

THIS CIRCULAR IS IMPORTANT AND REQUIRES

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 person in the trade, 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 purchase or transfer was effected for transmission to the purchaser or transferee.

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Beijing Jingneng Clean Energy Co., Limited
北京

(1) PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR (2) PROPOSED ISSUE OF ASSET-BACKED SECURITIES AND (3) NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2022

After from the date of adoption of 2 to 6 of this circular.

A notice convening the EGM to be held at the 2nd Meeting Room, 8th Floor, No. 6 Xihai Road, Haidian District, Beijing, the People's Republic of China, on Tuesday, 29 March 2022 at 9:00 a.m. is set out on pages 7 to 8 of this circular. A proxy form found at the EGM is enclosed with the notice and is available on the website of the 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., no later than 9:00 a.m. on Monday, 28 March 2022) or any adjournment thereof (as the case may be).

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

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

10 March 2022

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In this circular, unless the context otherwise requires, the following expressions shall have the following meaning:

“**Board**” the board of director

“**Company**” (Beijing Jingreng Energy Co., Limited), a joint stock company incorporated in the PRC with limited liability, whose shares are listed on the Stock Exchange

“**Director**” the director(s) of the company

“**EC**” the first extraordinary general meeting of 2022 of the company to be held at 9:00 a.m. on Tuesday, 29 March 2022 at the 2nd meeting room, 8th floor, No. 6 Xihai Road, Haidang District, Beijing, the PRC

“**Share**” the overseas-listed foreign investment shares in the share capital of the company with a nominal value of RMB1.00 each, which

LETTER FROM THE BOARD



Beijing Jingneng Clean Energy Co., Limited
北京京能清

Executive Directors:

Mr. GENG (Chairman)
Mr. (General Manager)
Mr. GAO Yiming
Mr. AN Heng

Registered Office:

Room 118, Jingneng Building,
Beijing Economic Development Zone
Yanqing District, Beijing
the P.R.

Non-executive Directors:

Mr. JING
Mr. HUAN
Mr. WANG Heng

Principal Place of Business in Hong Kong:

31/F, Tower Two, Time Square
1 Matheson Street, Avelon
Hong Kong

Independent non-executive Directors:

Mr. UANG Xiang
Mr. AN Yintu
Mr. XU Jing
Mr. AN Jie

10 March 2022

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR
(2) PROPOSED ISSUE OF ASSET-BACKED SECURITIES
AND
(3) NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF
2022**

I. INTRODUCTION

Reference is made to the announcement of the company dated 26 January 2022, in relation to the appointment of Mr. Song Hong as a non-executive director of the company and the announcement of the company dated 10 March 2022, in relation to the proposed issue of asset-backed securities.

The purpose of this circular is to set out the notice of the EGM to provide the shareholder with details of (i) the proposed appointment of a non-executive director of the company and (ii) the proposed issue of a (set-back) certificate to enable you to make informed decision on whether to vote for or against the resolution to be proposed at the EGM.

II. PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR

We refer to the announcement of the company dated 26 January 2022 in relation to the proposed appointment of Mr. Song Jingong as a non-executive director.

The board is pleased to nominate Mr. Song Jingong (“Mr. Song”) as a non-executive director, subject to the approval of the shareholder at the EGM. The term of Mr. Song’s appointment as a non-executive director has commenced on the approval by the shareholder at the EGM and has effect on the expiry of the term of the fourth session of the board. Mr. Song will also become a member of the audit committee and the tender committee of the board upon his appointment as a non-executive director has effect.

The company will enter into a service agreement with Mr. Song upon the approval of his appointment by the shareholder at the EGM. Mr. Song will not receive any remuneration from the company.

The biographical details of Mr. Song are set out below:

Mr. Song Jingong, aged 31, has been the business manager of the capital operations department of Beijing state-owned enterprise management co., Ltd. (“Beijing SOCOM”) since November 2021. Mr. Song worked as the business manager of the equity management department of Beijing SOCOM from May 2021 to November 2021. Mr. Song concurrently served as the business assistant, business head and business manager of the equity management department of Beijing state-owned enterprise management co., Ltd. (“Beijing SOCOM”) from August 2016 to May 2021. From October 2020 to September 2021, he was seconded to Beijing municipal bureau of finance (“Beijing Municipal Bureau of Finance”).

Mr. Song graduated from the Law School of Tsinghua University with a master’s degree in law in July 2016.

Save as disclosed above, Mr. Song is not holding any directorship in any company or taken any other significant member of the company in the last three years, nor has any relationship with any other director, supervisor, senior management, substantial shareholder (as defined in the Listing Rule) or controlling shareholder (as defined in the Listing Rule) of the company. In addition, Mr. Song does not have any interest in the share of the company within the meaning of Part XV of the SFO.

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

III. PROPOSED ISSUE OF ASSET-BACKED SECURITIES

We refer to the announcement of the Company dated 10 March 2022, in relation to the proposed issue of asset-backed securities.

The Board has approved the proposed issue of asset-backed securities, in which

Priority of subscription to the shares: The range of priority to be exercised not to exceed 95% of the subscription to the shares to be exercised not to be lower than 5%, which is subject to the opinion of the independent accounting firm as required by law.

