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If you are in doubt about 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 are selling 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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B E I J I N G N E N G C L E A N E N E R G Y C O . , L I M I T E D
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)

CIRCULAR

(1) PROPOSED CHANGE OF NON-EXECUTIVE DIRECTORS

(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

(3) PROPOSED CHANGE OF DOMESTIC AUDITORS

AND

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2018

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DEFINITIONS

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

EGM–	the first extraordinary general meeting of 2018 of the Company to be held at 10:00 a.m. on Tuesday, 13 February 2018
Articles of Association–	the articles of association of the Company
Beijing SASAC–	State-owned Assets Supervision and Administration Commission of People’s Government of Beijing Municipality
Board–	the board of Directors of the Company
Company–, we–, our– or us–	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–, China–	the People’s Republic of China and for the purpose of this circular, includes Hong Kong, the Macau Special Administrative Region and Taiwan
RMB–	Renminbi, the lawful currency of the PRC
Ruihua–	Ruihua Certified Public Accountants
SFO–	The Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
Share(s)–	means 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

LETTER FROM THE BOARD



B E I J I N G N E N G C L E A N E N E R G Y P O W E R C O . , L T D .
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)

Executive Director

Mr. Chen Ruijun

Non-executive Directors

Mr. Zhu Yan (Chairman)

Mr. Li Dawei

Mr. Guo Mingqing

Mr. Zhu Baocheng

Mr. Yu Zhongfu

Mr. Zhao Wei

Registered Office:

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

Principal Place of Business in Hong Kong:

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

Independent non-executive Directors

Mr. Huang Xiang

Mr. Zhang Fusheng

Mr. Chan Yin Tsung

Mr. Han Xiaoping

29 December 2017

To the Shareholders

Dear Sir/Madam,

CIRCULAR

(1) PROPOSED CHANGE OF NON-EXECUTIVE DIRECTORS

(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

(3) PROPOSED CHANGE OF DOMESTIC AUDITORS

AND

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2018

1. INTRODUCTION

The purpose of this circular is to set out the notice of the EGM and to provide you with details regarding (i) the proposed change of non-executive Directors; (ii) the proposed amendments to the Articles of Association and (iii) the proposed change of domestic auditors of the Company to enable you to make informed decisions on whether to vote for or against the resolutions to be proposed at the EGM for the relevant issues.

LETTER FROM THE BOARD

2. PROPOSED CHANGE OF NON-EXECUTIVE DIRECTORS

Reference is made to the announcement of proposed change of non-executive Directors dated 22 December 2017.

The Board resolved to nominate Mr. Meng Wentao (孟 文 涛), Mr. Jin Sheng liang (金 生 亮), Mr. Tang Xinbing (唐 新 兵) and Mr. Zhang Feng ang (张 凤 昂) as non-executive Directors of the Company, subject to the approval of the Shareholders. The term of Mr. Meng, Mr. Jin, Mr. Tang and Mr. Zhang's appointments as non-executive Directors shall commence upon the approval by the Shareholders and shall end on the expiration of the term of the third session of the Board. The Company will enter into service agreements with each of Mr. Meng, Mr. Jin, Mr. Tang and Mr. Zhang upon the approval of their appointments by the Shareholders. Mr. Meng, Mr. Jin, Mr. Tang and Mr. Zhang will not receive any remuneration from the Company.

The biographical details of Mr. Meng, Mr. Jin, Mr. Tang and Mr. Zhang are set out in the Appendix of this circular.

Save as disclosed in this circular, Mr. Meng, Mr. Jin, Mr. Tang and Mr. Zhang did not hold an directorship in any other listed companies or take up any post 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. Meng, Mr. Jin, Mr. Tang and Mr. Zhang do not have an interest 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. Meng, Mr. Jin, Mr. Tang and Mr. Zhang 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 commitments, (i) Mr. Zhu Yan has resigned as a non-executive Director, chairman of the Board, chairman of the strategy committee of the Board and a member of the remuneration and nomination committee of the Board, (ii) Mr. Li Dawei has resigned as a non-executive Director and a member of the strategy committee of the Board, (iii) Mr. Guo Ming ling has resigned as a non-executive Director, a member of the strategy committee of the Board and a member of the remuneration and nomination committee of the Board and (iv) Mr. Zhu Baocheng has resigned as a non-executive Director, a member of the strategy committee of the Board and a member of the audit committee of the Board. Their respective resignations will not become effective until the date of the proposed appointments of the new non-executive Directors are approved by the Shareholders.

