
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this supplemental 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 supplemental circular together with the enclosed revised 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)

**SUPPLEMENTAL CIRCULAR
PROPOSED CHANGE OF DIRECTORS
PROPOSED CHANGE OF SUPERVISORS
AND
REVISED NOTICE OF THE ANNUAL GENERAL MEETING**

This supplemental circular shall be read in conjunction with the circular issued by the Company to its Shareholders and the Original Notice convening the AGM dated 26 April 2019.

A letter from the Board of the Company is set out on pages 2 to 5 of this supplemental circular.

A revised notice convening the AGM to be held at 10:00 a.m. on Thursday, 20 June 2019 at Granville Rooms, Lower Lobby Level, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong, is set out on pages 10 to 15 of this supplemental circular. A revised proxy form for use at the AGM is enclosed with the revised notice and was also published on the website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>). If you intend to appoint a proxy to attend the AGM, you are requested to complete and return the revised proxy form in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the AGM (i.e., by no later than 10:00 a.m. on Wednesday, 19 June 2019) or any adjournment thereof (as the case may be).

Completion and return of the revised proxy form will not preclude you from attending and voting at the AGM should you so wish.

References to time and dates in this supplemental circular are to Hong Kong time and dates.

28 May 2019

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held 10:00 a.m. on Thursday, 20 June 2019 at Granville Rooms, Lower Lobby Level, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong
“AGM Revised Notice”	the revised notice of the AGM as set out on pages 10 to 15 of this supplemental circular
“Board”	the board of Directors of the Company
“Board of Supervisors”	the board of Supervisors of the Company
“Company”	北京京能清潔能源電力股份有限公司 (Beijing Jingneng Clean Energy Co., Limited), a joint stock company incorporated in the PRC with limited liability, whose H Shares are listed on Hong Kong Stock Exchange
“Director(s)”	the director(s) of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC” or “China”	the People’s Republic of China and for the purpose of this supplemental circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the ordinary share(s) of RMB1.00 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the ordinary share(s) of the Company
“Supervisor(s)”	the supervisor(s) of the Company

LETTER FROM THE BOARD



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)

Non-executive Directors

Mr. LIU Haixia (*Chairman*)
Mr. JIN Shengxiang
Mr. TANG Xinbing
Ms. LI Juan
Mr. WANG Bangyi

Executive Director

Mr. ZHANG Fengyang (*General Manager*)

Independent non-executive Directors

Mr. HUANG Xiang
Mr. ZHANG Fusheng
Mr. CHAN Yin Tsung
Mr. HAN Xiaoping

Registered Office:

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

Principal Place of Business in Hong Kong:

Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

28 May 2019

To the Shareholders

Dear Sir/Madam,

PROPOSED CHANGE OF DIRECTORS PROPOSED CHANGE OF SUPERVISORS AND REVISED NOTICE OF THE ANNUAL GENERAL MEETING

1. INTRODUCTION

References are made to the circular (the “**Original Circular**”) and the notice (the “**Original Notice**”) of the AGM dated 26 April 2019 which contain the details of the resolutions to be tabled before the AGM for Shareholder’s approval, and the announcement of the Company dated 21 May 2019 in relation to the postponement and change of venue of AGM and change of book closure period. This supplemental circular should be read in conjunction with the Original Circular and the Original Notice.

LETTER FROM THE BOARD

The purpose of this supplemental circular is to provide you with details regarding the proposed change of Directors and Supervisors to enable you to make informed decisions on whether to vote for or against the resolutions to be proposed at the AGM.

2. PROPOSED CHANGE OF DIRECTORS

Reference is made to the announcement of the Company in relation to proposed change of Directors dated 21 May 2019.

