

## THIS CIRCULAR IS IMPORTANT AND REQUIRES

If you are in any doubt as to the content of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, broker, professional accountant or other professional adviser.

If you have sold or transferred your shares in Beijing Jingneng Clean Energy Co., Limited, you should once in this circular, together with the enclosed proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the shares were transferred, 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

A letter from the Board is set out on pages 2 to 6 of this circular.

A notice convening the 2022 Extraordinary General Meeting, Room 801, 6th Floor, No. 6 Xijie Road, Beijing, China, on Tuesday, 29 March 2022 at 9:00 am is set out on pages 7 to 8 of this circular. A proxy form for the 2022 Extraordinary General Meeting is enclosed with the notice and will be available on the website of the stock exchange (<http://www.hkexnews.hk>). Whether or not you are able to attend the 2022 Extraordinary General Meeting, you are requested to complete and return the proxy form in accordance with the instructions printed thereon not later than 24 hours before the time fixed for holding the 2022 Extraordinary General Meeting, no later than 9:00 am on Monday, 28 March 2022) or in accordance with the instructions.

Completion and return of the proxy form will not preclude you from attending and voting at the 2022 Extraordinary General Meeting.

Reference to time in this circular is to Hong Kong time unless otherwise stated.

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

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“EG” t e\_ fir\_ t\_ extr o\_r\_ in r\_ gener\_ meeting of 2022 of t e\_ o m p n to \_e\_ e\_ t 9:00 a.m. on T u e \_ , 29 \_rc\_ 2022 t o\_ 2 \_eeting /oom, 8t\_ \_oor, o\_ 6 X\_ \_e\_ /o\_ , \_ o n g \_ \_ rict, Beijing, t e\_ \_R\_

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LETTER FROM THE BOARD

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

*Executive Directors:*

▼ Mr. A. G. Feng (Chairman)  
▼ Mr. E. Yu (General Manager)  
▼ Mr. G. Y. Ming  
▼ Mr. A. N. Peng

*Registered Office:*

Room 118, Jingneng Tower,  
Beijing Economic Development Zone  
Yanqing District, Beijing  
People's Republic of China

*Non-executive Directors:*

▼ Mr. R. Li  
▼ Mr. F. I. Lin  
▼ Mr. W. A. G. Li

*Principal Place of Business in Hong Kong:*

31<sup>st</sup> Floor, Tower Two, Times Square  
1<sup>st</sup> Avenue, Causeway Bay  
Hong Kong

*Independent non-executive Directors:*

▼ Mr. U. A. G. X. Li  
▼ Mr. A. Y. Tu  
▼ Mr. X. U. P.  
▼ Mr. A. J. Li

10<sup>th</sup> Dec 2022

*To the Shareholders*

Dear Sir or Madam,

**(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 on 26 Jun 2022 in relation to the proposed appointment of Mr. Li as non-executive director of the company and the announcement of the company on 10 Dec 2022 in relation to the proposed issue of asset-backed securities.

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## LETTER FROM THE BOARD

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The purpose of this circular is to set out the notice of the Board to provide the Shareholders with details of the proposed appointment of a non-executive director of the Company in accordance with the provisions of the Articles of Association to enable you to make an informed decision on whether to vote for or against the re-election to the proposed director.

### II. PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR

We refer to the announcement of the Company dated 26 June 2022 in relation to the proposed appointment of Mr. Song Long as a non-executive director.

The Board resolved to nominate Mr. Song Long (Mr. Song) as a non-executive director, subject to the approval of the Shareholders. The term of Mr. Song's appointment as a non-executive director shall commence upon the approval of the Shareholders and shall end on the expiry of the term of the following of the Board. Mr. Song will become a member of the Audit Committee and the Nominations Committee of the Board upon his appointment as a non-executive director take effect.

The Company will enter into a service agreement with Mr. Song upon the approval of the appointment of the Shareholders. 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, has been the deputy manager of the capital operation department of Beijing State-owned Enterprises Management Co., Ltd. ("Beijing SOCOM") since November 2021. Mr. Song worked as the deputy manager of the equipment management department of Beijing SOCOM from January 2021 to November 2021. Mr. Song concurrently served as the deputy manager of the equipment management department of Beijing State-owned Enterprises Management Co., Ltd. from August 2016 to December 2021. From October 2020 to September 2021, he worked as a senior analyst of Beijing University of Finance.

Mr. Song graduated from the Law School of Tsinghua University with a master's degree in July 2016.

We understand that Mr. Song is not a director or a shareholder of any listed company or a public company, nor a member of the Board of Directors, nor a director, supervisor, senior management, or a person in a position of control (as defined in the Listing Rules) of the Company. In addition, Mr. Song does not have any interest in the shares of the Company within the meaning of Part XV of the Listing Rules.

We understand that, to the best of our knowledge, there is no other information relating to the proposed appointment of Mr. Song that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor is it necessary to be brought to the attention of the Shareholders.

**III. PROPOSED ISSUE OF ASSET-BACKED SECURITIES**

We refer to the announcement of the Commission on October 10, 2022 in relation to the proposed issue of asset-backed securities.

