k ,
k k , k , ,

B , J , C , C ., ,
k, k k , ,

C , k , k
, k

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 compan incorporated in the People's Republic of China ith limited liabilit)

(Stock Code: 00579)

GE E A A DATE ED E T C A E A D A E
GE E A A DATE EDEBT F A C G T E T
ED AD T F A EA EC AT G T C E EA D T EG A T
ED E ECT F D EC T E T E
A D
T CE F T EA A GE E A EET G

A B C , 3 13 .

, A 10:00 . . , 28 2020 . 2 ,
, 2 . 6 , C , D , B , , C, , 49 54
. A A
, k , (:// . k . k).
A ,
24 , A (. .,
10:00 . . , 27 2020) ( ).

C , , A
.

, , .

CONTENTS

DEF , T 1

E T TE F , T E B A D 3

A E D , A E A EC A T , G T C E E F
BE , G , G E G C EA E E G
C ., , , TED 14

A E D , , B G A , CA DE TA , F T E D EC , E E-E EC T 43

T CE F T E A A GE E A , EE T G 49

k

C C

C

A

B

C

B

C

A C

( ) ( ) B1.00

C

A ,

( ) ( ) ( ) C

2. GE E A A DATE E D E T C A E A D A E

D , , D . A A , B C , C 20% D / ( ).

A D , C 8,244,508,144 , 5,414,831,344 D 2,829,676,800 . , A , C 1,082,966,268 D 565,935,360 .

B , , , , C.

3. GE E A A DATE E DEBT F A C G T E T

A A B (D ( ) B),

T G

A .

E D : ( ) B , A AC; ( ) , .

D : A , .

: 88 , , D , , C k , , D , .

: A , , , 82,445,000 , , 1% C D . , A , , 1% C .

E : , : ( ) , A ; ( ) , , A ; ( ) .

24 , , , A , .

2.

;

3.

C ,
C ;

4. ( )

.

A : ( ) C

k

C .

( ) B :

1.

C

C ;

2.

C

;

3. B .

( ) C :

1. ;

2.

;

3.

;

D G :

			D (%)	(%)
D	1	3,192,600	0.04%	3.87%
C D				
D D	1	2,868,000	0.03%	3.48%
C D D	1	2,868,000	0.03%	3.48%
D C	1	2,868,000	0.03%	3.48%
C D	1	2,868,000	0.03%	3.48%
D	1	2,868,000	0.03%	3.48%
C A	1	2,868,000	0.03%	3.48%
D B	1	2,868,000	0.03%	3.48%
E	80	59,176,400	0.72%	71.78%
T	**88**	**82,445,000**	**1.00%**	**100.00%**

A B .

A

B : ( ) C ; ( ) C ; ( ) k , , C .

B C .

G

A C ( ) , C 17 .

k B , A AC.

A D , . CA , .

5. ED E ECT F D ECT T E T E

C ’ 31 2020 , , D .

A D , B D , . , . , B - D ; . , . CA D ; . , . , . CA , . - D . A A , - .

D . A , . - D k , A . B . B , . - C .

B - . , . , B - D , . CA D , . , . , . CA , . - D (D C) (A D). A D

A A D A , D C , A B . B , D B D A A B . A D C C . D C D A .

, D C
k C
D , , , ,
( ) ( )
C . , D C C
, C 571 ,
' .

, , , , , , ,
CA ' D ' C ' .

6. T E AG

A 10:00 . . , 28 2020 . 2
, 2 . 6 , C , D , B , , C , 49
54 9 A 2020. A
A
k (:// . k . k).

C
, 28 A 2020 A A
C , 28 A 2020 , 28
2020 ( ), , .

A
24
A (. ., 10:00 . ., , 27 2020)
( ). C
A . A
C , , ,
, 8 2020.

7. TE BE TA E B

A
A

8. EC E DA T

D , D
D C
. A , D
A .

B B
B G E C .,
A G
C

A E A EC A T G T C E E F
BE G G E G C EA E E G C ., TED (D AFT)

C A TE 1 DEF T

C C B C , B
J , C , C .,

B , A AC - A A
C , B

( ) , ( ) C

B B D C

C C

A ,
A , B , J , ,
C , C .,

A ,
C

( ) D , , , ,
- , C ,
, C , ,

( ) ( ) , C ,
- , ( ),
k , , ,
, , ,

A A ,

C ,

A

A C

C C

A

D C A

A

D

B D . D

D

k C

, A k

C

A

D k (D)

A

A

C

A

C

C ’ k

D A ,

D k ,

A

A

C C

A

k B k-

k

A D

A ,

A .A

A , A

k k

C ’ D

C ’ k

D k ,

k k ,

k

A A B , , C ,

C .,

C A TE 2 BA A D E F T AT

A 8 1

C
, C ,
(C) -
C A
A C C ,
-
C ,
, ,
A A .