The Board resolved to nominate Mr. Zhu Jun (“**Mr. Zhu**”) and Mr. Cao Mansheng (“**Mr. Cao**”) as executive Directors and Mr. Ren Qigui (“**Mr. Ren**”) as a non-executive Director, subject to the approval of the Shareholders. The terms of Mr. Zhu’s, Mr. Cao’s and Mr. Ren’s appointments as Directors shall commence upon the approval by the Shareholders and shall end on the expiry of the term of the third session of the Board. The Company will enter into service agreements with each of Mr. Zhu, Mr. Cao and Mr. Ren upon the approvals of their appointments by the Shareholders. Mr. Zhu and Mr. Cao will not receive any Directors’ fee from the Company during their terms. They will receive remuneration based on their management positions with the Company. The Company will disclose the remuneration of Directors in its annual report each year. Mr. Ren will not receive any remuneration from the Company.

The biographical details of Mr. Zhu, Mr. Cao and Mr. Ren are set out in Appendix I of this supplemental circular.

Save as disclosed in this supplemental circular, Mr. Zhu, Mr. Cao and Mr. Ren did not hold any directorships in any other listed companies or take up any posts in any group members of the Company in the past three years, nor have any relationship with any other directors, supervisors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company. In addition, Mr. Zhu, Mr. Cao and Mr. Ren do not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong.

Save as disclosed above, there is no other information relating to the proposed appointments of Mr. Zhu, Mr. Cao and Mr. Ren that shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any matter which needs to be brought to the attention of the Shareholders.

Due to other work commitment, (i) Mr. Jin Shengxiang (“**Mr. Jin**”) has resigned as a non-executive Director and also member of Audit Committee and Strategy Committee of the Company, and (ii) Mr. Tang Xinbing (“**Mr. Tang**”) has resigned as a non-executive Director and also member of Remuneration and Nomination Committee and Strategy Committee of the Company. Their respective resignations will not become effective until the date on which the proposed appointments of the new Directors are approved by the Shareholders.

Mr. Jin and Mr. Tang have confirmed that they have no disagreement with the Board and there is no matter that needs to be brought to the attention of the Shareholders. Mr. Jin and Mr. Tang have also confirmed that they do not have any action or claim, existing or pending, against the Company.

LETTER FROM THE BOARD

3. PROPOSED CHANGE OF SUPERVISORS

Reference is made to the announcement of the Company in relation to proposed change of supervisors dated 21 May 2019.

The Board of Supervisors has resolved to nominate Mr. Wang Xiangneng (“**Mr. Wang**”) and Mr. Huang Hui (“**Mr. Huang**”) as Supervisors subject to the approval of Shareholders. The Board of Supervisors also has resolved to appoint Mr. Wang as chairman of the Board of Supervisors upon his approval as supervisor of the Company by the Shareholders at the AGM. The terms for Mr. Wang and Mr. Huang’s appointments as Supervisors shall commence upon the approval by the Shareholders at the AGM and shall end on the expiry of the term of the third session of the Board of Supervisors. The Company will enter into service agreements with Mr. Wang and Mr. Huang upon the approval of their appointments at the AGM. Mr. Wang and Mr. Huang will not receive any remuneration from the Company.

The biographical details of Mr. Wang and Mr. Huang are set out in Appendix II of this supplemental circular.

Save as disclosed in this supplemental circular, Mr. Wang and Mr. Huang did not hold any directorships or supervisor positions in any other listed companies or take up any posts in any group members of the Company in the past three years, nor have any relationship with any other Directors, Supervisors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company. In addition, Mr. Wang and Mr. Huang do not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong.

Save as disclosed above, there is no other information relating to the proposed appointments of Mr. Wang and Mr. Huang that shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any matter which needs to be brought to the attention of the Shareholders.

Due to other work commitment, (i) Mr. Li Xun (“**Mr. Li**”) has resigned as a Supervisor of the Company and the chairman of the Board of Supervisors, and (ii) Mr. Liu Jiakai (“**Mr. Liu**”) has resigned as a Supervisor of the Company. Their respective resignations will not become effective until the date on which the proposed appointments of the new Supervisors of the Company are approved by the Shareholders.

Mr. Li and Mr. Liu have confirmed that they have no disagreement with the Board and/or Board of Supervisors and there is no matter that needs to be brought to the attention of the Shareholders. Mr. Li and Mr. Liu have also confirmed that they do not have any action or claim, existing or pending, against the Company.

