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DEFINITIONS

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“ m n'l	北京京能清潔能源電力股份有限公司 (Beijing Jnngneng k n nrgl, . mte), nt tck c m n'l n e r r te n te R w t tme t t t, w e S e e l e n te ng ng S tck xc nge
“ m n'l w	te m n'l w fte e e Re f l e f n (《中華人民共 和國公司法》), m n'e m fte r terwge f lement fr m tme t tme
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DEFINITIONS

“Đúng rồi”

the Rule Governing the Trading of Securities on the Stock
Exchange of New York, Inc. and the New York Stock
Exchange, Inc. from time to time

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 l te Sec^rte n /t/ e mm z n f ng ng
 me n e m f e r terw e / l e m e n t e f r m t m e t t m e

LETTER FROM THE BOARD



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

Executive Director
Mr. Geng (Chairman)
Mr. Geng (General Manager)
Mr. Geng

Executive Director
Mr. Geng
Mr. Geng

Executive Director
Mr. Geng
Mr. Geng
Mr. Geng

Registered Office
Room 118, 1st Floor, R
Building, China Development
Building, Beijing
China

Registered Office
31st Floor, West Tower, S
1st Floor, S
Building

30 / 2023

the holder
Mr. S

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

1. INTRODUCTION

The Board of Directors of the Company has received the request from the Shareholders to convene the 2023 Annual General Meeting of the Company to discuss the matters mentioned above. The Board of Directors has decided to convene the 2023 Annual General Meeting of the Company to discuss the matters mentioned above. The Board of Directors has decided to convene the 2023 Annual General Meeting of the Company to discuss the matters mentioned above.

2. GENERAL MANDATE TO ISSUE DOMESTIC SHARES AND H SHARES

in order to be flexible in determining the extent to which the company is permitted to issue shares, the relevant provisions of the Memorandum and Articles of Association of the Company shall be amended so that the Board may exercise the power to issue shares in the manner and subject to the terms and conditions set out in the "Share Issue Mandate".

The total number of shares authorized for issuance shall be 8,244,508,144 shares, including 5,414,831,344 domestic shares and 2,829,676,800 shares of the authorized but unissued shares of the company. The maximum amount of the authorized shares shall be 1,082,966,268 shares.

The Board will exercise the power to issue shares in accordance with the relevant provisions of the relevant laws, regulations and the relevant rules.

3. GENERAL MANDATE TO REPURCHASE H SHARES

in order to be flexible in determining the manner in which the company is permitted to repurchase H shares, the relevant provisions of the Memorandum and Articles of Association of the Company shall be amended so that the Board may exercise the power to repurchase H shares in the manner and subject to the terms and conditions set out in the "Repurchase Mandate".

- (1) the company shall be permitted to repurchase H shares in the manner and subject to the terms and conditions set out in the relevant laws, regulations and the relevant rules of the company;
- (2) the total amount of shares to be repurchased shall not exceed 10% of the aggregate number of shares outstanding.

LETTER FROM THE BOARD

- (3) t f r m / l e , r l e n s m l e m e n t e c c e r e / r e e l n , i n c l / i n g / i n t l e m e t t e r e , t e m l n t n t m e f e x e / t n f t e r e / r e e f s e , e n g v e r e t c k c c / n t n n l n g f e g n e x e n g e r e g t r t n , n t f l n g t e c e t r f t e m n d n l t l n g m n / n e m e n t i n c c r n e w i t t e r l e n f t e m n d w n t e r t c k f l e t n
- (4) t t n t e r e q u e r l r l f l l t e f l n g r e / r e i n c c r n e w i t l e l l w , e g l t n n r e q u e m e n t
- (5) a f t e r r e n e w r l e n i n l w n e g l t n , r n e w l e l e g l t d / t r e , r e n g e i n m r k e t n t n i n l e n t t e r e / r e e f s e , i n l e t e r l e n t l w n e g l t n r e q u e m e n t f t e e g l t d / t r e r t e r t c k f l e t n f t e m n d r e q u e f r e v e t t e g e n r l m e e t n g) n , r e l m e e t n g) , t e B r m l / t t e r e / r e e l n n c n t e t e l w t l e v n t m t e r f t e r e / r e e f s e i n c c r n e w i t l e v n t l w n e g l t n n t e r e q u e m e n t f e g l t d / t r e w e l l t e m r k e t n t n n t e c l l t n f t e m n d
- (6) t n l e t e e e g t r t n r e / r e f r t e r e / r e e s e , e c c e t e r e g t e c a l m e n t e r t c k f l e t n e g r n g t e s e c a l e l n g t r c l e n t e r n c m l e t e e g t r t n n f l n g r e / r e n
- (7) t e g n t e r c l m e n t n n l e t e r m t e r i n l e n t t e r e / r e e f s e .

