
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt

If you have sold or transferred

Beijing Jingneng Clean Energy Co., Limited,

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DEFINITIONS

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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)

1. 北京京能清潔能源電力股份有限公司
2. 北京京能清潔能源電力股份有限公司

3. 北京京能清潔能源電力股份有限公司
4. 北京京能清潔能源電力股份有限公司

5. 北京京能清潔能源電力股份有限公司
6. 北京京能清潔能源電力股份有限公司

7. 北京京能清潔能源電力股份有限公司
8. 北京京能清潔能源電力股份有限公司

9. 北京京能清潔能源電力股份有限公司
10. 北京京能清潔能源電力股份有限公司

12 月 20 日 2021

11. 北京京能清潔能源電力股份有限公司
12. 北京京能清潔能源電力股份有限公司

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
PROPOSED APPOINTMENT OF EXECUTIVE DIRECTORS
AND**

**SUPPLEMENTAL NOTICE OF
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LETTER FROM THE BOARD

2. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

10月20日2020

《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》

3. PROPOSED APPOINTMENT OF EXECUTIVE DIRECTORS

2012年2020 12 2021

(Mr. Chen) (Mr. Gao)

LETTER FROM THE BOARD

5. RECOMMENDATION

Beijing Jingneng Clean Energy Co., Limited
KANG Jian

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original articles	Revised articles after the proposed amendments
<p>Article 2</p> <p>110000002224112)</p>	<p>Article 2</p> <p>110000002224112)</p> <p>Unified Social Credit Code (registration number 91110000101718150E)</p>
<p>Article 4</p> <p>110000002224112)</p> <p>10002)</p> <p>010- 44</p> <p>010- 44 3</p>	<p>Article 4</p> <p>110000002224112)</p> <p><u>District,</u></p> <p>10002)</p> <p>010-</p> <p>44 87407188/87407189</p> <p>010-44 3 87407187</p>
<p>Article 8</p>	

Original articles	Revised articles after the proposed amendments
<p>Article 9</p> <p>Article 9 of the original articles is blank.</p>	<p>Article 9</p> <p>Article 9 of the revised articles is blank.</p> <p><u>general counsel</u></p> <p>and the term <u>“general counsel”</u> shall refer to the <u>“general counsel”</u> in the Measures for Administration of the Legal Advisors of the State-owned Enterprises (Order No. 6 of the SASAC).</p>
<p>Article 21</p> <p>Article 21 of the original articles is blank.</p>	<p>Article 21 of the revised articles is blank.</p>

Original articles	Revised articles after the proposed amendments
<p>Article 33</p> <p>and without violation of the requirements of laws, regulations, the rules of the places where the Company's shares are listed and this Articles of Association,</p> <p>(1) Using shares for the purpose of employee stock ownership plan or share incentive plan</p> <p>(2) Using shares for the conversion of corporate bonds which are convertible into shares issued by the Company;</p> <p>(3) As necessary for maintaining the value of the Company and safeguarding the rights and interests of shareholders;</p> <p>(4) Using shares for the conversion of corporate bonds which are convertible into shares issued by the Company;</p> <p>(5) As necessary for maintaining the value of the Company and safeguarding the rights and interests of shareholders;</p> <p>(-7)</p>	<p>Article 33</p> <p><u>and without violation of the requirements of laws, regulations, the rules of the places where the Company's shares are listed and this Articles of Association,</u></p> <p>(1) Using shares for the purpose of employee stock ownership plan or share incentive plan</p> <p>(2) Using shares for the conversion of corporate bonds which are convertible into shares issued by the Company;</p> <p>(3) Using shares for the purpose of employee stock ownership plan or share incentive plan</p> <p>(4) Using shares for the conversion of corporate bonds which are convertible into shares issued by the Company;</p> <p>(5) <u>Using shares for the conversion of corporate bonds which are convertible into shares issued by the Company;</u></p> <p>(6) <u>As necessary for maintaining the value of the Company and safeguarding the rights and interests of shareholders;</u></p> <p>(-7)</p>

Original articles	Revised articles after the proposed amendments
	<p><u>The Company shall not acquire its own shares unless in the aforesaid circumstances. In the event that the Company repurchases its own shares according to this article, the procedure, proportion and method of repurchase and disposal of repurchased shares shall be in compliance with the requirements of relevant laws, administrative regulations and the listing rules of the places where the Company’s shares are listed.</u></p>
<p>Article 34</p> <p>▼ 34. The Company shall not acquire its own shares unless in the aforesaid circumstances. In the event that the Company repurchases its own shares according to this article, the procedure, proportion and method of repurchase and disposal of repurchased shares shall be in compliance with the requirements of relevant laws, administrative regulations and the listing rules of the places where the Company’s shares are listed.</p>	<p>Article 34</p> <p>▼ 34. The Company shall not acquire its own shares unless in the aforesaid circumstances. In the event that the Company repurchases its own shares according to this article, the procedure, proportion and method of repurchase and disposal of repurchased shares shall be in compliance with the requirements of relevant laws, administrative regulations, the listing rules of the places where the Company’s shares are listed and this Articles of Association</p>

