

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint 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 joint announcement.

This joint announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of Beijing Jingneng Clean Energy Co., Limited nor shall there be any sale, purchase or subscription for securities of Beijing Jingneng Clean Energy Co., Limited in any jurisdiction in which such offer, solicitation or sale would be unlawful absent the filing of a registration statement or the availability of an applicable exemption from registration or other waiver.

This joint announcement is not for release, publication or distribution in or into any jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction.



北京能源集团有限责任公司
Beijing Energy Holding Co., Ltd.*

(A limited liability company incorporated in the People's Republic of China)



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)

JOINT ANNOUNCEMENT

**(1) VOLUNTARY CONDITIONAL OFFER BY CHINA SECURITIES
(INTERNATIONAL) CORPORATE FINANCE COMPANY LIMITED ON
BEHALF OF BEH TO ACQUIRE ALL OF THE ISSUED H SHARES IN THE
COMPANY (OTHER THAN THOSE ALREADY HELD BY BEH AND PARTIES
ACTING IN CONCERT WITH IT)**

**(2) PROPOSED VOLUNTARY WITHDRAWAL OF LISTING OF THE H
SHARES OF THE COMPANY**

Financial Adviser to BEH



Financial Adviser to the Company



Reference is made to (i) the Rule 3.5 Announcement dated 17 November 2020 jointly issued by the Company and BEH in relation to the H Share Offer and the Delisting; and (ii) the Composite Document dated 31 December 2020 jointly issued by the Company and BEH in relation to the H Share Offer and the Delisting. Capitalised terms used herein shall have the same meanings as those defined in the Composite Document unless the context otherwise requires.

LETTERS OF INTENT

BEH and the Company are pleased to inform the Shareholders that as at 7 January 2021, each of SAIF Partners IV L.P. and Goldwind New Energy (HK) Investment Limited (the “**Relevant Shareholders**”) has given a letter of intent (the “**Letters of Intent**” and each a Letter of Intent) in favour of BEH and CSCI regarding their intention to support the H Share Offer and the Delisting. SAIF Partners IV L.P. owned 173,532,000 H Shares as of the date of this joint announcement, representing approximately 6.13% of the total issued H Shares and approximately 11.53% of the total number of H Shares held by Independent H Shareholders. Goldwind New Energy (HK) Investment Limited owned 80,084,000 H Shares as of the date of this joint announcement, representing approximately 2.83% of the total issued H Shares and approximately 5.32% of the total number of H Shares held by Independent H Shareholders. The Relevant Shareholders collectively owned 253,616,000 H Shares as of the date of this joint announcement, representing approximately 16.85% of the total number of H Shares held by Independent H Shareholders.

Each of the Relevant Shareholders has confirmed its intention:

- (i) to exercise all voting rights attached to all of the H Shares for which it is the direct and/or indirect sole beneficial owner of or is otherwise able to control the exercise of all rights attaching to, in each case, as at the time of the EGM and the H Share Class Meeting in favour of the resolutions to be put forward to the EGM and the H Share Class Meeting to approve the Delisting; and
- (ii) to accept or procure acceptance of the H Share Offer in accordance with its terms in respect of all of the H Shares which it holds during the H Share Offer.

The Letters of Intent are not legally binding on the Relevant Shareholders, and if any of the Relevant Shareholders changes its intention, it shall notify BEH and CSCI.

The Letters of Intent shall terminate immediately upon the earlier of (i) H Share Offer having been withdrawn, lapsed or closed or (ii) six months after the date of the Letters of Intent.

WARNING

Nothing in the above statement should be taken as an invitation, solicitation or investment advice of any kind and neither BEH and the Company and the Relevant Shareholders, nor their respective subsidiaries, assumes any responsibility whatsoever for any loss howsoever arising from the use or reliance of any information set out above. The statements in the Letters of Intent were made without assuming any legal obligations and are non-binding on the part of the Relevant Shareholders. Further announcement will be made by BEH and the Company if the Relevant Shareholders inform them of any change of such intention.

The H Share Offer is conditional upon the satisfaction of the Conditions as described in the Composite Document in all aspects. Accordingly, the H Share Offer may or may not become unconditional and the issue of the Composite Document does not imply that the H Share Offer or the Delisting will be completed. Shareholders and/or potential investors of the Company should therefore exercise caution when dealing in the securities of the Company (including the H Shares and any options or rights in respect of them). Persons who are in doubt as to the action they should take should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.

By order of the board of directors
Beijing Energy Holding Co., Ltd.*
JIANG Fan
Chairman

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

Beijing, the PRC
11 January 2021

As at the date of this joint announcement, 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.

The Directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, the board of directors of BEH consists of Mr. Jiang Fan, Mr. Kan Xing, Mr. Wang Jing, Mr. Zhang Nengkun, Mr. Wang Chunge, Mr. Han Xiangdong and Mr. Wang Shuzhong.

The directors of BEH jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

* For identification purpose only