
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this Supplemental Circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Beijing Jingneng Clean Energy Co., Limited**, you should at once hand this Supplemental Circular together with the enclosed Supplemental Proxy Form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

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

This Supplemental Circular shall be read in conjunction with the circular issued by the Company to its Shareholders and the Original Notice convening the EGM dated 31 December 2020.

A letter from the Board of the Company is set out on pages 3 to 6 of this Supplemental Circular.

A Supplemental Notice convening the EGM to be held at 10:00 a.m. on Friday, 19 February 2021 at No. 2 Meeting Room, 8th Floor, No. 6 Xibahe Road, Chaoyang District, Beijing, the PRC, is set out on pages 26 to 27 of this Supplemental Circular. A Supplemental Proxy Form for use at the EGM is enclosed with the Supplemental Notice and was also published on the website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>). If you intend to appoint a proxy to attend the EGM, you are requested to complete and return the Supplemental Proxy Form in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM (i.e., by no later than 10:00 a.m. on Thursday, 18 February 2021) or any adjournment thereof (as the case may be).

Completion and return of the Supplemental Proxy Form will not preclude you from attending and voting at the EGM should you so wish.

References to time and dates in this Supplemental Circular are to Hong Kong time and dates.

12 January 2021

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I – PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION	7
APPENDIX II – BIOGRAPHICAL DETAILS OF THE CANDIDATES OF EXECUTIVE DIRECTORS	25
SUPPLEMENTAL NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2021	26

DEFINITIONS

The following expressions have the meanings set out below unless the context requires otherwise:

“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors of the Company
“Company”	北京京能清潔能源電力股份有限公司 (Beijing Jingneng Clean Energy Co., Limited), a joint stock company incorporated in the PRC with limited liability, whose H Shares are listed on Hong Kong Stock Exchange
“Composite Document”	the composite document jointly issued by the Company and Beijing Energy Holding Co., Ltd. dated 31 December 2020, containing the details of the resolution to be considered and approved at the EGM
“Director(s)”	the director(s) of the Company
“EGM”	the first extraordinary general meeting of 2021 of the Company to be held at 10:00 a.m. on Friday, 19 February 2021 at No. 2 Meeting Room, 8th Floor, No. 6 Xibahe Road, Chaoyang District, Beijing, the PRC
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Original Notice”	the notice of the EGM of the Company dated 31 December 2020
“Original Proxy Form”	the form of proxy of the Company enclosed with the Original Notice
“PRC” or “China”	the People’s Republic of China and for the purpose of this Supplemental Circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the ordinary share(s) of RMB1.00 each in the share capital of the Company

DEFINITIONS

“Shareholder(s)”	the holder(s) of the ordinary share(s) of the Company
“Supplemental Circular”	the supplemental circular of the EGM dated 12 January 2021
“Supplemental Notice”	the supplemental notice of the EGM as set out on pages 26 to 27 of this Supplemental Circular
“Supplemental Proxy Form”	the supplemental form of proxy enclosed with the Supplemental Notice

LETTER FROM THE BOARD



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)

Executive Directors

ZHANG Fengyang (*Chairman*)

CAO Mansheng

Non-executive Directors

REN Qigui

LI Juan

WANG Bangyi

Independent non-executive Directors

HUANG Xiang

XU Daping

CHAN Yin Tsung

HAN Xiaoping

Registered Office:

Room 118, 1 Ziguang East Road,
Badaling Economic Development Zone
Yanqing District, Beijing
the PRC

Principal Place of Business in Hong Kong:

Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

12 January 2021

To the Shareholders

Dear Sir/Madam,

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

1. INTRODUCTION

We refer to the Composite Document and the Original Notice dated 31 December 2020 which contain the details of the resolution to be tabled before the EGM for Shareholder's approval. This Supplemental Circular should be read in conjunction with the Composite Document and the Original Notice.

LETTER FROM THE BOARD

The purpose of this Supplemental Circular is to provide you with details regarding the proposed amendments to the Articles of Association and the proposed appointment of executive Directors to enable you to make informed decisions on whether to vote for or against the resolutions to be proposed at the EGM.

2. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

We refer to the announcement of the Company dated 10 November 2020 in relation to the proposed amendments to the Articles of Association. The Board has resolved, among other things, to amend certain provisions of the Articles of Association, subject to the approval of the Shareholders.