4. THE AGM

A revised notice convening the AGM to be held at 10:00 a.m. on Thursday, 20 June 2019 at Granville Rooms, Lower Lobby Level, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong, is set out on pages 10 to 15 of this supplemental circular. No Shareholder is required to abstain from voting in respect of the additional resolutions proposed at the AGM.

LETTER FROM THE BOARD

As a result of the additional resolutions proposed subsequent to the despatch of the Original Notice, the Original Notice and the original proxy form for the AGM sent together with the Original Circular does not contain the additional resolutions proposed as set out in the supplemental circular. In this connection, a revised proxy form for the AGM is enclosed with the revised notice.

Important: The Revised Form of Proxy shall supersede the form of proxy enclosed with the Original Notice and the Original Circular (the “**Original Form of Proxy**”). Shareholders who have completed and returned the Original Form of Proxy should note that the Original Form of Proxy is no longer applicable to the AGM.

Shareholders who intend to appoint a proxy to attend and vote on the AGM are required to complete and return the Revised Proxy Form in accordance with the instructions printed thereon to the Company’s H Share Registrar no less than 24 hours before the time fixed for the holding of the postponed AGM (i.e. not later than 10:00 a.m. on Wednesday, 19 June 2019) or any adjournment thereof (as the case may be). Completion and return of the Revised Proxy form will not prevent you from attending and voting in person at the AGM if you so wish.

The Reply Slip for use at the AGM sent together with the Original Circular to the Shareholders will be valid reply slip for the postponed AGM. The last date for returning the Reply Slip will be extended from 24 May 2019 to 31 May 2019. Shareholders who have yet to return their Reply Slip are required to complete and return the Reply Slip in accordance with the instructions printed thereon to the Company’s H Share Registrar on or before the aforementioned date. For the avoidance of doubt, any Reply Slip duly completed and returned in accordance with the instructions printed thereon remains valid for the postponed AGM and the relevant Shareholders are not required to return another reply slip.

The resolutions proposed at the AGM will be voted by poll.

In order to determine the holders of H Shares who are entitled to attend the AGM, the H Share register of member of the Company has been closed since Tuesday, 14 May 2019 until Thursday, 20 June 2019 (both days inclusive). Holders of H Shares who wish to attend the AGM are required to deposit the transfer documents together with the relevant share certificates at the Company’s H Shares Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Friday, 10 May 2019 for registration.

5. RECOMMENDATION

The Directors believe that the proposed resolutions in respect of the proposed change of Directors and Supervisors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that Shareholders vote in favour of the relevant resolution set out in the Revised Notice of the AGM.

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

APPENDIX I BIOGRAPHICAL DETAILS OF THE DIRECTORS

Mr. ZHU Jun, aged 51, served as a technician of pulverizing team of the boiler workshop, specialist engineer of engineering division of construction expansion department and boiler workshop, deputy director and director of the boiler workshop of Shanxi Taiyuan No. 2 Thermal Power Plant (山西太原第二熱電廠) from July 1990 to December 1998; director of the Steam Turbine Engineering Department, deputy manager, manager and the secretary of party branch of Shanxi Taiyuan No. 2 Thermal Power Plant Maintenance Company from December 1998 to April 2003; a manager of equipment maintenance department, an assistant to general manager and manager of equipment maintenance department and the secretary of party branch of Shanxi Zhangshan Electric Power Co., Ltd. (山西漳山發電有限責任公司) from April 2003 to December 2004; a chief engineer and deputy general manager of Shanxi Zhangshan Electric Power Co., Ltd. from December 2004 to March 2009; deputy general manager of Guodian Power Dalian Zhuanghe Power Generation Co., Ltd. (國電電力大連莊河發電有限責任公司) from March 2009 to March 2010; general manager of Beijing Jingfeng Gas Fired Power Co., Ltd. (北京京豐燃氣發電有限責任公司) and Beijing Jingfeng Thermal Power Co., Ltd. (北京京豐熱電有限責任公司) from March 2010 to November 2017; the secretary of party committee, executive director and general manager of Beijing Jingfeng Gas Fired Power Co., Ltd. and executive director and general manager of Beijing Jingfeng Thermal Power Co., Ltd. from November 2017 to January 2018; the secretary of party committee and executive director of Beijing Jingfeng Gas Fired Power Co., Ltd. and executive director of Beijing Jingfeng Thermal Power Co., Ltd. from January 2018 to May 2018; deputy general manager of the Company, the secretary of party committee and executive director of Beijing Jingfeng Gas Fired Power Co., Ltd. and executive director of Beijing Jingfeng Thermal Power Co., Ltd. from May 2018 to June 2018; and deputy general manager of the Company since June 2018. Mr. Zhu graduated from Electric Power Division of Shanxi Taiyuan University of Industry (山西太原工業大學) in June 1990 majoring in Power Plant Thermal Power, and graduated from School of Power and Mechanical Engineering of Wuhan University in December 2010 majoring in industrial engineering and obtained a master's degree in engineering.

