THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 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 TERMINATION OF THE 2020 H SHARE APPRECIATION RIGHTS SCHEME
PROPOSED ADOPTION OF H SHARE APPRECIATION RIGHTS SCHEME AND THE GRANT
AND
NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2024

A letter from the Board of Directors is set out on pages 3 to 6 of this circular.

The EGM will be held at the Company at 9:30 a.m. on Friday, 2 February 2024 at Meeting Room 802, 8th Floor, No. 6 Xibahe Road, Chaoyang District, Beijing, the PRC. The notice of the EGM is set out on pages 17 to 18 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 (http://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 9:30 a.m. on Thursday, 1 February 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.

17 January 2024

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

"Articles of Association	the articles of association of the Company
"Beijing SASAC	the State-owned Assets Supervision and Administration Commission of People's Government of Beijing Municipality
"Board or "Board of Directors	the board of directors of the Company
"Company	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
"Director(s)	the director(s) of the Company
EGM	the first extraordinary general meeting of 2024 of the Company to be held at 9:30 a.m. on Friday, 2 February 2024 at Meeting Room 802, 8th Floor, No.6 Xibahe Road, Chaoyang District, Beijing, the PRC
"Grant	the proposed grant by the Company under the Scheme
"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
"Incentive Recipient(s)	person(s) who are to

DEFINITIONS

"Scheme"	the H Share Appreciation Rights Scheme of the Company to be considered and, if thought fit, approved by the Shareholders at the AGM
"Share Appreciation Rights"	the share appreciation rights granted under the Scheme, representing the rights conferred to the Incentive Recipients to receive stipulated earnings from the increase in share price of H Shares, subject to specific timeframe and conditions
"Shareholder(s)"	the holder(s) of the share(s) of the Company
"%	per cent

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

Non-executive Directors
Mr. ZHOU Jianyu
Mr. SONG Zhiyong
Ms. ZHANG Yi

Independent non-executive Directors
Ms. ZHAO Jie
Mr. WANG Hongxin
Mr. QIN Haiyan
Ms. HU Zhiying

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

Principal Place of Business in Hong Kong
31/F, Tower Two, Times Square
1 Matheson Street, Causeway Bay
Hong Kong

17 January 2024

To the Shareholders

Dear Sir or Madam,

PROPOSED TERMINATION OF THE 2020 H SHARE APPRECIATION RIGHTS SCHEME PROPOSED ADOPTION OF H SHARE APPRECIATION RIGHTS SCHEME AND THE GRANT AND NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2024

INTRODUCTION

The purpose of this circular is to set out the notice of the EGM and to provide you with details regarding, among other things, the proposed termination of the 2020 H Share Appreciation Rights Scheme (as defined below) and the proposed adoption of the Scheme and the Grant so as to enable you to make informed decision on whether to vote for or against the resolutions to be proposed at the EGM.

PROPOSED TERMINATION OF THE 2020 H SHARE APPRECIATION RIGHTS SCHEME

Reference is made to the Company's announcement dated 31 March 2020, the circular dated 9 April 2020, the poll results announcement dated 28 May 2020, and the announcement dated 12 December 2023, in relation to the adoption of the H share appreciation rights scheme in 2020 (the "**2020 H Share Appreciation Rights Scheme**") and the proposed grant thereunder and the proposed termination of the 2020 H Share Appreciation Rights Scheme. The Board has resolved to approve, among others, the termination of the 2020 H Share Appreciation Rights Scheme on 12 December 2023, which will be submitted to the AGM for shareholders' approval.

THE PROPOSED H SHARE APPRECIATION RIGHTS SCHEME AND THE GRANT

Reference is made to the Company's announcement dated 12 December 2023 in relation to, among others, the proposed adoption of the Scheme and the Grant. Mr. [illegible], Mr. [illegible], Mr. [illegible] and Mr. [illegible], being the Incentive Recipients under the Scheme, have abstained from voting on the resolution approving the Scheme and the Grant at the Board meeting.

