

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular, please contact your stockbroker or the registrars, or the company secretary, or the company's independent financial adviser.

If you have sold or transferred all or part of your shares in Beijing Jingneng Clean Energy Co., Limited, please contact your stockbroker or the registrars, or the company secretary, or the company's independent financial adviser.

凡持有北京京能清洁能源电力股份有限公司（以下简称“本公司”）股票的人士，如对本公告有任何疑问，请即联系贵股票经纪商、本公司注册办事处、本公司秘书或本公司独立财务顾问。



Beijing Jingneng Clean Energy Co., Limited

北京京能清洁能源电力股份有限公司

(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
GENERAL MANDATE TO REPURCHASE H SHARES
NOTICE OF THE ANNUAL GENERAL MEETING
AND
NOTICE OF THE 2023 FIRST H SHARE CLASS MEETING**

Letter from the registrars is set out on page 3 to 7 of this circular.

The General Meeting will be held in accordance with the provisions of the Articles of Association of the Company on 29 June 2023 at 10:00 am (Beijing Time) at the Company's registered office, 56th Floor, China Resources Tower, 100001 Beijing, PRC. The notice of the General Meeting is set out on pages 11 to 15 of this circular. The notice of the Annual General Meeting is set out on pages 16 to 17 of this circular. The notices of the General Meeting and the Annual General Meeting are enclosed with this circular. The notices of the General Meeting and the Annual General Meeting are available on the website of the Company (<http://www.kexnew.com>). Where necessary, the notices of the General Meeting and the Annual General Meeting are required to be completed and returned to the registrars in accordance with the instructions printed thereon not later than 24 hours before the time of the meeting. The notice of the Annual General Meeting is available on the website of the Company (<http://www.kexnew.com>) on 28 June 2023 and is available for free of charge.

The completion and return of the proxy form will not preclude you from attending the General Meeting and the Annual General Meeting in person. For further information, please refer to the relevant circulars referred to in this circular.

CONTENTS

	<i>ge</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I EXPLANATORY STATEMENT	8
NOTICE OF THE ANNUAL GENERAL MEETING	11
NOTICE OF THE 2023 FIRST H SHARE CLASS MEETING	16

DEFINITIONS

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LETTER FROM THE BOARD

- 3) to firm the purchase and implement specific repurchase plan, including to limit the purchase to a maximum time of execution for the repurchase of shares, pending verification of the company's financial position and the company's financial position, and the company's financial position.
- 4) to limit the repurchase to a maximum of 1% of the company's share capital.
- 5) to ensure the new purchase plan complies with the relevant regulatory requirements, including the relevant regulatory requirements for the company's financial position, and the company's financial position.
- 6) to ensure the repurchase plan complies with the relevant regulatory requirements, including the relevant regulatory requirements for the company's financial position, and the company's financial position.
- 7) to ensure the repurchase plan complies with the relevant regulatory requirements, including the relevant regulatory requirements for the company's financial position, and the company's financial position.

Validity of the Repurchase Mandate

The Repurchase Plan will be effective from the date of approval by the General Meeting of Shareholders in accordance with the relevant provisions of the Companies Act 2006.

- 1) to be in effect from the 2023 annual general meeting of the company.
- 2) to be in effect from the date of the relevant meeting of the company, and the relevant period.

Impact of the Repurchase of H Shares

The full execution of the Repurchase Plan during the relevant period will not have a material impact on the company's financial position, and the company's financial position. The company's financial position will not be materially affected by the execution of the Repurchase Plan, and the company's financial position will not be materially affected by the execution of the Repurchase Plan.

There will be no connection between the repurchase of H shares and the company's financial position.

LETTER FROM THE BOARD

6. RECOMMENDATION

The Director (including the independent non-executive Director) believe that the proposed return in respect of financing the relevant investment/operation/return of interest of the company in the relevant areas will be in line with the relevant recommendation of the relevant independent Director of the relevant company.

