

THIS CIRCULAR IS IMPORTANT AND REQUIRES

If you are in any doubt about this circular or to the attention to the stock exchange, or to the stock exchange or other regulatory authorities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all or part of your shares in Beijing Jingneng Clean Energy Co., Limited, you should contact the stock exchange, together with the relevant proxy form to the purchaser or transferee or to the bank, stockbroker or other agent to register the transfer with effect for transmission to the purchaser or transferee.

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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)

(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

All other from the cover letter to the total of page 2 to 6 of this circular.

A notice convening the General Meeting to the 2nd Meeting Room, 8th Floor, No. 6 Xiliao Road, Beijing District, Beijing, P.R. on Tuesday, 29th June 2022 at 9:00 a.m. to the total of page 7 to 8 of this circular. A proxy form for the General Meeting with the notice in which you should indicate the stock exchange (<http://www.kxw.com.cn>). Whether or not you intend to attend the General Meeting, you are requested to complete the relevant proxy form in accordance with the instructions printed thereon not later than 24 hours before the time fixed for holding the General Meeting, no later than 9:00 a.m. on Monday, 28th June 2022) or in accordance with the instructions.

Completion of the relevant proxy form will not preclude you from attending and voting at the General Meeting.

Reference to the time in this circular is to Beijing time.

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In this circular, unless the context otherwise requires, the following expressions shall have the following meaning:

- “ o_r_ ” t_ o_r_ of u_r_ ctor
- “ omp_n ” n rg o., (unit _), joint stock comp_n incorporat_ in t_ R wit limit_ limit_ , w o S_r r limit_ on t_ stock xc_ ng
- “ u_r_ ctor_) ” t_ _u_r_ ctor_) of t_ omp_n
- “ G ” t_ fir t xtr. or_ in r_ g n r. l m tung of 2022 of t_ omp_n to L_ t 9:00 .m. on T_ , 29 rc 2022 t o. 2 tung Room, 8t_ floor, o. 6 X_ Ro_ , o ng_ u_ trict, ung, t_ R
- “ S_r ” t_ ov r_ -lit_ - for ign inv t_ _r_) in t_ r_ capit_ l of t_ omp_n wit_ nominal v. l of R_ 1.00 c_ , w ic_ r_ J. T. r. l

LETTER FROM THE BOARD



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

Executive Directors:

- r. GONG NG (Chairman)
- r. (General Manager)
- r. GA Y MING
- r. A N NG

Registered Office:

Room 118, Jingneng International Building,
Ying Economic Development Zone,
Ying District, Jing
PR

Non-executive Directors:

- r. R I J IN
- r. WA G NG

Principal Place of Business in Hong Kong:

31, Tower Two, Times Square,
1, on Street, West
Hong Kong

Independent non-executive Directors:

- r. G X I NG
- r. Y I N NG
- r. XU I NG

10 June 2022

To the Shareholders

Dear Sirs,

- (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 June 2022 in relation to the proposed appointment of Mr. Song Long as non-executive director of the company, the announcement of the company dated 10 June 2022 in relation to the proposed issue of asset-backed securities.

LETTER FROM THE BOARD

The purpose of this circular is to give notice of the General Meeting to provide Shareholders with details of the proposed appointment of non-executive director of the Company and the proposed election of the independent non-executive director to make informed decisions on whether to vote for or against the resolution to propose the General Meeting.

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 Long as non-executive director.

The Board resolved to nominate Mr. Song Long (Mr. Song) as non-executive director, subject to the approval of the Shareholders at the General Meeting. The term of Mr. Song's appointment as non-executive director will commence upon the approval of the Shareholders at the General Meeting. The term of office of Mr. Song will be commensurate with the term of office of the Board. Mr. Song will also be a member of the Audit Committee and the Nomination Committee of the Company.

The Company will enter into a service agreement with Mr. Song upon the approval of the Shareholders at the General Meeting. Mr. Song will not receive any remuneration from the Company.

The biographical details of Mr. Song are set out below.

Mr. Song Long, aged 31, is currently the General Manager of the Capital Operation Department of Beijing SOCOM (Beijing SOCOM) since October 2021. Mr. Song worked as the General Manager of the Quality Management Department of Beijing SOCOM from January 2021 to October 2021. Mr. Song concurrently served as the General Manager of the Quality Management Department of Beijing SOCOM (Beijing SOCOM) from August 2016 to October 2021. From October 2020 to September 2021, he worked as the General Manager of the Quality Management Department of Beijing SOCOM (Beijing SOCOM).

Mr. Song graduated from the School of Management, Tsinghua University with a Master's degree in July 2016.

Save as disclosed above, Mr. Song is not an independent director of the Company or a member of the Board, nor is he a director, officer, or member of the Board of Directors (including the Board of Directors or controlling shareholders) of the Company. In addition, Mr. Song is not a shareholder of the Company within the meaning of Article XV of the Company's Articles of Association.

