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

“Art c<sup>P</sup> f A c<sup>a</sup> t n

t B<sub>a</sub> rt c<sup>P</sup> f<sub>a</sub> c<sup>a</sup> t n f t B m<sub>p</sub> n’

“<sup>h</sup> j ng A A

t B <sup>h</sup> t<sup>e</sup> - w n<sup>e</sup> d A f t u<sup>S</sup> p<sup>e</sup> r v n a n d A d n t g t n  
mm n f<sup>e</sup> p<sup>P</sup> G v r m m<sup>e</sup> n t f <sup>h</sup> j ng M n c p l<sup>o</sup> t

“<sup>h</sup> a r d r “<sup>h</sup> a r d f <sup>h</sup> f c t r

t B <sup>h</sup> a r d f <sup>h</sup> f c t r f t B m<sub>p</sub> n’

“ m<sub>p</sub> n’

(<sup>h</sup> j ng J n g r e n g <sup>P</sup> a n  
n<sup>e</sup> r g t m<sup>e</sup> d a j n t t c k c m<sub>p</sub> n’ n c r p g t<sup>e</sup> n t B  
<sup>R</sup> w t h l<sup>o</sup> m<sup>e</sup> d<sup>o</sup> b l<sup>o</sup> t , w h e <sup>h</sup> a h e a f e <sup>P</sup> t<sup>e</sup> n t B <sup>h</sup> n g  
K n g <sup>t</sup> c k<sup>h</sup> x c a h n g<sup>e</sup>

“<sup>h</sup> f c t r )

t B <sup>h</sup> f c t r ) f t B m<sub>p</sub> n’

■ GM

t B f r t e x t<sup>a</sup> r d a r’ g e r e<sup>a</sup> l m<sup>e</sup> t n g f 2024 f t B m<sub>p</sub> n’ t  
B B l<sup>o</sup> t 9,30a m n<sup>e</sup> r a d’ 2 <sup>h</sup> e h a r’ 2024a t M<sup>e</sup> t n g /<sup>R</sup> m  
802, 8 t h<sup>o</sup> r, .6 X a b B / a d’ a h a n g <sup>h</sup> t r c t, <sup>h</sup> j ng, t B  
<sup>R</sup>

“G<sub>a</sub> nt

t B p r p e d g a n t b t B m<sub>p</sub> n’ u n<sup>e</sup> r t B <sup>S</sup> h m<sup>e</sup>

“<sup>h</sup> <sup>S</sup> h e ( )

t B w e r e<sup>a</sup> l<sup>o</sup> t<sup>e</sup> d f e g n n v e t<sup>e</sup> d a h e ) n t B a h e a p a l<sup>o</sup> f  
t B m<sub>p</sub> n’ w t h a n m a l<sup>o</sup> u<sup>o</sup> e f / M<sup>R</sup> 21.00 e a c h w h e h a f e  
u b c r B d f r a n d t a d d n <sup>h</sup> n g K n g d<sup>o</sup> r

“<sup>h</sup> n g K n g

t B <sup>h</sup> n g K n g <sup>S</sup> e c a l<sup>o</sup> A d n t g t v e /<sup>R</sup> e g n f t B <sup>h</sup> R

“<sup>h</sup> n g K n g <sup>t</sup> c k<sup>h</sup> x c a h n g<sup>e</sup>

T B <sup>t</sup> c k<sup>h</sup> x c a h n g<sup>e</sup> f <sup>h</sup> n g K n g <sup>h</sup> m<sup>e</sup> d

“I n d e n t v e /<sup>R</sup> e c p e n t ( )

p e r n w h a f e a r 27 l r <sup>S</sup> T d G e r n n e n t v r ( X <sup>h</sup> <sup>R</sup> /<sup>R</sup> ( u t e M<sup>R</sup> r 827<sup>h</sup> e

