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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.

敬啟者，北京京能清潔能源電力股份有限公司（「**公司**」）董事會（「**董事會**」）於2020年11月10日決議，其中包括修訂公司（「**公司**」）章程（「**章程**」），以配合有關法律法規的修訂，包括《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》（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）及《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》（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）等，並亦為配合實施法治建設的要求。

The Board hereby announces that Mr. Zhang Fengyang (張鳳揚) 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) and (registration number 1110000101718150) 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.: 010-6446998887407188/8740718 Fax No.: 010-6446973687407187</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 and the industry and commerce administration. 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>

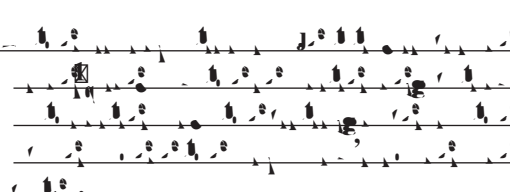
<p style="text-align: center;">北京能源投资股份有限公司章程</p> <p>.....</p> <p>The term “senior officers” in this Articles of Association refers to the general manager, deputy general manager, secretary to the board of directors, chief accountant and other personnel expressly appointed by the board of directors as 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 style="text-align: center;">北京能源投资股份有限公司章程</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 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 Law₂ (and other personnel).</p>
<p>.....21</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>.....21</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>Article 33</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"> (1) Cancellation of shares in order to reduce its registered capital; (2) Merger with another company holding shares in the Company; (3) As a token of reward, distribution of shares to staff of the Company; (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; (5) Other circumstances where the law and administrative regulations so permit. 	<p>Article 33</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"> (1) Cancellation of shares in order to reduce its registered capital; (2) Merger with another company holding shares in the Company; (3) As a token of reward, distribution of shares to staff of the Company; (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; (5) Other circumstances where the law and administrative regulations so permit. (6) Other circumstances where the law and administrative regulations so permit. (57) Other circumstances where the law and administrative regulations so permit.
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<p>Article 36</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>Article 36</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>33 (1) (2) (3) (5) (6)</p> <p>Article 33</p> <p>(1), (2) (4) (5) (6)</p>
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Date	Description

<p>Section 78</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>	

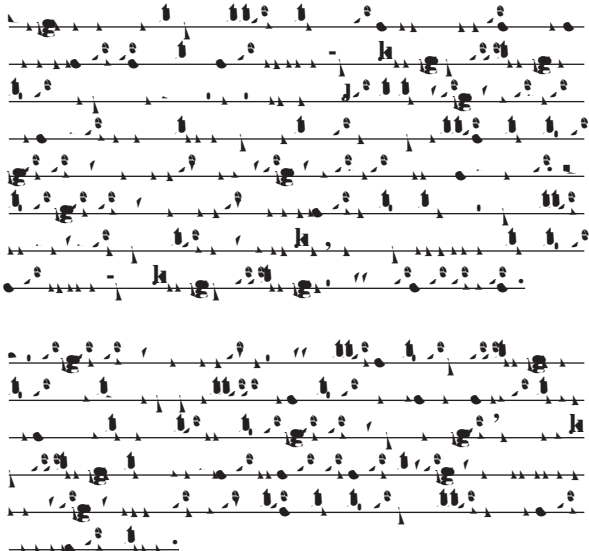
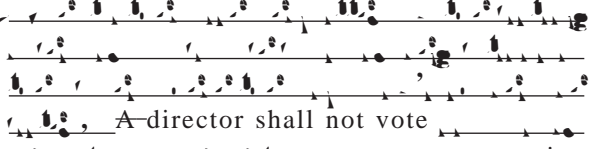

<p style="text-align: center;"><u>Article 80</u></p> <p>If a general meeting shall discuss the election of directors or supervisors, the notice of general meeting shall disclose full information of the candidates for directors and supervisors. It shall at least include the following:</p> <ol style="list-style-type: none"> (1) Personal particulars such as: education background, work experience and other appointments; (2) Whether he/she has any connected relationship with the Company or the controlling shareholder and actual controller of the Company; (3) The number of shares of the Company he/she held; (4) Whether he/she is subject to any punishment by CSRC and other relevant securities regulatory authorities and sanctions by the stock exchange. <p>Each candidate of director or supervisor shall be individually proposed.</p>	<p style="text-align: center;"><u>Article 80</u></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"> (1) Personal particulars such as: education background, work experience and other appointments; (2) Whether he/she has any connected relationship with the Company or the controlling shareholder and actual controller of the Company; (3) The number of shares of the Company he/she held; (4) Whether he/she is subject to any punishment by CSRC and other relevant securities regulatory authorities and sanctions by the stock exchange. (5)  <p>Each candidate of director or supervisor shall be individually proposed.</p>
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<p style="text-align: center;">Section 117</p> <p>Section 117</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 style="text-align: center;">Section 117</p> <p>Section 1176</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 style="text-align: center;">Section 77</p> <p>.....</p>
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<p style="text-align: center;">128</p> <p>.....</p> <p>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>.....</p>	<p style="text-align: center;">1287</p> <p>.....</p> <p>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>.....</p>
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<p>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>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>

<p style="text-align: center;">Article 145</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;">Article 1454</p> <p>.....</p> <p>Regular meetings of the board of directors shall be held at least twice <u>once</u> a year, twice <u>once</u>. 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 <u>14</u> 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;">Article 146</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;">Article 1465</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;">Article 160</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;">Article 16015</p> <p>.....</p> <p>The Company shall have one general manager and several deputy general managers to assist the general manager, one chief accountant and <u>and</u>. The general manager, deputy general managers and <u>and</u>, chief accountant and <u>and</u> shall be hired and dismissed by the board of directors.</p>

	<p style="text-align: center;"><u>Article 166</u></p> 
<p style="text-align: center;"><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 style="text-align: center;"><u>Article 23</u></p> <p>.....</p>  <p>A director shall not vote 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;"><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 style="text-align: center;"><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> 

<p>Article 253</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>Article 2534</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>

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.