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Beijing Jingneng Clean Energy Co., Limited,



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 CIRCULAR
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
PROPOSED APPOINTMENT OF EXECUTIVE DIRECTORS
AND
SUPPLEMENTAL NOTICE OF
THE FIRST EXTRAORDINARY GENERAL MEETING OF 2021**

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LETTER FROM THE BOARD



Beijing Jingneng Clean Energy Co., Limited

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12月1日 2021

北京京能清潔能源電力股份有限公司
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**

LETTER FROM THE BOARD

The Board of Directors of the Corporation has reviewed the financial statements of the Corporation for the year ended December 31, 2021, and has approved the same for release to the stockholders of the Corporation.

The Board of Directors of the Corporation has also reviewed the financial statements of the Corporation for the year ended December 31, 2020, and has approved the same for release to the stockholders of the Corporation.

4. THE EGM

The Board of Directors of the Corporation has resolved to call a special meeting of the stockholders of the Corporation on the 10th day of July, 2021, at 10:00 a.m. at the Corporation's principal office, 10000 North Central Expressway, Suite 200, Dallas, Texas 75243, to consider and vote upon the following resolutions:

1. That the Board of Directors of the Corporation be authorized to call a special meeting of the stockholders of the Corporation on the 10th day of July, 2021, at 10:00 a.m. at the Corporation's principal office, 10000 North Central Expressway, Suite 200, Dallas, Texas 75243, to consider and vote upon the following resolutions:

1. That the Board of Directors of the Corporation be authorized to call a special meeting of the stockholders of the Corporation on the 10th day of July, 2021, at 10:00 a.m. at the Corporation's principal office, 10000 North Central Expressway, Suite 200, Dallas, Texas 75243, to consider and vote upon the following resolutions:

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>District</p> <p>10002</p> <p>010-</p> <p>44 87407188/87407189</p> <p>010-44 3 87407187</p>
<p>Article 8</p> <p>0.00. ()0. () ()0. ()0. ()0 ()0 ()0 ()12</p>	

Original articles	Revised articles after the proposed amendments
<p>Article 9</p> <p>Original text of Article 9 (faint, illegible)</p>	<p>Article 9</p> <p>Revised text of Article 9 (faint, illegible)</p> <p>general counsel</p> <p>and the term “general counsel” shall refer to the “general counsel” 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>Original text of Article 21 (faint, illegible)</p>	<p>Revised text of Article 21 (faint, illegible)</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 <i>As per the original articles of association, the Company shall not acquire its own shares unless in the aforesaid circumstances.</i></p>	<p>Article 34 <i>As per the original articles of association, the Company shall not acquire its own shares unless in the aforesaid circumstances.</i> <u>according to 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.</u></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 (...)</p> <p>... 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><i>[Faint, illegible text representing the original Article 58]</i></p>	<p><i>[Faint, illegible text representing the original Article 58]</i> <u>merely out of such reason.</u></p>
<p>Article 58</p> <p><i>[Faint, illegible text representing the original Article 58]</i></p>	<p>Article 58</p> <p><i>[Faint, illegible text representing the original Article 58]</i> <u>from the date on which such resolution is passed.</u></p>
<p>Article 77</p> <p><i>[Faint, illegible text representing the original Article 77]</i></p>	<p>Article 77</p> <p><i>[Faint, illegible text representing the original Article 77]</i> <u>an annual</u> 4 20 clear business <i>[Faint, illegible text representing the original Article 77]</i> 3()</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 80</p> <p>The Board of Directors shall have the authority to cause the Company to file with the appropriate regulatory authorities all reports and documents required by law, regulation or the listing rules of the places where the Company's shares are listed.</p> <p>(1) The Board of Directors shall have the authority to cause the Company to file with the appropriate regulatory authorities all reports and documents required by law, regulation or the listing rules of the places where the Company's shares are listed.</p> <p>(2) The Board of Directors shall have the authority to cause the Company to file with the appropriate regulatory authorities all reports and documents required by law, regulation or the listing rules of the places where the Company's shares are listed.</p> <p>(3) The Board of Directors shall have the authority to cause the Company to file with the appropriate regulatory authorities all reports and documents required by law, regulation or the listing rules of the places where the Company's shares are listed.</p> <p>(4) The Board of Directors shall have the authority to cause the Company to file with the appropriate regulatory authorities all reports and documents required by law, regulation or the listing rules of the places where the Company's shares are listed.</p> <p>The Board of Directors shall have the authority to cause the Company to file with the appropriate regulatory authorities all reports and documents required by law, regulation or the listing rules of the places where the Company's shares are listed.</p>	<p>Article 8079</p> <p>The Board of Directors shall have the authority to cause the Company to file with the appropriate regulatory authorities all reports and documents required by law, regulation or the listing rules of the places where the Company's shares are listed.</p> <p>(1) The Board of Directors shall have the authority to cause the Company to file with the appropriate regulatory authorities all reports and documents required by law, regulation or the listing rules of the places where the Company's shares are listed.</p> <p>(2) The Board of Directors shall have the authority to cause the Company to file with the appropriate regulatory authorities all reports and documents required by law, regulation or the listing rules of the places where the Company's shares are listed.</p> <p>(3) The Board of Directors shall have the authority to cause the Company to file with the appropriate regulatory authorities all reports and documents required by law, regulation or the listing rules of the places where the Company's shares are listed.</p> <p>(4) The Board of Directors shall have the authority to cause the Company to file with the appropriate regulatory authorities all reports and documents required by law, regulation or the listing rules of the places where the Company's shares are listed.</p> <p>(5) Other information subject to disclosure as required by the securities regulatory authorities and the listing rules of the places where the Company's shares are listed.</p> <p>The Board of Directors shall have the authority to cause the Company to file with the appropriate regulatory authorities all reports and documents required by law, regulation or the listing rules of the places where the Company's shares are listed.</p>

