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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)

CIRCULAR

(1) PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

(2) PROPOSED APPOINTMENT OF

SHAREHOLDER REPRESENTATIVE SUPERVISOR

AND

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2020

A letter from the Board of the Company is set out on pages 2 to 5 of this circular.

A notice convening the EGM to be held at 10:00 a.m. on Friday, 25 September 2020 at No. 2 Meeting Room, 2nd Floor, No. 6 Xibahe Road, Chaoyang District, Beijing, PRC, is set out on pages 7 to 8 of this circular. A proxy form for use at the EGM is enclosed with this circular and was also published on the website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>). 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 (i.e. by no later than 10:00 a.m. on Thursday, 24 September 2020) or any adjournment thereof (as the case may be).

Completion and return of the proxy form will not preclude you from attending and voting at the EGM should you so wish.

References to time and dates in this circular are to Hong Kong time and dates.

10 August 2020

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	2
APPENDIX – BIOGRAPHICAL DETAILS OF THE EXECUTIVE DIRECTOR AND SHAREHOLDER REPRESENTATIVE SUPERVISOR	6
NOTICE OF THE EGM	7

DEFINITIONS

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

“Board”	the board of Directors of the Company
“Board of Supervisors”	the board of supervisors of the Company
“Company”, “we”, “our” or “us”	北京京能清潔能源電力股份有限公司 (Beijing Jingneng Clean Energy Co., Limited), a joint stock company incorporated in the PRC with limited liability, whose H Shares are listed on Hong Kong Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the first extraordinary general meeting of 2020 of the Company to be held at 10:00 a.m. on Friday, 25 September 2020 at No. 2 Meeting Room, 2nd Floor, No. 6 Xibahe Road, Chaoyang District, Beijing, PRC
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC” or “China”	the People’s Republic of China and for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	means the ordinary share(s) of RMB1.00 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the ordinary share(s) of the Company

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)

Non-executive Directors:

Mr. Liu Haixia (*Chairman of the Board*)
Mr. Ren Qigui
Ms. Li Juan
Mr. Wang Bangyi

Registered Office:

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

Executive Directors:

Mr. Zhang Fengyang (*General Manager*)
Mr. Cao Mansheng

Principal Place of Business in Hong Kong:

Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

Independent non-executive Directors:

Mr. Huang Xiang
Mr. Zhang Fusheng
Mr. Chan Yin Tsung
Mr. Han Xiaoping

10 August 2020

To the Shareholders

Dear Sir/Madam,

CIRCULAR

(1) PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

(2) PROPOSED APPOINTMENT OF SHAREHOLDER REPRESENTATIVE SUPERVISOR

AND

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2020

1. INTRODUCTION

The purpose of this circular is to set out the notice of the EGM and to provide you with details regarding (i) the proposed appointment of executive Director; and (ii) the proposed appointment of shareholder representative supervisor of the Company to enable you to make informed decisions on whether to vote for or against the resolutions to be proposed at the EGM for the relevant issues.

LETTER FROM THE BOARD

2. PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

We refer to the announcement of the Company dated 14 July 2020 in relation to the proposed appointment of executive Director.

The Board resolved to nominate Mr. An Zhenyuan (“**Mr. An**”) as an executive Director, subject to the approval of the Shareholders. The term of Mr. An’s appointment as an executive Director shall commence upon the approval by the Shareholders and shall end on the expiry of the term of the fourth session of the Board. The Company will enter into a service agreement with Mr. An upon the approval of his appointment by the Shareholders. Mr. An will not receive any director’s salary or fee from the Company during his term of office, and will receive relevant remuneration based on his management position within the Company. The Company will disclose the remuneration of directors in its annual report each year.

The biographical details of Mr. An are set out in the Appendix of this circular.

Save as disclosed in this circular, Mr. An did not hold any directorships in any other listed companies or take up any posts in any group members of the Company in the past three years, nor have any relationship with any other directors, supervisors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company. In addition, Mr. An does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Save as disclosed above, there is no other information relating to the proposed appointment of Mr. An that shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any matter which needs to be brought to the attention of the Shareholders.

