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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**



The Board has resolved to convene a general meeting to consider and approve, among other things, the proposed amendments to the Articles of Association. A circular containing, among other matters, details of the proposed amendments to the Articles of Association, together with a notice of the general meeting, will be dispatched to the Shareholders in due course.

By Order of the Board

*Deputy General Manager and Company Secretary*

Beijing, the PRC  
10 November 2020

*As at the date of this announcement, the non-executive Directors of the Company are Mr. Liu Haixia, Mr. Ren Qigui, Ms. Li Juan and Mr. Wang Bangyi; the executive Directors of the Company are Mr. Zhang Fengyang, Mr. Cao Mansheng and Mr. An Zhenyuan; and the independent non-executive Directors of the Company are Mr. Huang Xiang, Mr. Zhang Fusheng, Mr. Chan Yin Tsung and Mr. Han Xiaoping.*

<p style="text-align: center;"><b>2</b></p> <p>..... with the Enterprise Legal Person Business License (registration number 110000002224112) granted.</p>	<p style="text-align: center;"><b>2</b></p> <p>..... with the Enterprise Legal Person Business License (registration number 110000002224112) granted.</p> <p style="text-align: center;">( <u>1110000101718150</u> ) granted.</p>
<p style="text-align: center;"><b>4</b></p> <p>Address of the Company: Room 118, No.1 Zi Guang East Road, Badaling Economic Development Zone, Yanqing County, Beijing Postal code: 100028 Telephone No.: 010-64469988 Fax No.: 010-64469736</p>	<p style="text-align: center;"><b>4</b></p> <p>Address of the Company: Room 118, No.1 Zi Guang East Road, Badaling Economic Development Zone, Yanqing County _____, Beijing Postal code: 100028 Telephone No.: 010-<u>6446998887407188/8740718</u> Fax No.: 010-64469736<u>87407187</u></p>
<p style="text-align: center;"><b>8</b></p> <p>Approved through a resolution at the general meeting and by relevant authorities of the state, this Articles of Association takes effect on the day when the overseas listed foreign shares issued by the Company are listed and commence dealings in The Stock Exchange of Hong Kong Limited. From the effective date of this Articles of Association, this Articles of Association shall replace the previous articles of association of the Company which has been filed with the industry and commerce administration.</p>	<p style="text-align: center;"><b>8</b></p> <p>Approved through a resolution at the general meeting <del>and by relevant authorities of the state,</del> this Articles of Association takes effect on the day when the overseas listed foreign shares issued by the Company are listed and commence dealings in the Stock Exchange of Hong Kong Limited _____. From the effective date of this Articles of Association, this Articles of Association shall replace the previous articles of association of the Company which has been filed with the <del>industry and commerce administration</del> _____.</p>

<p>.....</p> <p>The term “senior officers” in this Articles of Association refers to the general manager, deputy general manager, secretary to the board of directors, chief accountant and other personnel expressly appointed by the board of directors as the Company’s senior officers. The term “general manager”, “deputy general manager” shall refer to the “general manager” and “deputy general manager” in the Company law, and the term “chief accountant” shall refer to “chief financial officer” in the Company Law.</p>	<p>.....</p> <p>The term “senior officers” in this Articles of Association refers to the general manager, deputy general manager, secretary to the board of directors, chief accountant, _____ and other personnel expressly appointed by the board of directors as the Company’s senior officers. The term “general manager”, “deputy general manager” shall refer to the “general manager” and “deputy general manager” in the Company Law, and the term “chief accountant” shall refer to “chief financial officer” in the Company Law.</p> <p>_____</p> <p>_____</p> <p>_____ . 6 _____</p> <p>_____ )</p>
<p style="text-align: center;"><b>21</b></p> <p>.....</p> <p>Beijing Energy Investment Holding Co., Ltd. holds 5,081,793,482 domestic shares, representing 61.639% in the Company’s total share capital;</p> <p>.....</p>	<p style="text-align: center;"><b>21</b></p> <p>.....</p> <p><del>Beijing Energy Investment Holding Co., Ltd.</del> holds 5,081,793,482 domestic shares, representing 61.639% in the Company’s total share capital;</p> <p>.....</p>