Validity of the Repurchase Mandate

e Re /rc e n e ll e effect^y e fr m t e t f r /ng l t e . G n l
 eetng f_s e l e r /ncl w c e^y e r e t e r f

- (2) the $\text{V}_{\text{CTN}}^{\text{V}} \text{R}_{\text{CTN}}^{\text{V}}$ fte / $\text{trd} / \text{net}_{\text{CTN}}^{\text{V}}$ fte / $\text{net}_{\text{CTN}}^{\text{V}}$ fte mnd tnl general meeting ncl meeting fte_S re lcr
(the “**Relevant Period**”).

Impact of the Repurchase of H Shares

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 fte m n l . w e l e r fte B r c n e r t e e x c t n fte Re /rc e n te w l l l e
 m e r l l e r e m c t nte w r n g c p l r g r n g l e l^V fte m n l t e B r w l l n t
 e x e r c e t e Re /rc e n t e / n e r / c c r o m t n e . l e r c n e r n g t e e^V l n g m r k t
 c n t n t e B r w l l e r m e t e m / n t f^S e t e e / r c e t e r e n t e r
 t e r m f t e e / r c e f^S e t t e e x t n t t e n t e e t n e r t fte m n l .

we will enclose the contract right next to the letter for the
 the letter to the right of the reference.

LETTER FROM THE BOARD

6. RECOMMENDATION

The Board (including the independent non-executive Director) believes that the information provided in the circular is fair, balanced and objective, and that the information is sufficient for the Shareholders to make a decision on the proposed transaction. The Board recommends that the Shareholders vote in favour of the proposed transaction at the General Shareholders Meeting.

For and on behalf of
Beijing Jingneng Clean Energy Co., Limited
KANG Jian

Duty General Manager of the Company

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 req. t q f rm t t e e the h reh der t m ke f rme d de whether t v te f r r
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CLASS AND NUMBER OF SHARES PROPOSED TO BE REPURCHASED

[illegible]

REASONS FOR REPURCHASE

The Board believes that the Referee's conclusion that the net benefit to the element of the market for the long-term interest rate is negative is not supported by the evidence. The Board believes that the Referee's conclusion that the net benefit to the element of the market for the long-term interest rate is negative is not supported by the evidence. The Board believes that the Referee's conclusion that the net benefit to the element of the market for the long-term interest rate is negative is not supported by the evidence.

FUNDS FOR REPURCHASE

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 the law, regulation and requirement, in the future of the law and requirement
 for the future.

under the current working conditions the monthly Br else t t n exercise the Re /rc e n t n f l l w l n t c / e m e r l V e r e m c t n t e w r k n g c t l n / r g r n g l e l f t e m n l c m e t t e f n n c l n t 31 e e m e r 2022 d e n t e / e f n n c l t e m e n t f t e m n l n t e m / l e r t f r t e l e r e n e 31 e e m e r 2022). w e r f t e B r e l s e t t e e x e r c i s e t h e R e / r c e n t e w l l V e m e r l V e r e m c t n t e w r k n g c t l e q u e m e n t r g r n g l e l f t e m n l t e B r e n n t t e / r c e t e e l e x e r c i n g t e w e r c n e r n e r n e t e R e / r c e n t e. e B r w l l c n d e r t e e l o n g m r k e n c n t n r r e t e m n g t m k e e c c n n t e n m e r f S e t e e / r c e t e e n t e r m t e / r c e S e n t e e t n e t f t e m n l.

DISCLOSURE OF INTEREST

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n' s re fte m n' fte Re /rc e n te r'Ve lte G nte l ee tng.

the Director shall exercise the power conferred on it (including the power to amend the Memorandum and Articles of Association) in relation to the Company in accordance with the provisions of the Companies Act 1985.

UNDERTAKING OF THE DIRECTORS

The Directors undertake that they will exercise the powers conferred on them by the Memorandum and Articles of Association of the Company in accordance with the provisions of the Companies Act 1985 and the provisions of the Companies Act 1985.

EFFECT OF THE TAKEOVERS CODE

If the Director shall exercise the powers conferred on it by the Memorandum and Articles of Association of the Company in accordance with the provisions of the Companies Act 1985 and the provisions of the Companies Act 1985, the Director shall not be liable for any breach of the provisions of the Companies Act 1985.

The Director shall exercise the powers conferred on it by the Memorandum and Articles of Association of the Company in accordance with the provisions of the Companies Act 1985 and the provisions of the Companies Act 1985.

PRICES OF H SHARES

The following table sets out the closing prices of the Company's H Shares on the Hong Kong Stock Exchange Limited (the "Stock Exchange") for the period from 1 January 2022 to 31 December 2023. The prices are set out in the table below.

