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 compan incorporated in the People's Republic of China ith limited liabilit)

(Stock Code: 00579)

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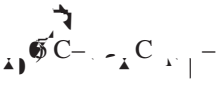
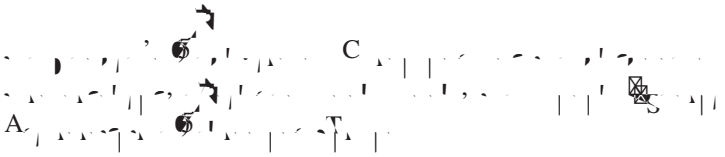
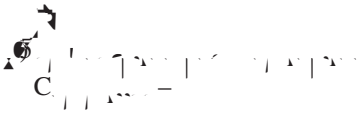
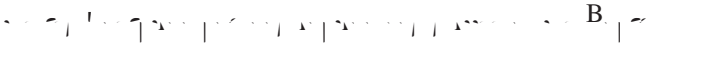
A E D[illegible] [illegible] B[illegible] G A [illegible] CA[illegible] DE[illegible]A[illegible] [illegible] F [illegible]E D[illegible] EC[illegible]
[illegible] E-E[illegible]EC[illegible] 43

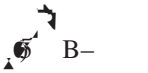
[illegible] [illegible]CE[illegible] F [illegible]E A A[illegible] GE E A[illegible] EE[illegible] G 49

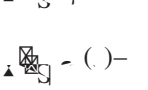


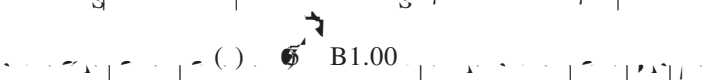


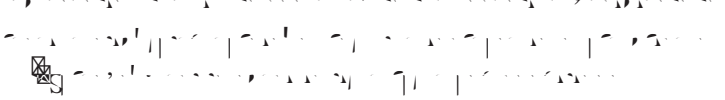


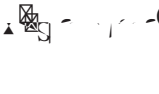


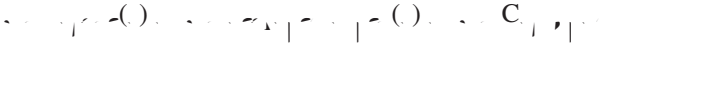












Beijing Jingneng Clean Energy Co., Limited
北京京能清潔能源電力股份有限公司

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

(Stock Code: 00579)

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5,414,831,344 D 2,829,676,800 [illegible]

A C 1,082,966,268 D
565,935,360

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3. [illegible]

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[illegible]	[illegible] (24 [illegible]) [illegible]	30%
[illegible]	[illegible] (36 [illegible]) [illegible]	30%
T [illegible]	[illegible] (48 [illegible]) [illegible]	40%

C [illegible] G [illegible] :

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() [illegible] C [illegible] :

1. [illegible] C [illegible] C [illegible] C [illegible] ;

2. [illegible] C [illegible] ;

3. [illegible] .

(ii) [illegible] C [illegible] A [illegible] [illegible]:

1. [illegible] C [illegible] 2019 [illegible] 8% [illegible] C [illegible].

2. [illegible]:

(1) [illegible] C [illegible] 2019 [illegible] 10%, [illegible];

(2) [illegible] C [illegible] 2019 [illegible] 7%, [illegible].

3. [illegible]:

(1) [illegible] C [illegible] 2019 [illegible] 500 [illegible] B2 [illegible];

(2) [illegible] C [illegible] 2019 [illegible] C [illegible] 24%;

(3) [illegible] C [illegible] 2019 [illegible] C [illegible] 1.5%.

(iii) [illegible]:

1. [illegible];

2. [illegible]

3. [illegible]

4. [illegible]

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(i) [illegible]

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(iii) [illegible]:

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2. [illegible];

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		A	A C D (%)	A A (%)
D	1	3,192,600	0.04%	3.87%
	D D	1	2,868,000	0.03%	3.48%
C	D D	1	2,868,000	0.03%	3.48%
	D C	1	2,868,000	0.03%	3.48%
	C D	1	2,868,000	0.03%	3.48%
	D	1	2,868,000	0.03%	3.48%
	C A	1	2,868,000	0.03%	3.48%
	D B	1	2,868,000	0.03%	3.48%
	E	80	59,176,400	0.72%	71.78%
T		**88**	**82,445,000**	**1.00%**	**100.00%**

