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**Beijing Jingneng Clean Energy Co., Limited**  
**北京京能清潔能源電力股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 00579)**

**NOTICE OF THE ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “AGM”) of Beijing Jingneng Clean Energy Co., Limited (the “Company”) will be held at 10:00 a.m. on Thursday, 28 June 2018 at Alexandra Room, Level 2, Mandarin Oriental Hong Kong, 5 Connaught Road, Central, Hong Kong for the purposes of considering and, if thought fit, passing the following resolutions:

**AS ORDINARY RESOLUTIONS**

1. To consider and approve the work report of the board of directors of the Company (the “Board”) for the year ended 31 December 2017.
2. To consider and approve the report of the board of supervisors of the Company for the year ended 31 December 2017.
3. To consider and approve the report of the Company’s auditors and the audited financial statements of the Company prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2017.
4. To consider and approve the profit distribution proposal and the plan of distribution of Final Dividends of the Company for the year ended 31 December 2017.
5. To consider and approve the annual report of the Company for the year ended 31 December 2017.
6. To consider and approve the re-appointment of Deloitte Touche Tohmatsu as the international auditors of the Company for the year 2018, to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to determine their remuneration.

7. To consider and approve the re-appointment of Grant Thornton LLP as the domestic auditors of the Company for the year 2018, to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to determine their remuneration.
8. To consider and approve the budget report of the Company for the year 2018.
9. To consider and approve the investment business plan of the Company for the year 2018.
10. To consider and approve the “Thirteenth Five-Year” Development Plan (submission draft) and Breakdown of Strategic Missions of the Company.

### **AS SPECIAL RESOLUTIONS**

1. To consider and approve the following:

“**THAT:**

generally and unconditionally authorise the Board (or Director(s) delegated by the Board), within the amount approved and in light of the demand of business operation and capital expenditures, as well as the market condition, to determine the specific provisions and related matters regarding the issuance of debt financing instruments such as inbound short-term financing bonds, mid-term notes, offshore bonds, etc., including, but not limited to the issue size, interest rate, validity period, purchaser, use of proceeds as well as all necessary documents to be made, executed or disclosed (the “**Debt Financing Instruments Issue Mandate**”).

The effective period of the Debt Financing Instruments Issue Mandate is 24 months from the date of the passing of the resolution at the AGM.”

2. To consider and approve the following:

“**THAT:**

(1) the Board be granted an unconditional general mandate to issue, allot or otherwise deal with additional shares in the capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company, whether Domestic Shares or H Shares, and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) in respect thereof, subject to the following conditions:

- (a) such mandate shall not exceed beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements, or options which might require the exercise of such powers after the end of the Relevant Period;

- (b) the aggregate amount of shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Board shall not exceed:
  - (i) 20 per cent of the aggregate number of Domestic Shares of the Company in issue as of the passing date of this resolution; and/or
  - (ii) 20 per cent of the aggregate number of H Shares of the Company in issue as of the passing date of this resolution; and
- (c) the Board will only exercise its power under such mandate in accordance with the Company Law of the People’s Republic of China (the “**PRC**”) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) (as the same may be amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained;

For the purpose of this resolution:

“Domestic Shares” means ordinary shares issued by the Company in the PRC, with a nominal value of RMB1.00 each, which are subscribed for in Renminbi (“**RMB**”);

“H Shares” means the overseas-listed foreign invested shares 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;

“Relevant Period” means the period from the passing of this resolution until the earliest of:

- (A) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
  - (B) the expiration of the 12-month period following the passing of this resolution; or
  - (C) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting; and
- (2) subject to the Board resolving to issue shares pursuant to sub-paragraph (1) of this resolution, the Board be authorized to:
- (a) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares including, without limitation, determining the time and place of issue, making all necessary applications to the relevant authorities, and entering into an underwriting agreement (or any other agreements);

- (b) determine the use of proceeds and to make all necessary filings and registrations with the relevant authorities in the PRC, Hong Kong and/or any other places and jurisdictions (as appropriate); and
- (c) increase the registered capital of the Company in accordance with the actual increase of capital by issuing shares pursuant to sub-paragraph (1) of this resolution, to register the increase of capital with the relevant authorities in the PRC, Hong Kong and/or any other places and jurisdiction (as appropriate) and to make such amendments to the Articles of Association as it thinks fit so as to reflect the increase and any other resultant changes in the registered capital of the Company.”

