
CONTENTS

	<i>page</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

<p><i>The following expressions shall have the meanings set out below unless the context requires otherwise.</i></p> <p>“GMV”</p> <p>“rticle f. cation”</p> <p>“B rd r “B rd f rct r”</p> <p>“l h r l veeng”</p> <p>“m n”</p> <p>“m n w”</p> <p>“rct r”</p> <p>“m t h r”</p> <p>“h r l veeng”</p> <p>“h r”</p> <p>“ng K ng”</p> <p>“ng K ng t ck xch ge”</p> <p>“t t r ct c bl t”</p>	<p>the nn l g n r l m e t n g f th e m n t b e h l d t 10 00 m n Th r d 29 J n e 2023 t r b . r R m 56 l n d h n g r t l c f c l c e . r m e . r t R d e n t r l n g K n g</p> <p>th e r t c l e f c a t i o n f th e m n m e n d e d m d f e d r th e r w e . l e m e n t e d f r m t m e t t m e</p> <p>th e b r d f r c t r f th e m n</p> <p>th e h r l l v e e n g n d th e c l m e e t n g f r h l d e r f m e t c h r t b e c n v e n e d n Th r d 29 J n e 2023 s m m e d t e l f f e r th e c n c l s n r d y . r n m e n t f th e h r l l v e e n g</p> <p>北京京能清洁能源電力股份有限公司 B e i j i n g J n g n e n g l e n n e r g s m e d s n t t c k c m n s n c r r t e d n th e l R w i t h l m e d l b l t w h e h r l r l t e d n th e n g K n g t c k x c h g e</p> <p>th e m n w f th e l e l e . R e . b l c f h n 《 中 華 人 民 共 和 國 公 司 法 》 m e n d e d m d f e d r th e r w e . l e m e n t e d f r m t m e t t m e</p> <p>th e d r e c t r f th e m n</p> <p>th e r d n r h r s e d b th e m n n th e l R w i t h n m n l v l e f R V B 1 0 0 e c h w h c h r e . b c r b e d f r n R V B</p> <p>th e 2023 f r t h r l c l m e e t n g t b e c n v e n e d n Th r d 29 J n e 2023 s m m e d t e l f f e r th e c n c l s n r d y . r n m e n t f th e . G M V</p> <p>th e v e r e - l t e d f r e s n n v e t e d h r e n th e h r e c t l f th e m n w i t h n m n l v l e f R V B 1 0 0 e c h w h c h r e . b c r b e d f r n d t r d e d n n g K n g d l l r</p> <p>th e n g K n g e c l . d m n t r t v e R e g n f th e l R</p> <p>Th e t c k x c h g e f n g K n g s m e d</p> <p>22 v l 2023 b e n g th e l t e t r c t c b l e d t e r r t th e r n t n g f th e c r c l r f r e r t n n g e r t n n f r m t n n th e c r c l r</p>
--	--

DEFINITIONS

“ \mathbb{R} ”

the real numbers. The set of real numbers is denoted by \mathbb{R} . The set of real numbers is denoted by \mathbb{R} . The set of real numbers is denoted by \mathbb{R} .

“ \mathbb{R}^n ”

the n -dimensional real vector space. The set of n -dimensional real vectors is denoted by \mathbb{R}^n . The set of n -dimensional real vectors is denoted by \mathbb{R}^n .

“ \mathbb{R}^n ”

the n -dimensional real vector space. The set of n -dimensional real vectors is denoted by \mathbb{R}^n .

“ \mathbb{R}^n ”

the n -dimensional real vector space. The set of n -dimensional real vectors is denoted by \mathbb{R}^n . The set of n -dimensional real vectors is denoted by \mathbb{R}^n .

“ \mathbb{R}^n ”

the n -dimensional real vector space. The set of n -dimensional real vectors is denoted by \mathbb{R}^n .

“ \mathbb{R}^n ”

the n -dimensional real vector space. The set of n -dimensional real vectors is denoted by \mathbb{R}^n . The set of n -dimensional real vectors is denoted by \mathbb{R}^n .

LETTER FROM THE BOARD



Beijing Jingneng Clean Energy Co., Limited



Executive Director,
General Manager (General Manager)
General Manager

Registered office,
Room 118 1st Floor, Building C, New International Center,
No. 100000 Beijing, P.R.

