
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt **SEE YOUR BROKER, ADVISER OR SOLICITOR**

If you have sold or transferred **SEE YOUR BROKER, ADVISER OR SOLICITOR**



Beijing Jingneng Clean Energy Co., Limited

北京京能洁能电力股份有限公司

(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

A m B C m A , 3 7 , 2021 .
2021 . . 2021 . A m , C 10:00 . m. D , B , C , 24 , 2021 . 16
2021 . A m , k E (:// . k . k).
A m , 24 , 2021) A m , (. . m . A (. . , A 10:00
C m , A m , A m , m , A m , A m , A m , A

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DEFINITIONS

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

A - **时间**, **地点**, **日期**, **金额**, **数量**, **币种**, **时间**, **地点**,
10:00 a.m., **地点**, 24 **日期**, 2021 **年** 2 **月**,
m, 8 **日**, 6 **时**, C **币种**, D **数量**,
B **时间**, C **地点**

A **时间** - **时间**, **地点**, **日期**, **金额**, **数量**, **币种**, **时间**, **地点**,
A **时间**, **地点**, **日期**, **金额**, **数量**, **币种**, **时间**, **地点**,
16 **时**, 20 **日**

A **时间** - A **时间**, **地点**, **日期**, **金额**, **数量**, **币种**, **时间**, **地点**,
C **币种**, **时间**

B - B **时间**, **地点**, **日期**, **金额**, **数量**, **币种**, **时间**, **地点**,
D **时间**, **地点**, **日期**, **金额**, **数量**, **币种**, **时间**, **地点**,
C **币种**, **时间**

C **币种**, **时间** - 北京京能清洁能源电力股份有限公司 (B **时间**, **地点**, **日期**, **金额**, **数量**, **币种**, **时间**, **地点**,
C **币种**, **时间**, **地点**, **日期**, **金额**, **数量**, **币种**, **时间**, **地点**,
C **币种**, **时间**, **地点**, **日期**, **金额**, **数量**, **币种**, **时间**, **地点**,
k E **时间**

D **时间** () - () **时间**, **地点**, **日期**, **金额**, **数量**, **币种**, **时间**, **地点**,
C **币种**, **时间**

D **金额** () - () **时间**, **地点**, **日期**, () **金额**, **数量**, **币种**, **时间**, **地点**,
C **币种**, **时间**, **地点**, () **金额**, **数量**, **币种**, **时间**, **地点**,
B1.00 **金额**, C **币种**

E - C **币种**, **时间**, **地点**, **日期**, **金额**, **数量**, **币种**, **时间**, **地点**,
C **币种**, **时间**

() - () **时间**, **地点**, **日期**, () **金额**, **数量**, **币种**, **时间**, **地点**,
C **币种**, **时间**, **地点**, () **金额**, **数量**, **币种**, **时间**, **地点**,
B1.00 **金额**, C **币种**

时间, **地点** - **时间**, **地点**, **日期**, **金额**, **数量**, **币种**, **时间**, **地点**,
A **时间**, **地点**, **日期**, **金额**, **数量**, **币种**, **时间**, **地点**,
C **币种**

时间, **地点**, **日期** - **时间**, **地点**, **日期**, **金额**, **数量**, **币种**, **时间**, **地点**,
k E **时间**, **地点**, **日期**, **金额**, **数量**, **币种**, **时间**, **地点**,
k E **时间**

D - 18 **日期**, 2021, **时间**, **地点**, **日期**, **金额**, **数量**, **币种**, **时间**, **地点**,
D **时间**, **地点**, **日期**, **金额**, **数量**, **币种**, **时间**, **地点**,
18 **日期**, 2021, **时间**, **地点**, **日期**, **金额**, **数量**, **币种**, **时间**, **地点**,
k E **时间**, **地点**, **日期**, **金额**, **数量**, **币种**, **时间**, **地点**,
k E **时间**

E - E **时间**, **地点**, **日期**, **金额**, **数量**, **币种**, **时间**, **地点**,
E **时间**, **地点**, **日期**, **金额**, **数量**, **币种**, **时间**, **地点**,
E **时间**, **地点**, **日期**, **金额**, **数量**, **币种**, **时间**, **地点**,
E **时间**, **地点**, **日期**, **金额**, **数量**, **币种**, **时间**, **地点**,
k E **时间**

DEFINITIONS

C- C 

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D-
B

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B
C

m  B

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 () B1.00  C m 

()-

()  () C m 

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 (General Manager)
D
A m
CA

Registered Office:

m 118, 1 E
B D m , B m
C

Non-executive Directors:

E
A B

Principal Place of Business in Hong Kong:

54, C
183 E

Independent non-executive Directors:

C A
A A
D

25 2021

To the Shareholders

D / m,

**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

D m m , m , m ,
D , m , B , A , (,),
D , B , m , A , m , B , m

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 m 2,829,676,800
m 1,082,966,268 D m 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 C m 12 2021 10 m 2020 19 ,
m A A
C m m A A ,
2021 C m A A ,
A C ,
A C ,
C m (《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 A ,
A ,
B D ,
A .

4. PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

茲此通知本公司股東，本公司董事會於二零二一年四月二日（星期一）舉行會議，決議委任趙曉華女士為本公司獨立非執行董事。趙曉華女士之委任，將自二零二一年五月三日起生效。

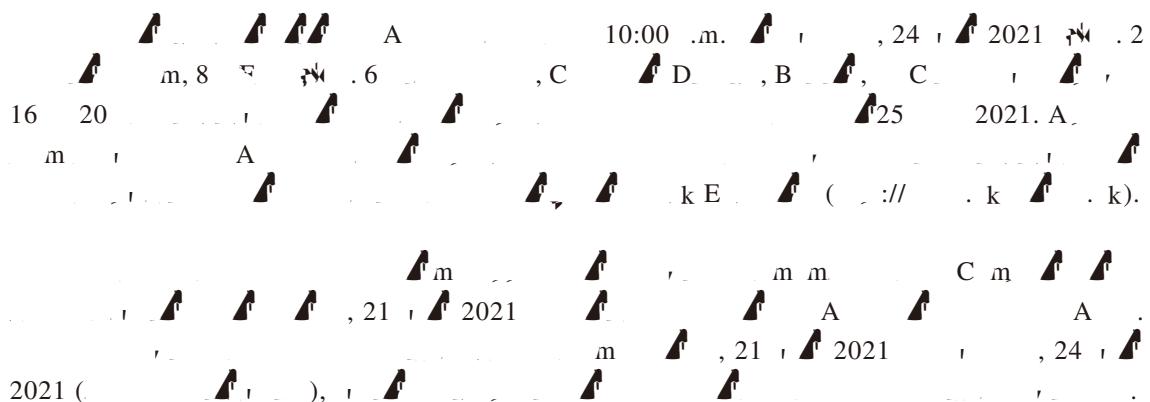
茲此通知本公司股東，本公司董事會於二零二一年四月二日（星期一）舉行會議，決議委任趙曉華女士為本公司獨立非執行董事。趙曉華女士之委任，將自二零二一年五月三日起生效。

特此佈聞

LETTER FROM THE BOARD



5. THE AGM



LETTER FROM THE BOARD

At the meeting of the Board of Directors held at the Company's registered office, No. 24, Lane 23, Jinhua Street, Beijing, China, on 23rd March 2021, the following resolutions were passed:

6. VOTES TO BE TAKEN BY POLL

The following votes were taken by poll:

7. RECOMMENDATION

The Board of Directors recommends that the shareholders of the Company approve the following resolution:

B 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
<p>Article 5 C m A , m A A</p>	<p>Article 5 C m A , m A A</p> <p><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</p> <p>45</p> <p>20</p>	<p>Article 16</p> <p>an annual C m 4520 clear business</p> <p>m; 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</p> <p>C m A A m m A A 20 , A m A. A A m A C m A, m A, C m A m A A A A m A A, A m A.</p>	<u>This article has been deleted</u>
<p>Article 19</p>	<p>Article 19<u>8</u></p> <p>C m A A A m A A A A A <p>(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.</p> </p>

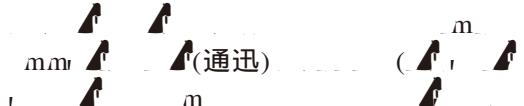
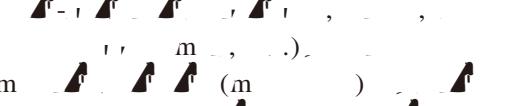
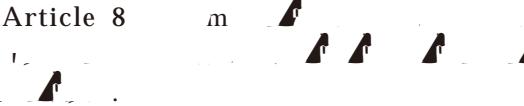
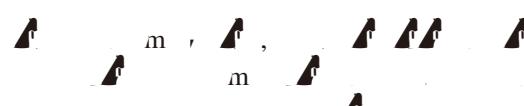
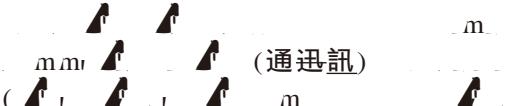
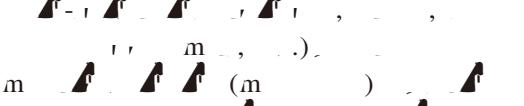
Original articles	Revised articles after the proposed amendments
<p>Article 20</p> <p style="text-align: right;">C 45</p> <p style="text-align: right;">m 15</p> <p style="text-align: right;">A 53 57</p>	<p>Article 20<u>19</u></p> <p style="text-align: right;"><u>days or 10 clear business days (whichever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