The Scheme and the Grant are subject to the approval of Beijing SASAC and will be submitted to the AGM for shareholders' approval.

The Scheme does not involve the grant of options over the existing shares, new shares or other new securities issued by the Company (or any of its subsidiaries) and therefore, it is not subject to the requirements under Chapter 17 of the Listing Rules. A summary of the Scheme and the Grant is set out in the Appendix to this circular.

The English version of the Scheme is an unofficial translation and for reference only. In case of any discrepancy between the Chinese and English versions, the Chinese version shall prevail.

Reasons for the Adoption of the Scheme

The Board is of the view that the Scheme will be able to (i) enhance corporate competitiveness, create common interests, fully utilise the positiveness, productivity and creativity of outstanding talents and core staff, improve the operation results and core competitiveness of the Company and facilitate the long-term and stable development of the Company; (ii) create favorable news to the capital market, bolster the confidence in the capital market and maintain the market value of the Company; and (iii) effectively build and continue to improve the management structure with clear distinction between powers and responsibilities and efficient decision-making, further optimise the performance-based compensation incentive mechanism, establish a market-based assessment system in line with the development needs of the Company, and effectively retain and attract the core staff necessary for the development of the Company.

The Board considers that the proposed terms and conditions of the Scheme and the Grant are fair and reasonable and in the best interests of the Company and the shareholders as a whole.

General Information

The Share Appreciation Rights are to be settled in cash. No Incentive Recipients shall have the ownership of the Shares or have any rights that shareholders have, including but not limited to voting rights, allotment and dividend rights. Incentive Recipients have no right to sell, transfer, secure, charge, pledge, use for debt repayment, encumber or create any interest whatsoever in favor of any third party over or in relation to any of his or her Share Appreciation Rights or enter into an agreement to do so, nor does he or she have the right to promote or undermine the interests of any third party directly or indirectly related to the Share Appreciation Rights.

The Incentive Recipients are required to work for the Company according to the requirements for their positions. If the Incentive Recipients are not competent at his or her position or fail the appraisals, the Incentive Recipients' unexercised Share Appreciation Rights can be cancelled. If the Incentive Recipients violate the duty of loyalty as stipulated in the Listing Rules and the Articles of Association, or damage the Company's interests or reputation by violating the law, breaching professional ethics, leaking the Company's secrets or committing misconduct or malfeasance, the unexercised Share Appreciation Rights will be cancelled, and the Board shall have the right to recover all or a portion of the gains obtained from the exercise of the rights in case of serious circumstances.

The Scheme and the Grants shall only take effect upon being approved by the Shareholders and Beijing SASAC.

For the purpose of carrying out specific matters relating to the Scheme, the Board recommends the Shareholders to:

i) authorise the Board to grant the Share Appreciation Rights to the Incentive Participants when both the Company and the Incentive Recipients meet the conditions for the Grant, and to handle all matters necessary for the grant of the Share Appreciation Rights;

ii) authorise the Board to review and confirm whether the Company and the Incentive Recipients meet the conditions for the exercise of the Share Appreciation Rights, and to handle all matters necessary for the exercise by the Incentive Recipients;

iii) authorise the Board to adjust the number and the exercise price of the Share Appreciation Rights in accordance with the provisions of the Scheme in the event of dividend payout, stock dividend, conversion of capital reserves into share capital, allotment, issuance of new shares, merger and share exchange, etc., as provided for in the Scheme;

iv) authorise the Board to handle the exercised and unexercised Share Appreciation Rights granted to the Incentive Recipients in accordance with the provisions of the Scheme in the event that the Company or the Incentive Recipients are subject to special circumstances such as departure from the Company, retirement, death, etc., as provided for in the Scheme;

v) authorise the Board to decide in accordance with the provisions of the Scheme, whether or not to recover the gains that the Incentive Recipients have received from the exercise of the Share Appreciation Rights; and

vi) Authorize the Board to carry out other management as necessary

Proposed Adoption of the Scheme and the Grant

A summary of the major terms of the Scheme are set out below:

Incentive Instrument	: The Scheme uses the H Share Appreciation Rights in respect of the H Shares of the Company as an incentive instrument. Subject to the satisfaction of the exercise conditions and the exercise arrangement, the Incentive Recipients have the right to receive the cash benefits of the difference in share price resulting from the increase in the price of a specified number of shares within the exercise period. No Incentive Recipients shall own the shares or have rights as shareholders, including but not limited to voting rights, allotment and dividend rights, etc. The H Share Appreciation Rights shall not be transferred nor used for securing or repaying debts.
Effective Conditions	: Approval by (i) the Beijing SASAC; and (ii) the shareholders at the general meeting.
Duration	: Six years from the date of approval at the general meeting.
Incentive Recipients	: (i) Scope of Incentive Recipients for the first grant 113 Incentive Recipients in total under the Grant, including directors and senior management of the Company and the management, technical and business core staff who have direct effect on the operation results and sustainability of the Company. (ii) Scope of Incentive Recipients for the reserved grant The Incentive Recipients under the reserved grant under the Scheme include 1) the Company's newly appointed and newly recruited senior management; 2) the Company's newly recruited key technical, skilled and management personnel; and 3) the Company's newly trained high-ranking experts, national technological experts or experts who enjoy special subsidies from the government at the provincial level and above related to energy technology.

Number of the Share Appreciation Rights to be granted	:	The total number of H Shares relating to the Share Appreciation Rights to be granted under the Scheme is 123,675,000 H Shares, representing approximately 1.5% of the total issued share capital of the Company as at the date of this circular. The number of H Shares relating to the Share Appreciation Rights to be granted to an individual Incentive Recipient under the Scheme shall not exceed 0.1% of the total share capital of the Company.
Date of Grant	:	Upon satisfaction of the conditions of the Grant of the Share Appreciation Rights in accordance with the Scheme, the date of grant under the Scheme shall be determined by the Board. The date of grant shall be a trading day. The date of grant is, in principle, the same as the date on which the Scheme is considered and approved at the general meeting of the Company.
Exercise Price	:	The higher of: (i) the closing price of the H Shares at the date of grant of the Share Appreciation Rights; (ii) the average closing price of the H Shares for the five consecutive trading days immediately preceding the [illegible]

(ii) Reserved grant

Tranches of exercise	Exercise period	Exercise proportion
First tranche	from the first trading day after 24 months from the date of the reserved grant and ending on the last trading day within 36 months from the date of the reserved grant	33
Second tranche	from the first trading day after 36 months from the date of the reserved grant and ending on the last trading day within 48 months from the date of the reserved grant	33
Third tranche	from the first trading day after 48 months from the date of the reserved grant and ending on the last trading day within 60 months from the date of the reserved grant	34

Conditions precedent for the Grant under the Scheme :

The Company may grant the Share Appreciation Rights upon the simultaneous satisfaction of all the following conditions:

(i) none of the following events has occurred to the Company:

1. failure to engage an accounting firm to conduct auditing work in accordance with the prescribed procedures and requirements;

2. the regulatory authorities of the state-owned assets, the board of supervisors or audit department have material objection in respect of the financial performance or the annual financial report of the Company;

3. material breach of rules and penalties were imposed by securities regulatory authorities and other relevant authorities as a result;

4. issue of an auditor's report with adverse opinion or indicating the inability to give an opinion on the financial report or the assessment of internal control for the latest accounting year by certified public accountant;

5. profit distribution in violation of the laws and regulations, the Articles of Association or public undertakings during the last 36 months;

6. prohibition from implementing share incentives by the laws and regulations;

7. other circumstances as determined by the relevant regulatory authorities.