Original articles	Revised articles after the proposed amendments
<p>Article 36</p> <p>31 (1) (2) (4)</p> <p>31 (3)</p>	<p>Article 36</p> <p>31 (1) (2) (4)</p> <p>31 (3)</p> <p><u>Repurchase of the Company's shares in accordance with Article 33 (1) and (2) of this Articles of Association shall be subject to approval at a general meeting. Repurchase of the Company's shares in accordance with Article 33 (3), (5) and (6) of this Articles of Association shall be approved at the board meeting attended by more than two thirds of the directors according to the provisions of the Articles of Association or with the authorization granted by the general meeting.</u></p> <p><u>Unless otherwise provided in the laws, regulations or listing rules of the places where the Company's shares are listed, after the Company has repurchased its shares in accordance with Article 33 of this Articles of Association, such shares shall be cancelled within ten days after repurchase in the circumstance set out in item (1), or shall be transferred or cancelled within six months in the circumstances set out in item (2) and (4); and in the circumstances set out in item (3), (5) and (6), the total number of the Company's shares held by it shall not exceed ten percent of the total shares issued by the Company, and shall be transferred or cancelled within three years.</u></p>

Original articles	Revised articles after the proposed amendments
<p>Article 48</p> <p>(1) \$2.00 (...) ... (...) ...)</p>	<p>Article 48</p> <p>(1) relevant fee not exceeding \$2.00 (...)) to the Company.</p>
<p>Article 49</p> <p>... 30</p>	<p>Article 49</p> <p>... 30</p> <p><u>Provisions provided by applicable laws, regulations and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited on the period of closure of register of members before the general meeting of shareholders or the reference date for the Company's distribution of dividends shall prevail.</u></p>

Original articles	Revised articles after the proposed amendments
<p>Article 56</p> <p>()</p> <p>2.</p> <p>()</p> <p>()</p>	<p>Article 56</p> <p>()</p> <p>2. <u>to make a copy,</u></p> <p>() <u>copies of</u></p> <p>() <u>report</u> <u>company registration authority</u> <u>for record</u></p> <p><u>Documents referred to in (i), (iii), (iv), (v), (vi) and (vii) above shall be maintained at the Company’s domicile and principal place of business in Hong Kong according to the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and shall be made available for inspection by the public and shareholders free of charge, and shareholders may, after payment of reasonable charges, make copy of such documents (except for minutes of general meetings which shall be made available for inspection by shareholders only).</u></p>

Original articles	Revised articles after the proposed amendments
<p>▼ [Faint, illegible text]</p>	<p>▼ [Faint, illegible text]</p> <p><u>merely out of such reason.</u></p>
<p>Article 58</p> <p>[Faint, illegible text]</p> <p>0.</p>	<p>Article 58</p> <p>[Faint, illegible text]</p> <p>0.</p> <p><u>from the date on which such resolution is passed.</u></p>
<p>Article 77</p> <p>▼ [Faint, illegible text]</p> <p>4</p> <p>[Faint, illegible text]</p> <p>20.</p>	<p>Article 77</p> <p>▼ <u>an annual</u> [Faint, illegible text]</p> <p>4- <u>20 clear business</u> [Faint, illegible text]</p>

Original articles	Revised articles after the proposed amendments
<p>Article 78</p> <p>20</p>	<p><u>This article has been deleted.</u></p>

Original articles	Revised articles after the proposed amendments
<p>Article 117</p> <p>▼</p> <p>4</p> <p>20</p>	<p>Article 117<u>6</u></p> <p>▼</p> <p>4</p> <p>20</p> <p><u>the period of issuing a written notice shall be the same as the period of issuing a written notice of a non-class meeting, and the provisions of Article 77 of this Articles of Association shall apply.</u></p>

Original articles	Revised articles after the proposed amendments
<p>Article 128</p> <p>...</p>	<p>Article 1287</p> <p>...</p> <p><u>If the board of directors, as permitted by applicable laws and regulations, appoints a new director to fill the casual vacancy in the board or as an additional director without violation of relevant laws, regulations and regulatory rules of the places where the Company’s shares are listed, the director so appointed shall serve a term until the next general meeting of the Company and be eligible for re-election.</u></p>

Original articles	Revised articles after the proposed amendments
<p>Article 139</p> <p>(12)</p> <p>(22)</p>	<p>Article 1398</p> <p>(12)</p> <p><u>and general counsel</u></p> <p>(22)</p> <p><u>employees' representatives conference</u></p>