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

Original articles	Revised articles after the proposed amendments
Article 4	Article 4 <u>..... m ⚡</u> <u>..... about once every quarter.</u> <u>..... by giving a written notice to all directors and supervisors 14 days before the meeting is held.</u>
Article 7	Article 7 <u>..... m ⚡</u> <u>..... 1014 m ⚡</u> <u>..... 5 m ⚡</u> <u>..... k m ⚡</u>

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

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

Original articles	Revised articles after the proposed amendments
Article 8 m        	Article 8 m        

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 THAT THE ANNUAL GENERAL MEETING (the "AGM") OF THE COMPANY WILL BE HELD ON 24 JUNE 2021, AT 10:00 A.M. IN THE BOARD ROOM, CHINA, BEIJING, PEOPLE'S REPUBLIC OF CHINA.

AS ORDINARY RESOLUTIONS

1. APPOINTMENT OF DIRECTORS FOR THE BOARD. RESOLVED THAT THE BOARD OF DIRECTORS OF THE COMPANY CONSIST OF EIGHT MEMBERS, WHO WILL BE ELECTED FOR A TERM OF THREE YEARS, COMMENCING ON 31 DECEMBER 2020.
2. APPOINTMENT OF AUDITORS. RESOLVED THAT THE AUDITORS OF THE COMPANY FOR THE YEAR ENDING 31 DECEMBER 2020 WILL BE THE CHINESE AUDITORS.
3. APPROVAL OF THE ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDING 31 DECEMBER 2020.
4. APPROVAL OF THE ANNUAL BUDGET FOR THE YEAR ENDING 31 DECEMBER 2020.
5. APPROVAL OF THE ANNUAL DIVIDEND FOR THE YEAR ENDING 31 DECEMBER 2020.
6. APPROVAL OF THE PROPOSED CAPITAL INCREASE. RESOLVED THAT THE COMPANY MAY AUTHORIZE THE BOARD TO ISSUE ADDITIONAL ORDINARY SHARES OF THE COMPANY IN THE AMOUNT OF ONE HUNDRED MILLION (100,000,000) ORDINARY SHARES, WITH A PAR VALUE OF RMB 1.00 EACH, IN THE PERIOD FROM 1 JANUARY 2021 TO 31 DECEMBER 2021, SUBJECT TO THE APPROVAL OF THE CHINESE GOVERNMENT AND THE CHINESE SECURITIES AND EXCHANGE COMMISSION.
7. APPROVAL OF THE PROPOSED CAPITAL INCREASE. RESOLVED THAT THE COMPANY MAY AUTHORIZE THE BOARD TO ISSUE ADDITIONAL ORDINARY SHARES OF THE COMPANY IN THE AMOUNT OF ONE HUNDRED MILLION (100,000,000) ORDINARY SHARES, WITH A PAR VALUE OF RMB 1.00 EACH, IN THE PERIOD FROM 1 JANUARY 2021 TO 31 DECEMBER 2021, SUBJECT TO THE APPROVAL OF THE CHINESE GOVERNMENT AND THE CHINESE SECURITIES AND EXCHANGE COMMISSION.

NOTICE OF THE ANNUAL GENERAL MEETING

8. C m 2021.

9. C m 2021.

10. m m B D B C m

11. C m

AS SPECIAL RESOLUTION

1.

THAT:

- (1) B m C m
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- (2) B m k , m
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- (3) B (
- (4) 20 m D m
- (5) 20 m C m

() B C m PRC-
E m m m m m Listing Rules- () m
m m m m m k

NOTICE OF THE ANNUAL GENERAL MEETING

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C m C m k
C m B.

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

B 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

, 24 , 2021 ().
C m , 21 , 2021 A .
C m , 183 E , , 1712-1716, 17 ,
C , 183 E , , 1712-1716, 17 , 14:30 , , 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)

, 6 , 2021 ().
A),
C m , 1712-1716, 17 ,
C , 183 E , , 1712-1716, 17 , 14:30 , , 30 , 2021