Mr. CAO Mansheng, aged 48, served as operation watchman of electrical workshop, maintenance worker and head of thermal automation team, deputy director of Thermal Inspection Branch (熱工檢修分公司) of Beijing No. 3 Thermal Power Plant (北京第三熱電廠) from July 1993 to December 2001; director of Thermal Maintenance Branch and person in charge of thermal control of the construction expansion department of Beijing Jingfeng Thermal Power Co., Ltd. from December 2001 to February 2005; person in charge of infrastructure construction of the construction expansion department, head of the department of maintenance, deputy chief engineer and head of the department of safety production technology, chief engineer and deputy general manager of Beijing Jingfeng Thermal Power Co., Ltd./ Beijing Jingfeng Gas Fired Power Co., Ltd from February 2005 to August 2012; general manager of Beijing Taiyanggong Gas-fired Thermal Power Co., Ltd. (北京太陽宮燃氣熱電有限公司) from August 2012 to November 2017; the secretary of party committee, chairman and general manager of Beijing Taiyanggong Gas-fired Thermal Power Co., Ltd. from November 2017 to January 2018; the secretary of party committee and chairman of Beijing Taiyanggong Gas-fired Thermal Power Co., Ltd. from January 2018 to May 2018; and the deputy general manager of the Company since May 2018. Mr. Cao graduated from Department of Thermal Power Engineering of Wuhan University of Hydraulic and Electrical Engineering (武漢水利電力大學) in July 1993 majoring in production process automation and obtained a bachelor's degree in engineering, and graduated from School of Business Administration of North China Electric Power University in June 2003 majoring in management engineering and obtained a second bachelor's degree in management.

Mr. REN Qigui, aged 57, served as an engineer of the Department of Energy and Power of Chinese Academy of Agricultural Mechanization Sciences (中國農業機械化科學研究所能源動力所) from August 1986 to June 1995; a cadre, manager of information division, manager of investment division and information division, assistant to general manager and deputy general manager of Beijing Energy Investment Company (北京市能源投資公司) from June 1995 to July 2006; deputy general manager and general manager of Beijing Jingneng Energy Technology Investment Co., Ltd. (北京京能能源科技投資有限公司) from July 2006 to June 2010; general manager of Beijing Jingneng Energy Technology Investment Co., Ltd., secretary of the party committee and deputy general manager of the Company from June 2010 to June 2011; secretary of the party committee and deputy general manager of the Company from June 2011 to August 2012; secretary of the party committee of the Company and general manager of Beijing Huayuan Heating Pipeline Co., Ltd. (北京華源熱力管網有限公司) from August 2012 to September 2012; secretary of the party committee of the Company and secretary of the party committee and general manager of Beijing Huayuan Heating Pipeline Co., Ltd. from September 2012 to November 2013; secretary of the party committee of the Company and general manager of Beijing Huayuan Heating Pipeline Co., Ltd. from November 2013 to March 2017; provisional deputy secretary of the party committee and general manager of Beijing Huayuan Heating Pipeline Co., Ltd. from March 2017 to July 2017; deputy secretary of the party committee and general manager of Beijing Huayuan Heating Pipeline Co., Ltd. from July 2017 to November 2017; secretary of the party committee and executive director of Beijing Huayuan Heating Pipeline Co., Ltd. from November 2017 to March 2019; and a full-time investment director of Beijing Energy Holding Co., Ltd (北京能源集團有限責任公司) since March 2019. Mr. Ren graduated from Department of Agricultural Mechanical Engineering of Beijing Agricultural Engineering University (北京農業工程大學) in July 1986 majoring in internal combustion engine and obtained a bachelor's degree in engineering, and graduated from School of Management of Xiamen University in June 2008 majoring in business administration and obtained a master's degree in business administration.