Mr. Zhu Yan, Mr. Li Dawei, Mr. Guo Ming ling and Mr. Zhu Baocheng 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. Zhu Yan, Mr. Li Dawei, Mr. Guo Ming ling and Mr. Zhu Baocheng have also confirmed that they do not have any action or claim, existing or pending, against the Company.

LETTER FROM THE BOARD

3. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of proposed amendments to the Articles of Association of the Company dated 22 December 2017.

The Board resolved to amend certain provisions of the Articles of Association, subject to the approval of the Shareholders.

The proposed amendments to the Articles of Association are set out as follows:

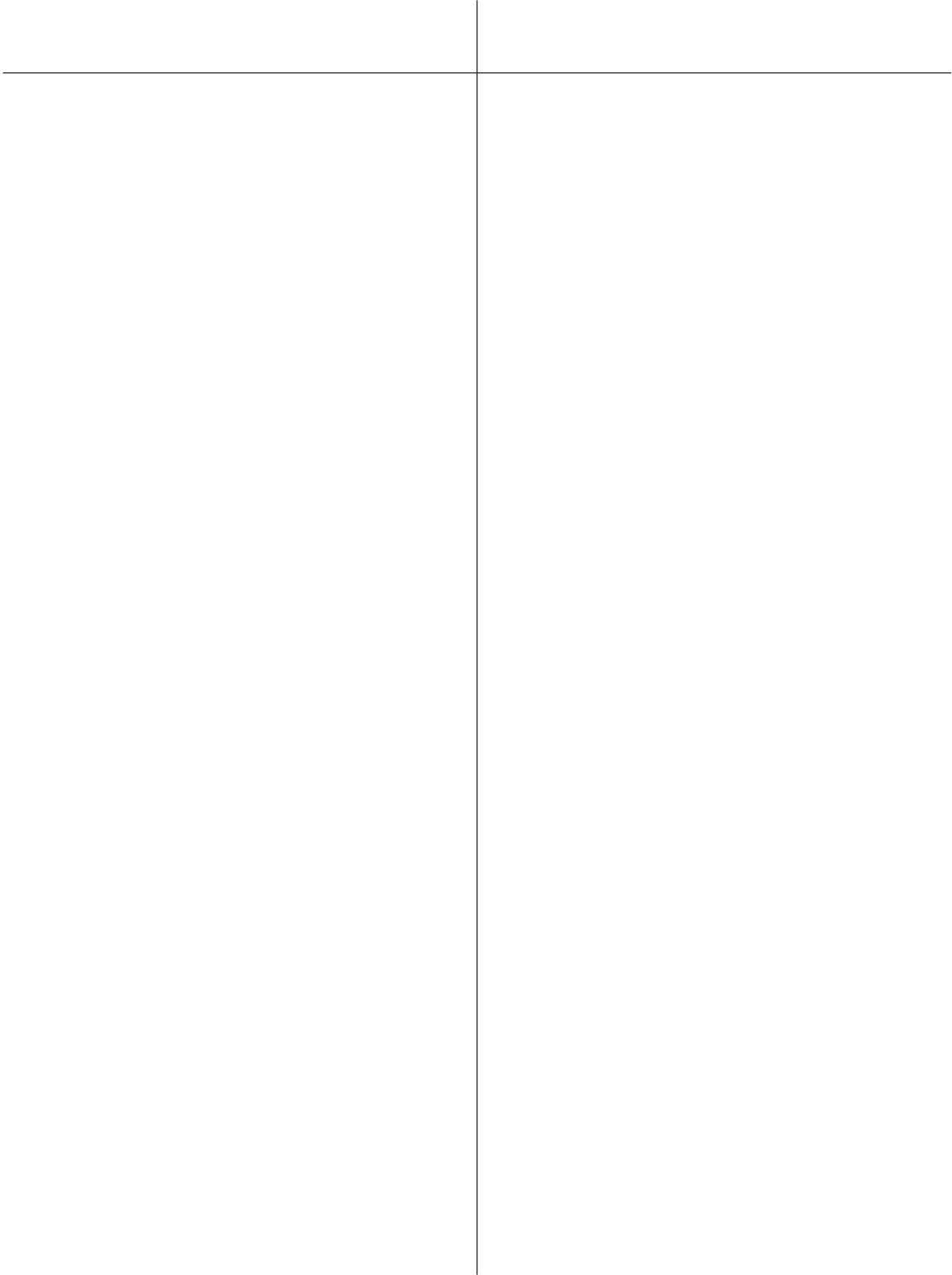
O <u>l</u> <u>d</u> <u>s</u>	R <u>e</u> <u>s</u> <u>u</u> <u>l</u> <u>t</u> <u>e</u> <u>d</u> <u>s</u>
<p><u>Article 1</u> To safeguard legitimate rights and interests of the Company and its shareholders and creditors, and to regulate organization and acts of the Company, this Articles of Association is formulated pursuant to the Company Law of PRC (the Company Law), the Securities Law of PRC (the Securities Law), the Special Provisions of State Council on Overseas Fundraising and Listing for Limited Company (the Special Provisions), the Mandator Provisions for the Articles of Association of the Companies to be Listed Outside the PRC, the Guidelines for Articles of Association of Chinese Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and other relevant provisions.</p>	<p><u>Article 1</u> To adapt to the requirements of the development of socialist market economy, establish the modern state-owned enterprise system with Chinese characteristics, and to safeguard legitimate rights and interests of the Company and its shareholders and creditors, and to regulate organization and acts of the Company, this Articles of Association is formulated pursuant to the Company Law of PRC (the Company Law), the Law of Enterprise State-owned Assets of the PRC, the Constitution of the Communist Party of China, the Securities Law of PRC (the Securities Law), the Special Provisions of State Council on Overseas Fundraising and Listing for Limited Company (the Special Provisions), the Mandator Provisions for the Articles of Association of the Companies to be Listed Outside the PRC, the Guidelines for Articles of Association of Chinese Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, and other relevant provisions.</p>

