

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 dealer in securities, bank manager, officer, professional accountant or other professional adviser.

If you have sold or transferred a share in Beijing Jingneng Clean Energy Co., Limited, you should at once hand this circular, together with the enclosed reply 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
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(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 1st to 6th of this circular.

A notice convening the EGM to be held at the 2nd Meeting Room, 8th Floor, No. 6 Xihaihe Road, Hanyang District, Beijing, the 28th March 2022 at 9:00 a.m. is set out on pages 7 to 8 of this circular. A reply form found at the EGM is enclosed with the notice and 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 reply 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, 28th March 2022) or any adjournment thereof (as the case may be).

Completion and return of the reply 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.

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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 Ean Energy Co., Limited), a joint stock company incorporated in the P.R. with limited liability, whose shares are listed on the Stock Exchange

“Director” the director(s) of the company

“ECG” the first extra ordinary 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 Xitahua Road, Haidian District, Beijing, the P.R.

“Share” the over-all foreign investible 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
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Executive Directors:

Mr. GENG (Chairman)
Mr. YU (General Manager)
Mr. GAO
Mr. AN

Registered Office:

Room 118, 1st Floor, 1st Floor,
Beijing Economic Development Zone
Yanqing District, Beijing
the P.R.

Non-executive Directors:

Mr. JIANG
Mr. HUAN
Mr. WANG

Principal Place of Business in Hong Kong:

31st Floor, Tower Two, Time Square
1 Matheson Street, A/EVA
Hong Kong

Independent non-executive Directors:

Mr. UANG
Mr. YIN
Mr. XU
Mr. A

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 proposed 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 (retained) ordinary share 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 Zhong as a non-executive director.

The Board is pleased to nominate Mr. Song Zhong (“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 will be 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 tag committee of the Board upon his appointment as a non-executive director take 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 Zhong, aged 31, has been the business manager of the capital operation department of Beijing State-owned Assets Administration Management Co., Ltd. (“Beijing SOCOM”) since November 2021. Mr. Song worked as the business manager of the equity management department of Beijing State-owned Assets Administration Management Co., Ltd. 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 Assets Administration Management Co., Ltd. from August 2016 to May 2021. From October 2020 to September 2021, he was seconded to Beijing State-owned Assets Administration Management Co., Ltd. (Finance Department).

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 listed company or holding any other director, supervisor, senior management, substantial shareholder (as defined in the Listing Rules) or controlling shareholder (as defined in the Listing Rules) of the Company. In addition, Mr. Song does not have any interest in the shares 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 Rules 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 assets under the plan : The range of priority assets expected not to exceed 95% of the total assets expected not to be lower than 5%, which is subject to the opinion of the rating agency, accounting firm and legal authority

Investment management measure : The company will provide support for making use of the financial resources in addition to the priority assets of the capital structure by the capital manager

Use of proceeds : The repayment of the company's debt, improvement of working capital and other operation investment except for real estate assets, which shall finally be determined by the company according to its business needs

AUTHORIZATION

To provide flexibility for the withdrawal of the company, the Board has approved to the EGM to consider, if the right fit, a resolution to authorize the Board to further authorize Mr. Zhang Peng, the chairman of the Board or Mr. Chen Xu, a executive director to execute a power of attorney in relation to the resolution of the asset-liability equity within the scope of the company has on the company's business operation and capital market condition, including but not limited to, (i) determining the line of foreign assets, including amount, interest rate, term, target of the company's use of proceeds, (ii) determining specific measure for credit enhancement and rating of the relevant document, and (iii) determining transaction with a rating of the relevant transaction document. The authorization shall be valid for a period of 24 months from the date of approval by the shareholder at the EGM.

IV. EGM

The notice convening the EGM to be held at 9:00 a.m. on Tuesday, 29 March 2022 at Room 200, 8th Floor, No. 6 Xihai Road, Haidian District, Beijing, the meeting agenda will be attached to the shareholder on 14 March 2022. A proxy form for 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 the shareholders, required to abstain from voting in respect of the resolution proposed at the EGM.

VI. RECOMMENDATION

The Director believes that the resolution in relation to the appointment of non-executive Director is in the best interests 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
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**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 Xiluhe Road, Chaoyang District, Beijing, the purpose of considering, if thought fit, adopting the following resolution:

ORDINARY RESOLUTION

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

SPECIAL RESOLUTION

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

Secretary 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 certificate holders that the share register for H shares 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 members of the company on the close of business on Wednesday, 23 March 2022 are entitled to attend and vote at the EGM. Order of H shares of the company who wish to attend the EGM but have not registered the transfer of their shares are required to deposit the transfer document together with the relevant share certificate at the share registrar of the company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shop 1712-16, 17th Floor, One World 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 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 and signed by the holder of a share or by a attorney duly authorized in writing. If the shareholder is a corporation, the proxy form must be either executed under its common seal or under the hand of its director or duly authorized attorney. If the proxy form is signed by an attorney of the shareholder, the power of attorney duly appointing that attorney to sign or other authorization document must be produced.

For holder of H shares, 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, Computershare Hong Kong Investor Services Limited, at 17th Floor, One World 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 appointed agent of the company (if any). Shareholder can still attend and vote at the EGM upon completion and return 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, Lixiang 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 communication expense. 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.