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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) (Company Code: 000009)

The board of directors (the “**Board**”) of Beijing Jingneng Clean Energy Co., Limited (the “**Company**”) hereby announces that on 10 November 2020, it has resolved, among other things, to amend certain provisions of the articles of association of the Company (the “**Articles of Association**”), subject to the approval of the shareholders of the Company (the “**Shareholders**”).

The proposed amendments to the Articles of Association are made in accordance with the revisions of relevant laws and regulations, such as the Securities Law of the People's Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Official Reply of the State Council regarding Adjusting the Application of Provisions to Matters Including the Notice Period for Convention of Shareholders' Meetings by Overseas Listed Companies (《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》) issued by the PRC State Council, and also for the purpose of implementing the requirements of rule of law construction.

Please refer to Appendix to this announcement for details of the proposed amendments to the Articles of Association.

茲此佈告，北京京能清潔能源電力股份有限公司董事會（以下簡稱「**董事會**」）於2020年11月10日，經決議，擬對本公司章程（以下簡稱「**章程**」）作出如下修訂，尚需經本公司股東大會（以下簡稱「**股東大會**」）批准。

The Board hereby announces that Mr. Zhang Fengyang (張鳳陽) and Mr. An Zhenyuan (安振元) have resigned as the general manager and deputy general manager of the Company, respectively, due to other work commitments, with effect from 10 November 2020.

Mr. Zhang and Mr. An have confirmed that they have no disagreement with the Board and there are no matters with respect to their resignations that need to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Zhang and Mr. An for their valuable contributions to the Company during their tenures of service.

The Board further announces that Mr. Chen Dayu (陳大宇, “陳大宇”) has been appointed as the general manager of the Company with effect from 10 November 2020.

The term of Mr. Chen’s appointment as the general manager of the Company is three years commencing from 10 November 2020. The Company will enter into a service agreement with Mr. Chen. Mr. Chen will receive remuneration based on his holding of senior management position with the Company, which will be determined by the Board with reference to Mr. Chen’s experience, duties, responsibilities and the Company’s remuneration policy.

The biographical details of Mr. Chen are set out as below:

陳大宇, aged 50, served as a specialist engineer in the power production and operation department and power energy business department of Beijing Energy Investment Holding Co., Ltd. (北京能源投資(集團)有限公司) from December 2004 to April 2007; deputy general manager of Inner Mongolia Shangdu Power Generation Co., Ltd. (內蒙古上都發電有限責任公司) from April 2007 to May 2009; deputy general manager of Ningxia Jingneng Ningdong Electric Power Co., Ltd. (寧夏京能寧東發電有限責任公司) from May 2009 to September 2010; general manager of Beijing Jingneng Gao’antun Gas-fired Thermal Power Co., Ltd. (北京京能高安屯燃氣熱電有限責任公司) from September 2010 to November 2017; secretary of CPC Committee, executive director and general manager of Beijing Jingneng Gao’antun Gas-fired Thermal Power Co., Ltd. from November 2017 to January 2018; secretary of CPC Committee and executive director of Beijing Jingneng Gao’antun Gas-fired Thermal Power Co., Ltd. from January 2018 to December 2018; secretary of CPC General Branch and executive director of Beijing Jingneng Gao’antun Gas-fired Thermal Power Co., Ltd. from December 2018 to February 2020; minister of enterprise management division of Beijing Energy Holding Co., Ltd (北京能源集團有限責任公司), secretary of CPC General Branch and executive director of Beijing Jingneng Gao’antun Gas-fired Thermal Power Co., Ltd. from February 2020 to May 2020; and minister of enterprise management division of Beijing Energy Holding Co., Ltd since May 2020. Mr. Chen graduated from Department of Power Engineering of North China Electric Power University (華北電力學院) in 1992, majoring in production process automation and obtained a bachelor’s degree in engineering, and graduated from Department of Electrical Engineering and Applied Electronic Technology of Tsinghua University (清華大學) in January 2014, majoring in electronic engineering and obtained a master’s degree in engineering.

Save as disclosed in this announcement, Mr. Chen did not hold any directorships in any other listed companies or take up any posts in any group members of the Company in the past three years, nor has 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. Chen does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Save as disclosed above, there is no other information relating to the appointment of Mr. Chen 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.

