

香港交易及結算所有限公司、香港聯合交易所有限公司網算交易處 所有公司網 底賣殺關×龍淪+跑月淨+饒狗31or the

除註明「請勿填寫本欄」的部分外，每項均須填寫



香港灣仔皇后大道東183號合和中心
17樓1712-1716號舖

Beijing Jingneng Clean Energy Co., Limited

北京京能清潔能源電力股份有限公司

(A l i t c c a i c ated i the Pe e' Re b ic fChū a ūh i ūed iabū ū)

(於中華人民共和國註冊成立的股份有限公司)

(Stock Code: 00579)

(股份代號：00579)

**FORM OF ACCEPTANCE AND TRANSFER OF H SHARES OF RMB1.00 EACH IN THE ISSUED SHARE CAPITAL OF
BEIJING JINGNENG CLEAN ENERGY CO., LIMITED**

北京京能清潔能源電力股份有限公司

已發行股本中每股面值人民幣1.00元之H股股份之接納及轉讓表格

TO ACCEPT THE H SHARE OFFER (Please refer to the note)

接納H股要約(請參閱附註)

Box A 甲欄

FOR THE CONSIDERATION stated below the “Transferor(s)” named below hereby transfer(s) to the “Transferee” named below the H Share(s) held by the Transferor(s) specified below subject to the terms and conditions contained herein and in the accompanying Composite Document. 根據本表格及隨附的綜合文件所載條款及條件，下列「轉讓人」現按下列代價，將以下註明轉讓人所持有的H股股份轉讓予下列「承讓人」。		
Number of H Shares tendered for acceptance 閣下提呈接納的H股股份數目	FIGURES 數目	WORDS 大寫
H Share certificate number(s) H股股票編號		
TRANSFEROR(s) name(s) and address(es) in full 轉讓人全名及地址 (EITHER TYPE-WRITTEN OR WRITTEN IN BLOCK CAPITALS) (請用打字機或正楷填寫)	Family name(s) or company name(s) 姓氏或公司名稱	First name 名字
	Registered address 登記地址	Telephone number 電話號碼
CONSIDERATION 代價	HK\$2.70 in cash for each H Share tendered for acceptance and to be taken up by BEH 以現金2.70港元接納每股提呈接納並獲京能集團承購的H股股份	
TRANSFEEE 承讓人	Name: 名稱:	Beijing Energy Holding Co., Ltd. 北京能源集團有限責任公司
	Correspondence address: 通訊地址:	Area A, CBD International Building, No. 16 Yongan Dongli, Chaoyang District, Beijing, the PRC 中國北京市朝陽區永安東里16號CBD國際大廈A區
	Occupation 職業:	Corporation 法團
SIGNED by the transferor(s) to this transfer, this _____ day of, _____ 由是項轉讓之轉讓人於 _____ 年 _____ 月 _____ 日簽署		

Note: Insert the total number of H Shares for which the H Share Offer is accepted. If no number is inserted or a number inserted is greater or smaller than your registered holding of H Share(s) or those physical H Share(s) tendered for acceptance of the H Share Offer and you have signed this form, this form will be returned to you for correction and resubmission. Any corrected form must be resubmitted and received by the H Share Registrar on or before the latest time for acceptance of the H Share Offer.

附註：請填上接納H股要約之H股總數。倘並無填上數目或所填數目大於或小於閣下登記持有之H股或作接納H股要約之實物H股，而閣下已簽署本表格，則本表格將退回予閣下進行更正及重新遞交。任何經更正之表格必須於接納H股要約之最後期限或之前自行重新提交並送達H股證券登記處。

Please SIGN BELOW in the capacity as the Transferor(s) to accept the H Share Offer. All joint holders must sign

Your signature(s) should be witnessed by a person aged 18 or above who is not another joint holder and who must also sign and print his/her name and address as indicated below.