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
September	1.88	1.42
October	1.68	1.45
November	1.76	1.45
December	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 (after the restructuring)	2.07	1.89

NOTICE OF THE ANNUAL GENERAL MEETING



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

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of Beijing Jingneng Clean Energy Co., Limited (the “**Company**”) will be held at 10:00 a.m. on Friday, 29 June 2023 at the Rm. 56, 1st Floor, Sinochem Building, 100022, Beijing, China. The agenda of the meeting is as follows:

AS ORDINARY RESOLUTIONS

1. To consider and approve the remuneration of the members of the **Board** for the year ended 31 December 2022.
2. To consider and approve the remuneration of the members of the **Supervisory Committee** for the year ended 31 December 2022.
3. To consider and approve the remuneration of the members of the **Strategic and Financial Committee** for the year ended 31 December 2022.
4. To consider and approve the remuneration of the members of the **Internal Control and Risk Management Committee** for the year ended 31 December 2022.
5. To consider and approve the remuneration of the members of the **Internal Audit Committee** for the year ended 31 December 2022.
6. To consider and approve the remuneration of the members of the **Internal Control and Risk Management Committee** for the year ended 31 December 2023.
7. To consider and approve the remuneration of the members of the **Internal Audit Committee** for the year ended 31 December 2023.
8. To consider and approve the remuneration of the members of the **Internal Control and Risk Management Committee** for the year ended 31 December 2023, to be presented to the next annual general meeting for the year ended 31 December 2024.

NOTICE OF THE ANNUAL GENERAL MEETING

9. c n z e r n r l e t e i n t m e n t f B k e r m l l n t e r n t n l e r t f e l f e
 c c f n t n t e c l G e n e r l l r t n e r z) t e m e t c f t r f t e m n l f r t e l e r
 2023 t l f f e f n t l t e c n c l z n f t e n x t n n l g e n e r l m e e t n g f t e m n l
 n s t f t f e z r x m e l R B 2.58 m l l n .

AS SPECIAL RESOLUTIONS

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- (1) The Board grants no financial guarantee to the contractor with respect to the anticipated future agreement on the protection of the full wing condition.

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 20 percent of the aggregate number of the following

- (iii) 20 percent of the aggregate number of the following members of the family of the deceased:

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“ S e m e n t e l e r e - l e f e i g n m e t e e n t e e c t i f t e
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n n g n g l l r

“Relevanter merite er fra de angfælte Udnåttede der
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- Beijing Jingneng Clean Energy Co., Limited
KANG Jian

- 13 -

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- ## 2. CLOSURE OF REGISTER FOR H SHARES. ELIGIBILITY FOR ATTENDING THE AGM

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r ! 29 J n e 2023 t ! n d l ^Ve) e e l e r w e n n e e r n t e g e r f m e r f t e
m n n t e d e f f r e n r ! 23 J n e 2023 e e n t t e t t e n n ^Ve t t e . G . l e r f
e f t e m n w w t t e n t e . G t ^Ve n t e g e e t e t n f e r c m e n t e q u e t
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n g m f e r w n g n g n ^Ve t r e ^Ve t m e t s 1712-1716, 17 t l r e w l l e n t e 183
e e n R t l n c e n g n g t l e r t n 4 30 . m . n r ! 23 J n e 2023 f r e g e t r e n .

- Wier f e e v e t t t e e e g e r f r e w l l e d e f r m r ! 7 J U l 2 0 2 3 t
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r v i l l e e l e r t t e . G) l e r f t e e w e t n e r v e n t e e n e g e e l l
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2 0 2 3 .

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B r w l l e V l e e t e r n e r n r t r' g V e r t e n c e n f c t t e t n w e r q e t n f r m
e l e r fte m n' t t e . G .

- S r x l e e n t e e l e r f t e m n l .

e n t r i n e m e n t l i n g r d m t e n w r e n g n e r t e n f e l e r f t e m n d r e t t m e l
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 g n e l n t t m e l f t e e l e r f t e m n d t e v e r f t t m e l f t r e n g t t t m e l t g n r n d
 t e r f t r e n c m e n t m t e n t r e .

r l e r f e t e r x f r m t g e t e r w i t t e w e r f t t m e l r n d e r f t r e n c m e n t f
 n m t e l g e t t e m n e e g t r r n n g w n g m f e r e n g n g n e t r s e r v e
 m e t 17 l r e w e l l e n t e 183 l e e n R t l n c e n g n g l n r l t n t l e

NOTICE OF THE ANNUAL GENERAL MEETING

On 24 February 2023, the first extraordinary general meeting of the company (hereinafter referred to as the "AGM") was held on 28 June 2023) in the presence of the shareholders. The AGM was held in the presence of the shareholders and the company's management.

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 No. 6 Xueyuan Road, Beijing, P.R.

The telephone number is (86 10) 8740 7188.

7. PROCEDURES FOR VOTING AT THE AGM

The AGM will be held in the presence of the shareholders.

8. OTHER BUSINESS

The AGM will also discuss the company's financial performance and the company's future development. The AGM will also discuss the company's future development.

9. Reference to the company's website for further information.



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

NOTICE OF THE 2023 FIRST H SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN t t t e 2023 f r t e c l m e e t n g (t e