The proposed amendments to the Articles of Association are made in accordance with the revisions of relevant laws and regulations, such as the Securities Law of the People's Republic of China, the Listing Rules and the Official Reply of the State Council regarding Adjusting the Application of Provisions to Matters Including the Notice Period for Convention of Shareholders' Meetings by Overseas Listed Companies (《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》) issued by the PRC State Council, and also for the purpose of implementing the requirements of rule of law construction.

Please refer to Appendix I to this Supplemental Circular for details of the proposed amendments to the Articles of Association.

3. PROPOSED APPOINTMENT OF EXECUTIVE DIRECTORS

We refer to the announcements of the Company dated 20 November 2020 and 12 January 2021 in relation to, among other things, the proposed appointment of executive Directors.

The Board resolved to nominate Mr. Chen Dayu (“**Mr. Chen**”) and Mr. Gao Yuming (“**Mr. Gao**”) as executive Directors, subject to the approval of the Shareholders. The terms of Mr. Chen and Mr. Gao's appointment as executive Directors shall commence upon the approval by the Shareholders and shall end on the expiry of the term of the fourth session of the Board. The Company will enter into service agreements with Mr. Chen and Mr. Gao upon the approval of their appointment by the Shareholders. Mr. Chen and Mr. Gao will not receive any director's salary or fee from the Company during their terms of office, and will receive relevant remuneration based on their management positions within the Company. The Company will disclose the remuneration of directors in its annual report each year.

The biographical details of Mr. Chen and Mr. Gao as of the date of this Supplemental Circular are set out in the Appendix II of this Supplemental Circular.

Save as disclosed in this Supplemental Circular, Mr. Chen and Mr. Gao 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 have 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.

LETTER FROM THE BOARD

In addition, neither Mr. Chen nor Mr. Gao has any interest 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 proposed appointment of Mr. Chen and Mr. Gao 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.

4. THE EGM

A Supplemental Notice convening the EGM to be held at 10:00 a.m. on Friday, 19 February 2021 at No. 2 Meeting Room, 8th Floor, No. 6 Xibahe Road, Chaoyang District, Beijing, the PRC, is set out on pages 26 to 27 of this Supplemental Circular. No Shareholder is required to abstain from voting in respect of the supplemental resolutions proposed at the EGM.

As a result of the additional resolutions proposed subsequent to the despatch of the Original Notice, the Original Notice and the Original Proxy Form for the EGM sent together with the Composite Document does not contain the additional resolutions proposed as set out in the Supplemental Circular. In this connection, a Supplemental Proxy Form for the EGM is enclosed with the Supplemental Notice. You are requested to complete and return the Original Proxy Form and the Supplemental Proxy Form for the EGM in accordance with the instructions printed thereon.

The Supplemental Proxy Form will not affect the validity of the Original Proxy Form duly completed by you in respect of the resolutions set out in the Original Notice. If you have completed and delivered the Original Proxy Form and validly appointed a proxy to attend and act for you at the EGM, but do not complete and deliver the Supplemental Proxy Form, your proxy will be entitled to vote at his/her discretion on the resolutions set out in the Supplemental Notice. If you do not complete and deliver the Original Proxy Form but have completed and delivered the Supplemental Proxy Form and validly appointed a proxy to attend and act for you at the EGM, unless otherwise instructed, your proxy will be entitled to vote at his/her discretion on the resolutions set out in the Original Notice. For the avoidance of doubt, should the proxies being appointed to attend the EGM under each of the Original Proxy Form and/or the Supplemental Proxy Form are different and more than one of the proxies attended the EGM, only the proxy validly appointed under the Original Proxy Form shall be designated to vote on all the resolutions at the EGM.

The resolutions proposed at the EGM will be voted by poll.

Please refer to the Original Notice for details in respect of other resolution to be considered and passed at the EGM, eligibility for attending the EGM, proxy, registration procedures, closure of register of members and other relevant matters.

LETTER FROM THE BOARD

5. RECOMMENDATION

The Directors believe that the proposed resolutions in respect of the proposed amendments to the Articles of Association and the proposed appointment of executive Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that Shareholders vote in favour of the relevant resolutions set out in the Supplemental Notice.