## DEFINITIONS

“ $\frac{c}{S}$ Am <sup>e</sup>	<p>the <math>\frac{c}{S}</math> Am<sup>e</sup> App<sup>e</sup>ca<sup>t</sup> n / g<sup>h</sup> <math>\frac{c}{S}</math> Am<sup>e</sup> f t<sup>h</sup> m<sup>e</sup> n' t<sup>h</sup> c n<sup>o</sup> t<sup>h</sup> n<sup>o</sup> f t<sup>h</sup> g<sup>h</sup> f t<sup>h</sup> p<sup>r</sup> v<sup>e</sup> b t<sup>h</sup> <math>\frac{c}{S}</math> h<sup>o</sup> r<sup>o</sup> a t t<sup>h</sup> <math>\frac{c}{S}</math> GM</p>
“ $\frac{c}{S}$ Am <sup>e</sup> App <sup>e</sup> ca <sup>t</sup> n / g <sup>h</sup>	<p>the Am<sup>e</sup> a p<sup>p</sup>e<sup>c</sup>a<sup>t</sup> n r g<sup>h</sup> g<sup>a</sup> n t<sup>e</sup> u n<sup>o</sup> r t<sup>h</sup> <math>\frac{c}{S}</math> Am<sup>e</sup>, r<sup>e</sup> p<sup>r</sup> e<sup>n</sup> t<sup>h</sup> g<sup>h</sup> c n<sup>o</sup> r<sup>e</sup> d t<sup>h</sup> I n c<sup>e</sup> n t<sup>e</sup> / r<sup>e</sup> c<sup>p</sup> e<sup>n</sup> t<sup>h</sup> r<sup>e</sup> c<sup>e</sup> v<sup>e</sup> t<sup>h</sup> p<sup>r</sup> o<sup>p</sup> e<sup>r</sup> n<sup>g</sup> f r<sup>m</sup> t<sup>h</sup> n<sup>o</sup> r<sup>e</sup> c<sup>e</sup> n<sup>o</sup> Am<sup>e</sup> p<sup>r</sup> o<sup>p</sup> e<sup>r</sup> f<sup>r</sup> <math>\frac{c}{S}</math> h<sup>o</sup> r<sup>o</sup> a t t<sup>h</sup> p<sup>r</sup> e<sup>c</sup> f<sup>e</sup> c t<sup>h</sup> m<sup>e</sup> f<sup>a</sup> m<sup>e</sup> a n<sup>o</sup> c n<sup>o</sup> t<sup>h</sup> n</p>
“ $\frac{c}{S}$ h <sup>o</sup> r <sup>o</sup> ( )	<p>t<sup>h</sup> h<sup>o</sup> r<sup>o</sup> ( ) f t<sup>h</sup> Am<sup>e</sup> ( ) f t<sup>h</sup> m<sup>e</sup> n'</p>
“%	<p>p<sup>e</sup> r<sup>e</sup> c<sup>e</sup> n t</p>

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## LETTER FROM THE BOARD

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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)

*Executive Directors*

Mr. A. G. G. (Chairman)  
Mr. F. (General Manager)  
Mr. A. G. W.  
Mr. I. M.

*Registered Office*

Room 118, 11th Floor, 11th Floor, 11th Floor  
11th Floor, 11th Floor, 11th Floor  
11th Floor, 11th Floor, 11th Floor  
11th Floor, 11th Floor, 11th Floor

*Non-executive Directors*

Mr. U. J.  
Mr. S. G.  
Mr. A. G. Y.

*Principal Place of Business in Hong Kong*

31st Floor, 31st Floor, 31st Floor  
31st Floor, 31st Floor, 31st Floor  
31st Floor, 31st Floor, 31st Floor  
31st Floor, 31st Floor, 31st Floor

*Independent non-executive Directors*

Mr. A. J.  
Mr. W. A. G.  
Mr. I. J.  
Mr. U. J.

17th Floor, 17th Floor, 17th Floor

*To the Shareholders*

Mr. S. M.

**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 provide you with information regarding the proposed termination of the 2020 H Share Appreciation Rights Scheme and the proposed adoption of the H Share Appreciation Rights Scheme and the grant of the first extraordinary general meeting of 2024.





(v) author's ~~to~~ <sup>to</sup> ~~not~~ <sup>not</sup> ~~arr~~ <sup>arr</sup> ~~ut~~ <sup>ut</sup> ~~arr~~ <sup>arr</sup> ~~an~~ <sup>an</sup> ~~gementa~~ <sup>gementa</sup> ~~re~~ <sup>re</sup> ~~a~~ <sup>a</sup> ~~r~~ <sup>r</sup>



A u m m a r' f t a n a j r e r m f t a n c a m e a r e e t u t b l w.