By Order of the Board  
**Beijing Jingneng Clean Energy Co., Limited**  
**KANG Jian**  
*Company Secretary*

Beijing, the PRC  
11 May 2018

*As at the date of this notice, the non-executive directors of the Company are Mr. Meng Wentao, Mr. Jin Shengxiang, Mr. Tang Xinbing, Mr. Yu Zhongfu and Mr. Zhao Wei; the executive director of the Company is Mr. Zhang Fengyang; and the independent non-executive directors of the Company are Mr. Huang Xiang, Mr. Zhang Fusheng, Mr. Chan Yin Tsung and Mr. Han Xiaoping.*

*Notes:*

**1. DETAILS OF ORDINARY RESOLUTIONS NO. 1 TO 10 ABOVE ARE SET OUT IN THE 2017 ANNUAL REPORT OF THE COMPANY. DETAILS OF SPECIAL RESOLUTIONS NO. 1 TO 2 ABOVE ARE SET OUT IN THE CIRCULAR OF THE COMPANY DATED 11 MAY 2018.**

**2. CLOSURE OF REGISTER FOR H SHARES, ELIGIBILITY FOR ATTENDING THE AGM**

Holders of H Shares are advised that the share register for H Shares will be closed from Tuesday, 29 May 2018 to Thursday, 28 June 2018 (both days inclusive). The Shareholders whose names appear on the register of members of the Company on the close of business on Tuesday, 29 May 2018 are entitled to attend and vote at the AGM. Holders of H Shares of the Company who wish to attend the AGM but have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates at the Company’s H Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 28 May 2018 for registration.

**3. CLOSURE OF REGISTER FOR H SHARES, ELIGIBILITY FOR THE ENTITLEMENT TO THE PROPOSED FINAL DIVIDENDS (SUBJECT TO THE APPROVAL BY THE SHAREHOLDERS AT THE AGM)**

Holders of H Shares are advised that the share register for H Shares will be closed from Friday, 6 July 2018 to Wednesday, 11 July 2018 (both days inclusive). In order to qualify for the proposed Final Dividends (subject to the approval by the shareholders at the AGM), holders of the H Shares whose transfers have not been registered shall deposit all transfer documents together with the relevant share certificates at the Company’s H Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 5 July 2018 for registration. The Final Dividends will be paid to the shareholders whose names appear on the register of members on Wednesday, 11 July 2018.

**4. PROXY**

Shareholders entitled to attend and vote at the AGM 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 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 any other authorization document must be notarized.

For holders of H Shares, the proxy form together with the power of attorney or any 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 by hand or by post not less than 24 hours before the time appointed for the above AGM (i.e., not later than 10:00 a.m., Wednesday, 27 June 2018) or any adjournment thereof (as the case may be). Holders of H Shares can still attend and vote at the AGM in person upon completion and return of the proxy form.

**5. REPLY SLIP**

Holders of H Shares who intend to attend the AGM in person or by proxy should deliver the reply slip to 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 on or before Friday, 8 June 2018.

**6. 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) 6446 9988

**7. PROCEDURES FOR VOTING AT THE AGM**

Any vote of shareholders at the AGM must be taken by poll.

**8. OTHER BUSINESS**

Shareholders (in person or by proxy) attending the AGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the AGM shall produce their identity documents.

**9. References to time and dates in this notice are to Hong Kong time and dates.**