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>Article 2 ..... with the Enterprise Legal Person Business License (registration number 110000002224112) granted.</p>	<p>Article 2 ..... with the Enterprise Legal Person Business License (registration number 110000002224112) granted. <u>1110000101718150</u> ) granted.</p>
<p>Article 4 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>Article 4 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>Article 8 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>Article 8 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 <u>Article 8</u>. 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 <u>Article 8</u>.</p>



<p><b>Article 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><b>Article 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) <del>Other circumstances where the law and administrative regulations so permit.</del></li> <li>(6) <del>Other circumstances where the law and administrative regulations so permit.</del></li> <li>(57) Other circumstances where the law and administrative regulations so permit.</li> </ol>
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<p>٣٤</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>٣٤</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;">Article 36</p> <p>Article 36 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;">Article 36</p> <p>Article 36 <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>33 (1) (2) 33 (3), (5) (6)</p> <p>33 (1), (2) (4) (3), (5) (6),</p>
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<p><b>Article 48</b></p> <p>.....</p> <p>(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;</p> <p>.....</p>	<p><b>Article 48</b></p> <p>.....</p> <p>(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 (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)</del> shall be paid <del>for</del> for such registration;</p> <p>.....</p>
<p><b>Article 4</b></p> <p>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.</p>	<p><b>Article 4</b></p> <p><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></p>





<p><b>Article 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>	

<p style="text-align: center;">第 80 条</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> <ol style="list-style-type: none"> <li>(1) Personal particulars such as: education background, work experience and other appointments;</li> <li>(2) Whether he/she has any connected relationship with the Company or the controlling shareholder and actual controller of the Company;</li> <li>(3) The number of shares of the Company he/she held;</li> <li>(4) Whether he/she is subject to any punishment by CSRC and other relevant securities regulatory authorities and sanctions by the stock exchange.</li> </ol> <p>Each candidate of director or supervisor shall be individually proposed.</p>	<p style="text-align: center;">第 80 条</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> <ol style="list-style-type: none"> <li>(1) Personal particulars such as: education background, work experience and other appointments;</li> <li>(2) Whether he/she has any connected relationship with the Company or the controlling shareholder and actual controller of the Company;</li> <li>(3) The number of shares of the Company he/she held;</li> <li>(4) Whether he/she is subject to any punishment by CSRC and other relevant securities regulatory authorities and sanctions by the stock exchange.</li> <li>(5) 其他应当披露的信息。</li> </ol> <p>Each candidate of director or supervisor shall be individually proposed.</p>
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<p><b>Article 117</b></p> <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><b>Article 1176</b></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><del>.....</del></p> <p><b>Article 77</b></p> <p><del>.....</del></p>

<p data-bbox="220 223 338 259"><b>128</b></p> <p data-bbox="204 276 258 293">.....</p> <p data-bbox="204 336 785 634">If the member of the directors fall below the minimum statutory requirement due to a director's resignation, the notice of resignation of the resigning director will only become effective until a new director is appointed to fill the vacancy. The remaining members of the board should convene an extraordinary general meeting to elect a new director to fill the vacancy as soon as possible.</p> <p data-bbox="204 1025 258 1042">.....</p>	<p data-bbox="829 223 948 259"><b>1287</b></p> <p data-bbox="813 276 868 293">.....</p> <p data-bbox="813 336 1394 634">If the member of the directors fall below the minimum statutory requirement due to a director's resignation, the notice of resignation of the resigning director will only become effective until a new director is appointed to fill the vacancy. The remaining members of the board should convene an extraordinary general meeting to elect a new director to fill the vacancy as soon as possible.</p> <p data-bbox="813 1025 868 1042">.....</p>



<p style="text-align: center;">Article 13</p> <p>The board of directors exercises the following functions and powers:</p> <p>.....</p> <p>(12) to appoint or dismiss general manager and secretary to the board of directors; in accordance with the nominations by general manager, to appoint or dismiss deputy general managers and chief accountant and to decide on their remunerations;</p> <p>.....</p> <p>(22) 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. The substantial operational and management issues of the Company include but not limited to:</p> <p>.....</p> <p>f. substantial and principal issues relating to the interests of the employees and need to be brought to the labor union;</p> <p>.....</p>	<p style="text-align: center;">Article 13-8</p> <p>The board of directors exercises the following functions and powers:</p> <p>.....</p> <p>(12) to appoint or dismiss general manager and secretary to the board of directors; in accordance with the nominations by general manager, to appoint or dismiss deputy general managers, chief accountant and to decide on their remunerations;</p> <p>.....</p> <p>(22) 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. The substantial operational and management issues of the Company include but not limited to:</p> <p>.....</p> <p>f. substantial and principal issues relating to the interests of the employees and need to be brought to the labor union;</p> <p>.....</p>
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	<p><u>Article 166</u></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><u>Article 12</u></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><u>Article 23</u></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><u>Article 20</u></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><u>Article 20-210</u></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>

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<p><b>253</b></p> <p>This Articles of Association are in Chinese. If it conflicts with a version in any other language, the Chinese version which was most recently filed and registered at Beijing Administration for Industry and Commerce shall prevail.</p>	<p><b>2534</b></p> <p>This Articles of Association are in Chinese. If it conflicts with a version in any other language, the Chinese version which was most recently filed and registered at <del>Beijing Administration for Industry and Commerce</del> shall prevail.</p>

*Note:* The above table does not include the revised content of the clauses whose serial numbers have been changed due to new or deleted clauses; if there are new or deleted clauses, other serial numbers will be adjusted accordingly.

本章程以中文文本为准。如中文文本与其他语言版本存在冲突，以最近一次在北京工商行政管理局备案登记的中文文本为准。