A 8 2

k C ,
- , -
C . C
:

(1) k C ,
- ,
C ,
C , - ;

(2) k
;

(3) k
k ,
k
C , .

A 8 3

A
C
. ,
C ,
A
, .

C A TE 3 DETE AT F CE T E EC E T

A 8 4

(1) , C k C .

(2) A , ( ) C ' - .

(3) A , B D .

A 8 5

A , C , 88 (, , C C ' , 3.23% C) A , . , :

(1) 8 , C ;

(2) 2 , , C ;

(3) 10 - , C ;

(4) 68 , C ' .

A 8 6

, A ,

(1) , C C (,) ;

(2) , A , 5% , C , ;

(3) , -
C ;

(4) ,
k ;

(5) k C ,
;

(6) k
C
C
;

(7) C ,
;

(8) , ,
A A ,
C C
;

(9) (
60) 2019
;

(10) , ,
, , ,
;

(11) B D
.

C A TE 4 TA BE F A E A EC A T G T G A TED A D A CA T DE T E T A G A T

A 8 7

A
A 1%
C
A .

A 8 8

C
82,445,000, 1% C
(8,244,508,144).
:

		E	A	A
		( )	(%)	(%)
1	C , D ,	3,192,600	3.87%	0.04%
2	D C ,	2,868,000	3.48%	0.03%
3	C D	2,868,000	3.48%	0.03%
4	D	2,868,000	3.48%	0.03%
5	C D	2,868,000	3.48%	0.03%
6	D	2,868,000	3.48%	0.03%
7	C A	2,868,000	3.48%	0.03%
8	D B D	2,868,000	3.48%	0.03%
	(80)	59,176,400	71.78%	0.72%
	(88)	82,445,000	100.00%	1.00%

: C
40% (
A) A .

A 8 9

( )
C
1% C .

( ) C
A

C C
, C ,
(C , k).
2019 k ,
C
A :

1. :

2019 8%,
C , k .

2. C , k :

(1) C ,
2019 10%,, ,
C ,
2019 9,540 ,
k ';

(2) , C ,
2019 7%, ,
C ,
B58.8 , k .

3. :

(1) C
2019 500
B2

(2) C , ,
, 2019 ,
C 24%;

(3) C ,
, 2019 ,
C 1.5%.

1. A ( )

A 8 12

k .

C A TE 6 TA G EFFEC F A E A EC AT G T

A 8 13

D . A

A ,

C .

A 8 14

A

24- D ,

A

:

E 8

B 8 **E 8**

D 30%
(24)

D

D 30%
(36)

D

D 40%
(48)

A 8' 15

k :

( ) C :

1. C , C ;

2. C -;

3. .

( ) A k

: 1. C ' ; 2. C ' k ; 3. C .

( ) :

1. k ;

2. -;

3. C ' C ;

( ) D
, A
k C ’
;
D, C
A
A
C .

	A, B	C, D	
	80	60-79	59
		A ,	
	1.0	0.8	0.0

, =
× ,

C A TE 7 E E C E F A EA EC AT G T

A 8 16

A , ,
A , A
k ( ).
C .

A 8 17

A A
,
A ( ),
C :

(1) A A
.
D ,
D k ;

(2) A

A ’ A

A C ’

A

A C

A

A ’ A

;

(3) k

A D

A , k

D . C

k

D . A

, C k

-

12 D .

A 8‘ 18 A

(1) = A

× (k k

D A

);

B

C

.

’ B k C .

(2) A C ’

A 20%

-

.

C A TE 8 AD T E T F A EA EC A T G T

A 8 19

A , k , k , C , A :

(1) C , k k

$$=_0*(1+)$$

: $_0$ A ; , k k (., , k k); A .

(2)

$$=_0*$$

: $_0$ A ; (, , k); A .

(3)

$$=_0*(1+)$$

: $_0$ A ; (., C ,); A .

A 8 20

A , k , k ,
C ,
:

(1) C , k
k

= 0 / (1+)

: 0 ;
, k
k ;
.

(2)

= 0 /

: 0 ;
; .

(3) D

= 0

: 0 ;
; .

(4)

= 0 *(1+ 2*) / 1*(1+)

: 0 ; 1
; 2 ;
(. .,
C ');
.

