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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, approving the following resolutions:

Save as defined therein, capitalised terms defined in the circular dated 31 December 2020 published by the Company and Beijing Jingneng Holding Co., Ltd. shall have the same meaning when used herein.

#### SPECIAL RESOLUTION

1. **THAT** subject to the approval of this special resolution by the holders of the H Shares held at the EGM, authorised by a majority of at least 75% of the total attaching the H Shares held by the holders of the H Shares that are entitled to vote at the EGM and with the approval of the majority of the holders of the H Shares held at the EGM, authorising the Company to (i) offer to the holders of the H Shares held at the EGM a right to subscribe for the H Shares at a price of not less than 90% of the H Shares held by the holders of the H Shares:

(i) subject to the 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 date is to be determined by the Board of Directors of the Company) and that at least 90% of the H Shares held by the holders of the H Shares, the Directors be and they are authorised to:

- (ii) the bad effect of the Company, and/or the bad effect of the Company determine the Xie, and the direct of the Company be and a he be a third party to each the activities and each do not deed a he a credit or a de i ab ef the ... e fi. e. ... the De i t i n g i c. d i n g b. t. i. i. t e d t :
- (a) e t a b i l i n g a s e c i f i c a t t i. e. ... the De i t i n g b a e d ... the act. a c i c. ... t a n c e, ... i c. d i n g b. t. i. i. t e d t d e t e. ... i n g t h e s e c i f i c t i. e. f t h e De i t i n g;
  - (b) c a ... t a ... e a t ... i n e a t i ... t t h e De i t i n g ... b e h a f f t h e C. ... , d a f t i n g, ... e a ... g, a ... d i n g, ... i n g, d e i ... n g a d e f ... i n g a a g e e. ... t, ... a ... c e. ... t, c i c. a t S h a e h d e ... a d t h e d. c. ... t a t i ... e g a d i n g t h e De i t i n g a d. a ... g a ... i a t e d i c. ... e;
  - (c) ... i n g a d ... b. i t t i n g a ... e t ... d. c. ... t t a ... g e ... t e g. a t a t h ... i t i e ;
  - (d) ... e t h e b a d f d i e c t ... f t h e C. ... a d e t e. ... i e t h e X i e, e e c t i n g a d a ... i n g ... a i f i e d f e i ... a ... t i e, ... i c. d i n g b. t. i. i. t e d t a t i e ... e d ... i n t h e De i t i n g ... c h a f i n a n c i a a d i e, ... e e t c.; ... a d
  - (e) c a ... i n g ... t a ... e c e a a c t i ... , e ... i n g a d ... c e ... i n g t h e ... a t t e ... i ... e a t i ... t t h e De i t i n g ... b e h a f f t h e C. ... a ... a ... e. i t t e d b ... e e a t ... a ... .

B O d e f t h e B a d  
**Beijing Jingneng Clean Energy Co., Limited**  
**KANG Jian**  
*De . t . G e n e a M a n a g e a n d C . . . S e c e t a*

Beijing, the PRC  
 31 Dec. be 2020

*A t t h e d a t e o f t h i s t i c e, t h e e . e c . t i e d i e c t ... f t h e C . . . a e M . Z h a n g F e n g a n g a n d M . C a M a h a n g ; t h e ... - e . e c . t i e d i e c t ... f t h e C . . . a e M . R e n Q i g i, M . L i J . a n d M . W a n g B a n g i; a n d t h e ... d e ... t ... - e . e c . t i e d i e c t ... f t h e C . . . a e M . H a n g X i a n g, M . C h a n Y i T . . . g, M . H a n X i a ... g a n d M . X . D a ... g.*

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, 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 are entitled to attend and vote at the H Share Class Meeting, and a shareholder is entitled to attend and vote in their stead. A shareholder may elect to be a Shareholder of the Company.

The right to attend and vote at the meeting shall be exercisable by the holder of a Shareholder's share certificate or by a proxy. If the Shareholder is a corporation, the proxy must be either elected or appointed by the board of directors of the corporation or by the board of directors of the corporation. If the proxy is a shareholder of the Shareholder, the proxy must be a shareholder of the Shareholder who is entitled to attend and vote at the meeting.

For holders of H Shares, the proxy must be filed together with the relevant share certificate (if any) at the H Share Register of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17th 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 valid appointment. Shareholders may attend and vote at the H Share Class Meeting in person or by proxy.

**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 17th 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@cecc.com.hk](mailto:shareaffairs@cecc.com.hk)

**5. PROCEDURES FOR VOTING AT THE EGM**

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

**6. OTHER BUSINESS**

Shareholders (if any) attending the H Share Class Meeting are requested to bring their proxy cards and attendances to the meeting. Shareholders who are attending the H Share Class Meeting should bring their identification documents.

**7. Reference to time and date in this notice are in Hong Kong time and date.**