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If you are in any doubt about 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 your shares in Beijing Jingneng Clean Energy Co., Limited, you should at once hand 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)

**PROPOSED APPOINTMENT OF SHAREHOLDER REPRESENTATIVE SUPERVISOR
AND
NOTICE OF THE THIRD EXTRAORDINARY GENERAL MEETING OF 2024**

A letter from the Board of Directors is set out on pages 2 to 4 of this circular.

A notice convening the EGM to be held at Meeting Room 802, 8th Floor, No. 6 Xibahe Road, Chaoyang District, Beijing, the PRC on Tuesday, 19 November 2024 at 9:00 a.m. is set out on pages 5 to 6 of this circular. A proxy form for use at the EGM is enclosed with this circular and was also published on the website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<https://www.jncec.com>). Whether or not you are able to attend the EGM, you are requested to complete and return the proxy form in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM (i.e., no later than 9:00 a.m. on Monday, 18 November 2024) or any adjournment thereof (as the case may be).

Completion and return of the proxy form will not preclude you from attending and voting at the EGM should you so wish.

References to time and dates in this circular are to Hong Kong time and dates.

30 October 2024

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DEFINITIONS

The following expressions have the meanings set out below unless the context requires otherwise:

“Board” or “Board of Directors”	the board of Directors of the Company
“Board of Supervisors”	the board of Supervisors of the Company
“Company”	北京京能清潔能源電力股份有限公司 (Beijing Jingneng Clean Energy Co., Limited), a joint stock company incorporated in the PRC with limited liability, whose H Shares are listed on the Hong Kong Stock Exchange (stock code: 00579)
“Director(s)”	the director(s) of the Company
“EGM”	the third extraordinary general meeting of 2024 of the Company to be held at 9:00 a.m. on Tuesday, 19 November 2024 at Meeting Room 802, 8th Floor, No.6 Xibahe Road, Chaoyang District, Beijing, the PRC
“H Share(s)”	the overseas-listed foreign invested share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, modified or otherwise supplemented from time to time
“PRC”	the People’s Republic of China and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, modified or otherwise supplemented from time to time
“Shareholder(s)”	the holder(s) of the share(s) of the Company
“Supervisor(s)”	the supervisor(s) of the Company

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. CHEN Dayu (*Chairman*)
Mr. LI Minghui (*General Manager*)
Mr. ZHANG Wei

Registered Office:

Room 118, 1 Ziguang East Road
Badaling Economic Development Zone
Yanqing District, Beijing
the PRC

Non-executive Directors:

Mr. ZHOU Jianyu
Mr. SONG Zhiyong
Ms. ZHANG Yi

Principal Place of Business in Hong Kong:

31/F., Tower Two, Times Square
1 Matheson Street, Causeway Bay
Hong Kong

Independent non-executive Directors:

Ms. ZHAO Jie
Mr. WANG Hongxin
Mr. QIN Haiyan
Ms. HU Zhiying

30 October 2024

To the Shareholders

Dear Sir/Madam,

PROPOSED APPOINTMENT OF SHAREHOLDER REPRESENTATIVE SUPERVISOR AND NOTICE OF THE THIRD EXTRAORDINARY GENERAL MEETING OF 2024

INTRODUCTION

Reference is made to the announcement of the Company dated 29 October 2024, in relation to, among others, the proposed appointment of shareholder representative Supervisor. The purpose of this circular is to (a) provide the Shareholders with details regarding the proposed appointment of the shareholder representative Supervisor to enable the Shareholders to make an informed decision on whether to vote for or against the resolution proposed at the EGM; and (b) to provide the Shareholders with the notice of the EGM.

LETTER FROM THE BOARD

PROPOSED APPOINTMENT OF SHAREHOLDER REPRESENTATIVE SUPERVISOR

An ordinary resolution will be proposed at the EGM to consider and approve the proposed appointment of Mr. Liu Guoli (“**Mr. Liu**”) as a shareholder representative Supervisor.