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<p style="text-align: center;"><b>33</b></p> <p>The Company may, in the following circumstances, repurchase its own issued outstanding shares according to legal procedure following the adoption of a pertinent resolution in accordance with the procedures provided for in this Articles of Association, and submission to and approval by the relevant State authorities:</p> <ol style="list-style-type: none"> <li>(1) Cancellation of shares in order to reduce its registered capital;</li> <li>(2) Merger with another company holding shares in the Company;</li> <li>(3) As a token of reward, distribution of shares to staff of the Company;</li> <li>(4) Acquisition of shares held by shareholders (upon their request) who vote against any resolution proposed in any general meeting on the merger or division of the Company;</li> <li>(5) Other circumstances where the law and administrative regulations so permit.</li> </ol>	<p style="text-align: center;"><b>33</b></p> <p>The Company may, in the following circumstances</p> <p>_____, repurchase its own issued outstanding shares according to legal procedure following the adoption of a pertinent resolution in accordance with the procedures provided for in this Articles of Association, and submission to and approval by the relevant State authorities:</p> <ol style="list-style-type: none"> <li>(1) Cancellation of shares in order to reduce its registered capital;</li> <li>(2) Merger with another company holding shares in the Company;</li> <li>(3) <del>As a token of reward, distribution of shares to staff of the Company</del> _____;</li> <li>(4) Acquisition of shares held by shareholders (upon their request) who vote against any resolution proposed in any general meeting on the merger or division of the Company;</li> <li>(5) _____</li> <li>(6) _____</li> <li>(57) Other circumstances where the law and administrative regulations so permit.</li> </ol>

<p style="text-align: center;"><b>34</b></p> <p>With approval from relevant state authorities to repurchase its own shares, the Company may proceed in any one of the following manners:</p> <p>.....</p>	<p style="text-align: center;"><b>34</b></p> <p>With approval from relevant state authorities to repurchase its own shares, the Company may proceed in any one of the following manners</p> <p>.....</p>

<p style="text-align: center;">-</p> <p style="text-align: center;"><b>36</b></p> <p>After buying back its own share according to the provisions of Article 31 (1) (2) and (4) of the Articles of Association, the Company shall cancel or transfer such shares according to relevant laws, regulations and requirements of the listing rules within the prescribed time limit. Share purchased according to article 31 (3) of the Articles of Association shall not exceed the maximum proportion prescribed by the law and regulations, and such purchase shall be funded by after tax profit of the Company, and such shares shall be transferred to staff and employees within the specified time limit.</p>	<p style="text-align: center;"><b>36</b></p> <p><del>After buying back its own share according to the provisions of Article 31 (1) (2) and (4) of the Articles of Association, the Company shall cancel or transfer such shares according to relevant laws, regulations and requirements of the listing rules within the prescribed time limit. Share purchased according to article 31 (3) of the Articles of Association shall not exceed the maximum proportion prescribed by the law and regulations, and such purchase shall be funded by after tax profit of the Company, and such shares shall be transferred to staff and employees within the specified time limit.</del></p> <p><del>33 (1) (2)</del></p> <p><del>33 (3), (5) (6)</del></p> <p><del>33</del></p> <p><del>(1),</del></p> <p><del>(2) (4)</del></p> <p><del>(3),</del></p> <p><del>(5) (6),</del></p>
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<b>48</b>	<b>48</b>
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(1) Any transfer instrument or other instrument which relates to share ownership or may affect share ownership must be registered, and HK\$2.50 (each transfer instrument) or such other higher fee determined by the board of directors (but such fees shall not exceed the maximum prescribed in the listing rules of the Hong Kong Stock Exchange from time to time) shall be paid for such registration;	(1) Any transfer instrument or other instrument which relates to share ownership or may affect share ownership must be registered, and _____, <del>HK\$2.50</del> (each transfer instrument) or such other higher fee determined by the board of directors (but such fees shall not exceed the maximum prescribed in the listing rules of the Hong Kong Stock Exchange from time to time) shall be paid _____ for such registration;
.....	.....
<b>4</b>	<b>4</b>
No changes resulting from share transfers may be made to the register of shareholders within 30 days prior to a shareholders' general meeting or 5 days prior to the reference date set by the Company for the purpose of distribution of dividends.	<del>No changes resulting from share transfers may be made to the register of shareholders within 30 days prior to a shareholders' general meeting or 5 days prior to the reference date set by the Company for the purpose of distribution of dividends.</del> _____ _____ _____ _____ _____ _____




