B C C ., L ,

C L S L

**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)**

**GE E A A DA TE T E D E T C A E A D A E**

**GE E A A DA TE T E DEBT F A C G T E T**

**ED AD T F A E A EC AT G T C E E A D T E G A T**

**ED E ECT F D ECT T E F T E**

**A D**

**T CE F T E A A GE E A EET G**

A B C 3 13 .

A 10:00 . . , 28 2020 . 2 , 2 , . 6 , C D , B , C, 49 54 . A A ( :// . . ). S A , 24 A ( . ., 10:00 . . , 27 2020) ( ).

C A .

.

# CONTENTS


DEF . . . . . 1

E F . . . . . 3

A E D A E A EC A G C E E F
BE G G E G C EA E E G
C TED . . . . . 14

A E D B G A CA DE TA F E D EC
F E-E EC . . . . . 43

CE F E A A GE E A EE G . . . . . 49

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S ( ) ( ) B1.00

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# 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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CA

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9 A 2020

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GE E A A DATE T E DEBT F A C G T E T

ED AD T F A E A EC AT G T C E E A D T E G A T

ED E ECT F D ECT T E F T E

A D

T CE F T E A A GE E A EET G

**1. T D CT**

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D

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A .

**2. GENERAL MANDATE TO ISSUE NEW SHARES AND REPURCHASE SHARES**

D ,
S , S , P ,
D S S . A A ,
S B C ,
C 20%
D S / S ( ).

A P D , C 8,244,508,144
S , 5,414,831,344 D 2,829,676,800 S S
S
A , C 1,082,966,268 D S
565,935,360 S .

B
P , , S
C.

**3. GENERAL MANDATE TO GRANT SHARE OPTIONS AND RESTRICTED SHARES**

A A
B ( D ( ) B ),

**To the Shareholders of Geely Automobile Holdings Limited**

Dear Sir or Madam,

**Ordinary Resolutions:** (A) the Share Subscription Agreement and the transactions contemplated thereunder; (B) the Share Purchase Agreement and the transactions contemplated thereunder; (C) the Framework Agreement and the transactions contemplated thereunder; (D) the Proposed Annual Caps; and (E) the Proposed Amendments to the Articles of Association.

**Reasons for the Transactions:** The Group is principally engaged in the manufacture and sale of automobiles and automobile parts and components, and the provision of automobile repair and maintenance services in the PRC. The Group is also engaged in the manufacture and sale of engines and transmissions.

**Principal Terms of the Share Subscription Agreement:** Pursuant to the Share Subscription Agreement, the Company has conditionally agreed to allot and issue, and Volvo Car Holding has conditionally agreed to subscribe for, 82,445,000 Subscription Shares, representing approximately 1% of the existing issued share capital of the Company as at the Latest Practicable Date and approximately 0.99% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares. The Subscription Price of HK$18.16 per Subscription Share represents a premium of approximately 1% to the closing price of HK$17.98 per Share as quoted on the Stock Exchange on the Last Trading Day.

**Principal Terms of the Framework Agreement:** The Framework Agreement is for a term of three years commencing from the date of the Framework Agreement, subject to renewal by mutual agreement between the parties. Pursuant to the Framework Agreement, the Group and the Volvo Car Group will enter into transactions in the ordinary and usual course of business from time to time, including: (A) the Group will purchase from the Volvo Car Group certain automobile parts and components, engines and transmissions; and (B) the Volvo Car Group will purchase from the Group certain automobile parts and components, engines and transmissions.

**Proposed Annual Caps:** The Proposed Annual Caps for the three years ending 31 December 2024 are set out in the Letter from the Board.

**Proposed Amendments to the Articles of Association:** The Proposed Amendments to the Articles of Association are proposed to be made to, among other things, (A) reflect the Share Subscription Agreement and the transactions contemplated thereunder; and (B) bring the Articles of Association in line with the relevant requirements of the Listing Rules.

**Annual General Meeting:** The AGM will be held on 24 May 2021 for the purpose of considering and, if thought fit, approving the Ordinary Resolutions.

E : , A
A S :

T E
E

30%
(24 )

30%
S
(36 )

40%
(48 )

C : C A
G S :
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**D** **G** **:**

| | | | | |
|---|---|---|---|---|
| | 1 | 3,192,600 | 0.04% | 3.87% |
| | 1 | 2,868,000 | 0.03% | 3.48% |
| | 1 | 2,868,000 | 0.03% | 3.48% |
| | 1 | 2,868,000 | 0.03% | 3.48% |
| | 1 | 2,868,000 | 0.03% | 3.48% |
| | 1 | 2,868,000 | 0.03% | 3.48% |
| | 1 | 2,868,000 | 0.03% | 3.48% |
| | 1 | 2,868,000 | 0.03% | 3.48% |
| | 80 | 59,176,400 | 0.72% | 71.78% |
| | **88** | **82,445,000** | **1.00%** | **100.00%** |

A B

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**G**

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B S A AC. S
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A D , . . . A
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, . . CA ,
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**5. ED E ECT F D ECT T E F T E**

C ' 31 2020 ,
, D .

