

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



Beijing Jingneng Clean Energy Co., Limited

北京京能清潔能源電力股份有限公司

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.

APPOINTMENT OF GENERAL MANAGER

The Board further announces that Mr. Chen Dayu (陳大宇, “**Mr. Chen**”) 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:

Mr. CHEN Dayu, 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.

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. 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
Beijing Jingneng Clean Energy Co., Limited
KANG Jian
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.

APPENDIX

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original articles	Revised articles after the proposed amendments
Article 2	Article 2 <div>_____</div> <div>_____</div> <u>Unified Social Credit Code (registration number 91110000101718150E)</u> granted.
Article 4	Article 4 <div>_____ <u>District</u></div> <div>_____ <u>87407188/87407189</u></div> <div>_____ <u>87407187</u></div>
Article 8	Article 8 <div>_____</div> <div>_____ <u>with the approval from relevant departments and regulatory authorities of the PRC</u></div> <div>_____ <u>company registration authority</u></div>

Original articles	Revised articles after the proposed amendments
<p>Article 9</p>	<p>Article 9</p> <p><u>, general counsel</u></p> <p><u>and the term “general counsel” shall refer² to the “general counsel” in the Measures for Administration of the Legal Advisors of the State-owned Enterprises (Order No. 6 of the SASAC).</u></p>
<p>Article 21</p>	<p>Article 21</p> <hr/> <p><u>Beijing Energy Holding Co., Ltd.</u></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>Article 34</p> <p><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 48</p>	<p>Article 48</p> <p style="text-align: right;"><u>relevant fee not exceeding</u> _____</p> <p style="text-align: right;">_____</p> <p style="text-align: right;">_____</p> <p style="text-align: right;">_____</p> <p style="text-align: right;">- <u>to the Company</u></p>
<p>Article 49</p>	<p>Article 49</p> <p>_____</p> <p>_____</p> <p>_____</p> <p>_____</p> <p>_____</p> <p>_____</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>Article 56</p> <p>_____</p> <p>_____</p> <p><u>to make a copy</u></p> <p><u>copies of</u></p> <p>_____</p> <p><u>report</u></p> <p>_____</p> <p>_____</p> <p><u>company registration authority</u></p> <p><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

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

Original articles	Revised articles after the proposed amendments
<p>Article 81</p>	<p>Article 81<u>80</u></p> <p>_____</p> <p>_____ <u>15 days or 10 clear business days (whichever is longer) (the extraordinary general meeting) or 20 clear business days (the annual general meeting) before the date of convening such meeting.</u></p> <p>_____</p> <p><u>domestic</u></p> <p><u>of shareholders</u></p>
<p>Article 113</p>	<p>Article 113<u>2</u></p> <p>_____</p> <p>_____ <u>—114 —118 The quorum for convening such general meeting of shareholders shall be the holders holding at least one third of the issued shares of relevant class.</u></p>

Original articles	Revised articles after the proposed amendments
<p>Article 128</p>	<p>Article 128<u>7</u></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>Article 139<u>8</u></p> <p><u>general counsel</u></p> <p><u>and</u></p> <p><u>representatives conference</u></p> <p><u>employees'</u></p>

Original articles	Revised articles after the proposed amendments
<p>Article 145</p>	<p>Article 1454</p> <p>— <u>four times</u> , <u>about once</u> <u>every quarter</u></p> <p>— <u>14</u></p>
<p>Article 146</p>	<p>Article 1465</p>
<p>Article 160</p>	<p>Article 160159</p> <p><u>general counsel</u>² <u>and one</u> <u>general counsel</u> — ² <u>and</u></p>

Original afaccles	Revised afaccles after the proposed amendments
Afaccle 162	<p data-bbox="810 223 959 257"><u>Afaccle 161</u></p> <p data-bbox="1091 540 1390 591"><u>and the general counsel²</u></p>
	<u>Chapter 13 General Counsel</u>
	<p data-bbox="810 791 954 821"><u>Afaccle 165</u></p> <p data-bbox="810 829 1390 1044"><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 data-bbox="810 1093 1390 1495"><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><u>Article 1923</u></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 style="text-align: center;"><u>close</u></p>
<p>Article 209</p>	<p><u>Article 209210</u></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
Article 253	<p>Article 2534</p> <p>_____</p> <p>_____ <u>the company registration authority</u></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.