The Board has approved the proposed issue of asset-backed securities in accordance with the provisions of the Companies Act, 2013.

priority in the transaction

percentage of priority transaction expected not to exceed 95% of the transaction expected not to be lower than 5%, which is subject to the opinion of rating agency; accounting firm in registration

reference measure

The company will provide support for making up the difference of principal, fee and tax in relation to the priority transaction of the special dividend to the special dividend

Use of proceeds

Repayment of the company's debt; supplement of working capital in other operation investment except for retention stock; which will be determined by the company according to its business needs

### AUTHORIZATION

To provide explicit for the window of liquidity, the Board is authorized to the EGM to convene, if it is appropriate, to approve to authorize the Board to approve the Board to further authorize the management, the chairman of the Board or the independent director to be with matters in relation to the proposed issue of the debt-secured certificate within the limit of liquidity based on the company's business operation and market conditions; making up not more than determining the issue price for each transaction, making up amount, interest rate, term, target of liquidity measure and use of proceeds; and determining specific measures for credit enhancement including of the relevant amount; and determining transaction structure including of the relevant transaction amount. The authorization is valid for a period of 24 months from the date of approval of the resolution of the EGM.

### IV. EGM

The notice convening the EGM to be held at 9:00 a.m. on Tuesday, 29 March 2022 at 2 Meeting Room, 8th Floor, No. 6 Xinhai Road, Dongcheng District, Beijing, the EGM is set at on page 7 to 8 of the circular will be subject to the resolution on 14 March 2022. A proxy form for the EGM will be subject to the resolution together with the

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## LETTER FROM THE BOARD

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### V. VOTES TO BE TAKEN BY POLL

The resolution to be proposed at the EGV will be voted upon by the shareholders of the Company who are entitled to vote in respect of the resolution proposed at the EGV.

### VI. RECOMMENDATION

The Director believe that the proposed resolution in relation to the proposed appointment of non-executive Director in the proposed Line of Bet-cke. In view of the interest of the Company and the shareholders who are, therefore, the Director recommend that the shareholders vote in favor of the relevant resolution to be proposed at the EGV.

Director of the Board

**Beijing Jingneng Clean Energy Co., Limited**  
**KANG Jian**

*Deputy General Manager and Company Secretary*





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

**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 Xiliedao Road, Dongcheng District, Beijing, the PRC for the purpose of conducting, if it is agreed, the following resolutions:

**ORDINARY RESOLUTION**

1. To consider and approve the proposal of appointment of Mr. Kong Qiang as non-executive director of the Company.

**SPECIAL RESOLUTION**

2. To consider and approve the proposal of Mr. Kong Qiang as non-executive director of the Company.

Secretary of the Board

**Beijing Jingneng Clean Energy Co., Limited**  
**KANG Jian**

*Deputy General Manager and Company Secretary*

Beijing, the PRC  
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. and Ms. J-TD1F34XL-neMr.indep4JQF33LL;-Juanand;T*

# 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 members will be closed to the register for the review period from Tuesday, 24 March 2022 to Friday, 29 March 2022 (both days inclusive). The register will be open to the register of members of the company on the date of the meeting on Wednesday, 23 March 2022. The register will be closed to the register of members of the company with the right to attend the EGM until the transfer of shares to the register of the company in accordance with the relevant certificate of the register of the company in Hong Kong, Computer Services Limited, at 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road West, Hong Kong, no later than 4:30 p.m. on Wednesday, 23 March 2022 for registration.

## 2. PROXY

The register will be closed to the register of members of the company for the purpose of appointing one or more proxies to attend and vote at the meeting. A proxy need not be a member of the company.

The instrument appointing a proxy must be in writing and in the name of the member or its attorney-in-fact in writing. If the member is a corporation, the proxy form must be executed under the common seal or under the signature of the director or its attorney-in-fact. If the proxy form is signed by the attorney-in-fact, the power of attorney authorizing the attorney-in-fact to sign or otherwise execute the instrument must be produced.

For members of the company, the proxy form together with the power of attorney or other authorization (if any) must be deposited with the Registrar of the company in Hong Kong, Computer Services Limited, at 1717th Floor, Hopewell Centre, 183 Queen's Road West, Hong Kong in person or by post not later than 24 hours before the time fixed for holding the EGM (i.e. no later than 9:00 a.m. on Monday, 28 March 2022) or in accordance with the relevant provisions of the company's articles of association. The register will be closed to the register of members of the company for the purpose of appointing one or more proxies to attend and vote at the meeting on 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 Xijie Road, Beijing, China

Telephone: 86 10) 8740 7010 86 10) 8740 7065

## 4. PROCEDURES FOR VOTING AT THE EGM

A vote of a member of the company will be taken by poll.

## 5. OTHER BUSINESS

The register will be closed to the register of members of the company for the purpose of appointing one or more proxies to attend and vote at the meeting on completion of the proxy form.

## 6. Reference to time and date in this notice is to Hong Kong time unless otherwise stated.