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, . . CA D ; . A ,
. A , . C A . A -
D . A A , -
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. . A B - D , . A
. CA D , . A , . A ,
. C A . A - D (
**D C** ) ( **A D D**). A
D S
A . A D A ,
D C
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S
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D A A
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A , D C C .
D C D
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S , D C
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, D , , ,
( ) ( )
C . , D C C
S , C 571
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. , . , . , . A B , . A
. CA D , C . . A

**6.** T E AG

A 10:00 . . , 28 2020 . 2
, 2 , . 6 , C D , B , C 49
54 9 A 2020. A
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( :// . . ).

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, 28 A 2020 A A .
C , 28 A 2020 , 28
2020 ( ), .

A ,
24
A ( . ., 10:00 . ., , 27 2020)
( ). C
A A
C ,
, 8 2020.

**7.** TE T BE TA E B

A .
A .

**8.** EC E DAT

D , D
,
D C
. A , D
A .

B B
B G E C
A G

*C*

## A E A EC AT G T C E E F
## BE G G E G C EA E E G C ., TED (D AFT)

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S .

### C A TE 1 DEF T

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C P C B C , B

C C ., P

B A AC - A A

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B B D C

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C S C ., P S

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A A B C

C ., ,

## C A TE 2 BA A D E F F AT

**A 1**

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C ,
( C ) -
S
C A
A C S S
S C ,
S C ,
S - C ,
,
A A .

**A 2**

S -
C ,
- ,
-
C . C
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(1) C ,
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C ,
C , - ;

(2)
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(3)
,
C , .

**A 3**

S A
C

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, C ,
A
S
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## C A TE 3 DETE AT F CE T E EC E T

**A 4**

(1) ,
C

C .

(2) A ,
S
(
)
C , S
.

(3) A ,

B D .

**A 5** A C , 88
( ,
C
C ' , 3.23%
C ) A .
S
:

(1) 8 C ;

(2) 2 C ;

(3) 10 - C ;

(4) 68 C ' .

**A 6** A
S

(1) C
C (
)
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S

(2) A ,
S
5% C
S
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(3) , -
C ;
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(4) ,
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S S

(5)
C ,
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(6)
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C
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(7) C ,
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(8) ,
A A
C C
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S

(9) (
60) 2019
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S

(10) , ,
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(11) B D
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## C A TE 4 T TA BE F A E A EC AT G T G A TED A D A CA T DE T E T A G A T

**A 7** P A

A , A 1%
C , .
A .

**A 8** A

C ,
82,445,000, 1% C ,
(8,244,508,144 ).
:

| | | E ( ) | A (%) | A (%) |
|---|---|---|---|---|
| 1 | C , D , | 3,192,600 | 3.87% | 0.04% |
| 2 | D C , | 2,868,000 | 3.48% | 0.03% |
| 3 | P T 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% |

: C ,
40% (
A ) A .

**A 9** ( )
C
1% C , .

## C A TE 5 G A T F A E A EC AT G T

**A 10** A S A C , S

:

(1) C ' D S P ;

(2) C ' D D S P ;

(3) C ' .

**A 11** A S

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( ) C :

1. C , C C , ;

2. C - ;

3. S .

( ) C S
A

C C
,

C ,

( C , ).
2019 ,
C S
A :

1.
:

2019 8%,
C , .

2.
C , :

(1) C ,
2019 10%,, ,
C ,
2019 9,540 ,
';

(2) C ,
2019 7%, ,
C ,
B58.8 , .

3.
:

(1) C
S
2019 500
B2

(2) C , ,

2019
C 24%;

(3) C ,
2019
C 1.5%.

:

1. A , ( )

C S A S B 0 0 C 12.45

**A 12**

.

**C A TE 6 TA G EFFECT F A E A EC AT G T**

**A 13**

D . A
A
S , S ,
C .

**A 14**

S A
24- S D ,
A
S
S
,

:

**E**

**B E**

D 30%
(24 )

D

D 30%
S
(36 )

D

D 40%
(48 )

**A 15**

:

( ) C :

1.
C ,
C

C , ;

2.
C
- ;

3.
S .

( ) A
S

T S ,
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C ' ; 3.
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C .

| | A, B | C, D | |
|---|---|---|---|
| | 80 | 60-79 | 59 |
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| A, | 1.0 | 0.8 | 0.0 |

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## C A TE 7 E E C E F A E A EC AT G T

**A e 16** A ,
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C .

**A e 17** A A
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(1) A A
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D ,
D ;
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(2) A
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S A
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A , A S
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, C ,
A -
S S
A C
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A , A S
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(3) S
A D
A ,
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D . C

D . A
, C
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12 D .

**A 18** A
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D A
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C
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’ B C .

(2) A C ’
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A 20%
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## C A TE 8 AD T E T F A E A EC AT G T

**A 19**

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C , A
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(1) C ,

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**A 20**

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(1) C ,

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(2)

= $_0$/

: $_0$ ;

; .

(3) D

= $_0$

: $_0$ ;

; .

