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**Beijing Jingneng Clean Energy Co., Limited**  
**北京**

**NOTICE OF THE ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “**AGM**”) of Beijing Jingneng Clean Energy Co., Limited (the “**Company**”) will be held at 10 00 a.m. on Thursday, 26 June 2014 at Harbour View Room, 29/F, Landmark Hotel, 100000, Central, Hong Kong for the purpose of considering and, if thought fit, adopting the following resolution

**AS 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 2013.
2. To consider and approve the work report of the supervisory committee of the Company for the year ended 31 December 2013.
3. To consider and approve the report of the Company’s auditor and the audited financial statement of the Company prepared in accordance with international financial reporting standards for the year ended 31 December 2013.
4. To consider and approve the profit distribution proposal and the plan of distribution of final dividend of the Company for the year ended 31 December 2013.
5. To consider and approve the annual report of the Company for the year ended 31 December 2013.
6. To consider and approve the investment business plan of the Company for the year 2014.
7. To consider and approve the budget report of the Company for the year 2014.

9. To consider and approve the re-appointment of Deloitte Touche Tohmatsu as the international auditor of the Company for the year #0#%, to hold office until the conclusion of the next annual general meeting of the Company and its audit fee is approximately \$ B%. million.
- \$. To consider and approve the appointment of Baker Tilly International Certified Public Accountant (a special member partner) as the domestic auditor of the Company for the year #0#%, to hold office until the conclusion of the next annual general meeting of the Company and its audit fee is approximately \$ B#. million.

## AS SPECIAL RESOLUTIONS

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 offer, agreement and option in respect thereof, subject to the following condition
- (a) such mandate shall not extend beyond the relevant period save that the Board may during the relevant period make or grant offer, agreement, or option which might require the exercise of such power 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) #0 per cent of the aggregate number of shares of the Company in issue as of the latest date of this resolution? and/or
- (ii) #0 per cent of the aggregate number of shares of the Company in issue as of the latest date of this resolution? and
- (0) the Board will only exercise its power under such mandate in accordance with the Company Law of the People's Republic of China and the rules concerning the Listing of Securities on the 2004 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 government authorities of the People's Republic of China (the “**PRC**”) are obtained?

+or the 1ur1o"e of thi" re"olution

"5ome"ti0 -hare"" mean" ordinary "hare" i""ued by the Com1any in the /' C, with a nominal 3alue of ' ; B1.00 ea0h, whi0h are "ub"0ribed for in ' enminbi ("RMB")?

"& -hare"" mean" the o3er"ea".li"ted foreign in3e"ted "hare" in the "hare 0a1ital of the Com1any with a nominal 3alue of ' ; B1.00 ea0h, whi0h are "ub"0ribed for and traded in &ong 2ong 5ollar"?

"' ele3ant /eriod" mean" the 1eriod from the 1a""ing of thi" re"olution until the earlie"t of

- (<) the 0on0lu"ion of the ne:t annual general meeting of the Com1any following the 1a""ing of thi" re"olution? or
  - (B) the e:1iration of the 1#.month 1eriod following the 1a""ing of thi" re"olution? or
  - (C) the date on whi0h the authority "et out in thi" re"olution i" re3o4ed or 3aried by a "1e0ial re"olution of the "hareholder" of the Com1any in a general meeting? and
- (#) "ubje0t to the Board re"ol3ing to i""ue "hare" 1ur"uant to "ub.1aragra1h (1) of thi" re"olution, the Board be authori@ed to
- (a) a11ro3e, e: e0ute and do or 1ro0ure to be e: e0uted and done, all "u0h do0ument", deed" and thing" a" it may 0on"ider ne0e""ary in 0onne0tion with the i""ue of "u0h new "hare" in0luding, without limitation, determining the time and 1la0e

#. !o 0on"ider and a11ro3e the grant of a general mandate to the Board for the 1ro1o"ed re1ur0ha"e of & "hare" of the Com1any.