Independent Director,
Director
General Manager

Chairman of the Board,
Mr. Wang Tiansheng, Chairman of the Board,
Mr. Liang Hui, Chairman of the Board

Independent Director,
Director
Chairman of the Board

30th 2023

Notes are ordered
Executive Director

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, in accordance with the provisions of the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Company's Charter, and the Company's Articles of Association, hereby proposes to the General Meeting of Shareholders for approval the following matters:

LETTER FROM THE BOARD

3. The firm is required to implement effective controls. In concluding business transactions, the respective management should ensure that the respective financial reporting is done in accordance with the relevant accounting standards and the applicable laws and regulations. The management should ensure that the financial reporting is done in accordance with the relevant accounting standards and the applicable laws and regulations.
4. The board should review the findings of the audit and take appropriate action in accordance with the applicable laws and regulations.
5. The respective financial reporting should be done in accordance with the relevant accounting standards and the applicable laws and regulations. The management should ensure that the financial reporting is done in accordance with the relevant accounting standards and the applicable laws and regulations.
6. The handling of the derivative transactions should be done in accordance with the applicable laws and regulations.
7. The general director should ensure that the management is in compliance with the applicable laws and regulations.

Validity of the Repurchase Mandate

The respective financial reporting should be done in accordance with the relevant accounting standards and the applicable laws and regulations.

1. The conclusion of the 2023 annual general meeting of the management is as follows:
2. The respective financial reporting should be done in accordance with the relevant accounting standards and the applicable laws and regulations.

Impact of the Repurchase of H Shares

The financial reporting should be done in accordance with the relevant accounting standards and the applicable laws and regulations.

The respective financial reporting should be done in accordance with the relevant accounting standards and the applicable laws and regulations.

The respective board members and members of the executive committee of the respective companies shall be deemed to have accepted the terms of the proposed arrangement. The members will be notified in writing by the respective companies and the relevant directors of the companies.

The respective companies shall be deemed to have accepted the terms of the proposed arrangement and the respective companies shall be deemed to have accepted the terms of the proposed arrangement. The members will be notified in writing by the respective companies and the relevant directors of the companies.

96W

4. THE AGM AND CLASS MEETINGS

The next annual general meeting of the Company shall be held at 10:00 am on Thursday, 29 June 2023 at the Rm 56, 1st floor, 100, ... The members will be notified in writing by the Company and the relevant directors of the Company.

The members of the Company shall be notified in writing by the Company and the relevant directors of the Company. The members will be notified in writing by the Company and the relevant directors of the Company.

When the respective companies shall be deemed to have accepted the terms of the proposed arrangement and the respective companies shall be deemed to have accepted the terms of the proposed arrangement.

96W

LETTER FROM THE BOARD

6. RECOMMENDATION

The Director, including the independent non-executive Director, believe that the proposed Listing is in the best interests of the Company and the Shareholders. The Board has approved the Listing and the Director, including the independent non-executive Director, have agreed to recommend the Listing to the Shareholders for their approval.

Board of the Board
Beijing Jingneng Clean Energy Co., Limited
KANG Jian

Secretary General and Company Secretary

The attached explanatory statement, as required by the Act, to provide the requisite format to enable the Board to make a informed decision whether to vote for or against the resolution to approve the purchase of shares

CLASS AND NUMBER OF SHARES PROPOSED TO BE REPURCHASED

The total number of shares to be repurchased is 8,244,508,144 shares, including 5,414,831,344 shares and 2,829,676,800 shares of the common stock of the Company. The repurchase will be effected through the Company's repurchase program, which provides for the repurchase of up to 10% of the total number of shares of the Company outstanding as of the end of each fiscal year.

REASONS FOR REPURCHASE

The Board believes that the repurchase of shares is in the best interests of the Company and its shareholders. The repurchase program provides a flexible mechanism for returning cash to shareholders and is a key component of the Company's capital management strategy. The Board believes that the repurchase of shares will enhance shareholder value and improve the Company's financial performance.

FUNDS FOR REPURCHASE

The repurchase program is funded through the Company's cash and marketable securities. The Board believes that the repurchase of shares will be funded through the Company's cash and marketable securities, and that the repurchase of shares will not affect the Company's ability to meet its financial obligations.

In addition, the Company's cash and marketable securities are expected to be sufficient to fund the repurchase of shares. The Board believes that the repurchase of shares will be funded through the Company's cash and marketable securities, and that the repurchase of shares will not affect the Company's ability to meet its financial obligations.

DISCLOSURE OF INTEREST

The Board is not aware of any interest in the repurchase of shares by any of its members. The Board believes that the repurchase of shares will be in the best interests of the Company and its shareholders.

that the directors believe that the completion of the proposed acquisition of the shares of the Company will result in a material improvement in the financial performance of the Company and that the directors are satisfied that the proposed acquisition is in the best interests of the Company.

