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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 EXTRAORDINARY GENERAL MEETING OF 2018**

**NOTICE IS HEREBY GIVEN** that the first extraordinary general meeting of 2018 (the “**EGM**”) of Beijing Jingneng Clean Energy Co., Limited (the “**Company**”) will be held at 10:00 a.m. on Tuesday, 13 February 2018 at Suite 2901, Block , CBD International Tower, 16 Yong’andongli, Chaoyang District, Beijing, PRC for the purposes of considering and, if thought fit, passing the following resolutions:

**ORDINARY RESOLUTIONS**

1. To consider and approve the proposed appointment of Mr. Meng Wentao as a non-executive Director of the Board in the third session;
2. To consider and approve the proposed appointment of Mr. Jin Shengxiang as a non-executive Director of the Board in the third session;
3. To consider and approve the proposed appointment of Mr. Tang Xinbing as a non-executive Director of the Board in the third session;
4. To consider and approve the proposed appointment of Mr. Zhang Fengyang as a non-executive Director of the Board in the third session; and
5. To consider and approve the proposed change of domestic auditors of the Company.

**SPECIAL RESOLUTION**

6. To consider and approve the proposed amendments to the articles of association of the Company (full text of the resolution is set out in the announcement and circular of the Company dated 22 December 2017 and 29 December 2017 respectively).

By Order of the Board  
**Beijing Jingneng Clean Energy Co., Limited**  
**KANG Jian**  
*Company Secretary*

Beijing, the PRC  
29 December 2017

*As at the date of this notice, the non-executive directors of the Company are Mr. Zhu Yan, Mr. Li Dawei, Mr. Guo Mingxing, Mr. Zhu Baocheng, Mr. Yu Zhongfu and Mr. Zhao Wei; the executive director of the Company is Mr. Chen Ruijun; and the independent non-executive directors of the Company are Mr. Huang Xiang, Mr. Zhang Fusheng, Mr. Chan Yin Tsung and Mr. Han Xiaoping.*

*Notes:*

1. Details of the resolutions are set out in the circular of the Company dated 29 December 2017 (the “**Circular**”). Unless otherwise defined in this notice, capitalised terms used in this notice shall have the same meaning as those defined in the Circular.

## **2. CLOSURE OF REGISTER FOR H SHARES, ELIGIBILITY FOR ATTENDING THE EGM**

Holders of H Shares are advised that the share register for H Shares will be closed from Sunday, 14 January 2018 to Tuesday, 13 February 2018 (both days inclusive). The Shareholders whose names appear on the register of members of the Company on the close of business on Friday, 12 January 2018 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 by no later than 4:30 p.m. on Friday, 12 January 2018 for registration.

## **3. PROXY**

Shareholders entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote in their stand. 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 authorisations document must be notarized.

For holders of H Shares, the proxy form together with the power of attorney or other authorization document (if any) must be lodged at the H Share Registrar of the Company 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 or any adjournment thereof (as the case may be). Shareholders can still attend and vote at the EGM upon completion and return of the proxy form.

## **4. REPLY SLIP**

Holders of H Shares who intend to attend the EGM in person or by proxy should deliver the reply slip to the H Share Registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong on or before Wednesday, 24 January 2018.

## **5. ADDRESS AND TELEPHONE NUMBER OF THE CONTACT PERSON WHO HANDLES THE MEETING AFFAIRS**

|            |                                                                  |
|------------|------------------------------------------------------------------|
| Name:      | The Company Secretary                                            |
| Address:   | 7/8F<br>No. 6 Xibahe Road, Chaoyang District<br>Beijing, the PRC |
| Telephone: | (86 10) 6446 9988                                                |

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

ny vote of shareholders at the EGM must be taken by poll.

**7. 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.