LETTER FROM THE BOARD

<p>O b j e c t s</p>	<p>R e s u l t s t o b e a c h i e v e d</p>
<p><u>A t t 9</u></p> <p>This Articles of Association shall be legall binding on the Compan , its shareholders, directors, supervisors, senior officers, with such personnel being entitled to claim for right on matters relating to the Compan , and undertake corresponding obligations in accordance with this Articles of Association.</p> <p>...</p>	<p><u>A t t 9</u></p> <p>This Articles of Association shall be legall binding on <u>the Compan 's shareholders, the Compan , members of the Committee of the Communist Part of China (or Commission for Discipline Inspection), directors, supervisors, senior officers, with such personnel being entitled to claim for right on matters relating to the Compan , and undertake corresponding obligations in accordance with this Articles of Association.</u></p>
	<p><u>N A . . . A t 10</u></p> <p><u>In accordance with the provisions of the Constitution of the Communist Part of China, the compan shall establish organizations of the Communist Part of China; the organizations of the Part (the Part Organization) shall pla the core leadership role, holding correct directions, managing overall situations and ensuring the implementations of the government's proposals. The working units of the Part shall be established to carr out the activities of the Part .</u></p> <p><u>The compan shall provide the necessar conditions for the activities carried out b the Part Organization. The institution and staffing of the Part Organization shall be included into the Compan 's management organizations and staffing. The working fund of the Part Organization shall be included into the Compan 's budget and shall be disbursed from the management fees.</u></p>

LETTER FROM THE BOARD

<p>O t . . s</p>	<p>R . . s t . . s . . t . . t s ts</p>
	<p><u>N A A t 11</u> <u>In compliance with the Constitution of PRC and other relevant provisions, the Compan shall adopt democratic management s stem, legitimatel organize labor union, conduct labor union’s activities and protects the lawful rights and interests of the emplo ees. The compan shall provide the necessar conditions for the activities of its labor union.</u></p>
<p><u>A t 12</u></p> <p>The Compan ’s legall registered scope of operation shall be: power generation as approved operation item, heating service and investment consultanc as normal operation items.</p>	<p><u>A t 14</u></p> <p>The Compan ’s legall registered scope of operation shall be: power generation as approved operation item, heating service, investment consultanc and <u>power suppl</u> as normal operation items.</p>