UNDERTAKING OF THE DIRECTORS

The directors have undertaken that they will exercise their powers and perform their duties in connection with the proposed acquisition of the shares of the Company in accordance with the provisions of the Companies Act 2006 and the provisions of the Companies (Miscellaneous Provisions) Act 2011 and the provisions of the Companies (Acquisition of Shares) Regulations 2008.

EFFECT OF THE TAKEOVERS CODE

The directors are aware that the proposed acquisition of the shares of the Company is subject to the provisions of the Takeovers Code. The directors are satisfied that the proposed acquisition is in the best interests of the Company and that the proposed acquisition is in accordance with the provisions of the Takeovers Code.

that the directors believe that the proposed acquisition of the shares of the Company is in the best interests of the Company and that the proposed acquisition is in accordance with the provisions of the Takeovers Code.

PRICES OF H SHARES

The highest and lowest trading prices of the shares have been recorded in the following table for the period of 12 months prior to the date of the listing of the shares.

Month	H Shares	
	Highest Price ()	Lowest Price ()
2022		
April	2.04	1.76
June	1.93	1.74
July	1.89	1.56
August	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	2.07	1.89

NOTICE OF THE ANNUAL GENERAL MEETING



Beijing Jingneng Clean Energy Co., Limited



NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that in accordance with the articles of association and the bylaws of Beijing Jingneng Clean Energy Co., Limited, the "Company" will be held at 10:00 am on Thursday, 29 June 2023 at Room 56, 1st Floor, Building 1, Office Building, Rongrong International Building, 100000 Beijing, China for the purpose of convening and discussing the following matters:

AS ORDINARY RESOLUTIONS

1. To consider and approve the work report of the board of directors of the company for the year ended 31 December 2022;
2. To consider and approve the work report of the supervisory committee of the company for the year ended 31 December 2022;
3. To consider and approve the company's distribution and dividend policy and to determine the interim dividend of the company for the year ended 31 December 2022;
4. To consider and approve the distribution plan of the company for the year ended 31 December 2022;
5. To consider and approve the annual report of the company for the year ended 31 December 2022;
6. To consider and approve the annual general meeting agenda for the year 2023;
7. To consider and approve the budget for the year 2023;
8. To consider and approve the interim financial statement of the company for the year ended 31 December 2023 and to authorize the board of directors to handle the related matters.

NOTICE OF THE ANNUAL GENERAL MEETING

9 The corporation and its board of directors have the honor to invite you to attend the 2023 Annual Meeting of the Corporation on Thursday, June 15, 2023 at 10:00 a.m. Eastern Standard Time at the Ritz-Carlton Hotel, 100 West 58th Street, New York, New York 10019.

AS SPECIAL RESOLUTIONS

1 The corporation and its board of directors

“THAT

1. The Board of Directors hereby recommends that the Corporation declare a special dividend of \$0.10 per share of common stock to the holders of record of the Corporation as of the close of business on June 15, 2023.

The Board of Directors has determined that the special dividend is in the best interests of the Corporation and its shareholders. The Board of Directors has also determined that the special dividend is not intended to be a substitute for the Corporation's regular dividend.

b. The Board of Directors hereby recommends that the Corporation pay a special dividend of \$0.10 per share of common stock to the holders of record of the Corporation as of the close of business on June 15, 2023.

20 percent of the aggregate net assets of the Corporation as of the close of business on June 15, 2023.

20 percent of the aggregate net assets of the Corporation as of the close of business on June 15, 2023.

c. The Board of Directors hereby recommends that the Corporation pay a special dividend of \$0.10 per share of common stock to the holders of record of the Corporation as of the close of business on June 15, 2023. The Board of Directors has also determined that the special dividend is not intended to be a substitute for the Corporation's regular dividend.

For the reasons stated above, the Board of Directors

“ hereby recommends that the Corporation pay a special dividend of \$0.10 per share of common stock to the holders of record of the Corporation as of the close of business on June 15, 2023. **“RMB**

“ hereby recommends that the Corporation pay a special dividend of \$0.10 per share of common stock to the holders of record of the Corporation as of the close of business on June 15, 2023. **“RMB**

NOTICE OF THE ANNUAL GENERAL MEETING

On 24 hours before the time appointed for the above General Meeting, not later than 10.00 am Wednesday 28 June 2023, the directors shall cause to be published in the Chinese and English newspapers the names of the persons entitled to attend and vote at the General Meeting.