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

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Original articles	Revised articles after the proposed amendments
<p>Article 2 with the Enterprise Legal Person Business License (registration number 110000002224112) granted.</p>	<p>Article 2 with the Enterprise Legal Person Business License (registration number 110000002224112) <u>Unified Social Credit Code (registration number 91110000101718150E)</u> granted.</p>
<p>Article 4 Address of the Company: Room 118, No.1 Zi Guang East Road, Badaling Economic Development Zone, Yanqing County, Beijing Postal code: 100028 Telephone No.: 010-64469988 Fax No.: 010-64469736</p>	<p>Article 4 Address of the Company: Room 118, No.1 Zi Guang East Road, Badaling Economic Development Zone, Yanqing CountyDistrict, Beijing Postal code: 100028 Telephone No.: 010- 6446998887407188/87407189 Fax No.: 010-6446973687407187</p>
<p>Article 8 Approved through a resolution at the general meeting and by relevant authorities of the state, this Articles of Association takes effect on the day when the overseas listed foreign shares issued by the Company are listed and commence dealings in The Stock Exchange of Hong Kong Limited. From the effective date of this Articles of Association, this Articles of Association shall replace the previous articles of association of the Company which has been filed with the industry and commerce administration.</p>	<p>Article 8 Approved through a resolution at the general meeting and by relevant authorities of the state, this Articles of Association takes effect on the day when the overseas listed foreign shares issued by the Company are listed and commence dealings in the Stock Exchange of Hong Kong Limited <u>with the approval from relevant departments and regulatory authorities of the PRC.</u> From the effective date of this Articles of Association, this Articles of Association shall replace the previous articles of association of the Company which has been filed with the industry and commerce administration <u>company registration authority.</u></p>

Original articles	Revised articles after the proposed amendments
<p>Article 9</p> <p>The term “senior officers” in this Articles of Association refers to the general manager, deputy general manager, secretary to the board of directors, chief accountant and other personnel expressly appointed by the board of directors as the Company’s senior officers. The term “general manager”, “deputy general manager” shall refer to the “general manager” and “deputy general manager” in the Company law, and the term “chief accountant” shall refer to “chief financial officer” in the Company Law.</p>	<p>Article 9</p> <p>The term “senior officers” in this Articles of Association refers to the general manager, deputy general manager, secretary to the board of directors, chief accountant, <u>general counsel</u> and other personnel expressly appointed by the board of directors as the Company’s senior officers. The term “general manager”, “deputy general manager” shall refer to the “general manager” and “deputy general manager” in the Company Law, and the term “chief accountant” shall refer to “chief financial officer” in the Company Law, <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>Beijing Energy Investment Holding Co., Ltd. holds 5,081,793,482 domestic shares, representing 61.639% in the Company’s total share capital;</p> <p>.....</p>	<p>Article 21</p> <p>Beijing Energy Investment Holding Co., Ltd. <u>Beijing Energy Holding Co., Ltd.</u> holds 5,081,793,482 domestic shares, representing 61.639% in the Company’s total share capital;</p> <p>.....</p>

Original articles	Revised articles after the proposed amendments
<p>Article 33 The Company may, in the following circumstances, repurchase its own issued outstanding shares according to legal procedure following the adoption of a pertinent resolution in accordance with the procedures provided for in this Articles of Association, and submission to and approval by the relevant State authorities:</p> <p>(1) Cancellation of shares in order to reduce its registered capital;</p> <p>(2) Merger with another company holding shares in the Company;</p> <p>(3) As a token of reward, distribution of shares to staff of the Company;</p> <p>(4) Acquisition of shares held by shareholders (upon their request) who vote against any resolution proposed in any general meeting on the merger or division of the Company;</p> <p>(5) Other circumstances where the law and administrative regulations so permit.</p>	<p>Article 33 The Company may, in the following circumstances <u>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</u>, repurchase its own issued outstanding shares according to legal procedure following the adoption of a pertinent resolution in accordance with the procedures provided for in this Articles of Association, and submission to and approval by the relevant State authorities:</p> <p>(1) Cancellation of shares in order to reduce its registered capital;</p> <p>(2) Merger with another company holding shares in the Company;</p> <p>(3) As a token of reward, distribution of shares to staff of the Company<u>Using shares for the purpose of employee stock ownership plan or share incentive plan;</u></p> <p>(4) Acquisition of shares held by shareholders (upon their request) who vote against any resolution proposed in any general meeting on the merger or division of the Company;</p> <p><u>(5) Using shares for the conversion of corporate bonds which are convertible into shares issued by the Company;</u></p> <p><u>(6) As necessary for maintaining the value of the Company and safeguarding the rights and interests of shareholders;</u></p> <p>(57) Other circumstances where the law and administrative regulations so permit.</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 With approval from relevant state authorities to repurchase its own shares, the Company may proceed in any one of the following manners:</p> <p>.....</p>	<p>Article 34 With approval from relevant state authorities to repurchase its own shares, the Company may proceed in any one of the following manners <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> <p>.....</p>