For the purpose of
Beijing Jingneng Clean Energy Co., Limited
KANG Jian
Secretary General and Chairman

exercise explanatory statement, required by the statute, to provide the requisite form to the broker's order to be formed de novo whether to vote for or against the resolution to repurchase the shares.

CLASS AND NUMBER OF SHARES PROPOSED TO BE REPURCHASED

The terms of the resolution are set forth in the proposed resolution, which provides that the company will not limit the repurchase of its common stock to the extent of the \$282,967,680 of cash on hand and cash equivalents. The resolution provides that the company will exercise the repurchase authority to the extent of the cash on hand and cash equivalents.

REASONS FOR REPURCHASE

The Board believes that the repurchase of common stock will benefit the long-term interests of the company's shareholders by increasing the value of the company's common stock and by providing a return on investment to the company's shareholders. The Board also believes that the repurchase of common stock will help to offset the dilution of the company's common stock resulting from the exercise of outstanding options and restricted stock awards.

FUNDS FOR REPURCHASE

The company will fund the repurchase of common stock from its cash on hand and cash equivalents. The company does not intend to use debt or equity financing to fund the repurchase of common stock.

The company's current working capital position is strong, and the Board believes that the repurchase of common stock will not have a material adverse effect on the company's working capital position. The company's working capital position as of December 31, 2022, was \$1.2 billion, and the Board believes that the repurchase of common stock will not have a material adverse effect on the company's working capital position as of December 31, 2023.

DISCLOSURE OF INTEREST

The only director, officer, or significant shareholder of the company who is a party to the resolution is the Chairman of the Board, who is also a director of the company. The Chairman of the Board has no financial interest in the resolution.

the articles of association (the "Articles") of the Company shall be amended to provide that the directors shall have the power to exercise all or any of the powers conferred upon the directors by the Articles, subject to the provisions of the Articles, and to do all such things as may be necessary or expedient for the purposes of the Company.

UNDERTAKING OF THE DIRECTORS

The directors undertake that they will exercise the powers conferred upon them by the Articles in compliance with the Articles and the applicable laws and regulations, and to do all such things as may be necessary or expedient for the purposes of the Company.

EFFECT OF THE TAKEOVERS CODE

For the purposes of the Takeovers Code, the directors undertake that they will exercise the powers conferred upon them by the Articles in compliance with the Articles and the applicable laws and regulations, and to do all such things as may be necessary or expedient for the purposes of the Company.

The articles of association of the Company (the "Articles") are amended to provide that the directors shall have the power to exercise all or any of the powers conferred upon the directors by the Articles, subject to the provisions of the Articles, and to do all such things as may be necessary or expedient for the purposes of the Company.

PRICES OF H SHARES

The following table sets out the closing price of the shares of the Company as reported in the annual general meeting of the Company for the 12 months period ending 31st December 2022 and 2023.

Month	H Shares	
	Highest Price (HK\$)	Lowest Price (HK\$)
2022		
January	2.04	1.76
February	1.93	1.74
March	1.89	1.56
April	1.77	1.44
May	1.88	1.42
June	1.68	1.45
July	1.76	1.45
August	1.88	1.64
2023		
January	2.17	1.84
February	2.15	1.93
March	2.09	1.83
April	2.08	1.81
May	2.07	1.89

NOTICE OF THE ANNUAL GENERAL MEETING

“7) Review the performance report of the company for the past year and the work plan for the next year.”

8) Review the financial statements of the company for the past year and the financial statements of the company for the next year.

9) Review the financial statements of the company for the past year and the financial statements of the company for the next year.

10) Review the financial statements of the company for the past year and the financial statements of the company for the next year.

2) Review the financial statements of the company for the past year and the financial statements of the company for the next year.

a) Review the financial statements of the company for the past year and the financial statements of the company for the next year.

b) Review the financial statements of the company for the past year and the financial statements of the company for the next year.

c) Review the financial statements of the company for the past year and the financial statements of the company for the next year.

