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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11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 period ending 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 period ending 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 approved a dividend of \$10.00 per share for the year ending December 31, 2021. The dividend is payable to the stockholders of the Corporation on January 2, 2022. The dividend is payable to the stockholders of the Corporation who are registered as of December 2, 2021. The dividend is payable to the stockholders of the Corporation who are registered as of December 2, 2021.

The Board of Directors of the Corporation has approved a dividend of \$10.00 per share for the year ending December 31, 2020. The dividend is payable to the stockholders of the Corporation on January 2, 2021. The dividend is payable to the stockholders of the Corporation who are registered as of December 2, 2020. The dividend is payable to the stockholders of the Corporation who are registered as of December 2, 2020.

The Board of Directors of the Corporation has approved a dividend of \$10.00 per share for the year ending December 31, 2019. The dividend is payable to the stockholders of the Corporation on January 2, 2020. The dividend is payable to the stockholders of the Corporation who are registered as of December 2, 2019. The dividend is payable to the stockholders of the Corporation who are registered as of December 2, 2019.

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>11, 11.1</p> <p>10002</p> <p>010- 44</p> <p>010- 44 3</p>	<p>Article 4</p> <p>11, 11.1</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, including the phrase "general manager" which is to be replaced.</p>	<p>Article 9</p> <p>Revised text of Article 9, including the phrase "<u>general counsel</u>" and the full name of the legal advisory body: "<u>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)</u>".</p>
<p>Article 21</p> <p>Original text of Article 21, including the phrase "general manager" which is to be replaced.</p>	<p>Revised text of Article 21, including the phrase "general manager" which is to be replaced.</p>

Original articles	Revised articles after the proposed amendments
<p>Article 33</p> <p>Subject to the provisions of the Companies Act, 2013 and without violation of the requirements of the laws, regulations, the rules of the places where the Company's shares are listed and this Articles of Association, the Company may, subject to the approval of the Board of Directors, issue and allot shares in accordance with the provisions of the Companies Act, 2013 and the Articles of Association.</p> <p>(1) The Company may, subject to the provisions of the Companies Act, 2013 and the Articles of Association, issue and allot shares in accordance with the provisions of the Companies Act, 2013 and the Articles of Association.</p> <p>(2) The Company may, subject to the provisions of the Companies Act, 2013 and the Articles of Association, issue and allot shares in accordance with the provisions of the Companies Act, 2013 and the Articles of Association.</p> <p>(3) The Company may, subject to the provisions of the Companies Act, 2013 and the Articles of Association, issue and allot shares in accordance with the provisions of the Companies Act, 2013 and the Articles of Association.</p> <p>(4) The Company may, subject to the provisions of the Companies Act, 2013 and the Articles of Association, issue and allot shares in accordance with the provisions of the Companies Act, 2013 and the Articles of Association.</p> <p>(5) The Company may, subject to the provisions of the Companies Act, 2013 and the Articles of Association, issue and allot shares in accordance with the provisions of the Companies Act, 2013 and the Articles of Association.</p>	<p>Article 33</p> <p>Subject to the provisions of the Companies Act, 2013 and without violation of the requirements of the laws, regulations, the rules of the places where the Company's shares are listed and this <u>Articles of Association</u>, the Company may, subject to the approval of the Board of Directors, issue and allot shares in accordance with the provisions of the Companies Act, 2013 and the Articles of Association.</p> <p>(1) The Company may, subject to the provisions of the Companies Act, 2013 and the Articles of Association, issue and allot shares in accordance with the provisions of the Companies Act, 2013 and the Articles of Association.</p> <p>(2) The Company may, subject to the provisions of the Companies Act, 2013 and the Articles of Association, issue and allot shares in accordance with the provisions of the Companies Act, 2013 and the Articles of Association.</p> <p>(3) The Company may, subject to the provisions of the Companies Act, 2013 and the Articles of Association, issue and allot shares in accordance with the provisions of the Companies Act, 2013 and the Articles of Association. <u>Using shares for the purpose of employee stock ownership plan or share incentive plan</u></p> <p>(4) The Company may, subject to the provisions of the Companies Act, 2013 and the Articles of Association, issue and allot shares in accordance with the provisions of the Companies Act, 2013 and the Articles of Association.</p> <p>(5) <u>Using shares for the conversion of corporate bonds which are convertible into shares issued by the Company;</u></p> <p>(6) <u>As necessary for maintaining the value of the Company and safeguarding the rights and interests of shareholders;</u></p> <p>(7) The Company may, subject to the provisions of the Companies Act, 2013 and the Articles of Association, issue and allot shares in accordance with the provisions of the Companies Act, 2013 and the Articles of Association.</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 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.</i></p>	<p>Article 34 <i>As per 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 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.</i></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>Article 56</p> <p>The following documents shall be kept at the registered office of the Company:</p> <p>(1) the articles of association and the memorandum of association of the Company as they exist from time to time;</p> <p>(2) the minutes of the meetings of the directors and the shareholders;</p> <p>(3) the financial statements of the Company as they exist from time to time;</p> <p>(4) the accounts and financial statements of the Company as they exist from time to time;</p>	<p>Article 56</p> <p>The following documents shall be kept at the registered office of the Company:</p> <p>(1) the articles of association and the memorandum of association of the Company as they exist from time to time;</p> <p>(2) the minutes of the meetings of the directors and the shareholders to make a copy,</p> <p>(3) copies of the financial statements of the Company as they exist from time to time;</p> <p>(4) copies of the accounts and financial statements of the Company as they exist from time to time;</p> <p>(5) copies of the annual general meeting report of the Company as they exist from time to time;</p> <p>(6) copies of the annual general meeting report of the Company as they exist from time to time;</p> <p>(7) copies of the annual general meeting report of the Company as they exist from time to time;</p> <p>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).</p>