T<sup>H</sup> S<sup>C</sup> AmFu e t<sup>H</sup> S<sup>C</sup> hie Appreca t n / g h n e p e c t f  
t<sup>H</sup> S<sup>C</sup> hie f t<sup>H</sup> m p n' a a n n e n t v e n u r n e n t -  
u l e c t t t<sup>H</sup> a t f c t n f t<sup>H</sup> A e x e r c e c n d t n a n d t<sup>H</sup>  
e x e r c e a r e n g e m e n t t<sup>H</sup> I n e n t v e / p e p e n t a h v e t<sup>H</sup> A r g h t  
e d v e t<sup>H</sup> A g h b r e f f t f t<sup>H</sup> A d f f e r e n c e n a h i e p r e  
f e u l i n g f r m t<sup>H</sup> A n c e e n t<sup>H</sup> A p r e f a p e c f f e d u m b r f  
a h i e w t h n t<sup>H</sup> A e x e r c e p e r d I n e n t v e / p e p e n t a h l i  
w n t<sup>H</sup> A a h i e r a h v e r g h a S<sup>C</sup> h i e h l i e r , n o l d n g u b t n t  
l i m e d t v t n g r g h a l i p t m e n t a n d v e n d r g h , e t c . T<sup>H</sup>  
S<sup>C</sup> h i e A p p r e c a t n / g h a h l i p n t b t e n f e r e d n n u e d f r  
e u r n g r e p / n g a b .

Appraisal of the Engineering School and the High School  
to the General Meeting.

5. Near from the above paragraph the general meeting.

( )       $\frac{S}{S}$     f    Inc<sup>o</sup>nt    w    /    Rec<sup>o</sup>    p<sup>o</sup>ent    f    r    t    h    f    r    t    g<sup>o</sup>nt

113    Inc<sup>o</sup>nt    w    /    Rec<sup>o</sup>    p<sup>o</sup>ent    n    t    a    P<sup>o</sup>u    n<sup>o</sup>    r    t    h    G<sup>o</sup>nt,  
n<sup>o</sup>l<sup>o</sup>    Ing     $\sqrt{}$     r<sup>o</sup>ect    r    a    n<sup>o</sup>l<sup>o</sup>    e    n    r    m<sup>o</sup>a    a    g<sup>o</sup>ment    f    t    h  
m<sup>o</sup>p<sup>o</sup>    n<sup>o</sup>    a    n<sup>o</sup>l<sup>o</sup>    t    h    m<sup>o</sup>a    a    g<sup>o</sup>ment,    f<sup>o</sup>c    l<sup>o</sup>    g<sup>o</sup>    P<sup>o</sup>a    n<sup>o</sup>l<sup>o</sup>    u    b    r<sup>o</sup>e  
c    r<sup>o</sup>e    a    f    f    w    h    a    h<sup>o</sup>v     $\sqrt{}$     e    f    f    e    c    t    n    t    h    p<sup>o</sup>e    a    t    a    P<sup>o</sup>  
r<sup>o</sup>e    u    l<sup>o</sup>    t    a    n<sup>o</sup>l<sup>o</sup>    a    a    b<sup>o</sup>l<sup>o</sup>    f    t    h    m<sup>o</sup>p<sup>o</sup>    n<sup>o</sup>    .

( )       $\frac{S}{S}$     f    Inc<sup>o</sup>nt    w    /    Rec<sup>o</sup>    p<sup>o</sup>ent    f    r    t    h    r<sup>o</sup>e    r<sup>o</sup>v<sup>o</sup>e    d<sup>o</sup>g<sup>o</sup>nt