3. PROPOSED APPOINTMENT OF SHAREHOLDER REPRESENTATIVE SUPERVISOR

We refer to the announcement of the Company dated 14 July 2020 in relation to the proposed appointment of a shareholder representative supervisor of the Company, pursuant to which, the Board of Supervisors resolved to nominate Mr. Sun Li (“**Mr. Sun**”) as a shareholder representative supervisor of the Company, which is subject to approval by the Shareholders.

The term of Mr. Sun’s appointment as a shareholder representative supervisor of the Company shall commence on the date of approval by the Shareholders until the date of expiry of the term of the fourth session of the Board of Supervisors. The Company will enter into a service agreement with Mr. Sun upon approval of his appointment by the Shareholders. Mr. Sun will not receive any remuneration from the Company during his term of office as a supervisor of the Company.

Save as disclosed in this circular, Mr. Sun did not hold any directorships or supervisor positions in any other listed companies or take up any posts in any group members of the Company in the past three years, nor has any relationships with any other directors, supervisors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company. In addition, Mr. Sun does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

LETTER FROM THE BOARD

Save as disclosed above, there is no other information relating to the proposed appointment of Mr. Sun that shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any matter which needs to be brought to the attention of the Shareholders.

The biographical details of Mr. Sun are set out in the Appendix of this circular.

Due to other work commitment, Mr. Huang Hui has resigned as a shareholder representative supervisor of the Company. His resignation will become effective on the date on which the proposed appointment of the new shareholder representative supervisor of the Company is approved by the Shareholders.

Mr. Huang has confirmed that he has no disagreement with the Board and/or the Board of Supervisors and there is no matter that needs to be brought to the attention of the Shareholders. Mr. Huang has also confirmed that he does not have any action or claim, existing or pending, against the Company.

4. THE EGM

A notice convening the EGM to be held at 10:00 a.m. on Friday, 25 September 2020 at No. 2 Meeting Room, 2nd Floor, No. 6 Xibahe Road, Chaoyang District, Beijing, PRC, is set out on pages 6 to 7 of this circular. No Shareholder is required to abstain from voting in respect of the resolutions proposed at the EGM. A proxy form for use at the EGM has been despatched to the Shareholders together with this circular and was also published on the website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>).

The above resolutions proposed at the EGM will be voted by poll.

Holders of the H Shares whose names appear on the register of members of the Company on the close of business on Wednesday, 26 August 2020 are entitled to attend the EGM and vote at the EGM. In order to determine the holders of H Shares who are entitled to attend the EGM, the H Share register of members of the Company will be closed from Wednesday, 26 August 2020 to Friday, 25 September 2020 (both days inclusive). Holders of H Shares who wish to attend the EGM 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 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Tuesday, 25 August 2020.

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 appointed for holding the EGM (i.e., no later than 10:00 a.m., Thursday, 24 September 2020) 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. Shareholders who intend to attend the EGM in person or by proxy should complete and deliver the reply slip to the Company's H Share Registrar in Hong Kong in accordance with the instructions printed thereon on or before Friday, 4 September 2020.

LETTER FROM THE BOARD

5. RECOMMENDATION

The Directors believe that the proposed resolutions in respect of (i) the proposed appointment of executive Directors; and (ii) the proposed appointment of shareholder representative supervisor of the Company are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that Shareholders vote in favour of the resolutions at the EGM.

