

L_... HS_... S... E... ,
 ... D_... M_... , 29 M_... 2021

E_... HS_... S... E... (10) ... 4:00 ... , 7 A_... 2021

L_... HS_... O_...
 ... HS_... O_... F_... C_... D_...
 (... HS_... O_... F_... C_... D_...) (8) ... M_... , 12 A_... 2021

N_...

(1) U_... H_... K_...

(2) T_... HS_... O_... T_... , 31 D_... 2020, ... C_... D_...

(3) T_... HS_... R_... , C_... H_... K_... I_... S_...
 L_... 17M F_... , H_... C_... , 183 Q_... R_... E_... , ... C_... , H_... K_... , F_... , 29 J_...
 2021 (... 20_... EGM_... HS_... C_... M_...). F_...
 ... I_... HS_... EGM_... HS_... C_... M_...

(4) T_... HS_... R_... , C_... H_... K_... I_... S_... L_... , 17M
 F_... , H_... C_... , 183 Q_... R_... E_... , ... C_... , H_... K_...
 ... C_... EGM_... HS_... C_... M_... (...
 ...) ... I_... HS_... EGM_... HS_... C_... M_... (...
 ...) ... I_... HS_... C_...
 ... 24_... EGM_... HS_... C_... M_... (...
 ...) ... I_...

(5) I_... HS_... O_... F_...
 C_... D_... I_... T_... C_... , HS_... O_...
 21_... C_... D_... R_... R_... 15.5_... T_... C_...
 ... E_... HS_... O_...
 ... 7:00_... 60_... C_... D_... 1 M_... 2021.

(6) U_... HS_... O_... HS_... O_... 4:00_... F_... C_... D_... 1 M_... 2021. P_... A_... I_...
 ... C_... D_... HS_... O_...

(7) R_... R_... 15.5_... T_... C_... E_... HS_... O_... (...
) ... 7:00_... 60_... C_...
 D_... 1 M_... 2021. BEH_... HS_... O_...
 ... M_... , 1 M_... 2021 ... E_...

(8) R_... R_... 20.1_... T_... C_... HS_... O_...
 ... 7_... (... T_... C_...) ... HS_... O_...
 ... HS_... HS_... O_... R_...
 ... HS_... R_... HS_... O_...
 ... R_... HS_... BEH_... HS_... O_... (...
 ...) ... HS_...

- ## EFFECT OF ACCEPTANCE OF THE H SHARE OFFER AND RIGHT OF WITHDRAWAL

U. S. R. 19.2 T. C. BEH. H. S. O. 5.
ANNOUNCEMENTS. A. I. C. D. E.
H. S. O. H. S. O. E.

The Independent H Shareholders should read the Composite Document (together with the Form of Acceptance) carefully, including the recommendation of the Independent Board Committee and the advice from the Independent Financial Adviser, before deciding whether or not to accept the H Share Offer.

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.

NO RIGHT OF COMPULSORY ACQUISITION

BEH has no rights under the laws of the PRC and the articles of association of the Company to compulsorily acquire the H Shares that are not tendered for acceptance pursuant to the H Share Offer. Accordingly, the Independent H Shareholders are reminded that if they do not accept the H Share Offer and the H Share Offer subsequently becomes unconditional in all respects, and the H Shares are delisted from the Stock Exchange, this will result in the Independent H Shareholders holding securities that are not listed on the Stock Exchange and the liquidity of the H Shares may be severely reduced. In addition, the Company will no longer be subject to the requirements under the Listing Rules and may or may not continue to be subject to the Takeovers Code after the completion of the H Share Offer depending on whether it remains as a public company in Hong Kong thereafter.

THE OFFER IS SUBJECT TO THE FOLLOWING CONDITIONS PRECEDENT TO THE OFFER. 2.2 ()

BEIJING ENERGY HOLDING CO., LTD.*
JIANG Fan
Chairman

BEIJING JINGNENG CLEAN ENERGY CO., LIMITED
KANG Jian
Director, General Manager, Chairman of the Board

BEIJING, PRC
31 December 2020

THE FOLLOWING CONDITIONS PRECEDENT TO THE OFFER ARE SET OUT IN THE COMPOSITE DOCUMENT. THE OFFEROR IS NOT RESPONSIBLE FOR THE ACCURACY OF THE INFORMATION CONTAINED IN THE COMPOSITE DOCUMENT. THE OFFEROR IS NOT RESPONSIBLE FOR THE ACCURACY OF THE INFORMATION CONTAINED IN THE COMPOSITE DOCUMENT.

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$$\begin{aligned} A &= \text{the set of all } x \text{ such that } x \text{ is a } \text{BEH} \text{ and } M \cdot J_x \vdash F_- \\ M \cdot K &= \text{the set of all } x \text{ such that } M \cdot J_x \vdash N \vdash \text{ and } M \cdot H_- \vdash \text{ and } M \cdot S_+ \vdash \end{aligned}$$

T. BEH

[illegible]