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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.)

(Stock Code: 00579)

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
PROPOSED CHANGE OF DOMESTIC AUDITOR**

1. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The board of directors (the “**Board**”) of Beijing Jingneng Clean Energy Co., Limited (the “**Company**”) hereby announces that on 16 November 2021, 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 Notice on Matters Related to Strengthening the Construction of the Board of Directors of Subsidiaries of the Municipal Enterprises (Exposure Draft) (《關於市管企業加強子企業董事會建設有關事項的通知(徵求意見稿)》) issued by the State-owned Asset Supervision and Administration of People Government of Beijing Municipality and the development needs of the Company for the purpose of enhancing the construction of the Board, implementing the functions and powers of the Board and improving the decision-making efficiency of the Company.

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

2. PROPOSED CHANGE OF DOMESTIC AUDITOR

The Board hereby announces that Grant Thornton LLP (Special General Partnership) (the “**Grant Thornton**”) retired as the domestic auditor of the Company due to the expiry of contract. Pursuant to the relevant regulations issued by the State-owned Assets Supervision and Administration Commission of People’s Government of Beijing Municipality, the Company’s auditing service was put out to invited tendering and Baker Tilly International Certified Public Accountants (Special General Partnership) (the “**Baker Tilly**”) won the bidding. The Board resolved to propose the appointment of Baker Tilly as the domestic auditor of the Company for the year of 2021, to hold office until the conclusion of the next annual general meeting of the Company, and to authorize the Board to determine their remuneration. The above resolution is subject to the approvals of the Shareholders.

The international auditor of the Company, Deloitte Touche Tohmatsu, remains unchanged.

Grant Thornton has confirmed that there are no matters in relation to the change of the domestic auditor of the Company which should be brought to the attention of the Shareholders. The Board and the audit committee of the Company are not aware of any matters in relation to the change of Domestic Auditor that need to be brought to the attention of the Shareholders. The Board and the audit committee of the Company have also confirmed that there is no disagreement or outstanding matters between Grant Thornton and the Company

3. GENERAL

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

By Order of the Board
Beijing Jingneng Clean Energy Co., Limited
KANG Jian
Deputy General Manager and Company Secretary

Beijing, the PRC
16 November 2021

As at the date of this announcement, the executive Directors of the Company are Mr. Zhang Fengyang, Mr. Chen Dayu, Mr. Gao Yuming and Mr. Cao Mansheng; the non-executive Directors of the Company are Mr. Ren Qigui, Ms. Li Juan and Mr. Wang Bangyi; and the independent non-executive Directors of the Company are Mr. Huang Xiang, Mr. Chan Yin Tsung, Mr. Xu Daping and Ms. Zhao Jie.

APPENDIX

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original articles	Revised articles after the proposed amendments
<p>Article 13 The operational objectives of the Company are: optimize industrial structure and improve enterprise efficiency with advanced technology and management experience, achieve good investment returns for the shareholders of the Company, and promote the development of clean energy and environmental protection in the capital.</p>	<p>Article 13 The operational objectives of the Company are: optimize industrial structure and improve enterprise efficiency with advanced technology and management experience, achieve good investment returns for the shareholders of the Company, and promote the development of clean energy and environmental protection in the capital.</p>
<p>Article 21 Beijing State-owned Capital Operation and Management Center holds 224,348,291 domestic investment shares, representing 2.721% in the Company's total share capital; </p>	<p>Article 21 Beijing State-owned Capital Operation and Management CenterLimited holds 224,348,291 domestic investment shares, representing 2.721% in the Company's total share capital; </p>

Original articles	Revised articles after the proposed amendments
<p>Article 66 The following external guarantees of the Company must be reviewed and passed at the general meeting:</p> <ol style="list-style-type: none"> (1) Any external guarantee by the Company or its subsidiary and any subsequent guarantee, whose total amount is equal to or more than 50% of the Company’s audited net assets; (2) Any external guarantee by the Company and any subsequent guarantee, whose total amount is equal to or more than 30% of the Company’s latest audited total assets; (3) To provide guarantee to entities with more than 70% debt equity ratio; (4) A single guarantee whose amount exceeds 10% of the latest audited net assets; (5) To provide guarantee for shareholders, actual controller and its associates; (6) Other guarantees which shall be passed at the general meeting as prescribed by the local stock exchange where the Company’s shares are listed and this Articles of Association. 	<p>Article 66 The following external guarantees of the Company must be reviewed and passed at the general meeting:</p> <ol style="list-style-type: none"> (1) Any external guarantee by the Company or its subsidiary and any subsequent guarantee, whose total amount is equal to or more than 50% of the Company’s audited net assets; (2) Any external guarantee by the Company and any subsequent guarantee, whose total amount is equal to or more than 30% of the Company’s latest audited total assets; (3) To provide guarantee to entities with more than 70% debt equity ratio; (4) A single guarantee whose amount exceeds 10% of the latest audited net assets; (5) To provide guarantee for shareholders, actual controller and its associates; (6) Other guarantees which shall be passed at the general meeting as prescribed by the local stock exchange where the Company’s shares are listed and this Articles of Association. <p><u>The term “external guarantees” in this article refers to the guarantees provided by the Company to others, excluding the guarantees provided by the Company to its subsidiaries.</u></p>

