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Beijing Jingneng Clean Energy Co., Limited  
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北京 清洁能源有限公司 2015 年 6 月 10 日 第一次临时股东大会

北京 清洁能源有限公司 董事会 通知 北京 清洁能源有限公司 2015 年 6 月 10 日 第一次临时股东大会 (the "Meeting") of Beijing Jingneng Clean Energy Co., Limited (the "Company") will be held at 10 00 a.m. on Thursday, 10 June 2015 at Harbour View Hotel, 100001 Beijing, China, 100001 Beijing, China, 100001 Beijing, China for the purpose of considering and, if thought fit, adopting the following resolution

1. To consider and approve the work report of the board of directors of the Company (the "Board") for the year ended 31 December 2014.

1. To consider and approve the work report of the board of directors of the Company (the "Board") for the year ended 31 December 2014.
2. To consider and approve the work report of the Supervisory Committee of the Company for the year ended 31 December 2014.
3. To consider and approve the report of the Company's auditor and the audited financial statement of the Company prepared in accordance with international financial reporting standards for the year ended 31 December 2014.
4. To consider and approve the profit distribution plan and the plan of distribution of final dividend of the Company for the year ended 31 December 2014.
5. To consider and approve the annual report of the Company for the year ended 31 December 2014.
6. To consider and approve the investment business plan of the Company for the year 2015.
7. To consider and approve the budget report of the Company for the year 2015.

9. I o 0on"ider and a11ro3e the re.a11ointment of 5eloitte ! ou0he ! ohmat"u a" the international auditor of the Com1any for the year #0#%, to hold offi0e until the 0on0lu"ion of the ne: t annual general meeting of the Com1any and it" audit fee i" a11ro: imately ' ; B%.%\$ million.

\$. ! o 0on"ider and a11ro3e the a11ointment of Ba4er ! illy ,nternational Certified /ubli0 <00ountant" (-1e0ial =eneral /artner"hi1) a" the dome"ti0 auditor of the Com1any for the year #0#%, to hold offi0e until the 0on0lu"ion of the ne: t annual general meeting of the Com1any and it" audit fee i" a11ro: imately ' ; B#.(9 million.

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1. ! o 0on"ider and a11ro3e the following

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(1) the Board be granted an un0onditional general mandate to i""ue, allot or otherwi"e deal with additional "hare" in the 0a1ital of the Com1any and to ma4e or grant offer", agreement" and o1tion" in re"1e0t thereof, "ubje0t to the following 0ondition"

(a) "u0h mandate "hall not e: 0eed beyond the ' ele3ant /eriod "a3e that the Board may during the ' ele3ant /eriod ma4e or grant offer", agreement", or o1tion" whi0h might re>uire the e: er0i"e of "u0h 1ower" after the end of the ' ele3ant /eriod?

(b) the aggregate amount of "hare" allotted and i""ued or agreed 0onditionally or un0onditionally to be allotted and i""ued (whether 1ur"uant to an o1tion or otherwi"e) by the Board "hall not e: 0eed

(i) #0 1er 0ent of the aggregate number of 5ome"ti0 -hare" of the Com1any in i""ue a" of the 1a""ing date of thi" re"olution? and\*or

(ii) #0 1er 0ent of the aggregate number of & -hare" of the Com1any in i""ue a" of the 1a""ing date of thi" re"olution? and

(0) the Board will only e: er0i"e it" 1ower under "u0h mandate in a00ordan0e with the Com1any Law of the /eo1le6" ' e1ubli0 of China and the ' ule" =o3erning the Li"ting of -e0uritie" on ! he -to04 E: 0hange of &ong 2ong Limited (the " isti g ☒☒s") (a" the "ame may be amended from time to time) and only if all ne0e""ary a11ro3al" from the China -e0uritie" ' egulatory Commi""ion and\*or other rele3ant go3ernment authoritie" of the /eo1le6" ' e1ubli0 of China (the "☒ ") are obtained?

or the purpose of this resolution

"Some" share" mean ordinary share issued by the Company in the /' C, with a nominal value of ' ; B1.00 each, which are subscribed for in ' renminbi (" M ")?

"& share" mean the preferred foreign issued share in the share capital of the Company with a nominal value of ' ; B1.00 each, which are subscribed for and traded in Hong Kong Dollar?

"relevant period" mean the period from the passing of this resolution until the earliest of

- (A) the conclusion of the next annual general meeting of the Company following the passing of this resolution? or
  - (B) the expiration of the 12-month period following the passing of this resolution? or
  - (C) the date on which the authority set out in this resolution is rescinded or varied by a special resolution of the shareholder of the Company in a general meeting? and
- (#) Subject to the Board resolving to issue share pursuant to paragraph (1) of this resolution, the Board be authorized to
- (a) advise, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new share including, without limitation, determining the time and place of



0. The director of the Company (including the Chairman of the Board) may attend the meeting remotely through video or telephone conference facility if needed. The Chairman of the Board and Chairmen of the Special Committee under the Board will be available either in person or through video or telephone conference facility to answer questions from shareholders of the Company at the meeting.

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Shareholders entitled to attend and vote at the meeting may appoint one or more proxies to attend and vote in their stead. A proxy need not be a