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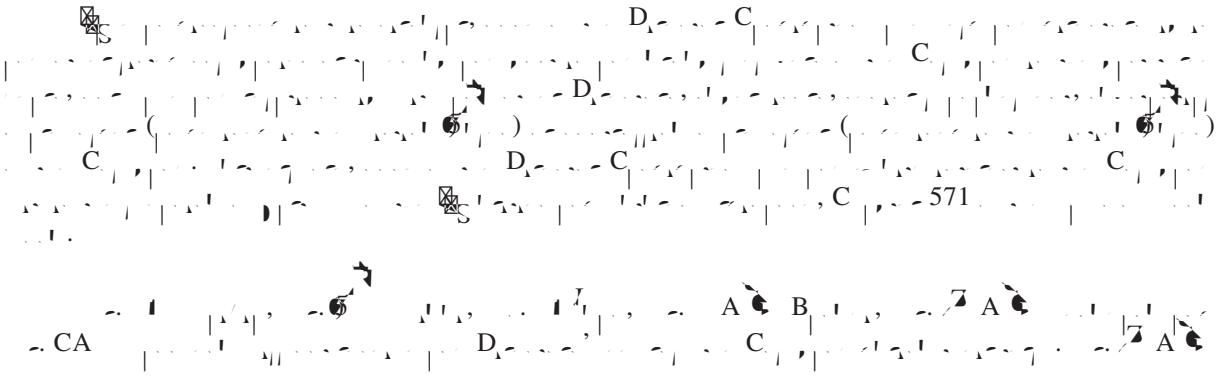
D C
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6. THE AGM

The AGM will be held at 10:00 a.m., on 28 May 2020 at 2 [illegible], 2 [illegible] 6 [illegible], China, for the purpose of considering and, if thought fit, approving, among other things, the resolutions set out in the notice of the AGM dated 9 April 2020. A [illegible] (i.e. http://www.[illegible]).

To be valid, the proxy form must be completed in accordance with the instructions printed thereon and deposited at the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for the AGM, i.e. not later than 10:00 a.m. on 26 May 2020. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

7. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 24 May 2020 to 28 May 2020 (both days inclusive), during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on 21 May 2020.

8. RECOMMENDATION

The Directors consider that the proposed grant of the General Mandate, the proposed extension of the General Mandate and the proposed re-election of Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favour of the relevant resolutions to be proposed at the AGM.

By Order of the Board
[illegible] GROUP [illegible] COMPANY LIMITED
Chairman

A E A EC A [illegible] G [illegible] C E [illegible] F
BE [illegible] G [illegible] G E G C EA E E G [illegible] ED (D AF)

[illegible]

C A E 1 DEF [illegible]

[illegible]

C [illegible] –	[illegible] C [illegible] – [illegible] B C –, B [illegible] C [illegible] C [illegible]
B [illegible] A AC–	[illegible] A [illegible] A [illegible] C [illegible] B [illegible]
[illegible] ( )–	[illegible] ( ) [illegible] C [illegible]
B [illegible] – [illegible] B [illegible] D [illegible] –	[illegible] C [illegible]
[illegible] C [illegible] –	[illegible] C [illegible]
[illegible] –	[illegible] A [illegible] A [illegible] B [illegible] C [illegible] C [illegible]
[illegible] T [illegible] –	[illegible] A [illegible] C [illegible]
[illegible] ( )–	D [illegible] C [illegible] C [illegible]
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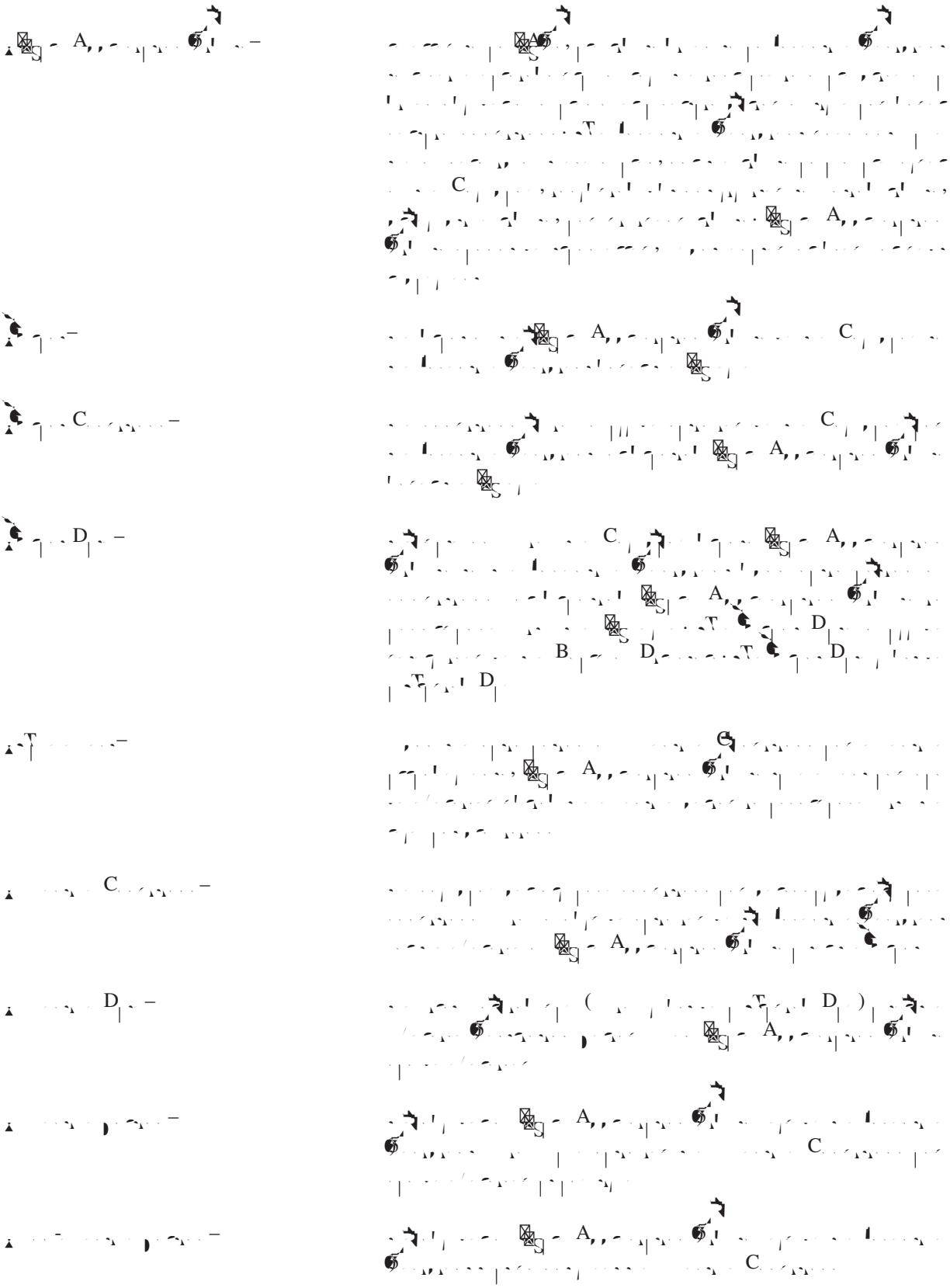