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

Address: 6 Xubai Road, Hong Kong
Beijing, P.R.C.

Telephone: 86 10 8740 7188

7. PROCEDURES FOR VOTING AT THE AGM

The voting procedure at the General Meeting shall be as follows:

8. OTHER BUSINESS

The directors shall not propose any resolution at the General Meeting for the election of directors or the appointment of auditors, or any other business, unless the directors have received a written resolution from the shareholders in favour of such resolution.

9. Reference to the notice in the notice of the meeting



Beijing Jingneng Clean Energy Co., Limited

北京京能清洁能源

NOTICE OF THE 2023 FIRST H SHARE CLASS MEETING

NOTICE IS HEREBY GIVEN that the 2023 first H share class meeting shall be held on

NOTICE OF THE 2023 FIRST H SHARE CLASS MEETING

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

Ider f h r e r e d v e d t t h e h r e r e g r e f r h r e w a l l b e c l e d f r m 26 J n e 2023 t Th r d 29 J n e 2023 b t h d a n c l a v e Th e h r e h l d e r w h e n m e e r n t h e r e g r e f m e m b e r f t h e m n n t h e c l e f b a n e n 23 J n e 2023 r e n t a i d t t e n d n d v e t t h e h r e l a v e e t a n g l d e r f h r e f t h e m n w h w a h t t e n d t h e h r e l a v e e t a n g b t h v e n t r e g r e f e d t h e t r n f e r d c m e n t r e r e q u e d t d e a t h e t r n f e r d c m e n t t g e t h e r w a t h t h e r e j e y n t h r e c e r t i f c t e t t h e m n h r e r e g r e t r r a n g K n g m . t e r h r e n g K n g n v e t r e r v a c e a m a d t h 1712-1716 17th a r e w e l l e n t r e 183 , . e e n R d t W n c h a n g K n g n t l t e r t h n 4 30 m n 23 J n e 2023 f r r e g r e t r n

3. PROXY

h r e h l d e r e n t a i d t t e n d n d v e t t h e h r e l a v e e t a n g m a n t n e r m r e r x e t t e n d n d v e t a n t h e r t n d . r x n e e d n t b e h r e h l d e r f t h e m n

Th e a n t r m e n t a n t a n g r x m t b e a n w r a n g . n d e r t h e h n d f h r e h l d e r f t h e m n r h a t t m e d l . t h r e d a n w r a n g f t h e h r e h l d e r f t h e m n a c r r e b d t h e r x f r m m t b e e a t h e e x e c t e d . n d e r a c m m n e l r . n d e r t h e h n d f a d a c t e r r d l . t h r e d t t m e f t h e r x f r m a a n e d b n t t r n e f t h e h r e h l d e r f t h e m n t h e w e r f t t m e . t h r e a n g t h t t m e t a n r n t h e r . t h r e t a n d c m e n t m t b e n t r e d

r h l d e r f h r e t h e r x f r m t g e t h e r w a t h t h e w e r f t t m e r n t h e r . t h r e t a n d c m e n t a n m t b e l d g e d t t h e m n h r e r e g r e t r r a n g K n g m . t e r h r e n g K n g n v e t r e r v a c e a m a d t 17th a r e w e l l e n t r e 183 , . e e n R d t W n c h a n g K n g b h n d r b t n t l e t h n 24 h . r b e f r e t h e t a m e a n e d f r t h e b v e h r e l a v e e t a n g a n t l t e r t h n 1000 m W e d n e d 28 J n e 2023 r n d a . r m m e n t t h e r e f t h e c e m b e l d e r f h r e c n t a l t e n d n d v e t t h e h r e l a v e e t a n g a n e r n . n c m l e t a n n d r e t m f t h e r x f r m

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

. d d r e 6 X a b h e R d h n g a t r a t B e a n g t h e P R

T e l e h n e 86 10 8740 7188

5. PROCEDURES FOR VOTING AT THE H SHARE CLASS MEETING

. n v e f h r e h l d e r t t h e h r e l a v e e t a n g m t b e t k e n b l l

6. OTHER BUSINESS

h r e h l d e r a n e r n r b r x t e n d a n g t h e h r e l a v e e t a n g r e r e n a b l e f r t h e r w n t r n r t a n n d c c m m d a n e x e n e h r e h l d e r r t h e r r x e t e n d a n g t h e h r e l a v e e t a n g h l l r d c e t h e r a d e n t a d c m e n t

7. R e f e r e n c e t a m e n d d t e a n t a n t a c e r e t n g K n g n g t a m e n d d t e