T    h    Inc<sup>o</sup>nt    w    /    Rec<sup>o</sup>    p<sup>o</sup>ent    u    n<sup>o</sup>    r    t    h    r<sup>o</sup>e    r<sup>o</sup>v<sup>o</sup>e    d<sup>o</sup>g<sup>o</sup>nt    u    n<sup>o</sup>    r    t    h  
t    h     $\frac{S}{S}$     h    m<sup>o</sup>p<sup>o</sup>    n<sup>o</sup>l<sup>o</sup>     $\sqrt{}$     (1)    t    h    m<sup>o</sup>p<sup>o</sup>    n<sup>o</sup>    i<sup>o</sup>    r<sup>o</sup>e    w<sup>o</sup>l<sup>o</sup>    a    p<sup>o</sup>p    n<sup>o</sup>e    d<sup>o</sup>  
a    n<sup>o</sup>l<sup>o</sup>    r<sup>o</sup>e    w<sup>o</sup>l<sup>o</sup>    r<sup>o</sup>e    c<sup>o</sup>u    t<sup>o</sup>    e    d    e    n    r    m<sup>o</sup>a    a    g<sup>o</sup>ment<sup>o</sup>;    (2)    t    h  
m<sup>o</sup>p<sup>o</sup>    n<sup>o</sup>    i<sup>o</sup>    r<sup>o</sup>e    w<sup>o</sup>l<sup>o</sup>    r<sup>o</sup>e    c<sup>o</sup>u    t<sup>o</sup>    e    d    k<sup>o</sup>e<sup>o</sup>    f<sup>o</sup>c    l<sup>o</sup>    g<sup>o</sup>    P<sup>o</sup>    k<sup>o</sup>l<sup>o</sup>    e    d    a    n<sup>o</sup>l<sup>o</sup>  
m<sup>o</sup>a    a    g<sup>o</sup>ment    p<sup>o</sup>e    r    n<sup>o</sup>e    P<sup>o</sup>    a    n<sup>o</sup>l<sup>o</sup>    (3)    t    h    m<sup>o</sup>p<sup>o</sup>    n<sup>o</sup>    i<sup>o</sup>    r<sup>o</sup>e    w<sup>o</sup>l<sup>o</sup>  
t<sup>o</sup>    g<sup>o</sup>    n<sup>o</sup>l<sup>o</sup>    h<sup>o</sup>g    h<sup>o</sup>g    n<sup>o</sup>g    e    x<sup>o</sup>p<sup>o</sup>e    r<sup>o</sup>t    ,    a    t    a    P<sup>o</sup>    f<sup>o</sup>c    l<sup>o</sup>    g<sup>o</sup>    g<sup>o</sup>    P<sup>o</sup>  
e    x<sup>o</sup>p<sup>o</sup>e    r<sup>o</sup>t    r    e    x<sup>o</sup>p<sup>o</sup>e    r<sup>o</sup>t    w    h    e    n<sup>o</sup>g<sup>o</sup>    ,    p<sup>o</sup>e    c<sup>o</sup>a    P<sup>o</sup>    u    b    e    f    r    m    t    h  
g    v<sup>o</sup>e    r<sup>o</sup>n<sup>o</sup>ment<sup>o</sup>    a    t    t    h    p<sup>o</sup>r    v    n<sup>o</sup>e    P<sup>o</sup>    e    w<sup>o</sup>l<sup>o</sup>    a    n<sup>o</sup>l<sup>o</sup>    b    w<sup>o</sup>e    r<sup>o</sup>e    d<sup>o</sup>    e    d    t  
e    n<sup>o</sup>    r<sup>o</sup>e    g<sup>o</sup>l<sup>o</sup>    f<sup>o</sup>c    l<sup>o</sup>    g<sup>o</sup>    P<sup>o</sup>    g<sup>o</sup>l<sup>o</sup>    .

**Number of the Share  
Appreciation Rights to be  
granted**

That the number of shares representing the Share Appreciation Rights to be granted under the Plan shall be 123,675,000 shares, representing approximately 1.5% of the total number of shares outstanding at the time of the grant. The number of shares representing the Share Appreciation Rights to be granted under the Plan shall be subject to adjustment in the event of a stock split, stock dividend, or other corporate transaction affecting the number of shares outstanding.

**Date of Grant**

Upon the date of the grant of the Share Appreciation Rights, the grantee shall be deemed to have received the grant of the Share Appreciation Rights. The grant of the Share Appreciation Rights shall be subject to the terms and conditions of the Plan, and the grantee shall be deemed to have accepted the grant of the Share Appreciation Rights by exercising the rights.

**Exercise Price**

The exercise price for the shares underlying the Share Appreciation Rights shall be the fair market value of the shares at the time of the grant. The exercise price for the shares underlying the Share Appreciation Rights shall be the fair market value of the shares at the time of the grant, as determined by the Board of Directors.

Tranches of exercise	Exercise period	Exercise proportion
A <sub>1</sub> r t t <sub>g</sub> nc B	fr m t B fr t t <sub>g</sub> . t <sub>g</sub> a <sub>1</sub> f f r 24 m nt h fr m t B a <sub>1</sub> f f t B f f r f . t <sub>g</sub> nt <sub>g</sub> n . f n . t <sub>g</sub> n t B a <sub>1</sub> t t <sub>g</sub> . t <sub>g</sub> a <sub>1</sub> w t h n 36 m nt h fr m t B a <sub>1</sub> f t B f f r f . t <sub>g</sub> nt	33
S <sub>1</sub> c n . t <sub>g</sub> nc B	fr m t B fr t t <sub>g</sub> . t <sub>g</sub> a <sub>1</sub> f f r 36 m nt h fr m t B a <sub>1</sub> f f t B f f r f . t <sub>g</sub> nt <sub>g</sub> n . f n . t <sub>g</sub> n t B a <sub>1</sub> t t <sub>g</sub> . t <sub>g</sub> a <sub>1</sub> w t h n 48 m nt h fr m t B a <sub>1</sub> f t B f f r f . t <sub>g</sub> nt	33
T hr . t <sub>g</sub> nc B	fr m t B fr t t <sub>g</sub> . t <sub>g</sub> a <sub>1</sub> f f r 48 m nt h fr m t B a <sub>1</sub> f f t B f f r f . t <sub>g</sub> nt <sub>g</sub> n . f n . t <sub>g</sub> n t B a <sub>1</sub> t t <sub>g</sub> . t <sub>g</sub> a <sub>1</sub> w t h n 60 m nt h fr m t B a <sub>1</sub> f t B f f r f . t <sub>g</sub> nt	34