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<p style="text-align: center;"><b>78</b></p> <p>The Company shall calculate the number of voting shares represented by the shareholders who intend to attend the meeting based on the written replies received 20 days prior to the holding of the general meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting reaches no less than one half of the total number of the Company's voting shares, the Company may hold the general meeting. If not, the Company shall within five days inform the shareholders again by public notice of the matters to be considered as well as the date and place of the meeting. Upon notification by the public announcement, the Company may hold the general meeting. An extraordinary general meeting shall not decide on matters not specified in the notice or announcement.</p>	

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<b>80</b>	<b>807</b>
<p>If a general meeting shall discuss the election of directors or supervisors, the notice of general meeting shall disclose full information of the candidates for directors and supervisors. It shall at least include the following:</p>	<p>If a general meeting shall discuss the election of directors or supervisors, the notice of general meeting shall disclose full information of the candidates for directors and supervisors. It shall at least include the following:</p>
<p>(1) Personal particulars such as: education background, work experience and other appointments;</p>	<p>(1) Personal particulars such as: education background, work experience and other appointments;</p>
<p>(2) Whether he/she has any connected relationship with the Company or the controlling shareholder and actual controller of the Company;</p>	<p>(2) Whether he/she has any connected relationship with the Company or the controlling shareholder and actual controller of the Company;</p>
<p>(3) The number of shares of the Company he/she held;</p>	<p>(3) The number of shares of the Company he/she held;</p>
<p>(4) Whether he/she is subject to any punishment by CSRC and other relevant securities regulatory authorities and sanctions by the stock exchange.</p>	<p>(4) Whether he/she is subject to any punishment by CSRC and other relevant securities regulatory authorities and sanctions by the stock exchange.</p>
	<p>(5) _____  _____</p>
<p>Each candidate of director or supervisor shall be individually proposed.</p>	<p>Each candidate of director or supervisor shall be individually proposed.</p>

<p style="text-align: center;"><b>81</b></p> <p>.....</p> <p>The public announcement referred to in the preceding paragraph shall be published in one or more newspapers or periodicals designated by the securities regulatory authority under the State Council within 45 and 50 days before holding of the meeting. Once the announcement is published, all holders of domestic-invested shares shall be deemed to have received the notice of the general meeting.</p>	<p style="text-align: center;"><b><u>8180</u></b></p> <p>.....</p> <p>The public announcement referred to in the preceding paragraph shall be published on one or more newspapers or periodicals designated by the securities regulatory authority under the State Council <del>within 45 and 50 days before holding of the meeting</del> <b>15</b> / <b>10</b> / _____ ( , , , ) ( , , , ) _____ ) <b>20</b> / _____ ( , , , ) _____ ) . Once the announcement is published, all holders of <del>domestic-invested</del> _____ shares shall be deemed to have received the notice of the general meeting _____ .</p>
<p style="text-align: center;"><b>113</b></p> <p>The Company shall not proceed to change or abrogate the shareholders' rights of a class of shares unless such change or abrogation has been approved by way of a special resolution of the general meeting and by a separate class meeting of the affected shareholders of the class of shares in accordance with Articles 113 to 117.</p> <p>.....</p>	<p style="text-align: center;"><b><u>1132</u></b></p> <p>The Company shall not proceed to change or abrogate the shareholders' rights of a class of shares unless such change or abrogation has been approved by way of a special resolution of the general meeting and by a separate class meeting of the affected shareholders of the class of shares in accordance with Articles <del>113</del><b>114</b> to <del>117</del><b>118</b>. _____</p> <p>_____ .</p> <p>.....</p>