Original articles	Revised articles after the proposed amendments
<p>Article 36 After buying back its own share according to the provisions of Article 31 (1) (2) and (4) of the Articles of Association, the Company shall cancel or transfer such shares according to relevant laws, regulations and requirements of the listing rules within the prescribed time limit. Share purchased according to article 31 (3) of the Articles of Association shall not exceed the maximum proportion prescribed by the law and regulations, and such purchase shall be funded by after tax profit of the Company, and such shares shall be transferred to staff and employees within the specified time limit.</p>	<p>Article 36 After buying back its own share according to the provisions of Article 31 (1) (2) and (4) of the Articles of Association, the Company shall cancel or transfer such shares according to relevant laws, regulations and requirements of the listing rules within the prescribed time limit. Share purchased according to article 31 (3) of the Articles of Association shall not exceed the maximum proportion prescribed by the law and regulations, and such purchase shall be funded by after tax profit of the Company, and such shares shall be transferred to staff and employees within the specified time limit. <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) Any transfer instrument or other instrument which relates to share ownership or may affect share ownership must be registered, and HK\$2.50 (each transfer instrument) or such other higher fee determined by the board of directors (but such fees shall not exceed the maximum prescribed in the listing rules of the Hong Kong Stock Exchange from time to time) shall be paid for such registration;</p> <p>.....</p>	<p>Article 48</p> <p>(1) Any transfer instrument or other instrument which relates to share ownership or may affect share ownership must be registered, and relevant fee not exceeding HK\$2.50 (each transfer instrument) or such other higher fee determined by the board of directors (but such fees shall not exceed the maximum prescribed in the listing rules of the Hong Kong Stock Exchange from time to time) shall be paid to the Company for such registration;</p> <p>.....</p>
<p>Article 49 No changes resulting from share transfers may be made to the register of shareholders within 30 days prior to a shareholders' general meeting or 5 days prior to the reference date set by the Company for the purpose of distribution of dividends.</p>	<p>Article 49 No changes resulting from share transfers may be made to the register of shareholders within 30 days prior to a shareholders' general meeting or 5 days prior to the reference date set by the Company for the purpose of distribution of dividends. <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 Holders of ordinary shares of the Company shall enjoy the following rights:</p> <p>.....</p> <p>(5) To obtain relevant information in accordance with the Articles of Association of the Company, which shall include:</p> <p>.....</p> <p>2. Being entitled to access and make a copy, after payment of reasonable charges, of:</p> <p>(i) all parts of the register of shareholders;</p> <p>.....</p> <p>(vii) copy of the latest annual review report which has been filed with the Industry and Commerce Administration Bureau of the PRC or other competent authorities.</p> <p>.....</p>	<p>Article 56 Holders of ordinary shares of the Company shall enjoy the following rights:</p> <p>.....</p> <p>(5) To obtain relevant information in accordance with the Articles of Association of the Company, which shall include:</p> <p>.....</p> <p>2. Being entitled to access and make a copy, after payment of reasonable charges, <u>to make a copy</u>, of:</p> <p>(i) <u>copies of</u> all parts of the register of shareholders;</p> <p>.....</p> <p>(vii) copy of the latest annual review<u>report</u> which has been filed with the Industry and Commerce Administration Bureau of the PRC <u>company registration authority</u> or other competent authorities <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> <p>.....</p>