Original articles	Revised articles after the proposed amendments
<p>Article 162</p> <p>()</p>	<p>Article 162¹</p> <p>() <u>and the general counsel</u></p>
	<p>Chapter 13 General Counsel</p>
	<p><u>Article 165</u></p> <p><u>The Company adopts a general counsel system to further exert the function of general counsel of the Company in legal review and supervision of operation and management, thereby facilitating the legal operation and compliance management of the Company.</u></p> <p><u>The general counsel is a senior management member of the Company appointed by the board of directors and is the specific leader of the Company's rule of law efforts. The general counsel shall be responsible for legal affairs of the Company by coordinating and handling legal affairs in decision-making, operation and management of the Company. The general counsel reports directly to the general manager or chairman of the board of directors and is accountable to the board of directors.</u></p>

Original articles	Revised articles after the proposed amendments
	<p><u>Article 166</u> <u>Significant matter to be discussed and considered at a decision-making meeting of the Company which is subject to legal review and verification must be submitted to the general counsel for legal review in advance. If the general counsel considers that such matter involves material risks, submission to the decision-making meeting shall be deferred.</u></p> <p><u>The general counsel shall attend the meetings of the party committee and the board of directors and participate in the general manager’s work meetings to provide independent legal opinions on legal issues related to the matters under consideration.</u></p>
<p>Article 192</p>	<p>Article 1923</p> <p><u>Except otherwise permitted by the listing rules and applicable laws and regulations of the places where the Company’s shares are listed, a— on a board resolution in respect of</u></p> <p><u>close</u></p>
<p>Article 209</p>	<p>Article 209210</p> <p><u>Where the securities regulatory authority of the place where the company’s shares are listed has other regulations, such regulations shall prevail.</u></p>

Original articles	Revised articles after the proposed amendments
<p>Article 253</p> <p>Article 253 text (faintly visible)</p>	<p>Article 2534</p> <p>Article 253 text (faintly visible)</p> <p><u>the company registration authority</u></p>

Article 253 text (faintly visible)

The Articles of Association are written in Chinese. The English version of the above articles is an unofficial translation of its Chinese version. In case of any inconsistency between the two versions, the Chinese version shall prevail.

Mr. CHEN Dayu (陳大宇), 0,

(北京能源投資(集團)有限公司),
2004 200
(內蒙古上都發電有限責任公司), 200 200
(寧夏京能寧東發電有限責任公司),
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(北京京能高安屯燃氣熱電有限責任公司), 2010 201
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(北京能源集團有限責任公司),
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(華北電力學院), 1, 2,
(清華大學), 2014,

Mr. GAO Yuming (高玉明),

(北京
京石景山發電總廠), 1, 2000
(北京京能熱電股份有限公司),
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(內蒙古科右中), 200
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部燃氣熱電冷聯供項目籌建處), 2011 2012
(北京上莊燃氣熱電有限公司)
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(北京京橋熱電有限責任公司), 2020
(華北電力學院), 1,



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 NOTICE OF
THE FIRST EXTRAORDINARY GENERAL MEETING OF 2021**

本公司于2020年12月31日发布了《北京京能清潔能源電力股份有限公司2021年第一次临时股东大会补充通知》(Original Notice) (北京京能清潔能源電力股份有限公司公告, 2020年12月31日), 请广大投资者注意。

SUPPLEMENTAL NOTICE IS HEREBY GIVEN
本公司定于2021年1月10日上午10:00在北京京能清潔能源電力股份有限公司会议室召开2021年第一次临时股东大会, 请广大投资者注意。

ORDINARY RESOLUTIONS

1. 审议《北京京能清潔能源電力股份有限公司2021年度利润分配预案》
2. 审议《北京京能清潔能源電力股份有限公司2021年度内部控制自我评价报告》

SPECIAL RESOLUTION

2. 北京京能清洁能源股份有限公司（以下简称“公司”）于2020年12月12日召开2021年第一次临时股东大会，审议通过《关于修改〈北京京能清洁能源股份有限公司章程〉的议案》。

北京京能清洁能源股份有限公司
KANG Jian

2021年12月

1. 北京京能清洁能源股份有限公司于2021年12月12日召开2021年第一次临时股东大会，审议通过《关于修改〈北京京能清洁能源股份有限公司章程〉的议案》。
2. 北京京能清洁能源股份有限公司于2021年12月12日召开2021年第一次临时股东大会，审议通过《关于修改〈北京京能清洁能源股份有限公司章程〉的议案》。
3. 北京京能清洁能源股份有限公司于2021年12月12日召开2021年第一次临时股东大会，审议通过《关于修改〈北京京能清洁能源股份有限公司章程〉的议案》。
4. 北京京能清洁能源股份有限公司于2021年12月12日召开2021年第一次临时股东大会，审议通过《关于修改〈北京京能清洁能源股份有限公司章程〉的议案》。