THE MOUNTAIN GARDEN SHEEP APPRECIATION GROUP  
 IS NOW OFFERING THE FOLLOWING COUNTRIES

( ) n n f t f f w n g e w e n t a c u r e d t t a m p n' a

1. f u l f e t e n g g e a n a c c u n t n g f r m t c n u d c t  
a u t n g w r k n a c c r a d n e w t h t a p r e c r b d  
p r e u l f a n d e q i e m e n t
2. t h e g a t r a u t h r t e f t h a t e - w n e d  
a e t t h b a r d f u p e r v r r a u t  
e p r t m e n t a h v e n a e r a l p e c t n n e p e c t f  
t h f a n c a l p e r f m a n e r t h a n n a l f a n c a l  
e p r t f t h m p n
3. n a e r a l b e a c h f u l a n d p e a l t e w e f  
m p e d b e u r t e e g a t r a u t h r t e a n d  
t h r e p e n t a u t h r t e a a f e u l
4. u e f a n a u t r i e p r t w t h a n a d e r e p n n  
r n d t n g t h a b u t g v e a n p n n n t h a  
f a n c a l p e p r t r t h a e m e n t f n e r a l  
c n t r l f r t h a l e t a c c u n t n g r e a b a  
e r t f e d a l c a c c u n t n t

- 10 -

7. The holder of the right to participate in the distribution of the company's assets shall be entitled to receive the same proportion of the assets as the proportion of the company's assets held by the holder of the right to participate in the distribution of the company's assets.
8. The holder of the right to participate in the distribution of the company's assets shall be entitled to receive the same proportion of the assets as the proportion of the company's assets held by the holder of the right to participate in the distribution of the company's assets.
9. The holder of the right to participate in the distribution of the company's assets shall be entitled to receive the same proportion of the assets as the proportion of the company's assets held by the holder of the right to participate in the distribution of the company's assets.

**Conditions precedent for  
exercise under the Scheme**

The holder of the right to participate in the distribution of the company's assets shall be entitled to receive the same proportion of the assets as the proportion of the company's assets held by the holder of the right to participate in the distribution of the company's assets.

( ) The holder of the right to participate in the distribution of the company's assets shall be entitled to receive the same proportion of the assets as the proportion of the company's assets held by the holder of the right to participate in the distribution of the company's assets.

1. The holder of the right to participate in the distribution of the company's assets shall be entitled to receive the same proportion of the assets as the proportion of the company's assets held by the holder of the right to participate in the distribution of the company's assets.
2. The holder of the right to participate in the distribution of the company's assets shall be entitled to receive the same proportion of the assets as the proportion of the company's assets held by the holder of the right to participate in the distribution of the company's assets.
3. The holder of the right to participate in the distribution of the company's assets shall be entitled to receive the same proportion of the assets as the proportion of the company's assets held by the holder of the right to participate in the distribution of the company's assets.
4. The holder of the right to participate in the distribution of the company's assets shall be entitled to receive the same proportion of the assets as the proportion of the company's assets held by the holder of the right to participate in the distribution of the company's assets.
5. The holder of the right to participate in the distribution of the company's assets shall be entitled to receive the same proportion of the assets as the proportion of the company's assets held by the holder of the right to participate in the distribution of the company's assets.
6. The holder of the right to participate in the distribution of the company's assets shall be entitled to receive the same proportion of the assets as the proportion of the company's assets held by the holder of the right to participate in the distribution of the company's assets.



(3)  $\text{Peremplo'ee profit c'at n f'th m'n'}$   
 fr m 2024 t 2026,  $\text{ahll'nt t'p' t'ahn}$   
 $\text{R'21.16 m'ln, R'21.25 m'ln a n'}$   
 $\text{R'21.28 m'ln, f' p'ct v'p'}$ .