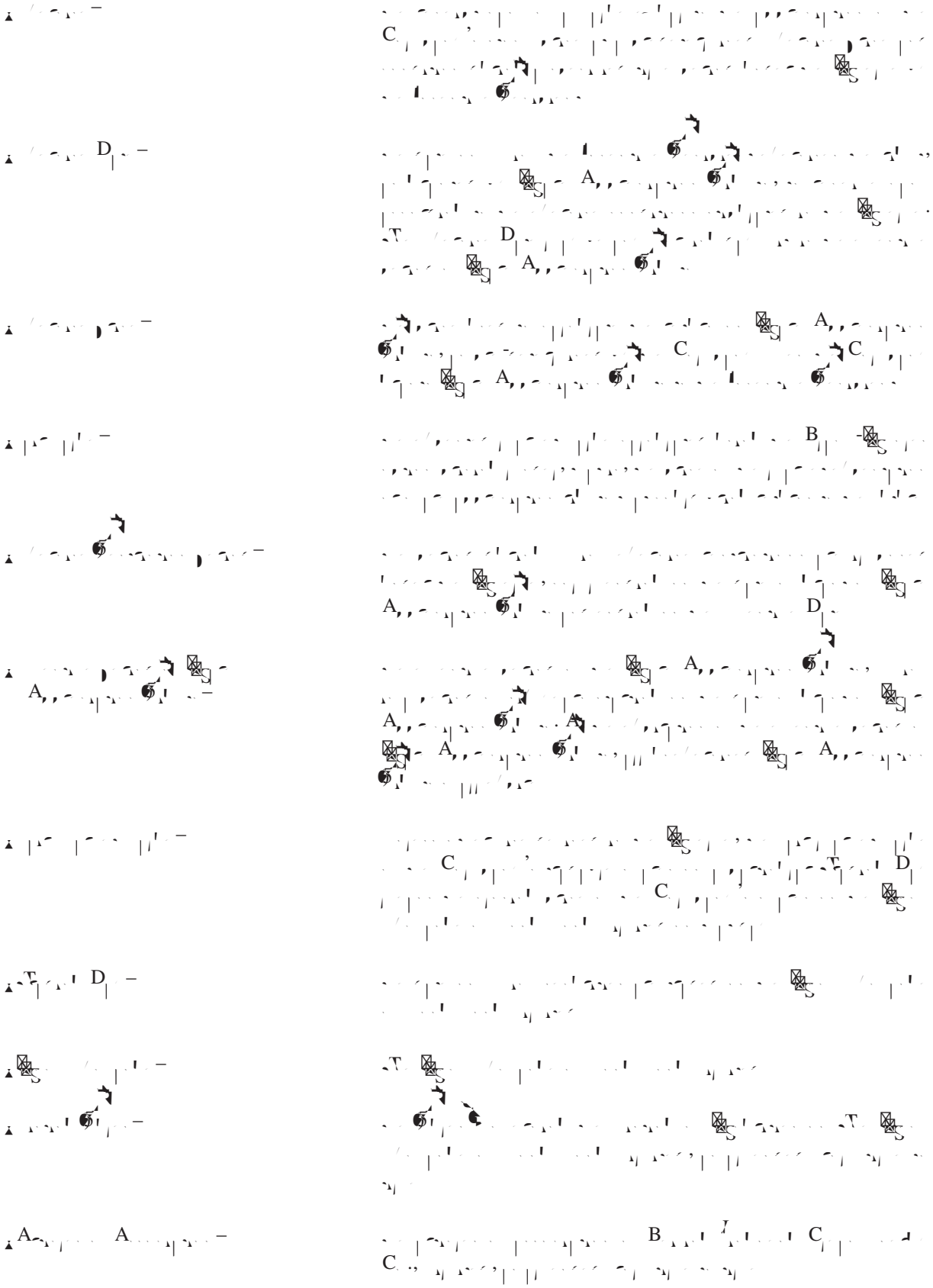

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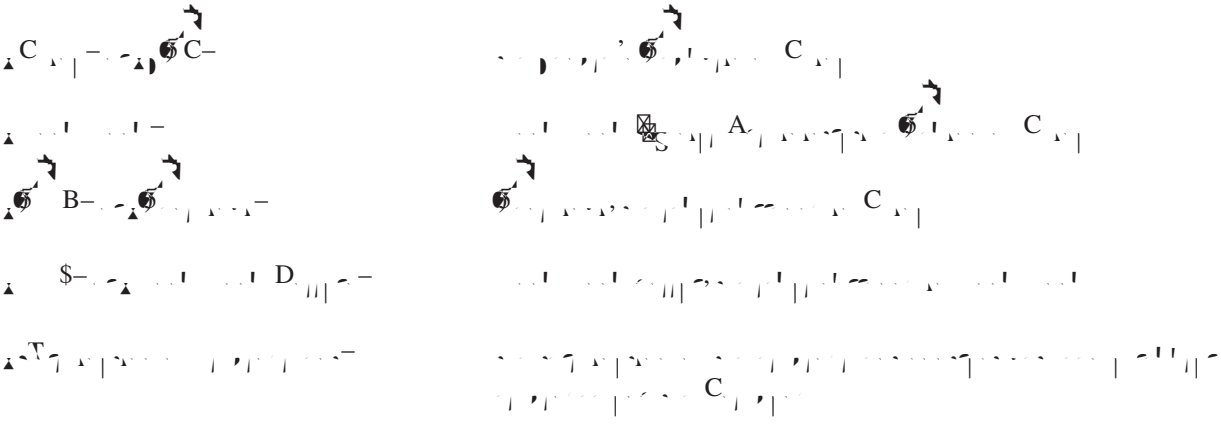

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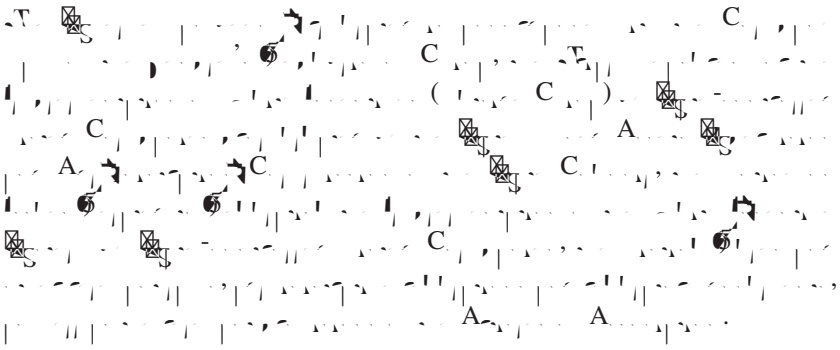
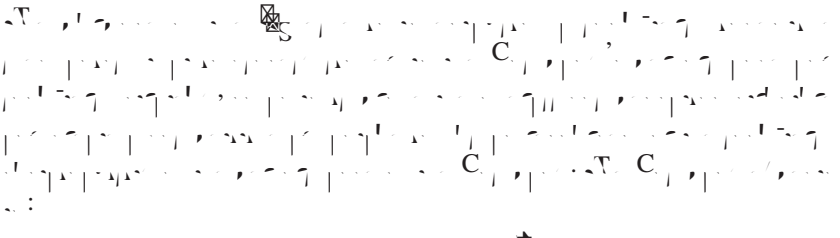
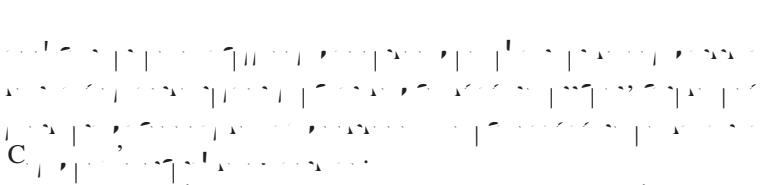




(3) [illegible]



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(2) [illegible] A [illegible] C [illegible]

(3) A [illegible] B [illegible] D [illegible]

A 5 A [illegible] C [illegible] 88 [illegible] C [illegible] C [illegible] 3.23% [illegible] C [illegible] A [illegible]:

(1) 8 [illegible] C [illegible];

(2) 2 [illegible] C [illegible];

(3) 10 [illegible] C [illegible];

(4) 68 [illegible] C [illegible]

A 6 [illegible] A [illegible]