Original articles	Revised articles after the proposed amendments
<p>Article 138 The board of directors exercises the following functions and powers:</p> <ol style="list-style-type: none"> (1) to be responsible for the convening of general meetings and report its work to the general meetings; (2) to implement resolutions of the general meetings; (3) to decide on the Company’s business plans and investment plans; (4) to formulate the annual financial budgets and final accounts of the Company; (5) to formulate the Company’s profit distribution plans and plans on making up losses; (6) to formulate proposal for the Company to increase or decrease of its registered capital, issue corporate bonds or other securities and listing thereof; (7) to formulate plans for mergers, divisions, dissolution and alteration of corporate form of the Company; (8) to formulate plans for the Company’s substantial acquisitions and purchase of shares of the Company; 	<p>Article 138 The board of directors exercises the following functions and powers:</p> <ol style="list-style-type: none"> (1) to be responsible for the convening of general meetings and report its work to the general meetings; (2) to implement resolutions of the general meetings; (3) to decide on the Company’s <u>development strategies, medium and long term development plans,</u> business plans and investment plans; (4) to formulate the annual financial budgets and final accounts of the Company; (5) to formulate the Company’s profit distribution plans and plans on making up losses; (6) to formulate proposal for the Company to increase or decrease of its registered capital, issue corporate bonds or other securities and listing thereof; (7) to formulate plans for mergers, divisions, dissolution and alteration of corporate form of the Company; (8) to formulate plans for the Company’s substantial acquisitions and purchase of shares of the Company;

Original articles	Revised articles after the proposed amendments
(9) within the scope authorized by the general meeting, to decide, among others, the Company's external investment, purchase and sale of assets, provision of securities on the company's assets, matters on external guarantees, wealth management entrustment, related party transactions;	(9) within the scope authorized by the general meeting, to decide, among others, the Company's external investment, purchase and sale of assets, provision of securities on the company's assets, matters on external guarantees, wealth management entrustment, related party transactions;
(10) to decide on establishment of internal management organizations of the Company;	(10) to decide on establishment of internal management organizations of the Company;
(11) to determine the setup of the specialized committees under the board of directors, appoint or dismiss the chairman of such committees;	(11) to determine the setup of the specialized committees under the board of directors, appoint or dismiss the chairman of such committees;
(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 general counsel and to decide on their remunerations;	(12) to appoint or dismiss general manager and secretary to the board of directors, <u>and to decide on their remunerations, awards and punishment;</u> in accordance with the nominations by general manager, to appoint or dismiss deputy general managers, chief accountant and general counsel and to decide on their remunerations, <u>awards and punishment;</u> <u>to decide on employees' wages, benefits, awards and punishment;</u>
(13) to formulate the basic management system of the Company;	(13) to formulate <u>determine</u> the basic management system of the Company;
.....

Original articles	Revised articles after the proposed amendments
<p>Article 140 The board of directors may set up specialized committees such as the Strategic Committee, Audit Committee, Remuneration and Nomination Committee to advise the board of directors on major decisions.</p>	<p>Article 140 The board of directors may set up specialized committees such as the Strategic Committee, Audit Committee, Remuneration and Nomination Committee <u>and Legal and Compliance Management Committee</u> to advise the board of directors on major decisions.</p>
<p>Article 145 The notice of board meetings may be delivered in the manners as set out in Article 244 of the Articles of Association.</p> <p>.....</p>	<p>Article 145 The notice of board meetings may be delivered in the manners as set out in Article 244<u>6</u> of the Articles of Association.</p> <p>.....</p>
<p>Article 148 Except for the consideration on the related party transactions by the board of directors as set out in Article 151, the board meeting shall not be held unless more than one half of the directors are present.</p> <p>.....</p>	<p>Article 148 Except for the consideration on the related party transactions by the board of directors as set out in Article 151<u>0</u>, the board meeting shall not be held unless more than one half of the directors are present.</p> <p>.....</p>

Original articles	Revised articles after the proposed amendments
<p>Article 161 The Company’s general manager shall be accountable to the Board of Directors and shall exercise the following functions and powers:</p> <ol style="list-style-type: none"> (1) lead the Company’s production, operation and management, and report to the board of directors; (2) organize resources to carry out the Board’s resolutions; (3) organize the implementation of the Company’s annual business plan and investment plan formulated by the board of directors; (4) draft plans for the establishment of the Company’s internal management structure; (5) draft the basic management system of the Company; (6) formulate detailed rules and regulations of the Company; (7) propose the appointment or dismissal of the Company’s deputy general manager(s), chief accountant and the general counsel to the Board; 	<p>Article 161 The Company’s general manager shall be accountable to the Board of Directors and shall exercise the following functions and powers:</p> <ol style="list-style-type: none"> (1) lead the Company’s production, operation and management, and report to the board of directors; (2) organize resources to carry out the Board’s resolutions; (3) organize the implementation of the Company’s annual business plan and investment plan formulated by the board of directors; (4) draft plans for the establishment of the Company’s internal management structure; (5) draft the basic management system of the Company; (6) formulate detailed rules and regulations of the Company; (7) propose the appointment or dismissal of the Company’s deputy general manager(s), chief accountant and the general counsel to the Board;

Original articles	Revised articles after the proposed amendments
<p>(8) appoint or dismiss other management members other than those required to be appointed or dismissed by the Board;</p> <p>(9) exercise other powers conferred by the Articles of Association or the board of directors.</p> <p>In determining the substantial operational and management issues of the Company, the management team of the Company shall first seek opinions from the Party Committee of the Company.</p> <p>.....</p>	<p>(8) appoint or dismiss other management members other than those required to be appointed or dismissed by the Board;</p> <p><u>(9) propose employees' wages, benefits, awards and punishment plans and decide on the employees' recruitment and dismissal;</u></p> <p>(910) exercise other powers conferred by the Articles of Association or the board of directors.</p> <p>In determining the substantial operational and management issues of the Company, the management team of the Company shall first seek opinions from the Party Committee of the Company.</p> <p>.....</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.

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.