The term for Mr. Liu’s appointment as a shareholder representative Supervisor shall commence upon the approval by the Shareholders at the EGM and shall end on the expiry of the term of office of the fifth session of the Board of Supervisors. The Company will enter into a service agreement with Mr. Liu upon the approval of his appointment at the EGM. Mr. Liu will not receive remuneration from the Company during his term as a Supervisor.

The biographical details of Mr. Liu are set out below:

Mr. Liu Guoli (劉國立), aged 55. Mr. Liu served as the project manager of the investment department at Beijing Composite Investments Company (北京市綜合投資公司) from April 1998 to December 1999; the manager of the bidding department of Beijing Shihuan Jietian Energy Technology Development Co., Ltd. (北京世環潔天能源技術開發有限責任公司) from December 1999 to December 2000; the deputy manager (in charge of work) of the investment banking department at Beijing Composite Investments Company from September 2001 to November 2003; the manager of the information department of Beijing Composite Investments Company from November 2003 to December 2004; deputy director of the board office at Beijing Energy Investment Holding Co., Ltd. (北京能源投資(集團)有限公司) from December 2004 to January 2007; the deputy manager (in charge of work) of the information and statistics department of Beijing Energy Investment Holding Co., Ltd. (北京能源投資(集團)有限公司) from January 2007 to December 2009; secretary of the party branch and the deputy general manager of Beijing High-Tech Venture Capital Co., Ltd. (北京高新技術創業投資股份有限公司) from December 2009 to September 2010; and successively served as the deputy general manager, the acting secretary of party committee, the secretary of party committee, general manager, and executive director of Beijing Tianchuang Real Estate Development Co., Ltd. (北京市天創房地產開發有限公司) from September 2010 to February 2020. Mr. Liu has been serving as a full-time investment director of Beijing Energy Holding Co., Ltd. (北京能源集團有限責任公司) since February 2020; supervisor of Beijing Ruihe Insurance Brokerage Co., Ltd. (北京瑞和保險經紀有限公司) since June 2020; supervisor of Shandong Luxin Investment Group Co., Ltd. (山東魯信投資集團股份有限公司) since November 2020; supervisor of Beijing Healthy Pension Group Co., Ltd. (北京健康養老集團有限公司) since August 2021; director of Jingneng (Shandong) Energy Co., Ltd. (京能(山東)能源有限公司), Beijing Jingmei Group Co., Ltd. (北京京煤集團有限責任公司) and Jingneng Service Management Co., Ltd. (京能服務管理有限公司) since November 2021; supervisor of Beijing Jingneng Financial Leasing Co., Ltd. (北京京能融資租賃有限公司) since January 2022; chairman of the board of supervisors of Beijing Jingneng Power Co., Ltd. (北京京能電力股份有限公司) (a company listed on the Shanghai Stock Exchange with stock code of 600578) and Beijing Jingneng Financial Leasing Co., Ltd. (北京京能融資租賃有限公司) and director of Jingneng Real Estate (Tianjin) Co., Ltd. (京能置業(天津)有限公司) since August 2024.

Mr. Liu graduated from the School of Economics and Business Administration of Northern Jiaotong University (北方交通大學) in the PRC in April 1998, majoring in technological economics, with a master’s degree in economics. Mr. Liu holds the professional qualification of senior economist.

LETTER FROM THE BOARD

Save as disclosed in this circular, Mr. Liu (i) does not hold any other positions in the Company or its subsidiaries; (ii) does not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas during the past three years; (iii) does not have any other major appointments and professional qualifications; (iv) does not have any relationship with any Directors, Supervisors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company and (v) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed in this circular, there is no information in relation to the appointment of Mr. Liu as a shareholder representative Supervisor that needs to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor any matter that needs to be brought to the attention of the Shareholders.

THE EGM

A notice convening the EGM to be held at Meeting Room 802, 8th Floor, No. 6 Xibahe Road, Chaoyang District, Beijing, the PRC on Tuesday, 19 November 2024 at 9:00 a.m. is set out on pages 5 to 6 of this circular. A proxy form for use at the EGM is enclosed with this circular and was also published on the website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<https://www.jncec.com>).