2) Review the financial statements of the company for the past year and the financial statements of the company for the next year.

Beijing Jingneng Clean Energy Co., Limited

Beijing Jingneng Clean Energy Co., Limited

KANG Jian

Secretary General

Beijing, China
30 April 2023

NOTICE OF THE ANNUAL GENERAL MEETING

On 24 June 2023, the following information was received from the Company (the "Company") in relation to the Annual General Meeting (the "AGM") to be held on 28 June 2023. The Company is a public company and the AGM will be held at the registered office of the Company, which is located at the following address:

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

The Company's principal place of business in the PRC is located at the following address:

Telephone: (86 10) 8740 7188

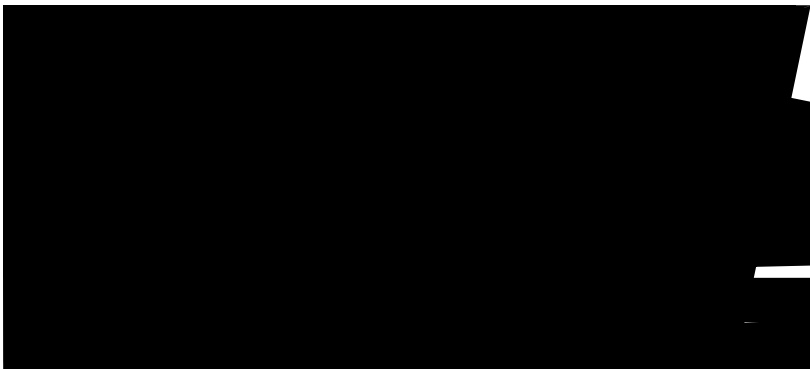
7. PROCEDURES FOR VOTING AT THE AGM

The Company will be holding a poll at the AGM.

8. OTHER BUSINESS

The Company is not aware of any other business to be discussed at the AGM. The Company is not aware of any other business to be discussed at the AGM.

9. Reference to the notice regarding the AGM



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NOTICE OF THE 2023 FIRST H SHARE CLASS MEETING

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NOTICE OF THE 2023 FIRST H SHARE CLASS MEETING

2. CLOSURE OF REGISTER FOR H SHARES, ELIGIBILITY FOR ATTENDING THE H SHARE CLASS MEETING

The register of members of the Company will be closed from June 26, 2023 to June 29, 2023 (inclusive). The relevant members of the Company entitled to attend the meeting will be those who are registered as members of the Company as at the close of business on June 23, 2023. The relevant members of the Company who are entitled to attend the meeting will be those who are registered as members of the Company as at the close of business on June 23, 2023. The relevant members of the Company who are entitled to attend the meeting will be those who are registered as members of the Company as at the close of business on June 23, 2023. The relevant members of the Company who are entitled to attend the meeting will be those who are registered as members of the Company as at the close of business on June 23, 2023.

3. PROXY

The relevant members of the Company are entitled to appoint a proxy to attend the meeting on their behalf. The relevant members of the Company are entitled to appoint a proxy to attend the meeting on their behalf.

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4. ADDRESS AND TELEPHONE NUMBER OF THE COMPANY'S PRINCIPAL PLACE OF BUSINESS IN THE PEOPLE'S REPUBLIC OF CHINA (THE "PRC")

Address: 6X...
Telephone: 86 10) 8740 7188

Telephone: 86 10) 8740 7188

5. PROCEDURES FOR VOTING AT THE H SHARE CLASS MEETING

The relevant members of the Company are entitled to attend the meeting on their behalf.

6. OTHER BUSINESS

The relevant members of the Company are entitled to attend the meeting on their behalf. The relevant members of the Company are entitled to attend the meeting on their behalf. The relevant members of the Company are entitled to attend the meeting on their behalf.

7. Reference to the notice regarding the meeting