Save as disclosed above, there is no other information relating to the proposed appointment of Mr. Song that is relevant to Rule 13.51(2) of the Listing Rules or, in connection with the proposed appointment of Mr. Song, any other information that is relevant to the Listing Rules.

III. PROPOSED ISSUE OF ASSET-BACKED SECURITIES

With reference to the announcement of the company dated 10th June 2022 in relation to the proposed issue of asset-backed securities.

The board has approved the proposed issue of asset-backed securities in

Priority in order of priority transactions expected not to exceed 95% of order in transactions expected not to lower than 5%, which is subject to opinion of rating agency, accounting firm and regulator authority.

Transaction in connection with: The company will provide support for making principal of principal, financial institution in relation to priority transactions of the principal plan to the principal plan manager.

Use of proceeds: Repayment of the company's debt, repayment of working capital and other operations investment expected for related to the stock, which will finally be determined by the company according to its business plan.

AUTHORIZATION

To provide flexibility for the window of the loan, the board will limit to the G to control, if it is to be approved to the order of the board approved to the order of the board. The company will provide support for making principal of principal, financial institution in relation to the proposed of the stock which will be used for the company's operations in connection with the market condition, including but not limited to the remaining of the plan for the transaction, including monthly interest, term, target of the loan of proceeds, the remaining of the plan for the transaction, including the remaining of the principal of the loan, the remaining of the transaction interest, including the remaining of the principal of the loan. The transaction will be valid for a period of 24 months from the date of approval of the board.

IV. EGM

The notice convening the G to be held at 9.00 a.m. on Tuesday, 29 June 2022 at 202 Ring Road, 8th Floor, 6 Xing Road, Hong Kong, during the R to be held on page 7 to 8 of the circular, will be put to the shareholders on 14 June 2022. A proxy form for the G will be put to the shareholders together with the

LETTER FROM THE BOARD

V. VOTES TO BE TAKEN BY POLL

The resolution to propose that the Board will vote by poll. Shareholders are required to abstain from voting in respect of the resolution proposed to the Board.

VI. RECOMMENDATION

The Director hereby votes in favour of the resolution in relation to the proposal of appointment of non-executive director in respect of the check-critical input unit of the company in the Shareholders' meeting. Therefore, the Director recommends that all Shareholders vote in favour of the resolution to propose that the Board.

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 2nd Meeting Room, 8th Floor, No. 6 Xilidun Road, Dongcheng District, Beijing, the P.R. of China for the purpose of conducting, if it is so determined, the following resolutions:

ORDINARY RESOLUTION

1. To consider and approve the proposal of appointment of Mr. Song Kelong () as non-executive director of the Company.

SPECIAL RESOLUTION

2. To consider and approve the proposal of the check certificate.

For 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. JuanH;:tvTleqSTlQDapTdITMr.STXng;

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2022

Notes:

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

The register of shareholders of the Company will be closed from Tuesday, 24 March 2022 to Thursday, 29 March 2022 (both days inclusive). The register will be open from Friday, 25 March 2022 to Monday, 28 March 2022 (both days inclusive) for the purpose of determining the eligibility of shareholders to attend the EGM. The register of the Company will be closed to the transfer of H shares from Tuesday, 24 March 2022 to Thursday, 29 March 2022 (both days inclusive). The register will be open from Friday, 25 March 2022 to Monday, 28 March 2022 (both days inclusive) for the purpose of determining the eligibility of shareholders to attend the EGM. The register of the Company will be closed to the transfer of H shares from Tuesday, 24 March 2022 to Thursday, 29 March 2022 (both days inclusive). The register will be open from Friday, 25 March 2022 to Monday, 28 March 2022 (both days inclusive) for the purpose of determining the eligibility of shareholders to attend the EGM.

2. PROXY

Shareholders 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 under the hand of the shareholder or the attorney-in-fact of the shareholder (if the shareholder is a corporation, the proxy form must be executed under the common seal or the signature of the officer or the attorney-in-fact of the shareholder). If the proxy form is signed by the attorney-in-fact of the shareholder, the power of attorney authorizing the attorney-in-fact to sign or otherwise execute the instrument must be produced.

For a shareholder, the proxy form together with the power of attorney or other authorization document (if any) must be lodged at the Registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in person or by post not later than 48 hours before the time fixed for holding the EGM (i.e. not later than 9:00 a.m. on Monday, 28 March 2022) or the time specified in the instrument. Shareholders can still attend and vote at the EGM upon completion of the proxy form.

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

Address: 78, No. 6 Xiangyang Road, Xiangyang District, Zhengzhou, Henan Province, P.R.C.

Telephone: (+86 10) 8740 7010, (+86 10) 8740 7065

4. PROCEDURES FOR VOTING AT THE EGM

An vote of a shareholder at the EGM shall be taken by poll.

5. OTHER BUSINESS

Shareholders (in person or by proxy) attending the EGM shall be responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the EGM shall be responsible for their own transportation and accommodation expenses.

6. REFERENCE TO THE NOTICE OF THE EGM TO THE COMPANY