Original articles	Revised articles after the proposed amendments
<p><i>[Faint, illegible text]</i></p>	<p><i>[Faint, illegible text]</i> <u>merely out of such reason.</u></p>
<p>Article 58</p> <p><i>[Faint, illegible text]</i></p>	<p>Article 58</p> <p><i>[Faint, illegible text]</i> <u>from the date on which such resolution is passed.</u></p>
<p>Article 77</p> <p><i>[Faint, illegible text]</i></p>	<p>Article 77</p> <p><i>[Faint, illegible text]</i> <u>an annual</u> <u>20 clear business</u></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 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>...</p>	<p>Article 128<u>7</u></p> <p>...</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>... of the Association shall be the following:</p> <p>(12) ... shall be the following:</p> <p>(22) ... shall be the following:</p> <p>... shall be the following:</p>	<p>Article 1398</p> <p>... of the Association shall be the following:</p> <p>(12) ... shall be the following: and general counsel</p> <p>(22) ... shall be the following:</p> <p>... shall be the following: 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> to the Company’s shares</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>

SUPPLEMENTAL NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2021

SPECIAL RESOLUTION

2. 北京京能清洁能源股份有限公司董事会、监事会、高级管理人员及全体员工（以下简称“北京京能清洁能源股份有限公司”或“北京京能清洁能源”）于 2020 年 12 月 21 日（星期四）

Beijing Jingneng Clean Energy Co., Limited
KANG Jian

2021 年 12 月 21 日

北京京能清洁能源股份有限公司（以下简称“北京京能清洁能源”）于 2020 年 12 月 21 日（星期四）在北京京能清洁能源股份有限公司会议室召开了 2021 年第一次临时股东大会，会议审议通过了《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决议》。

会议

1. 审议通过了《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决议》（以下简称“**Supplemental Circular**”），该决议自 2021 年 12 月 21 日（星期四）起生效。
2. 审议通过了《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决议》（以下简称“**Supplemental Proxy Form**”）和《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决议》（以下简称“**Original Proxy Form**”），该决议自 2021 年 12 月 21 日（星期四）起生效。
3. 审议通过了《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决议》（以下简称“**Supplemental Proxy Form**”）和《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决议》（以下简称“**Original Proxy Form**”），该决议自 2021 年 12 月 21 日（星期四）起生效。
4. 审议通过了《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决议》（以下简称“**Supplemental Proxy Form**”）和《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决议》（以下简称“**Original Proxy Form**”），该决议自 2021 年 12 月 21 日（星期四）起生效。