Mr. WANG Xiangneng, aged 54, served as the accountant of the Infrastructure Office of the Administration of Institutional Affairs of the Chinese Academy of Social Sciences (中國社會科學院機關事務管理局基建處) from July 1986 to July 1988 (during which period, he volunteered to teach in Tangyin County, Henan as a member of the Central State-level Lecturer Team (中央國家機關講師團) from June 1987 to June 1988), accountant of the finance department of National Agriculture Investment Co. Ltd. (國家農業投資公司) from July 1988 to September 1994, business director of finance and accounting department of State Development and Investment Co., Ltd. (國家開發投資公司) from September 1994 to May 1997, vice president and chief accountant of the State Bureau of Surveying and Mapping China Testing and Audit Firm (國家測繪局中測審計事務所) from May 1997 to December 1998, president and chief accountant of the State Bureau of Surveying and Mapping China Testing and Audit Firm (國家測繪局中測審計事務所) from December 1998 to September 1999, certified public accountant of Zhongchengxin Accounting Firm (中誠信會計師事務所) from September 1999 to March 2000, certified public accountant of Otdi Accounting Firm (奧特迪會計師事務所) from March 2000 to October 2001, certified public accountant of Beijing Zhongguanghua Accounting Firm (北京中光華會計師事務所) from October 2001 to May 2002, manager of the finance department and manager of the planning and finance department of Beijing International Power Development and Investment Company (北京國際電力開發投資公司) from May 2002 to November 2004, manager of the finance department and manager of the planning and finance department of Beijing Energy Investment Holding Co., Ltd. (北京能源投資(集團)有限公司) from December 2004 to December 2009, vice president and party committee member of Beijing Jingneng International Power Co., Ltd. (北京京能國際能源股份有限公司) from December 2009 to June 2013, deputy general manager of Beijing Jingneng Thermal Power Co., Ltd. (北京京能熱電股份有限公司) from June 2013 to September 2013, deputy general manager of Beijing Jingneng Power Co., Ltd. from September 2013 to May 2018, deputy general manager of Beijing Jintai Group Co. Ltd (北京金泰集團有限公司) from May 2018 to September 2018 and full-time investment director of Beijing Energy Holding Co., Ltd since September 2018. Mr. Wang graduated from Department of Capital Construction Economics of Zhongnan University of Economics and Law, majoring in capital construction finance and credit with a bachelor's degree in economics in July 1986. He graduated from the Advanced Course for Postgraduates majoring in Accounting in Capital University of Economics and Business in July 2004 and graduated from School of Software and Microelectronics of Peking University majoring in software engineering with a master's degree in engineering in January 2008.

