

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

“Board” or “Board of Directors”	the board of Directors of the Company
“Board of Supervisors”	the board of Supervisors of the Company
“Company”	(Beijing Jingneng Clean Energy Co., Limited), a joint stock company incorporated in the PRC with limited liability, whose H Shares are listed on the Hong Kong Stock Exchange (stock code: 00579)
“Director(s)”	the director(s) of the Company
“EGM”	the third extraordinary general meeting of 2024 of the Company to be held at 9:00 a.m. on Tuesday, 19 November 2024 at Meeting Room 802, 8th Floor, No.6 Xibahe Road, Chaoyang District, Beijing, the PRC
“H Share(s)”	the overseas-listed foreign invested share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars
“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, as amended, modified or otherwise supplemented from time to time
“PRC”	the People’s Republic of China and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan
“SFO”	Securities and Futures Commission



Beijing Jingneng Clean Energy Co., Limited  
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*Executive Directors:*

Mr. CHEN Dayu (*Chairman*)  
Mr. LI Minghui (*General Manager*)  
Mr. ZHANG Wei

*Non-executive Directors:*

Mr. ZHOU Jianyu  
Mr. SONG Zhiyong  
Ms. ZHANG Yi

*Independent non-executive Directors:*

Ms. ZHAO Jie  
Mr. WANG Hongxin  
Mr. QIN Haiyan  
Ms. HU Zhiying

*Registered Office:*

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

*Principal Place of Business in Hong Kong:*

31/F., Tower Two, Times Square  
1 Matheson Street, Causeway Bay  
Hong Kong

30 October 2024

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To the

## **PROPOSED APPOINTMENT OF SHAREHOLDER REPRESENTATIVE SUPERVISOR**

An ordinary resolution will be proposed at the EGM to consider and approve the proposed appointment of Mr. Liu Guoli (“**Mr. Liu**”) as a shareholder representative Supervisor.

The term for Mr. Liu’s appointment as a shareholder representative Supervisor shall commence upon the approval by the Shareholders at the EGM and shall end on the expiry of the term of office of the fifth session of the Board of Supervisors. The Company will enter into a service agreement with Mr. Liu upon the approval of his appointment at the EGM. Mr. Liu will not receive remuneration from the Company during his term as a Supervisor.

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

**Mr. Liu Guoli (劉國立)**, aged 55. Mr. Liu served as the project manager of the investment department at Beijing Composite Investments Company ( ) from April 1998 to December 1999; the manager of the bidding department of Beijing Shihuan Jietian Energy Technology Development Co., Ltd. ( ) from December 1999 to December 2000; the deputy manager (in charge of work) of the investment banking department at Beijing Composite Investments Company from September 2001 to November 2003; the manager of the information department of Beijing Composite Investments Company

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## LETTER FROM THE BOARD

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Save as disclosed in this circular, Mr. Liu (i) does not hold any other positions in the Company or its subsidiaries; (ii) does not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas during the past three years; (iii) does not have any other major appointments and professional qualifications; (iv) does not have any relationship with any Directors, Supervisors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company and (v) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed in this circular, there is no information in relation to the appointment of Mr. Liu as a shareholder representative Supervisor that needs to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor any matter that needs to be brought to the attention of the Shareholders.

### THE EGM

A notice convening the EGM to be held at Meeting Room 802, 8th Floor, No. 6 Xibahe Road, Chaoyang District, Beijing, the PRC on Tuesday, 19 November 2024 at 9:00 a.m. is set out on pages 5 to 6 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>) and the website of the Company (<https://www.jncec.com>).

Holders of H Shares whose names appear on the register of members of the Company on the close of business on Wednesday, 13 November 2024 are entitled to attend the EGM and vote at the EGM. The share register for H Shares will be closed from Thursday, 14 November 2024 to Tuesday, 19 November 2024 (both days inclusive), during which period no share transfer of H Shares will be registered.

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 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.

### VOTES BY POLL

The resolution to be proposed at the EGM will be voted by poll. No Shareholder is required to abstain from voting in respect of the resolution to be proposed at the EGM.

### RECOMMENDATION

The Directors (including the independent non-executive Directors) are of the view that the proposed appointment of Mr. Liu as a shareholder representative Supervisor is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the EGM.

By Order of the Board  
**Beijing Jingneng Clean Energy Co., Limited**  
**CHEN Dayu**  
*Chairman*

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## NOTICE OF THE THIRD EXTRAORDINARY GENERAL MEETING OF 2024

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Beijing Jingneng Clean Energy Co., Limited  
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### NOTICE OF THE THIRD EXTRAORDINARY GENERAL MEETING OF 2024

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Beijing Jingneng Clean Energy Co., Limited (the “Company”) will be held at 9:00 a.m. on Tuesday, 19 November 2024 at Meeting Room 802, 8th Floor, No. 6 Xibahe Road, Chaoyang District, Beijing, the PRC, for the purposes of considering and, if thought fit, passing the following resolution:

#### ORDINARY RESOLUTION

1. To consider and approve the proposed appointment of Mr. Liu Guoli as a shareholder representative supervisor of the board of supervisors of the Company.

By Order of the Board  
**Beijing Jingneng Clean Energy Co., Limited**  
**CHEN Dayu**  
*Chairman*

Beijing, the PRC  
30 October 2024

*As at the date of this notice, the executive Directors of the Company are Mr. Chen Dayu, Mr. Li Minghui and Mr. Zhang Wei; the non-executive Directors are Mr. Zhou Jianyu, Mr. Song Zhiyong and Ms. Zhang Yi; the independent non-executive Directors are Ms. Zhao Jie, Mr. Wang Hongxin, Mr. Qin Haiyan and Ms. Hu Zhiying.*

*Notes:*

Details of the ordinary resolution are set out in the circular of the Company dated 30 October 2024 (the “Circular”). Unless otherwise defined, capitalized terms shall have the same meanings as defined in the Circular.

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

Holders of H Shares of the Company are advised that the share register for H Shares of the Company will be closed from Thursday, 14 November 2024 to Tuesday, 19 November 2024 (both days inclusive). The Shareholders whose names appear on the register of members of the Company on the close of business on Wednesday, 13 November 2024 are entitled to attend and vote at the EGM.

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## NOTICE OF THE THIRD EXTRAORDINARY GENERAL MEETING OF 2024

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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 Wednesday, 13 November 2024 for registration.

### 2. PROXY

Shareholders entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote in their stand. A proxy needs 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 authorization documents must be notarized.

For holders of H Shares of the Company, the proxy form together with the power of attorney or other authorization document (if any) must be lodged at the Company's H share registrar 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 9:00 a.m. on Monday, 18 November 2024) or any adjournment thereof (as the case may be) in order to be valid. Shareholders 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: 7/8F, No. 6 Xibahe Road,  
Chaoyang District,  
Beijing,  
the PRC

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

### 4. PROCEDURES FOR VOTING AT THE EGM

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

### 5. 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.

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