LETTER FROM THE BOARD

<p>O t . . s</p>	<p>R . . s t . . s t . . t s ts</p>
	<p><u>N A C . . t . . 10</u></p>
	<p><u>N A A t . . 120</u></p> <p><u>The Compan shall establish the Communist Part Committee of Beijing Jingneng Clean Energ Co., Limited (Clean Energ Part Committee) and the Discipline Inspection Committee of Communist Part of Beijing Jingneng Clean Energ Co., Limited (Clean Energ Discipline Committee). In principle, the chairman of the board of directors of the Compan and the secretar of the Part Committee shall be the same person, and one full-time deput secretar shall be assigned in charge of Part -related work. Eligible members of the Part Committee can join the board of directors, the board of supervisors and the management team through legal procedures, while eligible Part members of the board of directors, the board of supervisors and the management team can also join the Part Committee in accordance with the relevant rules and procedures.</u></p> <p><u>The number of positions of secretar , deput secretar and committee members of the Part Committee of the Compan and the Discipline Inspection Committee of the Compan shall be established in accordance with the repl given b the superior part committee, and members for all positions shall be selected b election. During the adjournment of the part representative congress, the superior part committee ma appoint the secretar , deput secretar and the secretar of the Discipline Inspection Committee when necessar .</u></p>

LETTER FROM THE BOARD

O b j e c t s	R e s u l t s t o b e a c h i e v e d
	<p data-bbox="810 300 1118 327"><u>N o t e A t t a c h e d 121</u></p> <p data-bbox="810 336 1390 480"><u>The Part Committee of the Compan shall, in accordance with the Constitution of the Communist Part of China and other part rules, perform its duties.</u></p> <p data-bbox="810 523 1390 927">(1) <u>To ensure and supervise the thorough implementation of the guidelines and policies of the Part and the State, decisions and deplo ment made b the Part Central Committee, the Part Committee of the Municipal Part Committee and the Government, the State-owned Assets Supervision and Administration Commission and the Beijing Energ Holding Co., Ltd throughout the Compan .</u></p> <p data-bbox="810 970 1390 1747">(2) <u>To adhere to the principles of the Part e exercising leadership over officials, the selection of operating managers b the board of directors, and the e exercise of power as regards to the right of officials' appointment b the operating managers in accordance with laws. The Part Committee of the Compan shall recommend nominees to the board of directors or the general manager, or contemplate and/or give suggestions on the candidates nominated b the board of directors or the general manager. The Part Committee of the Compan , together with the board of directors, shall observe the proposed candidates and discuss jointl to provide opinions and suggestions thereon. To perform the dut of e exercising leadership over talents and proceed with the strateg of reinvigorating enterprises through human resource development.</u></p>

LETTER FROM THE BOARD

O <u> </u> t <u> </u> s	R <u> </u> s <u> </u> t <u> </u> s <u> </u> t <u> </u> t <u> </u> s <u> </u> . t <u> </u> s
	<p>(3) <u>To study and discuss the stable reform and development, substantial operational and management issues of the Company as well as material issues relating to the interests of the employees, and provide advice and recommendations.</u></p> <p>(4) <u>To take full responsibility to comprehensively strengthen the Party's discipline, lead the Company's ideological and political work, united front work, spiritual civilization construction as well as corporate culture construction, and work of mass organizations such as the trade union and the Communist Youth League. Play a leading role in building a Party with a clean and honest image, support the Discipline Inspection Committee of the Company in fulfilling its responsibility of supervision in practice.</u></p>
	<p><u>N <u> </u> A <u> </u> . A <u> </u> t <u> </u> . 122</u></p> <p><u>In determining the substantial operational and management issues of the Company, the board of directors and management team shall first seek opinions from the Party Committee of the Company.</u></p>
	<p><u>N <u> </u> A <u> </u> . A <u> </u> t <u> </u> . 123</u></p> <p><u>The work of the Party Organization and the construction of itself shall proceed in compliance with the relevant provisions of the Constitution of the Communist Party of China.</u></p>