Enhancement measure: The company will provide support for making use of the range of priority to be exercised in relation to the priority to the cash dividend by the cash dividend manager.

Use of proceeds: The payment of the company's debt, the payment of working capital and other operation investment except for the purchase of stock, which shall finally be determined by the company according to its business needs.

AUTHORIZATION

To provide flexibility for the withdrawal of the shares, the company has submitted to the EGM to consider, if the right fit, a resolution to authorize the company to further authorize the company to further authorize the chairman of the board or Mr. Chen Xu, a executive director to deal with a matter in relation to the resolution of the shareholders' meeting within the scope of the shares held on the company's business operation and capital market condition, including but not limited to (1) determining the price of the shares, including a maximum, interest rate, term, target of the shares (2) determining the price of the shares, including a maximum, interest rate, term, target of the shares (3) determining the price of the shares, including a maximum, interest rate, term, target of the shares (4) determining the price of the shares, including a maximum, interest rate, term, target of the shares. The authorization shall be valid for a period of 24 months from the date of the resolution of the shareholders' meeting.

IV. EGM

The notice convening the EGM to be held at 9:00 a.m. on Tuesday, 29 March 2022 at Room 808, 8th Floor, No. 6 Xihai Road, Haidian District, Beijing, the company's internet site 7 to 8 of the circular will be attached to the shareholder on 14 March 2022. A proxy form for use at the EGM will be attached to the shareholder together with this

LETTER FROM THE BOARD

V. VOTES TO BE TAKEN BY POLL

The resolution to be proposed at the EGM will be voted by all eligible shareholders, required to abstain from voting in respect of the resolution proposed at the EGM.

VI. RECOMMENDATION

The Director believes that the proposed resolution in relation to the proposed appointment of non-executive Directors and the proposed issue of a set-back clause are in the interest of the company and the shareholders as a whole. Therefore, the Director recommends that all shareholders vote in favour of the relevant resolution to be proposed at the EGM.

Director of the Board

Beijing Jingneng Clean Energy Co., Limited

KANG Jian

Deputy General Manager and Company Secretary



Beijing Jingneng Clean Energy Co., Limited
北京京能清

**NOTICE OF
THE FIRST EXTRAORDINARY GENERAL MEETING OF 2022**

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting of 2022 (the “EGM”) of Beijing Jingneng Clean Energy Co., Limited (the “Company”) will be held at 9:00 a.m. on Tuesday, 29 March 2022 at the Meeting Room, 8th Floor, No. 6 Xihaihe Road, Chaoyang District, Beijing, the venue for the purpose of considering and, if thought fit, adopting the following resolution:

ORDINARY RESOLUTION

1. To consider and approve the re-election of Mr. Song Jihong () as a non-executive director of the Company.

SPECIAL RESOLUTION

2. To consider and approve the resolution of a set-back security.

For and on behalf of the Board
Beijing Jingneng Clean Energy Co., Limited
KANG Jian
Deputy General Manager and Company Secretary

Beijing, the P.R.
10 March 2022

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.

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2022

Notes:

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

Order of Share and view that the share register for share will be closed from Thursday, 24 March 2022 to Thursday, 29 March 2022 (both days inclusive). The shareholder whose name appears on the register of member of the company on the close of business on Wednesday, 23 March 2022 are entitled to attend and vote at the EGM. Order of share of the company who wish to attend the EGM but have not registered the transaction are required to submit the transaction together with the relevant share certificate at the Share Registrar of the company in Hong Kong, namely Hong Kong Investor Service Limited, at Shop 1712-16, 17th Floor, One Well Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Wednesday, 23 March 2022 for registration.

2. PROXY

Shareholder entitled to attend and vote at the EGM may appoint one or more proxy 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 corporation body, the proxy form must be either executed under its common seal or under the hand of its director(s) or its duly authorized attorney(s). If the proxy form is signed by an attorney of the shareholder, the power of attorney authorizing the attorney to sign or other authorization document must be produced.

For holder of share, the proxy form together with the power of attorney or other authorization document (if any) must be lodged at the Share Registrar of the company in Hong Kong, namely Hong Kong Investor Service Limited, at 17th Floor, One Well Centre, 183 Queen's Road East, Wanchai, Hong Kong in person or by post not later than 24 hours before the time fixed for holding the EGM, i.e. by no later than 9:00 a.m. on Monday, 28 March 2022) or a duly authorized agent of the company (be). Shareholder can still attend and vote at the EGM upon completion of the proxy form.

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

Address: 78, No. 6 Xuhai Road, Haidian District, Beijing, the PRC

Telephone: (86 10) 8740 7010, (86 10) 8740 7065

4. PROCEDURES FOR VOTING AT THE EGM

A vote of shareholder at the EGM must be taken by poll.

5. OTHER BUSINESS

Shareholder (in person or by proxy) attending the EGM are responsible for their own transaction and a common transaction. Shareholder or their proxy attending the EGM shall receive their dividend payment.

6. Reference to time and date in this notice are to Hong Kong time and date.