(1) [illegible] C [illegible] C [illegible] ([illegible]) [illegible];

(2) [illegible] A [illegible] 5% [illegible] C [illegible];

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C ;

(7) C ;

(8) A A
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60) ;

(10) ;

(11) B D

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82,445,000, 1% C ,
(8,244,508,144). T
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			E ( )	A (%)	A (%)
1		C , D ,	3,192,600	3.87%	0.04%
2		D C ,	2,868,000	3.48%	0.03%
3		C D	2,868,000	3.48%	0.03%
4		D	2,868,000	3.48%	0.03%
5	C	D	2,868,000	3.48%	0.03%
6		D	2,868,000	3.48%	0.03%
7		C A	2,868,000	3.48%	0.03%
8		D B D	2,868,000	3.48%	0.03%
	(80)		59,176,400	71.78%	0.72%
(88)			82,445,000	100.00%	1.00%

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(1) [illegible] C [illegible] D [illegible];

(2) [illegible] C [illegible] D [illegible] D [illegible];

(3) [illegible] C [illegible].

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(1) [illegible] C [illegible]:

1. [illegible] C [illegible] C [illegible] C [illegible];

2. [illegible] C [illegible];

3. [illegible].

(ii) [illegible] C [illegible] A [illegible]

[illegible] C [illegible] C [illegible] C [illegible] ([illegible] C [illegible]). [illegible] 2019 [illegible] C [illegible] A [illegible]:

1. [illegible]:

[illegible] 2019 [illegible] 8%, [illegible] C [illegible].

2. [illegible] C [illegible]:

(1) [illegible] C [illegible] 2019 [illegible] 10%,, [illegible] C [illegible] 2019 [illegible] 9,540 [illegible];

(2) [illegible] C [illegible] 2019 [illegible] 7%, [illegible] C [illegible] B58.8 [illegible].

3. [illegible]:

(1) [illegible] C [illegible] 2019 [illegible] 500 [illegible] B2 [illegible]

(2) [illegible] C [illegible] 2019 [illegible] C [illegible] 24%;

(3) [illegible] C [illegible] 2019 [illegible] C [illegible] 1.5%.

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[illegible]

C A E 6 A [illegible] G EFFEC [illegible] F A E A EC A [illegible] G [illegible]

A [illegible] 13

[illegible] D [illegible] A [illegible] A [illegible] C [illegible]

A [illegible] 14

[illegible] A [illegible] 24 [illegible] D [illegible] A [illegible]

B [illegible]	E [illegible]	E [illegible]
[illegible]	[illegible] D (24 [illegible]) [illegible] D [illegible]	30%
[illegible]	[illegible] D (36 [illegible]) [illegible] D [illegible]	30%
[illegible]	[illegible] D (48 [illegible]) [illegible]	40%

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(i) [illegible] C [illegible]:

1. [illegible] C [illegible] C [illegible] C [illegible];

2. [illegible] C [illegible];

3. [illegible].

(ii) [illegible] A [illegible]

[illegible]: 1. [illegible] C [illegible]; 2. [illegible] C [illegible]; 3. [illegible] C [illegible].

(iii) [illegible]:

1. [illegible];

2. [illegible];

3. [illegible] C [illegible] C [illegible];

(1) [illegible] D [illegible] A [illegible] C [illegible] D, C [illegible] A [illegible] A [illegible] C [illegible].

	A, B	C, D	
[illegible]	80 [illegible]	60-79	59 [illegible]
[illegible]	[illegible]	A [illegible]	[illegible]
A [illegible]	1.0	0.8	0.0

[illegible] =
[illegible] × [illegible]

C A E 7 E E C F A E A EC A [illegible] G

A [illegible] 16

A [illegible] A [illegible] A [illegible] ([illegible]). [illegible] C [illegible].

A [illegible] 17

A [illegible] A [illegible] A [illegible] ([illegible]), C [illegible] :

(1) A [illegible] A [illegible] D [illegible] D [illegible] ;

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[illegible] C [illegible] A [illegible]

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[illegible] A, [illegible] 5 [illegible]:

(1) [illegible] A, [illegible] 5 [illegible] A, [illegible] 5 [illegible];

(2) [illegible] A, [illegible] 5 [illegible].

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[illegible] 5 [illegible] A, [illegible] 5 [illegible].

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[illegible] 5 [illegible]:

(1) [illegible] A, [illegible] 5 [illegible] A, [illegible] 5 [illegible];

(2) [illegible] A, [illegible] 5 [illegible].