(1) A ,
, A ,
;

(2) - A , ,
.

A 8 25

, ,
A
A , / ,
A .
,
, , A A
B D
A A .

A 8 26 C

C (., , , .)
, ,
A :

(1) - A
.

(2) A ,
, ,
A .

A 8 27

,
/ A ,
.

A 8' 28

B D , /
A
k , C , .

A 8' 29

C C

C , C , :

(1) C ' C
D C , C ;

(2) C ;

(3) B B D ,
B
D .

C , C , ,
A ,

A 8' 30

C
A- k

D , , C
H- k A- k ,
:

(1) +A

C A- k ,
- k ,
- k
,
A- k ,
- k
B D
A- k .

(2) - k

C - k
A k ,
B D
.

B ,
A
.
k B
D . A
. C , 20 D
,
.

A 8' 31

(1)
,
.

(2)
4( )12.9 ( )0 .

C A TE 10 T A FE F A EA EC A G T

A 32

k

k

C

( ).

A 33

:

(1) ;

(2) C ;

(3) A A 18 24 .

C A TE 11 ACC T GC TA A

A 34

A

( ) A : A B k- A :

1. k- :
k

2. k :
C
C .
k .

3. : = 0.5 × (+), = Σ ×
.

4. k : k .
D
.

( ) D A
A
A
. A 18 2019
, A B0.36
A
82,445,000,
B29,680,200. (B D)

A 35

A

A

D

D . , A

C ’

. A C k 18 2019

:

: B

	2020	2021	2022	2023	2024	
A	2,959,888	10,388,070	9,119,546	5,090,358	2,122,338	29,680,200

, A

C ’ ,

A -

k

,

.

C A TE 12 A AGE E F A EA EC AT G T

A 36

A

, C

A

A

C A TE 13 G T A D B GA F T E C A A D CE T E EC E T

A 37

C

(1) C

k C

N C B

D B

D , C

A ;

(2) C C , A A , ., C k , C , A , B D .

(3) C ;

(4) .

A 38

(1) , C , k C ;

(2) ;

(3) A ;

(4) C A ;

;

(5) .

C A TE 14 A AGE E T, E A D TE AT F T E C E E

A 8 39

(1) C

(2) B D

(3) C C

(4) B

A 8 40

C

B D :

(1) B D A C C A

(2) B D C C

(3) B D A k

(4) B D

A

C

(5) B D ,

(6) B D

A 8' 41

, B D ,

B

A AC k

k

k

k

k

, B A AC k

B D

A

A 8 42

D

D , B D , C A A .

C A TE 15 T A D C E

A 8 43 C :

(1) ;

(2) A ;

(3) A ;

(4) A A ;

(5) C A ;

(6) A ;

(7) .

A 8' 44 , C :

(1) B D ;

(2) C , , , .

C A TE 16 E E TA

A 8' 45 B D C , B , A AC .

A 8' 46 B D .

. E (任啟貴), 57, - D C .
D C A A,
(中國農業機械化科學研究所能源動力所) A 1986 1995;
B C (北京市能源投資公司) 1995 2006; B
C ., .(北京京能能源科技投資有限公司) 2006 2010; B C .,
C 2010 2011;
C 2011 A 2012;
C B C .,
.(北京華源熱力管網有限公司) A 2012 2012;
C B
C ., 2012 2013;
C B C ., 2013 2017;
B
C ., 2017 2017;
B C ., 2017 2017;
B C ., 2017 2019; - B C .,
(北京能源集團有限責任公司) B D ( ) C ., (北京市熱力集團有限責任公司) 2019; B C ., (北京京煤集團有限責任公司) A 2019; B C ., .(B k , k : 600578) 2019. .
D A, B A,
(北京農業工程大學) 1986 2008

. (李娟), 35, - D C .
B C C 2010 2015,
B C C
B D C ., 2015 2016,
B C C 2016 A,
2017, B C C A, 2017
2018 B C C
2018. . A
2007,
2009

. A (韓曉平), 62, - D C .
. k CAAC CAAC ,
A C A C (CAAC) 1986 1988.
C , C C
, , 1988. C , 2000
. .
, , C , C , C C
A D , C , , ,
& , D , A , C ,
D , C , C
A C , ,
, C , A . - ,
, , (,
B , k , k : 1281) 2016;
- , C ., . (B
, k , k : 1671) 2017; ,
C
, C ., .(協鑫能源科技股份有限公司)(B
k , k : 002015) 2019.