Original articles	Revised articles after the proposed amendments
<p>Where any person directly or indirectly having rights and interests fail to disclose such rights and interests, the Company shall not exercise its rights to harm any right of such person attached to the shares.</p>	<p>Where any person directly or indirectly having rights and interests fail to disclose such rights and interests, the Company shall not exercise its rights to harm any right of such person attached to the shares <u>merely out of such reason.</u></p>
<p>Article 58</p> <p>If the convening procedure or voting method of a general meeting or board meeting contravenes the law, administrative regulations or this Articles of Association, or if the contents of the resolutions of such meetings contravenes this Articles of Association, the shareholders can request the court to cancel the resolution within 60 days of the resolution.</p>	<p>Article 58</p> <p>If the convening procedure or voting method of a general meeting or board meeting contravenes the law, administrative regulations or this Articles of Association, or if the contents of the resolutions of such meetings contravenes this Articles of Association, the shareholders can request the court to cancel the resolution within 60 days <u>of the resolution from the date on which such resolution is passed.</u></p>
<p>Article 77</p> <p>Where a general meeting is convened by the Company, it shall issue a written notice 45 days prior to the meeting to notify all the registered shareholders of the matters proposed to be considered as well as the date and place of the meeting. Shareholders who intend to attend the general meeting shall deliver their written replies to the Company 20 days prior to the meeting.</p> <p>.....</p>	<p>Article 77</p> <p>Where <u>an annual</u> general meeting is convened by the Company, it shall issue a written notice <u>45 20 clear business</u> days prior to the meeting to notify all the registered shareholders of the matters proposed to be considered as well as the date and place of the meeting. Shareholders who intend to attend the general meeting shall deliver their written replies to the Company 20 days prior to the meeting. <u>Where an extraordinary general meeting is convened by the Company, it shall issue a notice 15 natural days or 10 clear business days (whichever is longer) prior to the meeting to notify all the registered shareholders. The “business day(s)” mentioned in the Articles of Association shall be the statutory business days announced by the Hong Kong government.</u></p> <p>.....</p>

Original articles	Revised articles after the proposed amendments
<p>Article 78</p> <p>The Company shall calculate the number of voting shares represented by the shareholders who intend to attend the meeting based on the written replies received 20 days prior to the holding of the general meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting reaches no less than one half of the total number of the Company’s voting shares, the Company may hold the general meeting. If not, the Company shall within five days inform the shareholders again by public notice of the matters to be considered as well as the date and place of the meeting. Upon notification by the public announcement, the Company may hold the general meeting. An extraordinary general meeting shall not decide on matters not specified in the notice or announcement.</p>	<p><u>This article has been deleted.</u></p>

Original articles	Revised articles after the proposed amendments
<p>Article 80 If a general meeting shall discuss the election of directors or supervisors, the notice of general meeting shall disclose full information of the candidates for directors and supervisors. It shall at least include the following:</p> <ul style="list-style-type: none">(1) Personal particulars such as: education background, work experience and other appointments;(2) Whether he/she has any connected relationship with the Company or the controlling shareholder and actual controller of the Company;(3) The number of shares of the Company he/she held;(4) Whether he/she is subject to any punishment by CSRC and other relevant securities regulatory authorities and sanctions by the stock exchange. <p>Each candidate of director or supervisor shall be individually proposed.</p>	<p>Article 8079 If a general meeting shall discuss the election of directors or supervisors, the notice of general meeting shall disclose full information of the candidates for directors and supervisors. It shall at least include the following:</p> <ul style="list-style-type: none">(1) Personal particulars such as: education background, work experience and other appointments;(2) Whether he/she has any connected relationship with the Company or the controlling shareholder and actual controller of the Company;(3) The number of shares of the Company he/she held;(4) Whether he/she is subject to any punishment by CSRC and other relevant securities regulatory authorities and sanctions by the stock exchange.(5) <u>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.</u> <p>Each candidate of director or supervisor shall be individually proposed.</p>

Original articles	Revised articles after the proposed amendments
<p>Article 81</p> <p>The public announcement referred to in the preceding paragraph shall be published in one or more newspapers or periodicals designated by the securities regulatory authority under the State Council within 45 and 50 days before holding of the meeting. Once the announcement is published, all holders of domestic-invested shares shall be deemed to have received the notice of the general meeting.</p>	<p>Article 8180</p> <p>The public announcement referred to in the preceding paragraph shall be published on one or more newspapers or periodicals designated by the securities regulatory authority under the State Council within 45 and 50 days before holding of the meeting <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> Once the announcement is published, all holders of domestic-invested <u>domestic</u> shares shall be deemed to have received the notice of the general meeting <u>of shareholders.</u></p>
<p>Article 113</p> <p>The Company shall not proceed to change or abrogate the shareholders’ rights of a class of shares unless such change or abrogation has been approved by way of a special resolution of the general meeting and by a separate class meeting of the affected shareholders of the class of shares in accordance with Articles 113 to 117.</p> <p>.....</p>	<p>Article 1132</p> <p>The Company shall not proceed to change or abrogate the shareholders’ rights of a class of shares unless such change or abrogation has been approved by way of a special resolution of the general meeting and by a separate class meeting of the affected shareholders of the class of shares in accordance with Articles 113<u>114</u> to 117<u>118</u>. <u>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> <p>.....</p>