Notes:

1.  $\text{J' r'ng t'h x' l'v' p' r' d' f't h' s' h' n' f't h' m'n' a r'p' u t f' a n' c' n' g' t' h' u' g' h' n' n' p' l' c' f' f' r' n' g' f' a' h' e'}$   
 $\text{t' h' n' w' l' n' c' a' p' d' n' e' t' f' r' m' t' h' f' a' n' c' n' g' a' c' t' v' t' e' a' n' d' t' h' n' e' t' p' r' f' t' g' e' n' e' r' a' t' i' o' n' u' c' h' n' e' t' e' t' w' l' l' n' t'}$   
 $\text{t' h' n' o' l' u' d' n' t' h' a' p' m' e' n' t' a' l' i' d' a' t' i' o' n' f' e' d' a' m' n' e' q' u' a' t' t' r' i' b' u' t' e' t' t' h' p' r' e' n' t' c' m' p' n' a' n' d' e' t' e' b' o' u' t'}$ .
2.  $\text{T' a' l' p' r' f' t' r' e' p' e' n' t' p' r' f' t' b' f' i' e' x'}$ .
3.  $\text{T' h' h' g' h' t' e' r' x' u' l' e' f' t' h' e' n' t' e' p' w' e' r' g' e' n' e' r' a' t' i' o' n' n' u' t' t' r' i' f' r' e' q' u' e' n' c' y' a' b' e' d' n' t' h' a' n' e' r' r' o' r' e' v' e' r' f' r' m' n' c' e'}$   
 $\text{u' d' a' t' i' o' n' s' n' a' t' u' r' a' l' u' p' d' b' t' h' a' p' e' w' i' t' h' a' p' e' t' u' s' p' e' r' v' n' a' n' d' a' t' h' n' t' e' t' n' m' m' n' f' t' h' a' p' e' u' n' c' l' i' f' t' h' a' p' e' w' i' t' h' a' p' e' t' u' s' p' e' r' v' n' a' n' d' a' t' h' n' t' e' t' n' m' m' n' f' t' h' a' p' e' u' n' c' l' i' n' p' i' n' g' e' r' u' p' e'}$   
 $\text{t' h' a' n' e' r' r' o' r' e' v' e' r' f' r' m' n' c' e' u' d' a' t' i' o' n' s' n' a' t' u' r' a' l' n' o' n' c' o' n' s' i' s' t' e' n' t' a' f' t' h' n' u' t' t' r' i' a' t' e' n' t' a' x' u' l' e' t' h' a' n' c' o' n' s' i' s' t' e' n' t'}$   
 $\text{f' u' c' h' n' u' t' t' r' i' n' d' e' a' t' r' w' l' l' n' p' i' n' g' e' r' b' c' n' u' l' e'}$ .
4.  $\text{Peremplo'ee profit c'at n} = \text{profit b' f' i' e' x} * 2 \sqrt{\text{t' a' l' u' m' b' e' r' f' e' m' p' l' o' e' e' a' t' t' h' b' e' g' i' n' n' g' f' t' h' i' e' r' + t' a' l' u' m' b' e' r' f' e' m' p' l' o' e' e' a' t' t' h' e' n' d' f' t' h' i' e' r'}}$ .
5.  $\text{n-f' l' e' n' e' r' g' i' n' o' l' u' d' t' h' n' e' w' e' n' e' r' g' i' a' n' d' e' n' e' r' g' i' a' t' t' h' p' r' e' s' e' n' t, n' o' l' u' d' i' n' g' u' c' l' e' r' e' n' e' r' g' i' , w' i' n' e' n' e' r' g' i' ,}$   
 $\text{d' r' e' n' e' r' g' i' , h' u' d' e' p' e' c' t' r' i' c' e' n' e' r' g' i' , b' i' o' e' n' e' r' g' i' , g' e' t' a' r' m' l' e' n' e' r' g' i' , c' o' n' e' n' e' r' g' i' , p' m' p' e' d' t' a' g' e' h' u' d' e' p' e' c' t' r' i' c' e'}$   
 $\text{e' n' e' r' g' i' , e' n' e' r' g' i' t' a' g' e' a' n' d' t' h' r' e' n' e' r' g' i' a' u' l' e'}$ .
6.  $\text{n-f' l' e' n' e' r' g' i' n' a' l' l' e' d' p' e' c' t' n' o' l' u' d' a' l' l' n' n-f' l' e' n' e' r' g' i' n' a' l' l' e' d' p' e' c' t' f' c' n' t' r' i' b' u' t' i' o' n' p' a' y' e' d'}$   
 $\text{u' b' a' d' r' e' a' n' d' n-f' l' e' n' e' r' g' i' n' a' l' l' e' d' p' e' c' t' f' e' q' u' a' l' h' u' g' u' b' a' d' r' e' n' p' r' p' r' t' n' t' t' h' r' a' h' e' h' i' n' g'}$ .
7.  $\text{a' t' a' l' n-f' l' e' n' e' r' g' i' n' a' l' l' e' d' p' e' c' t' g' r' w' t' h' a' d' a' b' e' d' n' n' u' t' t' r' i' a' d' a' n' t' h' a' "A' n' n' u' a' l' p' e' c' t' r' i' c' t' a' t' t' c'}$   
 $\text{h' e' c' a' d' a' t' u' p' d' b' t' h' a' p' e' c' t' r' i' c' t' u' n' c' l' i' f' t' h' a' p' e' c' t' r' i' c' t' u' n' c' l' i' n' p' i' n' g' e' r' u' p' e' t' h' a' "A' n' n' u' a' l' p' e' c' t' r' i' c' t' a' t' t' c' h' e' c' a' d' a' t' t' r' e' p' o' s' e' n' t' w' l' l' b' t' h' a' t' a' l' c' u' m' a' t' i' v' e' n' a' l' l' e' d' p' w' e' r' g' e' n' e' r' a' t' i' o' n'}$   
 $\text{a' p' e' c' t' g' r' w' t' h' e' n' t' h' a' "a' t' a' l' p' e' c' t' r' i' c' t' i' n' n' u' t' t' r' i' A' n' n' u' a' l' a' t' t' c' u' p' d' b' t' h' a' t' a' l' n' e' r' g' i' A' t' h' n' t' e' t' n' t' e' n' u' f' e' t' h' e' x' p' e' c' t' e' d' c' o' n' t' n' t' b' h' g' B' r' t' a' h' n' t' h' n' u' t' t' r' i' a' v' e' g' e'}$ .
8.  $\text{T' h' c' t' n' a' n' e' d' b'}$ .

