THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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DEFINITIONS

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DEFINITIONS



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)

12 _I . 1 - 2021

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION PROPOSED APPOINTMENT OF EXECUTIVE DIRECTORS AND SUPPLEMENTAL NOTICE OF

2. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

3. PROPOSED APPOINTMENT OF EXECUTIVE DIRECTORS

(Mr. Chen-) ... | ... | (Mr. Gao-) ... | (Mr. Gao-) ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... | ... |

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5. RECOMMENDATION

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Beijing Jingneng Clean Energy Co., Limited KANG Jian

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| Original articles | Revised articles after the proposed amendments | |
|-------------------------|---|---|
| Article 2 | Article 2 | |
| (-1, 110000002224112) | Unified Social Credit Code (registration number 91110000101718150E) | |
| Article 4 | Article 4 | |
| 11 , 1 | 11 , 1 | |
| Article 8 |)1 , (,)0. (,), (,,,,)1., (,),1(,,)12 , (,) |)\\\ \tau_{\\ \tau_{\tau_{\\ \tau_{\tau_{\\ \tau_{\\ \tau_{\tau_{\\ \tau_{\\ \\ \tau_{\\ \tau_{\\ \tau_{\\ \\ \\ \\ \\ \\ \\ \\ \\ \\ \\ \\ \\ |
| | | , - |

| Original articles | Revised articles after the proposed amendments |
|---|--|
| Article 9 | Article 9 |
| | general counsel |
| Article 21 | |
| ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, | |

| Original articles | Revised articles after the proposed amendments |
|--|---|
| Article 33 | and without violation of the requirements of laws, regulations, the rules of the places where the Company's shares are listed and this Articles of Association, |
| | |
| (2) | (2) |
| (3) | (3) Using shares for the purpose of employee stock ownership plan or share incentive plan |
| (4) (1) (1) (2) (2) (3) (4) (1) (4) (4) (5) (6) (6) (7) (7) (7) (7) (7) (7) (7) (7) (7) (7 | (4) (1) (1) (2) (2) (2) (3) (4) (5) (6) (6) (7) (7) (7) (7) (7) (7) (7) (7) (7) (7 |
| () ! | (5) Using shares for the conversion of corporate bonds which are convertible into shares issued by the Company; |
| | (6) As necessary for maintaining the value of the Company and safeguarding the rights and interests of shareholders; |
| | gane melly and gan |

| Original articles | Revised articles after the proposed amendments |
|-------------------|--|
| | 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. |
| Article 34 | 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. |

Original articles

Article 36

Revised articles after the proposed amendments

Article 36

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.

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.

| Original articles | Revised articles after the proposed amendments |
|-------------------|--|
| Article 48 | Article 48 |
| (1) | relevant fee not exceeding \$\frac{1}{2}\$. |
| Article 49 | Article 49 |
| | 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. |

| Original articles | Revised articles after the proposed amendments |
|--------------------|--|
| Article 56 | Article 56 |
| | |
| | |
| 2 | 2 |
| () ₁₁ , | (.) copies of |
| (),, | company registration authority |
| | 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). |

| Original articles | Revised articles after the proposed amendments | |
|---|--|-------------|
| | merely out of such reason. | |
| Article 58 | Article 58 | |
| | [1 | |
| Article 77 / , , , , , , , , , , , , , , , , , , | Article 77 Article 77 4— 20 clear business Article 77 4— 20 clear business Article 77 Article 77 |)12.3 / . (|
| | | |

| Original articles | Revised articles after the proposed amendments |
|-------------------|--|
| Article 78 | This article has been deleted. |
| | |

| Original articles | Revised articles after the proposed amendments | |
|---|---|--|
| Article 80 | Article 8079 | |
| | | |
| (1) | | |
| (2) / , , , , , , , , , , , , , , , , , , | (2) / , , , , , , , , , , , , , , , , , , | |
| (3) | (3) | |
| (4) / , , , , , , , , , , , , , , , , , , | (4) / | |
| | (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. | |
| wast manner | Maria Maria | |

Original articles

Article 117

Revised articles after the proposed amendments

Article 1176

the period of issuing a written notice shall be the same as the period of issuing a written notice of a non-class meeting to be convened together with such class meeting, and the provisions of Article 77 of this Articles of Association shall apply.

| Original articles | Revised articles after the proposed amendments |
|-------------------|--|
| Article 128 | Article 128 <u>7</u> |
| | |

| Original articles | Revised articles after the proposed amendments |
|-------------------|--|
| Article 139 | Article 1398 |
| (12) | (12) |
| (22) | (22) |
| | representatives conference |

| Original articles | Revised articles after the proposed amendments |
|-------------------|--|
| Article 145 | Article 1454 |
| | four times -, about once every quarter. |
| | |
| Article 146 | Article 146 <u>5</u> |
| | |
| Article 160 | Article 160 159 |
| | and one |

| Original articles | Revised articles after the proposed amendments |
|---|--|
| Article 162 | Article 162 <u>1</u> |
| | |
| (a) 12, (a) 11, (b) (b) (b) (c) | and the general counsel |
| | Chapter 13 General Counsel |
| | Article 165 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. |
| | 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. |

| Original articles | Revised articles after the proposed amendments |
|-------------------|---|
| Article 102 | Article 166 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. 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. |
| Article 192 | 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,,,,,,, . |
| Article 209 | Article 209210 200 200 200 200 200 200 20 |

| Original articles | Revised articles after the proposed amendments |
|--|--|
| Article 253 | Article 253 <u>4</u> |
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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.

BIOGRAPHICAL DETAILS OF THE CANDIDATES OF EXECUTIVE DIRECTORS

a aprilipe allower to petropode in a compact of a compact (北京能源投資(集團)有限公司) - 2004 - - 2006 - - 1006 - - 「」」、_人」、」「、」、「、」、、、、、、、、、、、、(寧夏京能寧東發電有限責任公司)、「「 2. (北京京能高安屯燃氣熱電有限責任公司) 2. 1. 2010 2. 2010 2. 2011 2. 2 was soft a regular contract of the contract following it is a state of 201 ... 201 ... 201 ... 201 with the continuity of the con and the second s in an appearance of a stranger continue of the stranger of the المريد ال 1 year 2020. 1 2020. 1 - 2020. 1 - 2020. 1 - 2020. 1 - 2020. 1 - 2020. 1 - 2020. 1 - 2020. 1 - 2020. 1 - 2020. المصابقا والمجارة والمراج والمحارة والمحارة والمحارة والمحارة والمحارة والمحارة والمحارة والمحارة والمحارة - ハバン , ハス・ハー・・・・・・・・・・・・・・・・ (清華大學) ... , ... 2014, والمستوان وماكنون والمنكر والمستوالين والمستوال

京石景山發電總廠)--- 1111 1、 1 2000 / والمراب والمحالية والمراب والمراب والمراجع والمحالية والمراب والمراجع والمحالم المراجع والمراجع والمرا 2020. I am led was a sugar of a some long the selection of a sugar of a sugar بالمرينيان



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SUPPLEMENTAL NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2021

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- 2. Service of specific property of the control of t

SUPPLEMENTAL NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2021

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