Mr. HUANG Hui, aged 46, served as the accountant of Inner Mongolia Electric Cultural Troupe (內蒙古電業文工團) from July 1995 to January 1998, staff of the resource transfer center of the finance department, staff and deputy head of the management division and the director of the price administration unit of Inner Mongolia Power (Group) Co., Ltd. (內蒙古電力(集團)有限責任公司) from January 1998 to July 2007; staff and deputy manager of the finance department of Beijing Jingneng International Power Co., Ltd. from July 2007 to March 2010, chief accountant of Beijing Jingneng Thermal Power Co., Ltd. from March 2010 to June 2010, chief accountant and secretary to the board of directors of Beijing Jingneng Thermal Power Co., Ltd. from June 2010 to April 2013, chief accountant of the Company and chief accountant of Beijing Branch of the Company from April 2013 to June 2018, supervisor of Yingjiang Huafu Hydropower Development Co., Ltd. (盈江華富水電開發有限公司) and Tengchong County Hou Qiao Yong Xing River HydroPower Development Co., Ltd. (騰沖縣猴橋永興河水電開發有限公司) since October 2014, director of Jingneng Clean Energy (Hong Kong) Limited from May 2015 to July 2018, supervisor of Beijing Jingneng Weilai Gas-fired Power Co., Ltd. (北京京能未來燃氣熱電有限公司) since June 2015, supervisor of Beijing Jingxi Gas-fired Power Co., Ltd. (北京京西燃氣發電有限公司) since December 2017, deputy director of the finance management department of Beijing Energy Holding Co., Ltd. from June 2018 to January 2019, and deputy director of the finance management department of Beijing Energy Holding Co., Ltd. and deputy general manager of Beijing Energy Investment Holding (Hong Kong) Co., Ltd. since January 2019. Mr. Huang graduated from Department of Finance of Inner Mongolia University of Finance and Economics in July 1995, majoring in monetary banking with a bachelor's degree in economics and graduated from the School of Economics and Management of North China Electric Power University in July 2007, majoring in business administration with a master's degree in business administration.

REVISED NOTICE OF THE ANNUAL GENERAL MEETING



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)

REVISED NOTICE OF THE ANNUAL GENERAL MEETING

References are made to the notice of the annual general meeting (the “AGM”) of Beijing Jingneng Clean Energy Co., Limited (the “Company”) dated 26 April 2019 (the “Original Notice”), the announcement of the Company dated 21 May 2019 in relation to the postponement and change of venue of AGM, extension of book closure period for the AGM, change of book closure period for the final dividend and dispatch of supplemental circular, revised notice and revised proxy form and the announcement of the Company dated 21 May 2019 in relation to the proposed change of directors and proposed change of supervisors (the “Announcements”). Unless otherwise specified, capitalised terms used in this revised notice shall have the same meanings as defined in the Announcements.

REVISED NOTICE IS HEREBY GIVEN that the AGM will be postponed to be held at 10:00 a.m. on Thursday, 20 June 2019 at Granville Room, Lower Lobby Level, Conrad Hong Kong, Pacific Place, 88 Queensway, Admiralty, Hong Kong, for the purposes of considering and, if thought fit, passing the following resolutions, including the new resolutions nos. 12 to 16:

ORDINARY RESOLUTIONS

1. To consider and approve the work report of the board of directors of the Company (the “Board”) for the year ended 31 December 2018.
2. To consider and approve the report of the board of supervisors of the Company for the year ended 31 December 2018.
3. To consider and approve the report of the Company’s auditors and the audited financial statements of the Company prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2018.
4. To consider and approve the profit distribution proposal and the plan of distribution of Final Dividends of the Company for the year ended 31 December 2018.
5. To consider and approve the annual report of the Company for the year ended 31 December 2018.