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

APPENDIX BIOGRAPHICAL DETAILS OF THE EXECUTIVE DIRECTOR AND SHAREHOLDER REPRESENTATIVE SUPERVISOR

Mr. AN Zhenyuan, aged 51, has been the deputy general manager of the Company since July 2020. He served as the head of thermal workshop and party branch secretary of Beijing No. 3 Thermal Power Plant (北京第三熱電廠) from January 2000 to January 2001; the head of the department of safety production technology of Beijing Jingfeng Thermal Power Co., Ltd. (北京京豐熱電有限責任公司) from January 2001 to November 2002; the project manager of the power project office of Beijing International Power Development and Investment Corporation (北京國際電力開發投資公司) from November 2002 to May 2003; the deputy general manager of Inner Mongolia Shangdu Power Generation Co., Ltd. (內蒙古上都發電有限責任公司) from May 2003 to October 2006; the general manager of Beijing Jingfeng Thermal Power Co., Ltd. from October 2006 to March 2010; the general manager of Beijing Jingqiao Thermal Power Co., Ltd. (北京京橋熱電有限責任公司) from March 2010 to August 2016; the acting secretary of party committee and general manager of Beijing Jingqiao Thermal Power Co., Ltd. from August 2016 to November 2017; the acting secretary of party committee, executive director and general manager of Beijing Jingqiao Thermal Power Co., Ltd. from November 2017 to January 2018; and the secretary of party committee and executive director of Beijing Jingqiao Thermal Power Co., Ltd. since January 2018. Mr. An graduated from the Department of Power Engineering in Northeast China Institute of Electric Power Engineering (東北電力學院) majoring in production process automation and obtained a bachelor's degree in engineering in 1991, and graduated from North China Electric Power University majoring in management engineering (business administration) and obtained a second bachelor's degree in management in June 2003.

Mr. Sun Li, aged 54, 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. He 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. (北京能源投資(集團)有限公司) 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 Beijing Energy Holding Co., Ltd. (北京能源集團有限責任公司) from December 2014 to May 2018; the secretary of party committee and executive director of Beijing Yuanshen Energy Saving Technology Co., Ltd. (北京源深節能技術有限責任公司) from May 2018 to June 2020; and a full-time investment director of Beijing Energy Holding Co., Ltd. since June 2020. 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.

NOTICE OF THE EGM



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 FIRST EXTRAORDINARY GENERAL MEETING OF 2020

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting of 2020 (the “EGM”) of Beijing Jingneng Clean Energy Co., Limited (the “Company”) will be held at 10:00 a.m. on Friday, 25 September 2020 at No. 2 Meeting Room, 2nd Floor, No. 6 Xibahe Road, Chaoyang District, Beijing, PRC for the purposes of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the proposed appointment of Mr. An Zhenyuan as an executive Director of the Board in the fourth session; and
2. To consider and approve the proposed appointment of Mr. Sun Li as a Shareholder representative supervisor of the Company in the fourth session.

By Order of the Board

Beijing Jingneng Clean Energy Co., Limited

KANG Jian

Deputy General Manager and Company Secretary

Beijing, the PRC

10 August 2020

As at the date of this notice, the non-executive Directors of the Company are Mr. Liu Haixia, Mr. Ren Qigui, Ms. Li Juan and Mr. Wang Bangyi; the executive Directors of the Company are Mr. Zhang Fengyang and Mr. Cao Mansheng; and the independent non-executive Directors of the Company are Mr. Huang Xiang, Mr. Zhang Fusheng, Mr. Chan Yin Tsung and Mr. Han Xiaoping.

Notes:

1. Details of the resolutions are set out in the circular of the Company dated 10 August 2020 (the “Circular”). Unless otherwise defined in this notice, capitalised terms used in this notice shall have the same meaning as those defined in the Circular.

NOTICE OF THE EGM

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

Holders of H Shares are advised that the share register for H Shares will be closed from Wednesday, 26 August 2020 to Friday, 25 September 2020 (both days inclusive). The Shareholders whose names appear on the register of members of the Company on the close of business on Wednesday, 26 August 2020 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 H Share Registrar of the Company 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 Tuesday, 25 August 2020 for registration.

3. 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 authorisations document must be notarized.

For holders of H Shares, the proxy form together with the power of attorney or other authorization document (if any) must be lodged at the H Share Registrar of the Company 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 10:00 a.m. on Thursday, 24 September 2020) or any adjournment thereof (as the case may be). Shareholders can still attend and vote at the EGM upon completion and return of the proxy form.

4. REPLY SLIP

Holders of H Shares who intend to attend the EGM in person or by proxy should deliver the reply slip to the H Share Registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before Friday, 4 September 2020.

5. ADDRESS AND TELEPHONE NUMBER OF THE CONTACT PERSON WHO HANDLES THE MEETING AFFAIRS

Name: The Company Secretary

Address: 7/8F
No. 6 Xibahe Road, Chaoyang District
Beijing, the PRC

Telephone: (86 10) 6446 9988

6. PROCEDURES FOR VOTING AT THE EGM

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

7. 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.

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