Original articles	Revised articles after the proposed amendments
<p>Article 117</p> <p>4</p> <p>20</p>	<p>Article 1176</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>128. 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.</p>	<p>Article 1287</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>...</p> <p>(12) ...</p> <p>(22) ...</p> <p>...</p>	<p>Article 1398</p> <p>...</p> <p>(12) ... and general counsel ...</p> <p>(22) ...</p> <p>... employees' representatives conference ...</p>

Original articles	Revised articles after the proposed amendments
<p>Article 145</p> <p><i>[Faint, illegible text]</i></p>	<p>Article 1454</p> <p><i>[Faint, illegible text]</i> four times <i>[Faint, illegible text]</i> about once every quarter. <i>[Faint, illegible text]</i></p> <p><i>[Faint, illegible text]</i> 14 <i>[Faint, illegible text]</i></p>
<p>Article 146</p> <p><i>[Faint, illegible text]</i></p>	<p>Article 1465</p> <p><i>[Faint, illegible text]</i></p>
<p>Article 160</p> <p><i>[Faint, illegible text]</i></p>	<p>Article 160159</p> <p><i>[Faint, illegible text]</i> and one general counsel. <i>[Faint, illegible text]</i> and general counsel. <i>[Faint, illegible text]</i></p>

Original articles	Revised articles after the proposed amendments
<p>Article 162</p> <p>...</p> <p>() ... and the general counsel</p>	<p>Article 1621</p> <p>...</p> <p>() ... and the general counsel</p>
	<p>Chapter 13 General Counsel</p>
	<p>Article 165</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>Article 166 <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><i>[Faint, illegible text]</i></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 resolution on a board resolution in respect of the Company’s shares <u>close</u></u></p>
<p>Article 209</p> <p><i>[Faint, illegible text]</i></p>	<p>Article 209²¹⁰</p> <p><i>[Faint, illegible text]</i></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>

Mr. CHEN Dayu (陳大宇), 1960, graduated from the Department of Mechanical Engineering, Tsinghua University, Beijing, China, in 1982. He has worked for Beijing Energy Investment (Group) Co., Ltd. (北京能源投資(集團)有限公司) since 2004, serving as the General Manager of Inner Mongolia Shangdu Power Co., Ltd. (內蒙古上都發電有限責任公司) from 2004 to 2006, the General Manager of Ningxia Jingneng Ningdong Power Co., Ltd. (寧夏京能寧東發電有限責任公司) from 2006 to 2010, the General Manager of Beijing Jingneng Gao'an屯燃氣熱電有限責任公司) from 2010 to 2011, the General Manager of Beijing Energy Group Co., Ltd. (北京能源集團有限責任公司) from 2011 to 2020, and the General Manager of Beijing Energy Group Co., Ltd. (北京能源集團有限責任公司) from 2020 to the present. He has also worked for Hebei Electric Power College (華北電力學院) from 1982 to 1984, and Tsinghua University (清華大學) from 2014 to the present.