REVISED NOTICE OF THE ANNUAL GENERAL MEETING

6. To consider and approve the re-appointment of Deloitte Touche Tohmatsu as the international auditors of the Company for the year 2019, to hold office until the conclusion of the next annual general meeting of the Company, and to authorize the Board and the Board to delegate its power within the scope of authorization to the management of the Company, to determine their remuneration.
7. To consider and approve the re-appointment of Grant Thornton LLP as the domestic auditors of the Company for the year 2019, to hold office until the conclusion of the next annual general meeting of the Company, and to authorize the Board and the Board to delegate its power within the scope of authorization to the management of the Company, to determine their remuneration.
8. To consider and approve the budget report of the Company for the year 2019.
9. To consider and approve the investment business plan of the Company for the year 2019.
10. To consider and approve the amendments to Rules of Procedure for General Meetings of the Company.
11. To consider and approve the amendments to Rules of Procedure for the Board of Directors of the Company.
12. To consider and approve the proposed appointment of Mr. Zhu Jun as an executive Director of the Board in the third session.
13. To consider and approve the proposed appointment of Mr. Cao Mansheng as an executive Director of the Board in the third session.
14. To consider and approve the proposed appointment of Mr. Ren Qigui as a non-executive Director of the Board in the third session.
15. To consider and approve the proposed appointment of Mr. Wang Xiangneng as a supervisor representing shareholders of the board of supervisors in the third session.
16. To consider and approve the proposed appointment of Mr. Huang Hui as a supervisor representing shareholders of the board of supervisors in the third session.

REVISED NOTICE OF THE ANNUAL GENERAL MEETING

AS SPECIAL RESOLUTION

1. To consider and approve the following:

“THAT:

- (1) the Board be granted an unconditional general mandate to issue, allot or otherwise deal with additional shares in the capital of the Company and to make or grant offers, agreements and options in respect thereof, subject to the following conditions:
 - (a) such mandate shall not exceed beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements, or options which might require the exercise of such powers after the end of the Relevant Period;
 - (b) the aggregate amount of shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Board shall not exceed:
 - (i) 20 per cent of the aggregate number of Domestic Shares of the Company in issue as of the passing date of this resolution; and/or
 - (ii) 20 per cent of the aggregate number of H Shares of the Company in issue as of the passing date of this resolution; and
 - (c) the Board will only exercise its power under such mandate in accordance with the Company Law of the People’s Republic of China (the “**PRC**”) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) (as the same may be amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained;

For the purpose of this resolution:

“Domestic Shares” means ordinary shares issued by the Company in the PRC, with a nominal value of RMB1.00 each, which are subscribed for in Renminbi (“**RMB**”);

“H Shares” means the overseas-listed foreign invested shares 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;

REVISED NOTICE OF THE ANNUAL GENERAL MEETING

“Relevant Period” means 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 revoked or varied by a special resolution of the shareholders of the Company in a general meeting; and
- (2) subject to the Board resolving to issue shares pursuant to sub-paragraph (1) of this resolution, the Board be authorized to:
- (a) approve, 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 shares including, without limitation, determining the time and place of issue, making all necessary applications to the relevant authorities, and entering into an underwriting agreement (or any other agreements);
 - (b) determine the use of proceeds and to make all necessary filings and registrations with the relevant authorities in the PRC, Hong Kong and/or any other places and jurisdictions (as appropriate); and
 - (c) increase the registered capital of the Company in accordance with the actual increase of capital by issuing shares pursuant to sub-paragraph (1) of this resolution, to register the increase of capital with the relevant authorities in the PRC, Hong Kong and/or any other places and jurisdiction (as appropriate) and to make such amendments to the Articles of Association as it thinks fit so as to reflect the increase and any other resultant changes in the registered capital of the Company.”

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

Beijing, the PRC
28 May 2019

As at the date of this revised notice, the non-executive directors of the Company are Mr. Liu Haixia, Mr. Jin Shengxiang, Mr. Tang Xinbing, Ms. Li Juan and Mr. Wang Bangyi; the executive director of the Company is Mr. Zhang Fengyang; and the independent non-executive directors of the Company are Mr. Huang Xiang, Mr. Zhang Fusheng, Mr. Chan Yin Tsung and Mr. Han Xiaoping.

REVISED NOTICE OF THE ANNUAL GENERAL MEETING

Notes:

Details of the resolutions are set out in the 2018 annual report of the Company and circulars of the Company dated 26 April 2019 and 28 May 2019 respectively.

1. CLOSURE OF REGISTER FOR H SHARES, ELIGIBILITY FOR ATTENDING THE AGM

Holders of H Shares are advised that the share register for H Shares has been closed since Tuesday, 14 May 2019 until Thursday, 20 June 2019 (both days inclusive), during which period no transfer of shares will be effected. The Shareholders whose names appear on the register of members of the Company on the close of business on Thursday, 20 June 2019 are entitled to attend and vote at the AGM. Holders of H Shares of the Company who wish to attend the AGM 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, 10 May 2019 for registration.