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 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 Tuesday, 28 April 2020 at 2nd Floor, No. 2 Building, No. 6 Zhongguancun South Street, Haidian District, Beijing, the People's Republic of China for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and approve the audited financial statements of the Company and its subsidiaries (the "Group") for the year ended 31 December 2019.

2. To consider and approve the report of the board of directors of the Company (the "Board") for the year ended 31 December 2019.

3. To consider and approve the report of the supervisory committee of the Company (the "Supervisory Committee") for the year ended 31 December 2019.

4. To consider and approve the report of the independent directors of the Company for the year ended 31 December 2019.

5. To consider and approve the profit distribution plan of the Company for the year ended 31 December 2019.

6. To consider and approve the appointment of auditors of the Company for the year 2020.

7. To consider and approve the remuneration of directors of the Company for the year 2020.

8. To consider and approve the proposal regarding the grant of general mandate to the Board to issue new H shares of the Company.

9. B .

10. C B .

11. B .

12. B B .

13. B .

14. - B .

15. - B .

16. - B .

17. - B .

A EC A E T

1. :

T AT:

B (D ( ) B),

k

(D F).

D 24

A

2. :

T AT:

(1) B , C k ,
, , :

( ) B
k , , ,
;

( ) ( )
B :

( ) 20 , D C
; /

( ) 20 C
;

( ) B
C , C (C)
k ,
, ( ) ( )
) C ,
C / C , ;

:

D C C,
B1.00 , (B);

C B1.00 ,
, D ;

:

(A) C ,
;

(B) 12- ;

(C) k C ;

(2) B - (1) , B :

( ) , , , , , , k ( );

( ) k C, H / ( );

( ) C - (1) , , C, H / ( ) k C k C .

3. H .

B B
B C E C .,
A G

C

B , , C
9 A 2020

A - C . H , . J . B ; C . , . J . C ; - C . H , . C . H .

[illegible] CE [illegible] F T E A A GE E A EET G

[illegible]:

1. **DETA [illegible] F [illegible] D A E [illegible] T [illegible] [illegible] . 1 [illegible] 7 AB E A E [illegible] E T [illegible] T E 2019 A A E [illegible] T [illegible] F T E C A . DETA [illegible] F [illegible] D A E [illegible] T [illegible] [illegible] . 8 [illegible] 17 A D EC A E [illegible] T [illegible] [illegible] . 1 [illegible] 3 AB E A E [illegible] T T E C C A [illegible] F T E C A DATED 9 A 2020.**

2. **C [illegible] E [illegible] F EG [illegible] TE [illegible] A E [illegible] E G B T [illegible] ATTE D G T EAG**

, 28 A 2020 , 28 [illegible] 2020 ( ). C , 28 A 2020 A C A C ' , C 1712-1716, 17 , C , 183 ' , , 4:30 , 27 A 2020 .

3. **C [illegible] E [illegible] F EG [illegible] TE [illegible] A E [illegible] E G B T [illegible] T E E T T E E T [illegible] T E [illegible] [illegible] ED F A D DE D (B EC T [illegible] T E A [illegible] A B T E A E [illegible] DE AT T E AG)**

, 4 J 2020 , 9 J 2020 ( ). D (A), C ' , C 1712-1716, 17 , C , 183 ' , , 4:30 , 3 J 2020 . D , 9 J 2020.

4. D (B) A . B B C A D C D-19 k, C A

5. [illegible]

A . A C .

C C , ( ) ( ). C .

, ( ) , C ' , , C , 17 , C , 183 ' , , 24 A (. ., 10:00 . ., , 27 2020) ( ). A .

6. **Ordinary Resolutions**

To consider and approve the Company's audited financial statements and the reports of the directors and auditors for the year ended 31 December 2019.

7. **ADDITIONAL INFORMATION IN RESPECT OF RETIRING DIRECTORS**

As at the Latest Practicable Date:

Mr. Zhang Yuqing, Mr. Liu Jianbo, Mr. Zhang Yuzhuo and Mr. Ma Yongsheng are the executive Directors.

Mr. Cheng Fengchao, Mr. Xin Fanfei and Mr. Agus Tandiono are the non-executive Directors.

Mr. Lee Cheuk Yin Dannis, Mr. Yeung Sai Hung and Mr. Wei Mingshi are the independent non-executive Directors.

Telephone number: (86 10) 6446 9988

8. **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

As at the Latest Practicable Date, the Board proposed to amend the Articles of Association.

9. **TO THE BOARD**

By order of the Board of ... (...) Zhang Yuqing ... Chairman

10. ... 17 ... 183 ... 8 ... 2020.