 2021 be paid to the holders of the shares of the company as at the close of business on 31st December 2021, in accordance with the provisions of the Companies Act, 2013, and the Memorandum and Articles of Association of the company.

( ) 2021 be paid to the holders of the shares of the company as at the close of business on 31st December 2021, in accordance with the provisions of the Companies Act, 2013, and the Memorandum and Articles of Association of the company.

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# NOTICE OF THE ANNUAL GENERAL MEETING

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

B  
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

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18, 2021

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)

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6, 2021.

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# NOTICE OF THE ANNUAL GENERAL MEETING

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4. The Director ( ) of the Company ( ) is hereby notified that the Annual General Meeting of the Company will be held on the 17th day of December, 2021 at 10:00 a.m. at the Company's principal place of business in the PRC.

## 5. PROXY

The Company is hereby notified that the Annual General Meeting of the Company will be held on the 17th day of December, 2021 at 10:00 a.m. at the Company's principal place of business in the PRC. The Company is hereby notified that the Annual General Meeting of the Company will be held on the 17th day of December, 2021 at 10:00 a.m. at the Company's principal place of business in the PRC.

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

Address: No. 6, B, Ch, D

Telephone: (86 10) 8740 7188

## 7. PROCEDURES FOR VOTING AT THE AGM

The Company is hereby notified that the Annual General Meeting of the Company will be held on the 17th day of December, 2021 at 10:00 a.m. at the Company's principal place of business in the PRC.

## 8. OTHER BUSINESS

The Company is hereby notified that the Annual General Meeting of the Company will be held on the 17th day of December, 2021 at 10:00 a.m. at the Company's principal place of business in the PRC.

## 9.