Holders of H Shares whose names appear on the register of members of the Company on the close of business on Wednesday, 13 November 2024 are entitled to attend the EGM and vote at the EGM. The share register for H Shares will be closed from Thursday, 14 November 2024 to Tuesday, 19 November 2024 (both days inclusive), during which period no share transfer of H Shares will be registered.

Whether or not you are able to attend the EGM, you are requested to complete and return the proxy form in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending the EGM and voting in person if you so wish.

VOTES BY POLL

The resolution to be proposed at the EGM will be voted by poll. No Shareholder is required to abstain from voting in respect of the resolution to be proposed at the EGM.

RECOMMENDATION

The Directors (including the independent non-executive Directors) are of the view that the proposed appointment of Mr. Liu as a shareholder representative Supervisor is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the EGM.

By Order of the Board
Beijing Jingneng Clean Energy Co., Limited
CHEN Dayu
Chairman

NOTICE OF THE THIRD EXTRAORDINARY GENERAL MEETING OF 2024



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 THE THIRD EXTRAORDINARY GENERAL MEETING OF 2024

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Beijing Jingneng Clean Energy Co., Limited (the “Company”) will be held at 9:00 a.m. on Tuesday, 19 November 2024 at Meeting Room 802, 8th Floor, No. 6 Xibahe Road, Chaoyang District, Beijing, the PRC, for the purposes of considering and, if thought fit, passing the following resolution:

ORDINARY RESOLUTION

1. To consider and approve the proposed appointment of Mr. Liu Guoli as a shareholder representative supervisor of the board of supervisors of the Company.

By Order of the Board
Beijing Jingneng Clean Energy Co., Limited
CHEN Dayu
Chairman

Beijing, the PRC
30 October 2024

As at the date of this notice, the executive Directors of the Company are Mr. Chen Dayu, Mr. Li Minghui and Mr. Zhang Wei; the non-executive Directors are Mr. Zhou Jianyu, Mr. Song Zhiyong and Ms. Zhang Yi; the independent non-executive Directors are Ms. Zhao Jie, Mr. Wang Hongxin, Mr. Qin Haiyan and Ms. Hu Zhiying.

Notes:

Details of the ordinary resolution are set out in the circular of the Company dated 30 October 2024 (the “Circular”). Unless otherwise defined, capitalized terms shall have the same meanings as defined in the Circular.

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

Holders of H Shares of the Company are advised that the share register for H Shares of the Company will be closed from Thursday, 14 November 2024 to Tuesday, 19 November 2024 (both days inclusive). The Shareholders whose names appear on the register of members of the Company on the close of business on Wednesday, 13 November 2024 are entitled to attend and vote at the EGM.

NOTICE OF THE THIRD EXTRAORDINARY GENERAL MEETING OF 2024

Holders of H Shares of the Company who wish to attend the EGM but have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates at the H share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Wednesday, 13 November 2024 for registration.

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 a Shareholder or his attorney duly authorized in writing. If the Shareholder is a corporate body, the proxy form must be either executed under its common seal or under the hand of its director(s) or duly authorized attorney(s). If the proxy form is signed by an attorney of the Shareholder, the power of attorney authorizing that attorney to sign or other authorization documents must be notarized.

For holders of H Shares of the Company, the proxy form together with the power of attorney or other authorization document (if any) must be lodged at the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in person or by post not less than 24 hours before the time fixed for holding the EGM (i.e. by no later than 9:00 a.m. on Monday, 18 November 2024) or any adjournment thereof (as the case may be) in order to be valid. Shareholders can still attend and vote at the EGM upon completion and return of the proxy form.

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

Address: 7/8F, No. 6 Xibahe Road,
Chaoyang District,
Beijing,
the PRC

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

4. PROCEDURES FOR VOTING AT THE EGM

Any vote of Shareholders at the EGM must be taken by poll.

5. OTHER BUSINESS

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

6. References to time and dates in this notice are to Hong Kong time and dates.