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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)

NOTICE OF THE FIRST H SHARE CLASS MEETING OF 2021

NOTICE IS HEREBY GIVEN that the first H share class meeting of 2021 (the **H Share Class Meeting**) of Beijing Jingneng Clean Energy Co., Limited (the **Company**) will be held at 11:00 a.m. on Friday, 19 February 2021 at No. 2 Meeting Room, 8th Floor, No. 6 Xibahe Road, Chaoyang District, Beijing, the PRC for the purpose of considering and, if thought fit, adopting the following resolutions:

Save as defined therein, capital defined in the company's articles dated 31 December 2020 and introduced by the Company and Beijing Jingneng Holding Co., Ltd. shall have the same meaning as used herein.

SPECIAL RESOLUTION

1. **THAT** subject to the adoption of this special resolution by the holders of the H Shares at the EGM, authorized by a resolution of at least 75% of the total voting rights of the H Shares held by the holders of the H Shares that are cast either in person or by proxy at the EGM and with the approval of the majority of the H Shares held by the holders of the H Shares at the EGM authorized by at least 10% of the total voting rights of the H Shares held by the holders of the H Shares:

- (i) subject to the prior approval and acceptance of the H Share Offer being received (and, where applicable, with the approval of the Company) by 4:00 p.m. on the Closing Date (which shall be a Business Day), subject to the Takeover Code (as decided) authorizing at least 90% of the H Shares held by the holders of the H Shares, the Directors be and they are authorized;

- (ii) the bad effects of the Company, and/or are the bad effects of the Company determined by the Director, and the Director of the Company be and shall be authorized to take the actions and execute such duties and deeds as he/she/it/they see a need to be taken to effect the Dealing Contracting but limited to:
- (a) establishing a specific action plan to the Dealing based on the actual circumstance, and contracting but limited to determining the specific time of the Dealing;
 - (b) carrying out a reasonable action to the Dealing on behalf of the Company, and after, repairing, and doing, improving, decreasing and defining a agreement, and other contract, contract Shaoheng and the duties and responsibilities of the Dealing and a legal liability discharge;
 - (c) improving and bettering the related contract and agreement at a theoretical;
 - (d) are the bad effects of the Company determined by the Director, executing and a handling qualified fee liability, and contracting but limited to liability incurred by the Dealing such as financial advice, etc.; and
 - (e) carrying out a reasonable action, and doing and doing the related action to the Dealing on behalf of the Company as authorized by the Director.

Board of the Board
Beijing Jingneng Clean Energy Co., Limited
KANG Jian
Deputy General Manager and Company Secretary

Beijing, the PRC
 31 December 2020

At the date of this notice, the executive directors of the Company are M. Zhang Feigang and M. Cao Miaohe; the non-executive directors of the Company are M. Ren Qigui, M. Li Jun and M. Wang Baogui; and the independent non-executive directors of the Company are M. Huang Xiaogang, M. Chen Yitong, M. Han Xiaojing and M. Xu Daogang.

Note:

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

Holders of H Shares are advised that the share register for H Shares will be closed from Wednesday, 20 January 2021 to Friday, 19 February 2021 (both dates inclusive). The Shareholders who have already registered their shares with the Company on the closing date of Tuesday, 19 January 2021 are entitled to attend and vote at the H Share Class Meeting. Holders of H Shares of the Company who wish to attend the H Share Class Meeting but have not registered their shares with the Company should do so with the transfer documents together with the relevant share certificate at the H Share Register of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shop 1712-16, 17th Floor, H K Trade Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Tuesday, 19 January 2021 for registration.

2. PROXY

Shareholders entitled to attend and vote at the H Share Class Meeting 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 signed by the holder of a Shareholder's share certificate and filed with the Company. If the Shareholder is a corporation, the instrument must be either executed by its duly authorized officers or by its duly authorized agent(s) or by its duly authorized agent(s) if the instrument is signed by the Shareholder, the instrument must be a thing that attests to the authority of the agent(s) to be valid.

For holders of H Shares, the instrument together with the relevant share certificate (if any) must be lodged at the H Share Register of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, H K Trade Centre, 183 Queen's Road East, Wanchai, Hong Kong before 24 hours before the time fixed for holding the H Share Class Meeting (i.e. before 11:00 a.m. on Thursday, 18 February 2021) for a duly appointed proxy (if applicable). Shareholders cannot attend and vote at the H Share Class Meeting if they are not registered with the Company.

3. REPLY SLIP

Holders of H Shares who wish to attend the H Share Class Meeting are requested to bring their reply slip to the H Share Register of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, H K Trade Centre, 183 Queen's Road East, Wanchai, Hong Kong before Friday, 29 January 2021.

4. ADDRESS AND TELEPHONE NUMBER OF THE CONTACT PERSON WHO HANDLES THE MEETING AFFAIRS

Name: The Company Secretary
Address: 7/8F
No. 6 Xibahe Road, Chaoyang District
Beijing, the PRC
Telephone: (86 10) 8740 7009/(86 10) 8740 7062
Email: shareaffairs@cccl.com.hk

5. PROCEDURES FOR VOTING AT THE EGM

All matters to be decided at the H Share Class Meeting must be decided by a majority.

6. OTHER BUSINESS

Shareholders (if any) attending the H Share Class Meeting are requested to bring their identification documents with them. Shareholders who wish to attend the H Share Class Meeting should bring their identification documents.

7. Reference to time and date of this notice and Hong Kong time and date.