LETTER FROM THE BOARD

O t . . s	R . . s . . t . . s . . t . . t s ts
<p><u>Article 133</u> The board of directors exercises the following functions and powers:</p> <p>-</p> <p>(21) other powers authorized by the laws, administrative regulations, and department rules, listing rules of the listing place where the Company's shares are listed, this Articles of Associations and the general meetings.</p> <p>-</p>	<p><u>Article 139</u> The board of directors exercises the following functions and powers:</p> <p>-</p> <p>(21) other powers authorized by the laws, administrative regulations, and department rules, listing rules of the listing place where the Company's shares are listed, this Articles of Associations and the general meetings.</p> <p>(22) <u>in determining the substantial operational and management issues of the Company, the board of directors and management team shall first seek opinions from the Part Committee of the Company. The substantial operational and management issues of the Company include but not limited to:</u></p> <p style="padding-left: 40px;">a. <u>development strategies and medium-term and long-term development plans of the Company ;</u></p> <p style="padding-left: 40px;">b. <u>the business plans and operation plans;</u></p> <p style="padding-left: 40px;">c. <u>principal and directional issues relating to financial restructuring, assets transfer, capital operation and substantial investments;</u></p> <p style="padding-left: 40px;">d. <u>the merger, division, change of control and dissolution of the Company ;</u></p> <p style="padding-left: 40px;">e. <u>issues relating the remuneration, performance appraisals and supervision of the senior management team;</u></p>

LETTER FROM THE BOARD

O b j e c t s	R e s u l t s t o b e a c h i e v e d
	<p>f. <u>substantial and principal issues relating to the interests of the employees and need to be brought to the labor union;</u></p> <p>g. <u>substantial and principal arrangements relating to the Company's political responsibility and social responsibility, such as environmental significant safety in production and stability maintenance;</u></p> <p>h. <u>substantial and principal issues which need to be reported to the relevant government and superior authorities;</u> <u>and</u></p> <p>i. <u>other issues which need the involvement and determination of the Part Committee.</u></p>
<p><u>Article 139</u></p> <p>The chairman, a shareholder holding more than one tenth voting rights, more than one third of the directors, or the board of supervisors may propose the holding of an extraordinary meeting of the board of directors. The chairman shall, convene and preside over the extraordinary meeting of the Board of Directors within 10 days upon receipt of the proposal, and shall give a notice to all directors and supervisors five days before the meeting is held.</p>	<p><u>Article 145</u></p> <p>The <u>Part Committee</u>, chairman, a shareholder holding more than one tenth voting rights, more than one third of the directors, or the board of supervisors may propose the holding of an extraordinary meeting of the board of directors. The chairman shall, convene and preside over the extraordinary meeting of the Board of Directors within 10 days upon receipt of the proposal, and shall give a notice to all directors and supervisors five days before the meeting is held.</p>

LETTER FROM THE BOARD

O t . . s	R . . s t . . s t . . t s ts
<p><u>Article 156</u> The Company's general manager shall be accountable to the Board of Directors and shall exercise the following functions and powers:</p> <p>(9) exercise other powers conferred by the Articles of Association or the board of directors.</p>	<p><u>Article 162</u> The Company's general manager shall be accountable to the Board of Directors and shall exercise the following functions and powers:</p> <p>(9) exercise other powers conferred by the Articles of Association or the board of directors.</p> <p><u>In determining the substantial operational and management issues of the Company, the management team of the Company shall first seek opinions from the Part Committee of the Company.</u></p>

Following the above amendments, the number of articles of the Articles of Association will increase from 248 to 254 and other articles will be renumbered accordingly.

4. PROPOSED CHANGE OF DOMESTIC AUDITORS

Reference is made to the resolution approved by the Shareholders at the annual general meeting of the Company held on 28 June 2017 in relation to the appointment of Ruihua Certified Public Accountants as the domestic auditors of the Company for the year of 2017 and announcement of proposed change of auditors of the Company dated 22 December 2017.

Pursuant to the relevant regulations issued by the Beijing SASAC, the domestic auditors to be appointed by a state-owned enterprise in Beijing shall be selected from the list of accounting firms approved by Beijing SASAC. As Ruihua is not included in such list published by Beijing SASAC recently, the Board has resolved to appoint Grant Thornton as the domestic auditors of the Company for the year of 2017 to hold office until the conclusion of the next annual general meeting of the Company, and to authorize the Board to determine their remuneration, subject to the approvals of the Shareholders.

The international auditors of the Company, Deloitte Touche Tohmatsu, remains unchanged.

Ruihua has confirmed that there are no matters in relation to the change of domestic auditors of the Company which should be brought to the attention of the Shareholders. The Board and the audit committee of the Company are not aware of any matters in relation to the change of domestic auditors of the Company that need to be brought to the attention of the Shareholders. The Board and the audit committee of the Company have also confirmed that there is no disagreement or outstanding matters between Ruihua and the Company.