A 24

[illegible] 5 [illegible] C [illegible]:

(1) [illegible] A [illegible] A [illegible] ;

(2) [illegible] A [illegible]

A [illegible] 25

[illegible] A [illegible] A [illegible] A [illegible] A [illegible] A [illegible] A [illegible] B [illegible] D [illegible] A [illegible] A [illegible]

A [illegible] 26

[illegible] C [illegible] C [illegible] ([illegible]) [illegible] A [illegible] :

(1) [illegible] A [illegible]

(2) [illegible] A [illegible] A [illegible]

A [illegible] 27

[illegible] A [illegible]

A 28

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(3) B B D B
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(2)

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(2)

C A E 10 A FE F A E A EC A G

A 32 [illegible] C [illegible]

A 33 [illegible]

(1) [illegible]

(2) [illegible] C [illegible]

(3) [illegible] A [illegible] A [illegible] 18 [illegible] 24 [illegible]

C A E 11 AC T G A A

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A 39

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A 40

C B D

(1) B D A C C A

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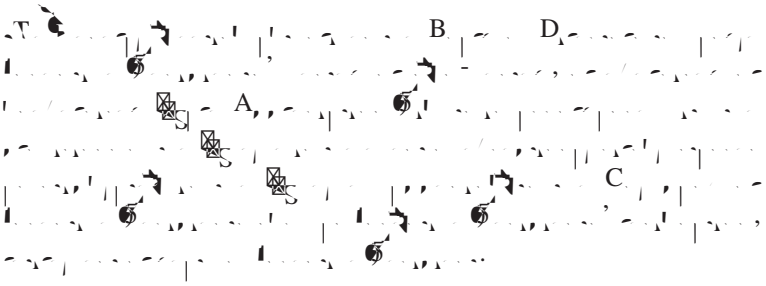
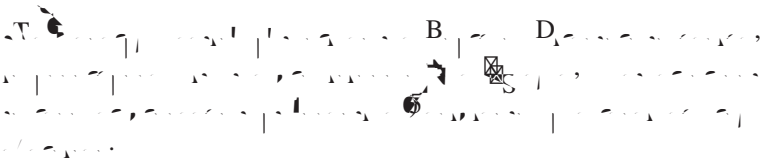
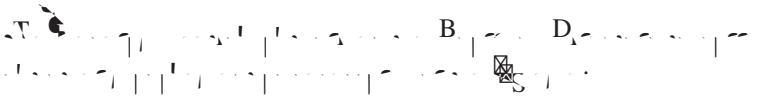
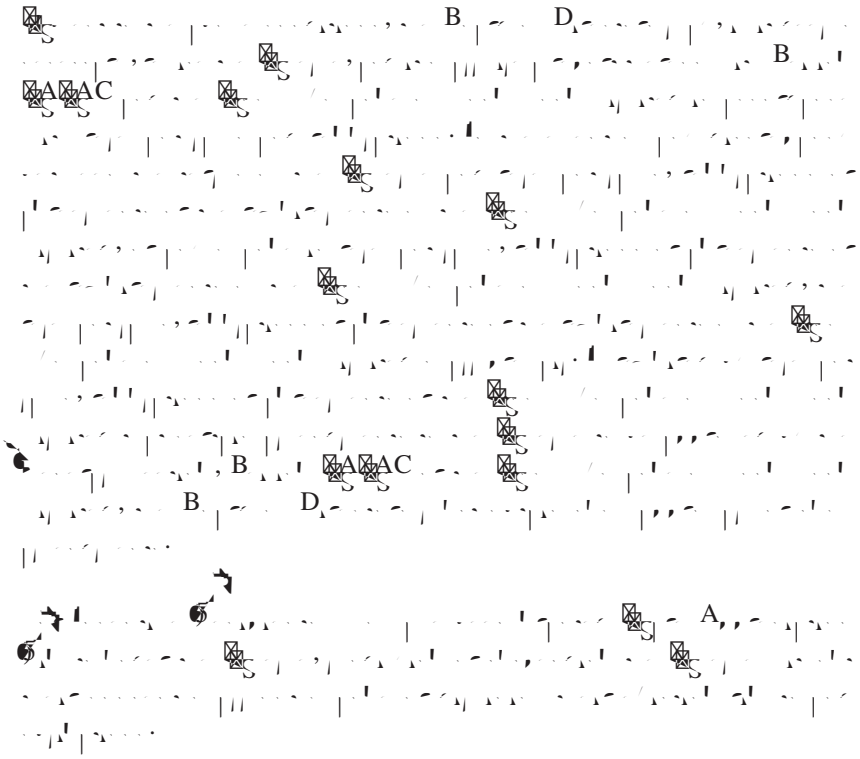
(4) 

(5) 

(6) 

A 41



A 42

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A 43

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(6) A

(7)

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(劉海峽), 58, C B D C B C 1983 A 1985, C B C A 1985 1991. B C 1991 1994. B C 1994 A 1998. B D C A 1998 2000. B D C B C ., 2000 A, 2000. B D C B T C ., B C ., A, 2000 2004. B D C B T C ., B C ., 2004 D 2004. B B C ., B C ., D 2004 2009. B B C ., ., 2009 D 2014. B D 2014. D C ., (B : 991; : 601991) A, 2000 2018. D C 1983, B A C 1998 B A .

