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B **J** **C** **E** **C** **.,** **L**
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)

(C : 00579)

ANNOUNCEMENT MADE PURSUANT TO RULE 13.18 OF THE LISTING RULES

This announcement is made by Beijing Jingneng Clean Energy Co., Limited (the “**Company**”) pursuant to Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board of directors (the “**Board**”) of the Company announced that on 21 June 2018, Beijing Jingneng Clean Energy (Hongkong) Co., Ltd. (“**Jingneng HK**”) or (the “**Borrower**”), a wholly-owned subsidiary of the Company (as borrower), the Company (as guarantor) and certain banks (as lenders) (the “**Lenders**”) entered into a facility agreement (the “**Facility Agreement**”), under which the Lenders agreed to grant Jingneng HK HK\$1,720,000,000 term loan facility. The final maturity date of the term loan facility is 36 months from the signing date of the Facility Agreement.

Pursuant to the terms of the Facility Agreement, if:

- (1) The Company ceases to (i) beneficially own the entire issued share capital of Jingneng HK; or (ii) have management control over Jingneng HK; or
- (2) Beijing Energy Holding Co., Ltd (“**BEH**”) ceases to (i) be the single largest beneficial shareholder of the Company; or (ii) have management control over the Company; or
- (3) The State-owned Assets Supervision and Administration Commission of the State Council (“**SASAC**”) (or another government agency designated by the State Council of the PRC) ceases to (i) beneficially own 51% or above of the voting issued shares of BEH; or (ii) have management control over BEH (collectively referred to as “**Change of Control**”).

The Borrower should notify the Lenders upon becoming aware of the above-mentioned Change of Control and no further utilisation shall be made under the terms of the Facility Agreement after the occurrence of that Change of Control event. The Borrower shall, at the request of any Lender by giving not less than ten business days’ prior notice to the Borrower (i) forthwith cancel all such Lender’s available commitment; and/or (ii) prepay such Lender’s participation in the loans on the date specified in such notice issued by that Lender, together with accrued interests thereon and break costs (if any).

As of the date of this announcement, the Company holds the entire equity interest of Jingneng HK. BEH directly holds 60.83% of the equity interest of the Company and Beijing State-owned Capital Operation and Management Center (wholly owned by Beijing SASAC) holds the entire equity interest of BEH.

The Company will comply with the continuing disclosure requirements pursuant to Rule 13.21 of the Listing Rules for so long as circumstances giving rise to the obligation continue to exist.

By order of the Board
Beijing Jingneng Clean Energy Co., Limited
KANG Jian
Company Secretary

Beijing, the PRC
21 June 2018

As at the date of this announcement, the non-executive directors of the Company are Mr. Meng Wentao, Mr. Jin Shengxiang, Mr. Tang Xinbing, Mr. Yu Zhongfu and Mr. Zhao Wei; the executive director of the Company is Mr. Zhang Fengyang; and the independent non-executive directors of the Company are Mr. Huang Xiang, Mr. Zhang Fusheng, Mr. Chan Yin Tsung and Mr. Han Xiaoping.