2. CLOSURE OF REGISTER FOR H SHARES, ELIGIBILITY FOR THE ENTITLEMENT TO THE PROPOSED FINAL DIVIDENDS (SUBJECT TO THE APPROVAL BY THE SHAREHOLDERS AT THE AGM)

Holders of H Shares are advised that the share register for H Shares will be closed from Thursday, 27 June 2019 to Tuesday, 2 July 2019 (both days inclusive). In order to qualify for the proposed Final Dividends (subject to the approval by the shareholders at the AGM), holders of the H Shares whose transfers have not been registered shall deposit all transfer documents together with the relevant share certificates at the Company's H Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 26 June 2019 for registration. The Final Dividends will be paid to the shareholders whose names appear on the register of members of the Company on Tuesday, 2 July 2019.

3. PROXY

Since the Original Notice and proxy form (the "**Original Proxy Form**") enclosed thereof did not contain certain updated information about the AGM in the Announcements and the new ordinary resolutions nos. 12 to 16 set out in this revised notice, a revised proxy form (the "**Revised Proxy Form**") for the AGM to be held on 20 June 2019 (or any adjournment thereof) has been prepared and is sent together with this revised notice.

Important: The Revised Proxy Form shall supersede the Original Proxy Form. Those shareholders who had lodged the Original Proxy Form with the Company's H Share Registrar in Hong Kong for holders of H shares should note that the Original Proxy Form is no longer applicable to the AGM.

Holders of H Shares who intend to appoint a proxy to attend and vote on the AGM are required to lodge the Revised Proxy Form and the relevant notarized power of attorney (if any) and other relevant documents of authorization (if any) as mentioned above with 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 AGM (i.e. not later than 10:00 a.m. on Wednesday, 19 June 2019) or any adjournment thereof (as the case may be).

Completion and delivery of the Revised Proxy Form will not preclude shareholders from attending and voting in person at the AGM or any adjournment thereof should they so wish.

Shareholders may, by completing the Revised Proxy Form of the Company, appoint one or more proxies to attend and vote at the AGM (or any adjournment thereof) on his or her behalf.

REVISED NOTICE OF THE ANNUAL GENERAL MEETING

Shareholders must use the Revised Proxy Form of the Company for appointing a proxy and the appointment must be in writing. The Revised Proxy Form must be signed by the relevant shareholder of the Company or by a person duly authorized by the relevant shareholder of the Company in writing (“**power of attorney**”). If the Revised Proxy Form is signed by the person authorized by the relevant shareholder of the Company as aforesaid, the relevant power of attorney and other relevant documents of authorization (if any) must be notarized. If a corporate shareholder of the Company appoints a person other than its legal representative to attend the AGM (or any adjournment thereof) on its behalf, the relevant Revised Proxy Form must be affixed with the company seal of the corporate shareholder of the Company or duly signed by its director or any other person duly authorized by that corporate shareholder of the Company as required by the articles of association of such company.

4. **REPLY SLIP**

The reply slip for use at the AGM sent together with the Original Notice (the “**Reply Slip**”) will be valid reply slip for the AGM. The last date for returning the Reply Slip will be extended from 24 May 2019 to 31 May 2019. Shareholders who have yet to return their Reply Slip are required to complete and return the Reply Slip in accordance with the instructions printed thereon to the Company on or before the aforementioned date. For the avoidance of doubt, any Reply Slip duly completed and returned in accordance with the instructions printed thereon remains valid for the AGM and the relevant Shareholders are not required to return another reply slip.

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

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

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

Any vote of shareholders at the AGM must be taken by poll.

7. **OTHER BUSINESS**

Shareholders (in person or by proxy) attending the AGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the AGM shall produce their identity documents.

8. References to time and dates in this revised notice are to Hong Kong time and dates.