

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



中國能源建設股份有限公司

**CHINA ENERGY ENGINEERING CORPORATION LIMITED\***

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 3996)**

## **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The board of directors (the “**Board**”) of China Energy Engineering Corporation Limited (the “**Company**”) announced that, the Company proposed to make amendments to the Articles of Association of China Energy Engineering Corporation Limited (the “**Articles of Association**”), as approved at the meeting of the Board held on 29 April 2024.

Pursuant to the consultation conclusions of the Proposals to Expand the Paperless Listing Regime and Other Rule Amendments published by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in June 2023, relevant amendments to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on the Stock Exchange took effect from 31 December 2023, which specified that, among others, to the extent permitted under all applicable laws and regulations, the listed issuer shall (i) send or otherwise make available the corporate communication (as defined under the Listing Rules) to the relevant holders of its securities by electronic means, or (ii) make the corporate communication available on its website and the Stock Exchange’s website.

In view of the foregoing, and based on the actual condition of the Company, the Company proposed to amend the Articles of Association. Please refer to the appendix to this announcement for details of proposed amendments.

The proposed amendments to the Articles of Association are subject to the approval at the general meeting of the Company by way of a special resolution. Prior to the consideration and approval by the shareholders of the Company (the “**Shareholders**”), the existing Articles of Association will remain in force. A circular containing, among other things, the details of the proposed amendments to the Articles of Association, together with the notice of the general meeting, will be dispatched to the Shareholders in due course.

By Order of the Board

**CHINA ENERGY ENGINEERING CORPORATION LIMITED\***

**Song Hailiang**

*Chairman*

Beijing, the PRC  
29 April 2024

\* *For identification purpose only*

*As at the date of this announcement, the executive directors of the Company are Mr. Song Hailiang and Mr. Ma Mingwei; the non-executive directors are Mr. Li Shulei, Mr. Liu Xueshi and Mr. Si Xinbo; and the independent non-executive directors are Mr. Zhao Lixin, Mr. Cheng Niangao and Dr. Ngai Wai Fung.*

## APPENDIX

### COMPARISON TABLE OF AMENDMENTS TO ARTICLES OF ASSOCIATION

No.	Amended Article	Before amendment	After amendment
1	Article 1 of Chapter 1 of existing Articles of Association	<p><i>The Articles of Association of China Energy Engineering Corporation Limited</i> (hereinafter referred to as the “Articles”) are formulated in accordance with the <i>Company Law of the People’s Republic of China</i> (hereinafter referred to as the “Company Law”), <u><i>the Special Provisions of the State Council on the Offshore Offering of Shares and Listing of Companies Limited By Shares (hereinafter referred to as the “Special Provisions”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (hereinafter referred to as the “Mandatory Provisions”), the Letter Regarding Opinion on Supplementary Amendments to the Articles of Association of Companies to be Listed in Hong Kong, the</i></u> <i>Guidelines on Articles of Association of Listed Companies</i> (hereinafter referred to as the “Guidelines on Articles of Association”), <i>the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited</i> (hereinafter referred to as the “Hong Kong Listing Rules”), <i>the Constitution of the Communist Party of China</i> and relevant provisions of other laws, regulations and regulatory documents, for the purpose of protecting the legitimate rights and interests of China Energy Engineering Corporation Limited (hereinafter referred to as the “Company”), its shareholders and creditors, and regulating the organization and activities of the Company.</p>	<p><i>The Articles of Association of China Energy Engineering Corporation Limited</i> (hereinafter referred to as the “Articles”) are formulated in accordance with the <i>Company Law of the People’s Republic of China</i> (hereinafter referred to as the “Company Law”), <i>the Guidelines on Articles of Association of Listed Companies</i> (hereinafter referred to as the “Guidelines on Articles of Association”), <i>the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited</i> (hereinafter referred to as the “Hong Kong Listing Rules”), <i>the Constitution of the Communist Party of China</i> and relevant provisions of other laws, regulations and regulatory documents, for the purpose of protecting the legitimate rights and interests of China Energy Engineering Corporation Limited (hereinafter referred to as the “Company”), its shareholders and creditors, and regulating the organization and activities of the Company.</p>