Original articles	Revised articles after the proposed amendments
<p>Article 117</p> <p>When the Company is to hold a class meeting, it shall issue a written notice 45 days prior to the meeting informing all the registered shareholders of that class of the matters to be considered at the meeting as well as the date and place of the meeting. Shareholders who intend to attend the meeting shall, within 20 days prior to the day of the meeting, deliver their written replies to the Company of their attendance.</p> <p>If the number of the voting shares represented by the shareholders intending to attend the meeting is more than one half of the total number of voting shares of that class, the Company may hold the class meeting of shareholders. If not, the Company shall within five days inform the shareholders once again of the matters to be considered at the meeting and the date and place of the meeting in the form of a public announcement. Upon notification by public announcement, the Company may hold the class meeting.</p> <p>.....</p>	<p>Article 1176</p> <p>When the Company is to hold a class meeting, it shall issue a written notice 45 days prior to the meeting informing all the registered shareholders of that class of the matters to be considered at the meeting as well as the date and place of the meeting. Shareholders who intend to attend the meeting shall, within 20 days prior to the day of the meeting, deliver their written replies to the Company of their attendance.</p> <p>If the number of the voting shares represented by the shareholders intending to attend the meeting is more than one half of the total number of voting shares of that class, the Company may hold the class meeting of shareholders. If not, the Company shall within five days inform the shareholders once again of the matters to be considered at the meeting and the date and place of the meeting in the form of a public announcement. Upon notification by public announcement, the Company may hold the class meeting.<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 to be convened together with such class meeting, and the provisions of Article 77 of this Articles of Association shall apply.</u></p> <p>.....</p>

Original articles	Revised articles after the proposed amendments
<p>Article 128</p> <p>If the member of the directors fall below the minimum statutory requirement due to a director’s resignation, the notice of resignation of the resigning director will only become effective until a new director is appointed to fill the vacancy. The remaining members of the board should convene an extraordinary general meeting to elect a new director to fill the vacancy as soon as possible.</p> <p>.....</p>	<p>Article 128<u>7</u></p> <p>If the member of the directors fall below the minimum statutory requirement due to a director’s resignation, the notice of resignation of the resigning director will only become effective until a new director is appointed to fill the vacancy. The remaining members of the board should convene an extraordinary general meeting to elect a new director to fill the vacancy as soon as possible.</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> <p>.....</p>

Original articles	Revised articles after the proposed amendments
<p>Article 139 The board of directors exercises the following functions and powers:</p> <p>(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 and chief accountant and to decide on their remunerations;</p> <p>.....</p> <p>(22) in determining the substantial operational and management issues of the Company, the board of directors and management team shall first seek opinions from the Party Committee of the Company. The substantial operational and management issues of the Company include but not limited to:</p> <p>.....</p> <p>f. substantial and principal issues relating to the interests of the employees and need to be brought to the labor union;</p> <p>.....</p>	<p>Article 1398 The board of directors exercises the following functions and powers:</p> <p>(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 <u>and general counsel</u> and to decide on their remunerations;</p> <p>.....</p> <p>(22) in determining the substantial operational and management issues of the Company, the board of directors and management team shall first seek opinions from the Party Committee of the Company. The substantial operational and management issues of the Company include but not limited to:</p> <p>.....</p> <p>f. substantial and principal issues relating to the interests of the employees and need to be brought to the labor union<u>employees' representatives conference</u>;</p> <p>.....</p>