E (任啟貴), 57, D C D C A A (中國農業機械化科學研究所能源動力所) A 1986 1995; B C (北京市能源投資公司) 1995 2006; B C (北京京能能源科技投資有限公司) 2006 2010; B C C 2010 2011; C 2011 A 2012; C B C (北京華源熱力管網有限公司) A 2012 2012; C B C 2012 2013; C B C 2013 2017; B C 2017 2017; B C 2017 2017; B C 2017 2019; B C (北京能源集團有限責任公司) B D C (北京市熱力集團有限責任公司) 2019; B C (北京京煤集團有限責任公司) A 2019; B C (B : 600578) 2019. D A B A (北京農業工程大學) 1986 2008

(李娟), 35, D C B C C 2010 2015, B C C B D C 2015 2016, B C C 2016 A 2017, B C C A 2017 2018 B C C 2018. A 2007, 2009

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. CA (曹滿勝), 49, D C C B (熱工檢修分公司) B . 3 (北京第三熱電廠) 1993 . D 2001; B B C ., D 2001 2005; B C ., /B C ., 2005 A 2012; B C ., (北京太陽宮燃氣熱電有限公司) A 2012 2017; B C ., 2017 2018; B C ., 2018 2018; C 2018. C D (武漢水利電力大學) 1993 B A C 2003

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. A G (黃湘), 63, D C D 1982 1991; D 1991 A 1993; D A 1993 2001; C ( ) C ., D 2001 2014. C ( ) C ., 2004 2016. 2016. 1982.

. A G F (張福生), 64, D C
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. A (韓曉平), 62, D C
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1988. C 2000
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A D C
& D A C
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(B : 1281) 2016;
T T C ., . (B
: 1671) 2017;
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T C ., . (協鑫能源科技股份有限公司) (B
: 002015) 2019.

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 compan incorporated in the People's Republic of China ith limited liabilit)

(Stock Code: 00579)

[illegible]

[illegible] (AG –) B [illegible] C [illegible] C [illegible] (C [illegible] –) [illegible] 10:00 [illegible] 28 2020 [illegible] 2 [illegible] 2 [illegible] 6 [illegible] C [illegible] D [illegible] B [illegible] C [illegible]:

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1. [illegible] C [illegible] (B [illegible] –) [illegible] 31 D [illegible] 2019.

2. [illegible] C [illegible] 31 D [illegible] 2019.

3. [illegible] C [illegible] C [illegible] 31 D [illegible] 2019.

4. [illegible] D [illegible] C [illegible] 31 D [illegible] 2019.

5. [illegible] C [illegible] 31 D [illegible] 2019.

6. [illegible] C [illegible] 2020.

7. [illegible] C [illegible] 2020.

8. [illegible] B [illegible].

9. [illegible] B [illegible]

10. [illegible] C [illegible] B [illegible]

11. [illegible] B [illegible]

12. [illegible] B [illegible] B [illegible]

13. [illegible] B [illegible]

14. [illegible] B [illegible]

15. [illegible] B [illegible]

16. [illegible] C [illegible] T [illegible] B [illegible]

17. [illegible] B [illegible]

A [illegible] EC A [illegible] E [illegible] T [illegible]

1. [illegible] :

[illegible] T [illegible] A T :

[illegible] B [illegible] ([illegible] D [illegible] ( ) [illegible] B [illegible]), [illegible] ([illegible] D [illegible] F [illegible] –).

[illegible] D [illegible] 24 [illegible] A [illegible] –

2. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

(1) subject to the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consideration Shares (as defined in the circular of the Company dated 30 April 2015 (the "Circular")), the Sale and Purchase Agreement (as defined in the Circular) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified, and the Directors be and are hereby authorised to do all such acts and things and execute all such documents which they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of the Sale and Purchase Agreement and the transactions contemplated thereunder and to make such variations, amendments, waivers or extensions of any of the matters relating thereto as they may in their absolute discretion consider to be desirable and in the interests of the Company;

(2) subject to the passing of resolution (1) above, the Directors be and are hereby granted a general mandate to allot, issue and deal with additional Shares (including any sale or transfer of treasury shares) and make or grant offers, agreements and options which might require the exercise of such power, provided that:

(a) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the mandate, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) the exercise of any options granted under any share option scheme or similar arrangement adopted by the Company from time to time; (iii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association; or (iv) any specific authority granted by the Shareholders in general meeting, shall not exceed 20% of the aggregate number of Shares in issue as at the date of the passing of this resolution;

(b) the aggregate number of Shares sold or transferred out of treasury by the Company pursuant to the mandate shall not exceed 20% of the aggregate number of Shares in issue as at the date of the passing of this resolution;

(c) any Shares to be issued pursuant to the mandate shall be issued wholly for cash and any sale or transfer of treasury shares pursuant to the mandate shall be made wholly for cash, in each case, at a price which is not less than 80% of the Benchmarked Price (as defined below) of the Shares (or, if the mandate is to issue Shares and sell or transfer treasury shares at the same time, the aggregate of the cash proceeds from the issue of Shares and the sale or transfer of treasury shares shall not be less than 80% of the Benchmarked Price of the Shares); and

(d) for the purposes of this resolution:

"Benchmarked Price" means the higher of:

(i) the price at which the last dealing in the Shares was recorded on the Stock Exchange on the date of the agreement for the issue of Shares or sale or transfer of treasury shares (or, if the mandate is to issue Shares and sell or transfer treasury shares at the same time, the date of the agreement for the issue of Shares); and

(ii) the average price at which the Shares were dealt on the Stock Exchange for the five consecutive trading days immediately prior to the earlier of the date of the agreement referred to in (i) above and the date on which the Shares are to be issued or sold or transferred out of treasury (as the case may be);

"Rights Issue" means an offer of Shares or other securities of the Company open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong);

(A) the Company has obtained the approval of the Shareholders in general meeting;

(B) [illegible] 12- [illegible];

(C) [illegible] C [illegible];

(2) [illegible] B [illegible] (1) [illegible] B [illegible]:

( ) [illegible] ([illegible]);

( ) [illegible] C, [illegible] ([illegible]);

( ) [illegible] C [illegible] (1) [illegible] C, [illegible] ([illegible]) [illegible] C [illegible] C [illegible].

3. [illegible]

B [illegible] B [illegible]
B [illegible] G [illegible] E [illegible] C [illegible]
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9 A [illegible] 2020

A [illegible] C [illegible] B [illegible]; [illegible] C [illegible] C [illegible]; [illegible] C [illegible] C [illegible] T [illegible].

[illegible]:

1. **DE T A, [illegible] D, A [illegible] E, [illegible] T [illegible] . 1 [illegible] 7 A [illegible] E A E [illegible] E [illegible] T, T[illegible]E 2019 A [illegible] A, [illegible] E [illegible] T [illegible] F T[illegible]E [illegible] A . DE T A, [illegible] D, A [illegible] E, [illegible] T [illegible] . 8 [illegible] 17 A D [illegible] EC, A, [illegible] E [illegible] T [illegible] . 1 [illegible] 3 A [illegible] E A E [illegible] E [illegible] T, T[illegible]E C [illegible] C, [illegible] A [illegible] F T[illegible]E [illegible] A DA T ED 9 A [illegible] 2020.**

2. **C [illegible] F EG [illegible] T E [illegible] A E, E, G B, [illegible] T [illegible] A T T E D, G T[illegible]E AG**

[illegible] T, 28 A, 2020 [illegible] T, 28 2020 ([illegible]). T [illegible] C [illegible] T, 28 A, 2020 [illegible] A [illegible] C [illegible] A [illegible] C [illegible] C [illegible] 1712-1716, 17 [illegible] C, 183 [illegible] 4:30 [illegible], 27 A, 2020 [illegible]

3. **C [illegible] E F EG [illegible] T E [illegible] A E, E, G B, [illegible] T [illegible] T[illegible]E E T, T, E E T [illegible] T[illegible]E [illegible] ED F, A, D, DE D (B EC T [illegible] T[illegible]E A [illegible] A, B T[illegible]E [illegible] A E [illegible] DE [illegible] A T T[illegible]E AG)**

[illegible] T, 4 [illegible] 2020 [illegible] T, 9 [illegible] 2020 ([illegible]). [illegible] D [illegible] ([illegible] A [illegible]), [illegible] C [illegible] C [illegible] 1712-1716, 17 [illegible] C, 183 [illegible] 4:30 [illegible], 3 [illegible] 2020 [illegible] D [illegible] T, 9 [illegible] 2020.

4. T D [illegible] ([illegible] B [illegible]) [illegible] A [illegible] T [illegible] B [illegible] B [illegible] C [illegible] A [illegible] . D [illegible] C [illegible] D-19 [illegible] C [illegible] A [illegible]

5. [illegible]

[illegible] A [illegible] C [illegible]

T [illegible] C [illegible] C [illegible] ( ) [illegible] ( ). [illegible] C [illegible]

[illegible] ([illegible]) [illegible] C [illegible] C [illegible] 17 [illegible] C, 183 [illegible] 24 [illegible] A [illegible] ([illegible] 10:00 [illegible], 27 [illegible] 2020) [illegible] ([illegible]). [illegible] A [illegible]

[illegible] CE[illegible] F [illegible]E A [illegible] A[illegible] GE E A[illegible] EE[illegible] G

6. **E [illegible]**

[illegible] C [illegible], C [illegible] 17 [illegible] C [illegible], 183 [illegible], 8 [illegible] 2020.

7. **ADD E[illegible] A D[illegible]E[illegible]E [illegible] E [illegible] BE[illegible] F [illegible]E[illegible] A [illegible] C A[illegible] ACE[illegible] F B [illegible] E[illegible] [illegible]E C**

A[illegible]: 7/8
[illegible] 6 [illegible], C [illegible] D [illegible]
B [illegible], [illegible] C

[illegible]: (86 10) 6446 9988

8. **[illegible] CED E[illegible] [illegible] [illegible] G A[illegible] [illegible]E AG**

A[illegible].

9. **[illegible]E B [illegible] E[illegible]**

[illegible] ([illegible]) [illegible] [illegible].

10. [illegible].