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<b>117</b>	<b>1176</b>
<p>When the Company is to hold a class meeting, it shall issue a written notice 45 days prior to the meeting informing all the registered shareholders of that class of the matters to be considered at the meeting as well as the date and place of the meeting. Shareholders who intend to attend the meeting shall, within 20 days prior to the day of the meeting, deliver their written replies to the Company of their attendance.</p> <p>If the number of the voting shares represented by the shareholders intending to attend the meeting is more than one half of the total number of voting shares of that class, the Company may hold the class meeting of shareholders. If not, the Company shall within five days inform the shareholders once again of the matters to be considered at the meeting and the date and place of the meeting in the form of a public announcement. Upon notification by public announcement, the Company may hold the class meeting.</p> <p>.....</p>	<p><del>When the Company is to hold a class meeting, it shall issue a written notice 45 days prior to the meeting informing all the registered shareholders of that class of the matters to be considered at the meeting as well as the date and place of the meeting. Shareholders who intend to attend the meeting shall, within 20 days prior to the day of the meeting, deliver their written replies to the Company of their attendance.</del></p> <p><del>If the number of the voting shares represented by the shareholders intending to attend the meeting is more than one half of the total number of voting shares of that class, the Company may hold the class meeting of shareholders. If not, the Company shall within five days inform the shareholders once again of the matters to be considered at the meeting and the date and place of the meeting in the form of a public announcement. Upon notification by public announcement, the Company may hold the class meeting.</del></p> <p>.....</p>
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<p style="text-align: center;">-</p> <p style="text-align: center;"><b>145</b></p> <p>.....</p> <p>Regular meetings of the board of directors shall be held at least twice a year. Meetings of the board of directors shall be convened by the chairman of the board by giving a notice to all directors and supervisors ten days before the meeting is held.</p> <p>The Party Committee, chairman, any 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.</p> <p>.....</p>	<p style="text-align: center;"><b><u>1454</u></b></p> <p>.....</p> <p>Regular meetings of the board of directors shall be held at least <del>twice</del> _____ a year, . _____. Meetings of the board of directors shall be convened by the chairman of the board by giving a notice to all directors and supervisors <del>ten</del><b>14</b> days before the meeting is held.</p> <p>The Party Committee, chairman, any 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.</p> <p>.....</p>
<p style="text-align: center;"><b>146</b></p> <p>.....</p> <p>The board meetings may be held by means of telephone conference or other similar communications equipment. So long as all participating directors can hear the other directors and communicate, all such participation shall constitute presence at the meeting as if those directors were present in person.</p>	<p style="text-align: center;"><b><u>1465</u></b></p> <p>.....</p> <p>The board meetings may be held by means of telephone conference or other similar communications equipment. So long as all participating directors can hear the other directors and communicate, all such participation shall constitute presence at the meeting as if those directors were present in person.</p>
<p style="text-align: center;"><b>160</b></p> <p>.....</p> <p>The Company shall have one general manager and several deputy general managers to assist the general manager and one chief accountant. The general manager, deputy general managers and chief accountant shall be hired and dismissed by the board of directors.</p>	<p style="text-align: center;"><b><u>16015</u></b></p> <p>.....</p> <p>The Company shall have one general manager and several deputy general managers to assist the general manager, one chief accountant _____. The general manager, deputy general managers <del>and</del>, chief accountant _____ shall be hired and dismissed by the board of directors.</p>



	<p style="text-align: center;"><b><u>166</u></b></p> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/>
<p style="text-align: center;"><b>1 2</b></p> <p>.....</p> <p>A director shall not vote for a contract, transaction or arrangement in which he/she himself/herself or any of his/her associates has a material interest, or such director shall not be included in the quorum for a meeting.</p> <p>.....</p>	<p style="text-align: center;"><b><u>1 23</u></b></p> <p>.....</p> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/>
<p style="text-align: center;"><b>20</b></p> <p>The Company shall publish two financial reports each fiscal year, namely an interim financial report within 60 days after the end of the first six months of the fiscal year and an annual financial report within 120 days after the end of the fiscal year.</p>	<p style="text-align: center;"><b><u>20-210</u></b></p> <p>The Company shall publish two financial reports each fiscal year, namely an interim financial report within 60 days after the end of the first six months of the fiscal year and an annual financial report within 120 days after the end of the fiscal year.</p> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/> <hr/>