Original articles	Revised articles after the proposed amendments
<p>Article 145</p> <p>Regular meetings of the board of directors shall be held at least twice a year. Meetings of the board of directors shall be convened by the chairman of the board by giving a notice to all directors and supervisors ten days before the meeting is held.</p> <p>The Party Committee, chairman, any shareholder holding more than one tenth voting rights, more than one third of the directors, or the board of supervisors may propose the holding of an extraordinary meeting of the board of directors.</p> <p>.....</p>	<p>Article 1454</p> <p>Regular meetings of the board of directors shall be held at least twicefour times a year, about once every quarter. Meetings of the board of directors shall be convened by the chairman of the board by giving a notice to all directors and supervisors ten14 days before the meeting is held.</p> <p>The Party Committee, chairman, any shareholder holding more than one tenth voting rights, more than one third of the directors, or the board of supervisors may propose the holding of an extraordinary meeting of the board of directors.</p> <p>.....</p>
<p>Article 146</p> <p>The board meetings may be held by means of telephone conference or other similar communications equipment. So long as all participating directors can hear the other directors and communicate, all such participation shall constitute presence at the meeting as if those directors were present in person.</p>	<p>Article 1465</p> <p>The board meetings may be held by means of telephone conference or other similar communications equipment. So long as all participating directors can hear the other directors and communicate, all such participation shall constitute presence at the meeting as if those directors were present in person.</p>
<p>Article 160</p> <p>The Company shall have one general manager and several deputy general managers to assist the general manager and one chief accountant. The general manager, deputy general managers and chief accountant shall be hired and dismissed by the board of directors.</p>	<p>Article 160159</p> <p>The Company shall have one general manager and several deputy general managers to assist the general manager, one chief accountant and one general counsel. The general manager, deputy general managers and, chief accountant and general counsel shall be hired and dismissed by the board of directors.</p>

Original articles	Revised articles after the proposed amendments
<p>Article 162 The Company’s general manager shall be accountable to the board of directors and shall exercise the following functions and powers:</p> <p>.....</p> <p>(7) propose the appointment or dismissal of the Company’s deputy general manager(s) and chief accountant to the Board;</p> <p>.....</p>	<p>Article 1621 The Company’s general manager shall be accountable to the board of directors and shall exercise the following functions and powers:</p> <p>.....</p> <p>(7) propose the appointment or dismissal of the Company’s deputy general manager(s), chief accountant <u>and the general counsel</u> to the Board;</p> <p>.....</p>
	<p><u>Chapter 13 General Counsel</u></p>
	<p><u>Article 165</u> <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><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>A director shall not vote for a contract, transaction or arrangement in which he/she himself/herself or any of his/her associates has a material interest, or such director shall not be included in the quorum for a meeting.</p> <p>.....</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</u>A<u>director shall not vote on a board resolution in respect of</u> a contract, transaction or arrangement in which he/she himself/herself or any of his/her close associates has a material interest, or such director shall not be included in the quorum for a meeting.</p> <p>.....</p>
<p>Article 209 The Company shall publish two financial reports each fiscal year, namely an interim financial report within 60 days after the end of the first six months of the fiscal year and an annual financial report within 120 days after the end of the fiscal year.</p>	<p>Article 209210 The Company shall publish two financial reports each fiscal year, namely an interim financial report within 60 days after the end of the first six months of the fiscal year and an annual financial report within 120 days after the end of the fiscal year. <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
<p>Article 253 This Articles of Association are in Chinese. If it conflicts with a version in any other language, the Chinese version which was most recently filed and registered at Beijing Administration for Industry and Commerce shall prevail.</p>	<p>Article 2534 This Articles of Association are in Chinese. If it conflicts with a version in any other language, the Chinese version which was most recently filed and registered at Beijing Administration for Industry and Commerce <u>the company registration authority</u> shall prevail.</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.

Mr. CHEN Dayu (陳大宇), aged 50, is the general manager of the Company. Mr. Chen 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.