(ii) none of the following events has occurred to the Incentive Recipients:

1. the results of the economic responsibility audit and other reports proved that he has failed to perform duties effectively or he is involved in serious misconduct or malfeasance;

2. non-compliance with the relevant laws and regulations of the PRC or the provisions of the Articles of Association;

3. during his tenure of office, involvement in acceptance or solicitation of bribes, corruption, theft, leakage of the Company's trade and technical secrets, conducted connected transactions and other unlawful acts and misconduct, which prejudiced the interests and reputation of and caused significant negative impact to the image of the Company and led to penalties against him;

4. failure to discharge, or failure to discharge properly, his duties and thereby resulting in serious losses to the Company and other serious and adverse consequences;

5. determination by the Hong Kong Stock Exchange or relevant regulatory authorities as an inappropriate person in the last 12 months;

6. imposition by relevant regulatory authorities with administrative penalties or measures prohibiting access into the market in the last 12 months due to material non-compliance of laws or regulations;

7. prohibition from acting as a director or a member of the senior management of the Company as required by the Listing Rules;

8. prohibition from participating in share incentive of the Company as required by laws and regulations;

9. other circumstances as determined by the relevant regulatory authorities.

Conditions precedent for exercise under the Scheme

The Share Appreciation Rights granted to Incentive Recipients shall be exercised upon the simultaneous satisfaction of the following conditions:

(i) none of the following events has occurred to the Company:

1. failure to engage an accounting firm to conduct auditing work in accordance with the prescribed procedures and requirements;

2. the regulatory authorities of the state-owned assets, the board of supervisors or audit departments have material objection in respect of the financial performance or the annual financial report of the Company;

3. material breach of rules and penalties were imposed by securities regulatory authorities and other relevant authorities as a result;

4. issue of an auditor's report with an adverse opinion or indicating the inability to give an opinion on the financial report or the assessment of internal control for the latest accounting year by a certified public accountant;

5. profit distribution in violation of the laws and regulations, the Articles of Association or public undertakings during the last 36 months;

6. prohibition from implementing share incentives under the laws and regulations;

3) per employee profit creation of the Company from 2024 to 2026 shall not be less than RMB1.16 million, RMB1.25 million and RMB1.28 million, respectively.

Notes:

1. During the validity period of the Scheme, if the Company carries out financing through non-public offering of shares, the newly increased net assets from the financing activities and the net profit generated from such net assets will not be included in the assessment calculation of return on equity attributable to the parent company and asset-liability ratio.

2. Total profit represents profit before tax.

3. The high-tier value of the entire power generation industry for each year is based on the Enterprise Performance Evaluation Standards issued by the State-owned Assets Supervision and Administration Commission of the State Council. If the State-owned Assets Supervision and Administration Commission of the State Council no longer issues the Enterprise Performance Evaluation Standards and benchmarks of the industry are not available, the benchmark of such industry indicator will no longer be considered.

4. Per employee profit creation = profit before tax * 2 / (total number of employees at the beginning of the year + total number of employees at the end of the year).

5. Non-fossil energy includes the new energy and renewable energy at the present, including nuclear energy, wind energy, solar energy, hydroelectric energy, biomass energy, geothermal energy, ocean energy, pumped-storage hydroelectric energy, energy storage and other renewable energy sources.

6. Non-fossil energy installed capacity includes non-fossil energy installed capacity of controlled or consolidated subsidiaries and non-fossil energy installed capacity of equity-holding subsidiaries in proportion to their shareholdings.

7. National non-fossil energy installed capacity growth data is based on industry data in the "Annual Electricity Statistics Basic Data List" issued by the China Electricity Council. If the China Electricity Council no longer issues the "Annual Electricity Statistics Basic Data List", its replacement will be the national cumulative installed power generation capacity growth rate in the "National Electricity Industry Annual Statistics" issued by the National Energy Administration to ensure the exercise conditions to be higher than the industry average.

8. The cost incurred *2B4*

3. during his tenure of office, involvement in acceptance or solicitation of bribes, corruption, theft, leakage of the Company's trade and technical secrets, conducted connected transactions and other unlawful acts and misconducts which prejudice the interests and reputation of and caused significant negative impact to the image of the Company and led to penalties against him;

4. failure to discharge, or failure to discharge properly, his duties and thereby resulting in serious loss in assets of the Company and other serious adverse consequences;

5. determination by the Hong Kong Stock Exchange or relevant regulatory authorities as an inappropriate person in the last 12 months;

6. imposition by relevant regulatory authorities with administrative penalties or measures prohibiting access into the market in the last 12 months due to material non-compliance of laws or regulations;

7. prohibition from acting as a director or a member of the senior management of the Company as required by the Listing Rules;

8. prohibition from participating in share incentives of the Company as required by laws and regulations;

9. other circumstances as determined by relevant regulatory authorities.

