

## THIS CIRCULAR IS IMPORTANT AND REQUIRES

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

If you have sold or transferred all or part of your 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 sale or transfer was effected 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, Xijie District, Beijing, to be held 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 placed 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:*

“Board” the board of directors

“Company” Beijing Jingneng Energy Co., (Limited), joint stock company incorporated in the PRC with limited liability, whose shares are listed on the stock exchange

“Director”) the director(s) of the company

“EGG” the first extraordinary general meeting of 2022 of the company to be held at 9:00 am on Tuesday, 29 March 2022 at the 2nd Meeting Room, 8th Floor, No. 6 Xilidie Road, Chaoyang District, Beijing, the PRC

“Shares” the over-the-counter foreign investable shares in the book of the company with nominal value of RMB1.00 each, which are T073r73

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## LETTER FROM THE BOARD

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Beijing Jingneng Clean Energy Co., Limited  
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*Executive Directors:*

Mr. A. G. Feng (Chairman)  
Mr. G. Yu (General Manager)  
Mr. G. A. Yimeng  
Mr. A. W. neng

*Registered Office:*

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

*Non-executive Directors:*

Mr. R. Q. L.  
Mr. F. I. D.  
Mr. W. A. G. H. L.

*Principal Place of Business in Hong Kong:*

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

*Independent non-executive Directors:*

Mr. U. A. G. X. L.  
Mr. A. Y. T. L.  
Mr. X. U. P.  
Mr. A. J. L.

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 dated 26 June 2022 in relation to the proposed appointment of Mr. G. L. L. as non-executive director of the company and the announcement of the company dated 10 March 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 <sup>SG</sup> to provide the shareholders with details of the proposed appointment of non-executive director of the company and the proposed issue of shares to enable the shareholders to make informed decisions on whether to vote for or against the resolution to the proposed <sup>SG</sup>.

### 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 <sup>Mr. Song</sup> as non-executive director.

The Board resolve to nominate <sup>Mr. Song</sup> ("Mr. Song") as non-executive director, subject to the approval of the shareholders <sup>SG</sup>. The term of <sup>Mr. Song</sup>'s appointment as non-executive director shall commence upon the approval of the shareholders <sup>SG</sup> and end on the expiry of the term of the further term of the Board. <sup>Mr. Song</sup> will become member of the audit committee and the strategy committee of the Board upon his appointment as non-executive director take effect.

The company will enter into service agreement with <sup>Mr. Song</sup> upon the approval of his appointment by the shareholders <sup>SG</sup>. <sup>Mr. Song</sup> will not receive any remuneration from the company.

The principal details of <sup>Mr. Song</sup> are set out below.

<sup>Mr. Song</sup>, aged 31, has been the deputy manager of the capital operation department of Beijing State-owned Capital Operation Management Co., Ltd. ("Beijing SOCOM") since November 2021. <sup>Mr. Song</sup> worked as the deputy manager of the equity management department of Beijing SOCOM from 2021 to November 2021. <sup>Mr. Song</sup> concurrently served as the deputy assistant deputy manager of the equity management department of Beijing State-owned Capital Operation Management Co., Ltd. from August 2016 to 2021. From October 2020 to September 2021, he was seconded to Beijing Municipal Bureau of Finance.

<sup>Mr. Song</sup> graduated from the School of Tsinghua University with master's degree in 2016.

We understand that <sup>Mr. Song</sup> is not a director or a shareholder of any listed company or a public company, nor is he a director, supervisor, senior management, or a person in a position of control or control of the company. In addition, <sup>Mr. Song</sup> does not have any interest in the shares of the company within the meaning of Part XV of the S.O.

We understand that there is no other information relating to the proposed appointment of <sup>Mr. Song</sup> that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor is any matter which needs to be brought to the attention of the shareholders.

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

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

The board shall approve the proposed issue of asset-backed securities in accordance with the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (SEBI) Regulations, 2009.

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 the rating agency; accounting firm is required to audit

return on investment measures

The company will provide support for making up the difference of principal, fees and taxes in relation to the priority transaction of the special dividend. The special dividend manager

Use of proceeds

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

## AUTHORIZATION

To provide explicit for the window of decision, the Board is authorized to the EGM to consider, if it is appropriate, 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 capital with in the line of decision based on the company's business operation in capital needs in the market condition; making up not more than determining the issue plan for each transaction, making up amount, interest rate, term, target of decision and use of proceeds; (ii) determining specific measures for credit enhancement including of the relevant loan amount; and (iii) determining transaction structure including of the relevant transaction loan amount. The authorization is valid for 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, Hongqiao District, Beijing, the Board is authorized 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 the proposal that the ESG will be voted on by the board of directors requires to abstain from voting in respect of the resolution proposal that the ESG.

### VI. RECOMMENDATION

The Director believe that the proposal resolution in relation to the proposal appointment of non-executive Director in the proposal of the stock exchange is in the interest of the company and the board of directors. Therefore, the Director recommend that the board of directors vote in favor of the relevant resolution to the proposal that the ESG.

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 Xile Road, Chaoyang District, Beijing, the PRC for the purpose of considering, if it is a good fit, passing the following resolution:

**ORDINARY RESOLUTION**

1. To consider and approve the proposal of appointment of Mr. Zhang Fengyang (张 Fengyang) as non-executive director of the Company.

**SPECIAL RESOLUTION**

2. To consider and approve the proposal of the issuance of the Company's shares.

For and on behalf 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*