Mr. GAO Yuming (高玉明), 1962, graduated from the Department of Mechanical Engineering, Tsinghua University, Beijing, China, in 1984. He has worked for Beijing Shijingshan Power Plant (北京石景山發電總廠) from 1984 to 2000, Beijing Jingneng Thermal Power Co., Ltd. (北京京能熱電股份有限公司) from 2000 to 2001, Inner Mongolia Kezhong (內蒙古科右中) from 2001 to 2002, Inner Mongolia Jingneng Fuxiang Power Co., Ltd. (內蒙古京能富祥發電有限公司) from 2002 to 2003, Inner Mongolia Jingke Power Co., Ltd. (內蒙古京科發電有限公司) from 2003 to 2011, Beijing Shizhuang Gas Thermal Power Co., Ltd. (北京上莊燃氣熱電有限公司) from 2011 to 2012, Beijing Shizhuang Gas Thermal Power Co., Ltd. (北京上莊燃氣熱電有限公司) from 2012 to 2013, Beijing Shizhuang Gas Thermal Power Co., Ltd. (北京上莊燃氣熱電有限公司) from 2013 to 2014, Beijing Shizhuang Gas Thermal Power Co., Ltd. (北京上莊燃氣熱電有限公司) from 2014 to 2015, Beijing Shizhuang Gas Thermal Power Co., Ltd. (北京上莊燃氣熱電有限公司) from 2015 to 2016, Beijing Shizhuang Gas Thermal Power Co., Ltd. (北京上莊燃氣熱電有限公司) from 2016 to 2017, Beijing Shizhuang Gas Thermal Power Co., Ltd. (北京上莊燃氣熱電有限公司) from 2017 to 2018, Beijing Shizhuang Gas Thermal Power Co., Ltd. (北京上莊燃氣熱電有限公司) from 2018 to 2019, Beijing Shizhuang Gas Thermal Power Co., Ltd. (北京上莊燃氣熱電有限公司) from 2019 to 2020, and Beijing Shizhuang Gas Thermal Power Co., Ltd. (北京上莊燃氣熱電有限公司) from 2020 to the present. He has also worked for Hebei Electric Power College (華北電力學院) from 1984 to 1986.



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(Stock Code: 00579)

**SUPPLEMENTAL NOTICE OF
THE FIRST EXTRAORDINARY GENERAL MEETING OF 2021**

本公司於2021年1月21日(即**Original Notice**)召開2021年第一次臨時股東大會，討論及通過有關事項。

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the Company has issued a supplemental notice of the First Extraordinary General Meeting of 2021 on January 21, 2021, to discuss and pass the following resolutions:

ORDINARY RESOLUTIONS

1. To elect Mr. [Name] as a director of the Company for a term of three years, starting from the date of the meeting.
2. To elect Mr. [Name] as a director of the Company for a term of three years, starting from the date of the meeting.

SPECIAL RESOLUTION

2. 北京京能清洁能源股份有限公司 2021 年第一次临时股东大会（即 2021 年第一次临时股东大会，下同）于 2021 年 10 月 20 日（即 2021 年 12 月 21 日）召开。

Beijing Jingneng Clean Energy Co., Limited
KANG Jian

2021 年 12 月 21 日

1. 北京京能清洁能源股份有限公司 2021 年第一次临时股东大会（即 2021 年第一次临时股东大会，下同）于 2021 年 12 月 21 日（即 2021 年 12 月 21 日）召开。
2. 北京京能清洁能源股份有限公司 2021 年第一次临时股东大会（即 2021 年第一次临时股东大会，下同）于 2021 年 12 月 21 日（即 2021 年 12 月 21 日）召开。
3. 北京京能清洁能源股份有限公司 2021 年第一次临时股东大会（即 2021 年第一次临时股东大会，下同）于 2021 年 12 月 21 日（即 2021 年 12 月 21 日）召开。
4. 北京京能清洁能源股份有限公司 2021 年第一次临时股东大会（即 2021 年第一次临时股东大会，下同）于 2021 年 12 月 21 日（即 2021 年 12 月 21 日）召开。