No.	Amended Article	Before amendment	After amendment
2	Article 50 of Chapter 6 of existing Articles of Association	<p>.....</p> <p>(4) prior to the publication of its announcement of intention to issue a replacement certificate, the Company shall deliver to the stock exchange where the Company is listed a copy of the announcement to be published. The Company may publish the announcement upon receiving a confirmation from such stock exchange that the announcement has been exhibited at the premises of such stock exchange. The announcement shall be exhibited at the premises of such stock exchange for a period of ninety days. In case an application to issue a replacement certificate has been made without the consent of the registered holder of the relevant shares, the Company shall send <b>by post</b> to such registered shareholder <b>a copy of</b> the announcement to be published;</p>	<p>.....</p> <p>(4) prior to the publication of its announcement of intention to issue a replacement certificate, the Company shall deliver to the stock exchange where the Company is listed a copy of the announcement to be published. The Company may publish the announcement upon receiving a confirmation from such stock exchange that the announcement has been exhibited at the premises of such stock exchange. The announcement shall be exhibited at the premises of such stock exchange for a period of ninety days. In case an application to issue a replacement certificate has been made without the consent of the registered holder of the relevant shares, the Company shall send to such registered shareholder the announcement to be published;</p>

No.	Amended Article	Before amendment	After amendment
3	Article 70 of Chapter 8 of existing Articles of Association	<p>When the Company convenes an annual general meeting, <u>it shall issue a written notice</u> within twenty business days prior to the meeting <u>to the registered shareholders</u>. When the Company convenes an extraordinary general meeting, <u>it shall issue a written notice</u> within fifteen days or ten business days (whichever is longer) prior to the meeting <u>informing all the registered shareholders of the matters to be considered at the meeting as well as the time and venue of the meeting</u>.</p> <p>Regarding the calculation of the notice period, the date of the meeting shall not be included.</p> <p>Business day refers to a day on which the Hong Kong Stock Exchange is open for the business of trading in securities. <u>For notices given under this article, the date posted shall be the date of delivering the relevant notice to post office by the Company or the share registrar appointed by the Company.</u></p>	<p>When the Company convenes an annual general meeting, <u>it shall inform all shareholders by way of announcement</u> within twenty business days prior to the meeting. When the Company convenes an extraordinary general meeting, <u>it shall inform all shareholders by way of announcement</u> within fifteen days or ten business days (whichever is longer) prior to the meeting.</p> <p>Regarding the calculation of the notice period, the date of the meeting shall not be included.</p> <p>Business day refers to a day on which the Hong Kong Stock Exchange is open for the business of trading in securities.</p>
4	Article 75 of Chapter 8 of existing Articles of Association	<p>Notice of a general meeting shall be served on shareholders (whether or not entitled to vote at the general meeting) <u>by personal delivery or prepaid mail to their addresses as shown in the register of shareholders. For the holders of domestic shares of the Company, notice of the meeting may be issued by way of public notice.</u></p> <p><u>The public notice referred to in the preceding paragraph shall, subject to the compliance with the laws, regulations, regulatory documents, the listing rules of the place where the shares of the Company are listed and the Articles, be published in one or more newspapers designated by the securities regulatory authority of the State Council; after the publication of public notice, all holders of domestic shares shall be deemed to have received notice of the relevant general</u></p>	<p>Notice of a general meeting shall be served on shareholders (whether or not entitled to vote at the general meeting) <u>by way of announcement.</u></p>

No.	Amended Article	Before amendment	After amendment
		<p><u>meeting. For holders of H shares, subject to the compliance with the laws, administrative regulations, the listing rules of the place where the shares of the Company are listed and these Articles, the notice of a general meeting, circular of shareholders and relevant documents may be published on the website of the Company and the Hong Kong Stock Exchange.</u></p>	
5	Article 213 of Chapter 16 of existing Articles of Association	<p>The Company's financial reports shall be made available for shareholders' inspection at the Company twenty days before the date of every annual general meeting. Each shareholder shall be entitled to obtain a copy of the financial reports referred to in this Chapter.</p> <p>The Company shall (i) send <u>a copy of</u> its directors' report, financial report together with the balance sheet (including all annexes to the balance sheet as prescribed by the applicable laws), profit and loss account or income and expenditure statement, or (ii) summary financial report <u>to each holder of overseas listed foreign shares by pre-paid mail</u> at least twenty-one days before the convening of the annual general meeting. <u>The address of the recipient shall be the registered address as shown on the register of shareholders.</u></p>	<p>The Company's financial reports shall be made available for shareholders' inspection at the Company twenty days before the date of every annual general meeting. Each shareholder shall be entitled to obtain a copy of the financial reports referred to in this Chapter.</p> <p>The Company shall <u>disclose by way of announcement</u> (i) its directors' report, financial report together with the balance sheet (including all annexes to the balance sheet as prescribed by the applicable laws), profit and loss account or income and expenditure statement, or (ii) summary financial report at least twenty-one days before the convening of the annual general meeting.</p>
6	Article 237 of Chapter 17 of existing Articles of Association	<p>Prior to the removal or the non-reappointment of an accounting firm, notice of such removal or non-reappointment shall be given to the firm concerned and such firm shall be entitled to make representation at the general meeting. Where the accounting firm resigns from its post, it shall make clear to the general meeting whether there has been any impropriety on the part of the Company.</p> <p>(1) Any accounting firm may resign from its office by depositing at the Company's legal residence a resignation notice which shall become effective on the</p>	<p>Prior to the removal or the non-reappointment of an accounting firm, notice of such removal or non-reappointment shall be given to the firm concerned and such firm shall be entitled to make representation at the general meeting. Where the accounting firm resigns from its post, it shall make clear to the general meeting whether there has been any impropriety on the part of the Company.</p> <p>(1) Any accounting firm may resign from its office by depositing at the Company's legal residence a resignation notice which shall become effective on the</p>