By Arder of the Board  
**B#i\$in %in n#n C"#an En# y Co& Limit#**  
**(ANG %ian**  
*Deputy General Manager and Company Secretary*

Beijing, the /' C  
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*As at the date of this notice, the executive directors of the Company are Mr. Zhang Fengyang, Mr. Chen Dayu, Mr. Gao Yuming and Mr. Cao Mansheng; the non-executive directors are Mr. Zhou Jianyu, Mr. Song Zhiyong and Ms. Zhang Yi; the independent non-executive directors are Mr. Huang Xiang, Mr. Chan Yin Tsung, Mr. Xu Daping and Ms. Zhao Jie.*

*Notes:*

**)& DETAILS OF ORDINARY RESOLUTIONS NO&) TO \* ABOVE ARE SET OUT IN THE +, ++ ANNUAL REPORT OF THE COMPANY& DETAILS OF SPECIAL RESOLUTIONS NO&) AND + ABOVE ARE SET OUT IN THE CIRCULAR OF THE COMPANY DATED -, MAY +, +-&**

**+& CLOSURE OF REGISTER FOR H SHARES' ELIGIBILITY FOR ATTENDING THE AGM**

&older" of & "hare" are ad3i"ed that the "hare regi"ter for & "hare" will be 0lo"ed from ; onday, #) June #0#% to !hur"day, # \$ June #0#% (both day" in0lu"i3e). !he "hareholder" who"e name" a11ear on the regi"ter of member" of the Com1any on the 0lo"e of bu"ine"" on +riday, # % June #0#% are entitled to attend and 3ote at the <=; . &older" of & "hare" of the Com1any who wi"h to attend the <=; but ha3e not regi"tered the tran"fer do0ument" are re>uired to de1o"it the tran"fer do0ument" together with the rele3ant "hare 0ertifi0ate" at the Com1any6" & "hare regi"trar in &ong 2ong, Com1uter"hare &ong 2ong ,n3e"tor -er3i0e" Limited, at -ho1" 181#.181), 18th +loor, &o1ewell Centre, 19% Bueen6" ' oad Ea"t, Can0hai, &ong 2ong not later than 7 %0 1.m. on +riday, # % June #0#% for regi"tration.

**-& CLOSURE OF REGISTER FOR H SHARES' ELIGIBILITY FOR THE ENTITLEMENT TO THE PROPOSED FINAL DIVIDENDS .SUB%ECT TO THE APPROVAL BY THE SHAREHOLDERS AT THE AGM/**

&older" of & "hare" are ad3i"ed that the "hare regi"ter for & "hare" will be 0lo"ed from +riday, 8 July #0#% to Cedne"day, 1# July #0#% (both day" in0lu"i3e). ,n order to >ualify for the 1ro1o"ed final di3idend" ("ubje0t to the a11ro3al by the "hareholder" at the <=; ), holder" of the & "hare" who"e tran"fer" ha3e not been regi"tered "hall de1o"it all tran"fer do0ument" together with the rele3ant "hare 0ertifi0ate" at the Com1any6" & "hare regi"trar in &ong 2ong, Com1uter"hare &ong 2ong ,n3e"tor -er3i0e" Limited, at -ho1" 181#.181), 18th +loor, &o1ewell Centre, 19% Bueen6" ' oad Ea"t, Can0hai, &ong 2ong not later than 7 %0 1.m. on !hur"day, ) July #0#% for regi"tration. !he final di3idend" will be 1aid to the "hareholder" who"e name" a11ear on the regi"ter of member" on Cedne"day, 1# July #0#%.

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

## 18 PROXY

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

The instrument appointing a proxy must be in writing under the hand of a shareholder of the Company or his attorney duly authorized in writing. If the shareholder of the Company is a corporate body, the proxy form must be either executed under its common seal or under the hand of its director or duly authorized attorney. If the proxy form is signed by an attorney of the shareholder of the Company, the power of attorney authorizing that attorney to sign or any other authorization document must be notarized.

For holder of shares, the proxy form together with the power of attorney or any other authorization document (if any) must be lodged at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 18th Floor, OneWell Centre, 19 Queen's Road East, Canohai, Hong Kong by hand or by post not later than 48 hours before the time appointed for the above meeting; (i.e., not later than 10:00 a.m., Wednesday, 9 June 2021) or any adjournment thereof (and the above and) holder of shares can attend and vote at the meeting in