(4)

S

= $_0$*( $_1$+ $_2$* ) / $_1$*(1+ )

: $_0$ ; $_1$

; $_2$ ;

( . .,

C , );

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## C A TE 9 TEAT E T DE EC A C C TA CE

**A 21**

C
C .
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A
S :

(1) A
S , ,
A ;
S

(2) - A , ,
S .

**A 22**

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A
S
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**A 23**

:

(1) A
S , ,
A ;
S

(2) - A , ,
S .

**A 24**

C :

(1) A
S
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, A
S
. ,

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(2) - A , ,
S
.

**A 25**

,
A
A , /
A .
S
, ,
A A
B D
A A .

**A 26** C

C ( . ., , , .)
, S
A :

(1) - A
S
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(2) A
S
, ,
A .
S

**A 27**

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/ A
S
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**A 28**

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B D , /

A

S

C ,

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**A 29** C C

C C :

(1) C ’ C

D C C D

S ;

(2) C ;

(3) B B D ,

B

D .

C C , S

A ,

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**A 30** C

A-

D , C

- A- ,

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(1) +A

C A- ,
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, S
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A- ,
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B D
A- .

(2) -

C -
A ,
B D
- .

B ’S
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B
D . A
S
. C , 20 D
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**A 31**

(1)

S
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(2)
12.5984 .

## C A TE 10 TA FE F A E A EC AT G T

**A 32**

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, C
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**A 33**

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, :

(1)
P ;
S

(2)
C ,
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(3) A
S
A 18
24 .
S

## C A TE 11 ACC T GC T A A

**A 34** A

( ) A : A
S S
B -
S
A .
S
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1. - :

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2. :
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( ) D A
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A
S
. A 18 2019
S
’ S A B0.36
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A
S
82,445,000,
B29,680,200. (
B D )

**A 35** A

A
S D S
D . , A
S ,
C
. A C 18 2019
S
,
:

: *B*

| | 2020 | 2021 | 2022 | 2023 | 2024 | |
|---|---|---|---|---|---|---|
| A | 2,959,888 | 10,388,070 | 9,119,546 | 5,090,358 | 2,122,338 | 29,680,200 |

, A
S C ,
A -
S
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## C A TE 12 A AGE E T F A E A EC AT G T

**A 36** A
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S ,
A . , C S
- A S
S
,
- - A .
S

## C A TE 13 G T A D B GAT F T E C A
## A D CE T E EC E T

**A 37** C

(1) C
C
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C B
D B
D , C S
A ;

(2)

C D ' C , A
A , ., C '

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C '

, S
A .

, B D

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(3) C

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(4)

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**A 38**

(1) , C '

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C ;

(2)

S
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S

(3) A
S
, ;

(4) C A
S
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(5)

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## C A TE 14 A AGE E T, E A D TE AT F T E C E E

**A le 39**

S :

(1) C
,
S .

(2) B D
S
S .

(3)
C S C
.

(4) B
S S .
S

**A le 40** C

B D S .

S , :

(1) B D
A
S
C C ,
A
S
.

(2) B D
C
C ,
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(3) B D
S
A
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, ,
, , , .
S .

(4) B D
, -
A
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(5) B D ,
,
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(6) B D
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**A 41**

, B D ,
B
A AC
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, B A AC
, B D
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**A 42**

S

D

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D , B D ,

S

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S , C A

S S A

S ’S

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S

**C A TE 15 F AT D C E**

**A 43** C

S , :

(1) ;

(2) A ,

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(3) A

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(4)

A

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A

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(5)

C A

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(6) A ;

(7) .

**A 44**

T

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(1) B D
S
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S

(2) C , ,

S .

**C A TE 16 E E TA**

**A 45**

B D
S
C ,
B A AC .
S S

**A 46**

S
B D .

**(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; ,
S
, ,
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;
S
C B
C ., . 2012 2013;
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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. .
S S
D A B A
(北京農業工程大學) 1986 ,
2008
,
S , .

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

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 . D 2001 2005;
,
, ,
B C ., D ./B
C ., D 2005 A 2012; B
- C ., D .(北京太陽宮燃氣熱電有限公司) A 2012
2017; , B -
C ., D . 2017 2018;
B - C ., D . 2018 2018;
C 2018. . C D
(武漢水
利電力大學) 1993 ,
, B A C ,
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A G (黃湘), 63, - D C .
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D 1982 1991;
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A 1993 2001;
C ( ) C ., D ,
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A G F (張福生), 64, - D C .
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C ) A 1983,
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C A T (陳彥璁), 40, - D C .
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C C . . C
2010 A 2011;
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2014 2019, S -
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2001
2011 . . C A
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# 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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2. **C E F EG TE F A E, E G B T F A TTE D G T E AG**

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

3. **C E F EG TE F A E E G B T F T E E T T E E T T T E ED F A D DE D ( B EC T T T E A A B T E A E DE A T T E AG )**

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

4. D ( B ) A . B B C A . D C D-19 , C A .

5. A . A C . C . C , ( ) ( ). C , . ( ) C , , C , 17 , C , 183 , , , 24 A ( . ., 10:00 . ., , 27 2020) ( ). A .

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