

H_n K_n E_n C_n L_n T_n S_n E_n H_n K_n L_n
C_n L_n T_n S_n E_n H_n K_n L_n
C_n L_n T_n S_n E_n H_n K_n L_n

T_n C_n L_n T_n S_n E_n H_n K_n L_n
C_n L_n T_n S_n E_n H_n K_n L_n
C_n L_n T_n S_n E_n H_n K_n L_n

R. () R. 3.5 A. 17 N. 2020
 C. BEH H S. O. D.; ()
 8 D. 2020 C. BEH
 C. D. () C. D. 31 D. 2020
 C. BEH H S. O. D. C.
 C. D.

DESPATCH OF THE COMPOSITE DOCUMENT

T. C. D. () H S. O. ()
 H S. O. () D.; () L. CSCI
 H S. O. D.; () L. In B. C.
 In H S. H S. O. D.;
 () L. G. C. In B. C.
 H S. O. D.; (i) EGM. D.; (i)
 H S. C. M. D.; L. R.
 T. C. (), F. A. H
 S. 31 D. 2020.

EXPECTED TIMETABLE

T. H S. O. T. , 31 D. 2020
 H S. O. 4:00 M. 1 M. 2021, O.
 H S. O. E. T. C.

I. H S. O. (E.)
 .

T. A.
 O. C. ()

D. C. D. H S. O. (2) T. , 31 D. 2020

L. H S. EGM H S. C. M. 4:30 T. , 19 J. 2021

C. In H S. EGM H S. C. M. W. , 20 J. 2021.
 R. , 19 F. 2021 ()

L. EGM H S. C. M. (3) R. , 29 J. 2021

L... HS... S... E... M... 29 M... 2021

E... HS... S... E... (10) 4:00 W... 7 A... 2021

L... 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... W... C... H... K... F... 29 J... 2021... 20... EGM... HS... C... M... F... EGM... HS... C... M...

(4) T... HS... R... C... H... K... I... S... L... 17M F... H... C... 183 Q... R... E... W... C... H... K... EGM... HS... C... M... (H... HS... EGM... HS... C... M... 24... EGM... HS... C... M... I... H... HS... EGM... HS... C... M...)

(5) I... HS... O... F... C... D... I... T... C... HS... O... 21... C... D... P... R... 15.5... T... C... E... HS... O... 7:00... 60... C... D... 1 M... 2021.

(6) U... HS... O... 4:00... F... C... D... 1 M... 2021. P... A... I... C... D... HS... O...

(7) P... 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) P... R... 20.1... T... C... HS... O... 7... T... C... HS... O... HS... O... R... HS... R... HS... O... BEH... HS... O... HS...

- (9) In accordance with Rule 2.2 and Rule 15.3 of the Companies Ordinance, the H Share Offer is subject to the completion of the following conditions:
- (10) The Independent Financial Adviser's report dated 7 August 2021, and the Independent Board Committee's report dated 7 August 2021, are available to the public on the website of the Exchange.
- (11) The H Share Offer is subject to the completion of the following conditions:
- (12) The H Share Offer is subject to the completion of the following conditions:

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

The H Share Offer is subject to the completion of the following conditions:

(1) The H Share Offer is subject to the completion of the following conditions:

(2) The H Share Offer is subject to the completion of the following conditions:

(3) The H Share Offer is subject to the completion of the following conditions:

(4) The H Share Offer is subject to the completion of the following conditions:

(5) The H Share Offer is subject to the completion of the following conditions:

(6) The H Share Offer is subject to the completion of the following conditions:

(7) The H Share Offer is subject to the completion of the following conditions:

(8) The H Share Offer is subject to the completion of the following conditions:

(9) The H Share Offer is subject to the completion of the following conditions:

(10) The H Share Offer is subject to the completion of the following conditions:

(11) The H Share Offer is subject to the completion of the following conditions:

(12) The H Share Offer is subject to the completion of the following conditions:

Under Rule 19.2 of the Companies Ordinance, the H Share Offer is subject to the completion of the following conditions:

ANNOUNCEMENTS

The H Share Offer is subject to the completion of the following conditions:

WARNING

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 SET OUT IN PARAGRAPHS 2.2 TO 2.5 OF THE PROSPECTUS.

BEIJING ENERGY HOLDING CO., LTD.*
 JIANG Fan
 CHIEF EXECUTIVE OFFICER

BEIJING JINGNENG CLEAN ENERGY CO., LIMITED
 KANG Jian
 DIRECTOR

BEIJING, PRC
 31 DECEMBER 2020

AS A RESULT OF THE COMPLETION OF THE H SHARE OFFER, BEH WILL BE SUBJECT TO THE TAKEOVERS CODE AND THE LISTING RULES, AND IT IS ANTICIPATED THAT BEH WILL BE REMOVED FROM THE LISTING OF SECURITIES OF THE STOCK EXCHANGE.

THE INFORMATION CONTAINED IN THIS PROSPECTUS IS LIMITED TO THE INFORMATION SET FORTH AND DOES NOT CONSTITUTE AN OFFER OF SECURITIES OR AN INVITATION TO ACCEPT AN OFFER OF SECURITIES IN ANY JURISDICTION.

A ● ... ● n' nno n' pssn' ... ● ● ● ● BEH ● M' J n' F n',
M' K n' n', M' W n' J n', M' ... n' N n' n', M' W n' C, n', M' H n' n' n' n'
M' W n' S, 'n'.

T, ● ● ● BEH ● n' j' n' ... ● || ... ● || ● n' j' ● ... ● ... ● n' pssn' ● n'
● n' n' n' ... ● n' nno n' pssn' n' ● n' pss' n' pss' n' || ● n' j' n', ● ... ● ... ● n' pss' ● n'
... ● n' j' ... ● n' n' n' ... ● n' nno n' pssn' ... ● n' ... ● n' n' n' n' n' n' j'
● n' ... ● n' n' n' n' n' ... ● n' nno n' pssn' ... ● pss' ● n' ...
● j' pss' n' ... ● pssn' n' ... ● n' nno n' pssn' pss' j' n'.

* F' n' ... ● n' ● n' j'