(iv) Annual performance appraisal of the Incentive Recipients

The Incentive Recipients must obtain an appraisal score of 80 points or above for the previous year. If the performance appraisal score of the Incentive Recipients for the previous year is below 80 points, the Company shall cancel the exercise quota for the current period of the Incentive Recipients' Share Appreciation Rights pursuant to the provisions of the Scheme and the Share Appreciation Rights thereof will be invalidated by the Company.

Details of the Incentive Recipients under the Grant:

Name	Position	Number	Maximum number of the Share Appreciation Rights to be granted	Approximate percentage to the total issued share capital of the Company as at the date of this circular (%)	Approximate percentage to the total number of Share Appreciation Rights to be granted under the Scheme (%)
Director and Senior Management					
[illegible]	Secretary of the Party Committee, Chairman of the Board and Executive Director	1	2,485,430	0.03%	2.01%
[illegible]	Deputy Secretary of the Party Committee, Executive Director and General Manager	1	2,485,430	0.03%	2.01%
[illegible]	Deputy Secretary of the Party Committee and Union President	1	2,236,887	0.03%	1.81%
[illegible]	Executive Director, Deputy General Manager and Secretary of the Board	1	2,236,887	0.03%	1.81%
[illegible]	Secretary of Committee for Discipline Inspection	1	2,236,887	0.03%	1.81%
[illegible]	Deputy General Manager	1	2,236,887	0.03%	1.81%
[illegible]	Deputy General Manager and Chief Accountant	1	2,236,887	0.03%	1.81%
Wang Gang	Deputy General Manager	1	2,236,887	0.03%	1.81%
[illegible]	Executive Director and Deputy General Manager	1	2,236,887	0.03%	1.81%
Core staff		104	82,433,442	1.00%	66.65%
Total of the first grant		113	103,062,511	1.25%	83.33%
Reserved grand		–	20,612,489	0.25%	16.67%
Total			**123,675,000**	**1.50%**	**100%**

A further meeting of the Board will be held to formally approve the Grant after the Scheme becomes effective.

At the time of the Grant, the expected gains of each Incentive Recipient from share incentives shall not exceed 40% of his or her total remuneration level at the time of the Grant (including expected gains from the Share Appreciation Rights). During the exercise period of the Scheme, the upper limit of the realised gains of each Incentive Recipient is 60% of his or her total annual remuneration level at the time of the Grant.

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 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 9:30 a.m. on Friday, 2 February 2024 at Meeting Room 802, 8th Floor, No. 6 Xibahe Road, Chaoyang District, Beijing, the PRC, for the purpose of considering and, if thought fit, passing the following resolutions:

SPECIAL RESOLUTIONS

1. To consider and approve the termination of the H Share Appreciation Rights Scheme as approved on 28 May 2020.

2. To consider and approve the adoption of the [illegible].

Notes:

Details of the special resolutions are set out in the circular of the Company dated 17 January 2024 (the "**Circular**"). Unless otherwise defined, capitalised terms used herein 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 Tuesday, 30 January 2024 to Friday, 2 February 2024 (both days inclusive). The shareholders whose names appear on the register of members of the Company on the close of business on Monday, 29 January 2024 are entitled to attend and vote at the EGM.

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 no later than 4:30 p.m. on Monday, 29 January 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 authorised 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 authorised attorney(s). If the proxy form is signed by an attorney of the shareholder, the power of attorney authorising that attorney to sign or other authorisation documents must be notarised.

For holders of H Shares of the Company, the proxy form together with the power of attorney or other authorisation 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., no later than 9:30 a.m. on Thursday, 1 February 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.