No.	Amended Article	Before amendment	After amendment
		<p>date of such deposit or on such later date as may be stipulated in such notice. Such notice shall include the following: (i) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; (ii) a statement of any matters of which an account should be given.</p> <p>(2) Where a notice is deposited under the paragraph (1) of this Article, the Company shall within 14 days send a copy of the notice to the competent authority. If the notice contains a representation referred to in paragraph (1) (ii) of this Article, a copy of such representation shall be placed at the Company for shareholders' inspection. <b><u>The Company shall also send a copy of such representation to every holder of overseas listed foreign shares by way of the methods provided in these Articles or by prepaid post, and it shall be sent to the addresses recorded in the register of shareholders.</u></b></p>	<p>date of such deposit or on such later date as may be stipulated in such notice. Such notice shall include the following:(i) a statement to the effect that there are no circumstances connected with its resignation which it considers should be brought to the notice of the shareholders or creditors of the Company; (ii) a statement of any matters of which an account should be given.</p> <p>(2) Where a notice is deposited under the paragraph (1) of this Article, the Company shall within 14 days send a copy of the notice to the competent authority. If the notice contains a representation referred to in paragraph (1) (ii) of this Article, a copy of such representation shall be <b>announced and</b> placed at the Company for shareholders' inspection.</p>
7	Article 238 of Chapter 18 of existing Articles of Association	The merger or division of the Company shall be proposed by the board of directors of the Company and shall be approved in accordance with the procedures stipulated in these Articles. Approval shall also be sought as required by law. Shareholders who oppose the proposed merger or division of the Company may demand the Company or the shareholders who consent to such plan to purchase their shares at a fair price. A special document containing the Company's resolution on the merger or division shall be prepared for inspection by the shareholders.	The merger or division of the Company shall be proposed by the board of directors of the Company and shall be approved in accordance with the procedures stipulated in these Articles. Approval shall also be sought as required by law. Shareholders who oppose the proposed merger or division of the Company may demand the Company or the shareholders who consent to such plan to purchase their shares at a fair price. A special document containing the Company's resolution on the merger or division shall be prepared for inspection by the shareholders.

No.	Amended Article	Before amendment	After amendment
		<p><u>The aforesaid document shall also be dispatched to holders of overseas listed foreign shares by mail.</u></p>	
8	Article 257 of Chapter 21 of existing Articles of Association	<p><u>Unless otherwise specified in these Articles,</u> if a notice is issued by the Company to the shareholders of overseas listed foreign shares by way of announcement, the Company shall on the same day submit an electronic version of such announcement to the Hong Kong Stock Exchange through the electronic publishing system of the Hong Kong Stock Exchange for immediate release on the website of the Hong Kong Stock Exchange in accordance with the requirements of the local listing rules. Such announcement shall also be published on the website of the Company at the same time. <u>In addition, the notice shall be delivered to each of the registered addresses as set forth in the register of holders of overseas listed foreign shares by way of personal delivery or pre-paid mail so as to give the shareholders sufficient notice and time to exercise their rights or take any action in accordance with the terms of the notice.</u></p> <p><u>The notice of the Company for the convening of a general meeting, meeting of the board of directors and meeting of the board of supervisors shall proceed according to the Articles of Association.</u></p> <p><u>Holders of the Company's overseas listed foreign shares may elect in writing to receive corporate communication that the Company is required to deliver to shareholders either by electronic means or by post, and may also elect to receive either the Chinese or English version only, or both the Chinese and English versions. Such holders shall have the right to change their choices as to the manner of receiving and the language versions of the aforesaid</u></p>	<p>If a notice is issued by the Company to the shareholders of overseas listed foreign shares by way of announcement, the Company shall on the same day submit an electronic version of such announcement to the Hong Kong Stock Exchange through the electronic publishing system of the Hong Kong Stock Exchange for immediate release on the website of the Hong Kong Stock Exchange in accordance with the requirements of the local listing rules. Such announcement shall also be published on the website of the Company at the same time.</p>



No.	Amended Article	Before amendment	After amendment
		<u>information by giving a written notice to the Company in advance within a reasonable period in accordance with applicable procedures.</u>	