LETTER FROM THE BOARD

5. THE EGM

A notice convening the EGM to be held at 10:00 a.m. on Tuesday, 13 February 2018 at Suite 2901, Block A, CBD International Tower, 16 Yong'andongli, Chaoyang District, Beijing, PRC, is set out on pages 17 to 19 of this circular. No Shareholder is required to abstain from voting in respect of the resolutions proposed at the EGM.

The above resolutions proposed at the EGM will be voted by poll.

In order to determine the holders of H Shares who are entitled to attend the EGM, the H Share register of members of the Company will be closed from 14 January 2018 to 13 February 2018 (both dates inclusive). Holders of H Shares who wish to attend the EGM are required to deposit the 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 at or before 4:30 p.m. on 12 January 2018.

6. RECOMMENDATION

The Directors believe that the proposed resolutions in respect of (i) the proposed change of non-executive Directors; (ii) the proposed amendments to the Articles of Association and (iii) the proposed change of domestic auditors of the Company are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that Shareholders vote in favour of the resolutions at the EGM.

By Order of the Board
BEN JACOBSON, **CHEN CHANG**, **LI**
KANG JIN
Company Secretary

board and the manager of the strategic development department of Beijing Energy Investment Holding Co., Ltd. from December 2004 to January 2007; the head of the strategic investment office (energy strategy research institute) of Beijing Energy Investment Holding Co., Ltd. from January 2007 to October 2007; the head of the Jiangnan hydro power project planning and construction department of Beijing Energy Investment Holding Co., Ltd. from October 2007 to April 2008; the general manager of Huibei Jingneng Longbeiwan Hydro power Development Co., Ltd. (湖北京能龍背灣水電發展有限公司) from April 2008 to July 2009; the person-in-charge of the strategic investment office of the board of Beijing Energy Investment Holding Co., Ltd. from July 2009 to December 2009; the head of the strategic planning department of Beijing Energy Investment Holding Co., Ltd. from December 2009 to December 2014; the head of the strategic planning department of Beijing Energy Holding Co., Ltd. from December 2014 to November 2015; the head of strategic planning department of Beijing Energy Holding Co., Ltd. and the general manager of Beijing Energy Investment Holding (Hong Kong) Co., Ltd. since November 2015.

M. ZHANG, aged 46, is a senior engineer with a bachelor degree in hydraulic and hydro power engineering. He served as the engineer and the deputy head of the design office of Beijing Survey and Design Research Institute (北京勘測設計研究院) from July 1994 to September 2000. He served as the deputy head of the operation and development department, deputy chief design engineer and the part branch secretary of Beijing National Water Conservancy & Electric Power Engineering Co., Ltd. from September 2000 to October 2003; the project manager of the electricity investment and construction department of Beijing International Power Development and Investment Corporation (北京國際電力開發投資公司) from October 2003 to July 2004; the deputy general manager and part branch secretary of Beijing International Power New Energy Co., Ltd. (北京國際電力新能源有限公司) from July 2004 to April 2007; the general manager, part branch secretary and executive director of Beijing International Power New Energy Co., Ltd. from April 2007 to July 2009; the secretary of CPC Committee, general manager and executive director of Beijing Jingneng New Energy Co., Ltd. from July 2009 to November 2013; the executive director of Ningxia Jingneng Lingwu Wind Power Co., Ltd. (寧夏京能靈武風電有限公司) since October 2010; and the general manager of Beijing Jingneng New Energy Co., Ltd. since November 2013.

NOTICE OF THE EGM



B E I J I N G N E N G C L E A N E N E R G Y C O . , L I M I T E D
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 A, 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 Shengliang 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 Fengang 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
B E I J I N G N E N G C L E A N E N E R G Y C O . , L I M I T E D
KANG J I N
Company Secretary

Beijing, the PRC
29 December 2017

NOTICE OF THE EGM

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 dates 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 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 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 an 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
No. 6 Xibahe Road, Chaoyang District
Beijing, the PRC
Telephone: (86 10) 6446 9988

NOTICE OF THE EGM

6. PROCEDURES FOR VOTING AT THE EGM

An vote of shareholders at the EGM must be taken b poll.

7. OTHER BUSINESS

Shareholders (in person or b pro) attending the EGM are responsible for their own transportation and accommodation e penses. Shareholders or their pro ies attending the EGM shall produce their identit documents.