3. during the term of office, no payment shall be made for the purchase of shares, but the company shall, at the discretion of the board of directors, make such payment as may be necessary to enable the employee to acquire the shares, and the company shall, at the discretion of the board of directors, make such payment as may be necessary to enable the employee to acquire the shares, and the company shall, at the discretion of the board of directors, make such payment as may be necessary to enable the employee to acquire the shares.

4. the employee shall, at the discretion of the board of directors, be entitled to receive such payment as may be necessary to enable the employee to acquire the shares, and the company shall, at the discretion of the board of directors, make such payment as may be necessary to enable the employee to acquire the shares.

5. the employee shall, at the discretion of the board of directors, be entitled to receive such payment as may be necessary to enable the employee to acquire the shares, and the company shall, at the discretion of the board of directors, make such payment as may be necessary to enable the employee to acquire the shares.

6. the employee shall, at the discretion of the board of directors, be entitled to receive such payment as may be necessary to enable the employee to acquire the shares, and the company shall, at the discretion of the board of directors, make such payment as may be necessary to enable the employee to acquire the shares.

7. the employee shall, at the discretion of the board of directors, be entitled to receive such payment as may be necessary to enable the employee to acquire the shares, and the company shall, at the discretion of the board of directors, make such payment as may be necessary to enable the employee to acquire the shares.

8. the employee shall, at the discretion of the board of directors, be entitled to receive such payment as may be necessary to enable the employee to acquire the shares, and the company shall, at the discretion of the board of directors, make such payment as may be necessary to enable the employee to acquire the shares.

9. the employee shall, at the discretion of the board of directors, be entitled to receive such payment as may be necessary to enable the employee to acquire the shares, and the company shall, at the discretion of the board of directors, make such payment as may be necessary to enable the employee to acquire the shares.

(v) a sum of money payable to the employee in respect of the shares.

The sum of money payable to the employee in respect of the shares shall be the sum of money payable to the employee in respect of the shares, and the company shall, at the discretion of the board of directors, make such payment as may be necessary to enable the employee to acquire the shares.