Mr. GAO Yuming (高玉明), aged 56. Mr. Gao served as the director of the environmental protection office of the production technology section of Beijing Shijingshan General Power Plant (北京石景山發電總廠) from August 1996 to May 2000; the director of environmental protection office, deputy director of desulfurization engineering department and the manager of the engineering project department of Beijing Jingneng Thermal Power Co., Ltd. (北京京能熱電股份有限公司) from May 2000 to December 2005; the executive deputy director of the preparation and construction office of the project in Horqin Right Middle Banner of Inner Mongolia (內蒙古科右中) from December 2005 to May 2007; the deputy general manager of Inner Mongolia Jingneng Fuxiang Power Generation Co. Ltd. (內蒙古京能富祥發電有限公司) from May 2007 to June 2008; the deputy general manager of Inner Mongolia Jingke Power Generation Co. Ltd. (內蒙古京科發電有限公司) from June 2008 to September 2011; the deputy general manager of Inner Mongolia Jingke Power Generation Co. Ltd. and the director of Haidian North Gas Cogeneration Project Preparation and Construction Office (海澱北部燃氣熱電冷聯供項目籌建處) from September 2011 to March 2012. Mr. Gao served in Beijing Shangzhuang Gas-Thermal Power Co., Ltd (北京上莊燃氣熱電有限公司) as the general manager from March 2012 to November 2017, the secretary of the Party Committee, executive director and general manager from November 2017 to January 2018 and the secretary of the Party Committee and the executive director from January 2018 to May 2020. He has been the secretary of the Party Committee and executive director of Beijing Jingqiao Thermal Power Co., Ltd. (北京京橋熱電有限責任公司) since May 2020. Mr. Gao graduated from the Department of Power Engineering of North China Electric Power University (華北電力學院) in 1987, majoring in environmental engineering and obtained a bachelor's degree in engineering.



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 NOTICE OF
THE FIRST EXTRAORDINARY GENERAL MEETING OF 2021**

Reference is made to the notice (the “**Original Notice**”) of the EGM dated 31 December 2020 which contains the details of the resolutions to be proposed at the EGM for Shareholders’ approval.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the EGM will be held as originally scheduled at 10:00 a.m. on Friday, 19 February 2021 at No. 2 Meeting Room, 8th Floor, No. 6 Xibahe Road, Chaoyang District, Beijing, the PRC for the purposes of considering and, if thought fit, passing the following resolutions, in addition to the resolutions set out in the Original Notice:

ORDINARY RESOLUTIONS

1. To consider and approve the proposed appointment of Mr. Chen Dayu as an executive Director of the Board in the fourth session.
2. To consider and approve the proposed appointment of Mr. Gao Yuming as an executive Director of the Board in the fourth session.

SUPPLEMENTAL NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2021

SPECIAL RESOLUTION

2. To consider and approve the proposed amendments to articles of association of the Company (full text of the resolution is set out in the announcement and supplemental circular of the Company dated 10 November 2020 and 12 January 2021 respectively).

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

Beijing, the PRC
12 January 2021

As at the date of this notice, the executive Directors of the Company are Mr. Zhang Fengyang 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. Han Xiaoping and Mr. Xu Daping.

Notes:

1. Details of the resolutions are set out in the supplemental circular of the Company dated 12 January 2021 (the “**Supplemental Circular**”). Unless otherwise defined in this supplemental notice, capitalised terms used in this supplemental notice shall have the same meaning as those defined in the Supplemental Circular.
2. A supplemental proxy form (the “**Supplemental Proxy Form**”) containing the resolutions mentioned above is enclosed with the Supplemental Circular. The proxy form issued by the Company along with the Original Notice (the “**Original Proxy Form**”) will remain valid and effective to the fullest extent applicable if correctly completed and lodged with the H Share Registrar of the Company.
3. Shareholders are entitled to appoint one or more proxies to attend the EGM, but only one of proxies can be designated to vote at the EGM. For the avoidance of doubt, should the proxies being appointed to attend the EGM under each of the Original Proxy Form and/or the Supplemental Proxy Form are different and more than one of the proxies attended the EGM, only the proxy validly appointed under the Original Proxy Form shall be designated to vote at the EGM.
4. For holders of H Shares, the Supplemental Proxy Form together with the power of attorney or other authorization document (if any) must be lodged at the H Share Registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong in person or by post not less than 24 hours before the time fixed for holding the EGM (i.e. no later than 10:00 a.m. on Thursday, 18 February 2021) or any adjournment thereof (as the case may be). Holders of H Shares can still attend and vote at the EGM upon completion and return of the Supplemental Proxy Form.
5. Please refer to the Original Notice for details in respect of other resolutions to be considered at the EGM, eligibility for attending the EGM, proxy, registration procedures, closure of register of members and other relevant matters.
6. References to time and dates in this supplemental notice are to Hong Kong time and dates.