## 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 (%)
<b>Director and Senior Management</b>					
Mr. Cheng Pengda	Chairman, Director, Executive Director, Chairman of the Board	1	2,485,430	0.03%	2.01%
Mr. Fan	Executive Director, Chairman of the Board, Executive Director, Chairman of the Board	1	2,485,430	0.03%	2.01%
Mr. Wang	Executive Director, Chairman of the Board, Executive Director, Chairman of the Board	1	2,236,887	0.03%	1.81%
Mr. Wang	Executive Director, Chairman of the Board, Executive Director, Chairman of the Board	1	2,236,887	0.03%	1.81%
Mr. Wang	Executive Director, Chairman of the Board, Executive Director, Chairman of the Board	1	2,236,887	0.03%	1.81%
Mr. Wang	Executive Director, Chairman of the Board, Executive Director, Chairman of the Board	1	2,236,887	0.03%	1.81%
Mr. Wang	Executive Director, Chairman of the Board, Executive Director, Chairman of the Board	1	2,236,887	0.03%	1.81%
Mr. Wang	Executive Director, Chairman of the Board, Executive Director, Chairman of the Board	1	2,236,887	0.03%	1.81%
Mr. Wang	Executive Director, Chairman of the Board, Executive Director, Chairman of the Board	1	2,236,887	0.03%	1.81%
Mr. Wang	Executive Director, Chairman of the Board, Executive Director, Chairman of the Board	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 grant		-	20,612,489	0.25%	16.67%
Total			<b>123,675,000</b>	<b>1.50%</b>	<b>100%</b>

After the first grant, the total number of shares available for the first grant is 103,062,511, which is 1.25% of the total issued share capital of the Company as at the date of this circular.

## APPENDIX

## PROPOSED ADOPTION OF H SHARE APPRECIATION RIGHTS SCHEME AND

At the time of the Grant, the expected gain from the Incentive / Receipt from the incentive shall not exceed 40% of the fair market value of the stock at the time of the Grant, not including expected gain from the Share Appreciation Right). During the exercise period of the Scheme, the maximum number of shares of the Incentive / Receipt 60% of the fair market value of the stock 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 Xizhi Road, Xizhi Industrial Zone, Beijing, the first principal place of business of the Company, for the purpose of considering and approving the following resolutions:

**SPECIAL RESOLUTIONS**

1. To consider and approve the term of the new share purchase agreement entered into on 28 March 2020.
2. To consider and approve the appointment of the

# NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2024

Notes:

අපි පිටපත් කළ ප්‍රකාශන ප්‍රකාශනයක් පිළිබඳව 17 ජූනි 2024 (එනම් "Circular")- Under the provisions of the Companies Act, 2009, the following information is provided.

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

අපි පිටපත් කළ ප්‍රකාශනයක් පිළිබඳව 17 ජූනි 2024 (එනම් "Circular")- Under the provisions of the Companies Act, 2009, the following information is provided.

අපි පිටපත් කළ ප්‍රකාශනයක් පිළිබඳව 17 ජූනි 2024 (එනම් "Circular")- Under the provisions of the Companies Act, 2009, the following information is provided.

## 2. PROXY

අපි පිටපත් කළ ප්‍රකාශනයක් පිළිබඳව 17 ජූනි 2024 (එනම් "Circular")- Under the provisions of the Companies Act, 2009, the following information is provided.

අපි පිටපත් කළ ප්‍රකාශනයක් පිළිබඳව 17 ජූනි 2024 (එනම් "Circular")- Under the provisions of the Companies Act, 2009, the following information is provided.

අපි පිටපත් කළ ප්‍රකාශනයක් පිළිබඳව 17 ජූනි 2024 (එනම් "Circular")- Under the provisions of the Companies Act, 2009, the following information is provided.

## 3. ADDRESS AND TELEPHONE NUMBER OF THE COMPANY'S PRINCIPAL PLACE OF BUSINESS IN THE PRC

අපි පිටපත් කළ ප්‍රකාශනයක් පිළිබඳව 17 ජූනි 2024 (එනම් "Circular")- Under the provisions of the Companies Act, 2009, the following information is provided.

අපි පිටපත් කළ ප්‍රකාශනයක් පිළිබඳව 17 ජූනි 2024 (එනම් "Circular")- Under the provisions of the Companies Act, 2009, the following information is provided.

## 4. PROCEDURES FOR VOTING AT THE EGM

අපි පිටපත් කළ ප්‍රකාශනයක් පිළිබඳව 17 ජූනි 2024 (එනම් "Circular")- Under the provisions of the Companies Act, 2009, the following information is provided.

## 5. OTHER BUSINESS

අපි පිටපත් කළ ප්‍රකාශනයක් පිළිබඳව 17 ජූනි 2024 (එනම් "Circular")- Under the provisions of the Companies Act, 2009, the following information is provided.

## 6. REFERENCE TO THE ANNOUNCEMENT OF THE RESULTS OF THE EGM