倘閣下接納H股要約，請於下方簽署，以作為轉讓人接納H股要約。所有聯名持有人均須簽署。

閣下應在另一名並非聯名持有人的18歲或以上人士的見證下簽署，而該人士亦須如下所示簽署及填寫其姓名及地址。

Signed by or on behalf of the Transferor(s) in the presence of:

轉讓人或其代表在下列見證人見證下簽署：

Signature of Witness 見證人簽署 _____

Name of Witness 見證人姓名 _____

Address of Witness 見證人地址 _____

Occupation of Witness 見證人職業_____

Signature(s) of Transferor(s) or its duly authorised agent(s)/Company chop, if applicable
轉讓人或其正式授權代理人簽署 公司印鑑(如適用)

轉讓人或其正式授權代理人簽署 公司印鑑(如適用)

Date of Submission of this Form of Acceptance
提交本接納表格之日期

DO NOT COMPLETE 請勿填寫本欄

Signed by or on behalf of the Transferee in the presence of:
承讓人或其代表在下列見證人見證下簽署：

Signature of Witness 見證人簽署_____

Name of Witness 見證人姓名 _____

Address of Witness 見證人地址 _____

Occupation of Witness 見證人職業_____

For and on behalf of 代表
Beijing Energy Holding Co., Ltd.
北京能源集團有限責任公司

Signature(s) of Transferee or
its duly authorised agent(s):
承讓人或其正式授權代理人簽署：_____

Date of signing by Transferee 由承讓人簽署日期

THIS FORM OF ACCEPTANCE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to any aspect of this Form of Acceptance or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser. If you have sold or transferred all your H Shares, you should at once hand this Form of Acceptance and the accompanying Composite Document to the purchaser or transferee or to the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

The H Share Offer is in respect of a company incorporated in the People's Republic of China and listed in Hong Kong and is therefore subject to the disclosure and procedural requirements of laws, regulations and rules in Hong Kong which may be different from those in other jurisdictions. The ability of H Shareholders who are citizens, residents or nationals of jurisdictions outside of Hong Kong to participate in the H Share Offer may be subject to the laws and regulations of the relevant jurisdictions. It is the responsibility of each of the relevant H Shareholders to satisfy himself/herself/itself as to the full observance of the laws and regulations of the relevant jurisdiction in connection therewith, including obtaining any governmental, exchange control or other consents, or filing and registration and the payment of any transfer or other taxes due from such H Shareholder in such relevant jurisdictions as a result of acceptance of the H Share Offer.

Any acceptance by any H Shareholder will be deemed to constitute a representation and warranty from such H Shareholder to BEH and the Company that all local laws and requirements have been complied with and that the H Share Offer can be accepted by such H Shareholder lawfully under the laws of the relevant jurisdiction. H Shareholders should consult their professional advisers if in doubt.

This Form of Acceptance should be read in conjunction with the Composite Document. All words and expressions defined in the Composite Document shall, unless the context otherwise requires, have the same meanings when used in this Form of Acceptance.

HOW TO COMPLETE THIS FORM OF ACCEPTANCE

You should read the Composite Document before completing this Form of Acceptance. To accept the H Share Offer made by China Securities (International) Corporate Finance Company Limited for and on behalf of BEH at HK\$2.70 per H Share in cash, you should duly complete and sign this Form of Acceptance and forward this Form of Acceptance, together with the relevant H Share certificate(s) and/or, transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) (if applicable) for not less than the number of H Shares in respect of which you wish to accept the H Share Offer, by post or by hand to the H Share Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in an envelope marked **"Beijing Jingneng Clean Energy Co., Limited – H Share Offer"** as soon as possible after receipt of this Form of Acceptance but in any event so as to reach the H Share Registrar by no later than 4:00 p.m. (Hong Kong time) on Monday, 1 March 2021 (being the First Closing Date) or such later time and/or date as BEH may determine and announce in compliance with the Takeovers Code. Unless the H Share Offer is extended in accordance with the Takeovers Code, no Form of Acceptance received after 4:00 p.m. (Hong Kong time) on the Closing Date will be accepted.

If you require any assistance in completing this Form of Acceptance or have any enquiries regarding the procedures for tendering and settlement or any other similar aspect of the H Share Offer, please contact the H Share Registrar at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

FORM OF ACCEPTANCE IN RESPECT OF THE H SHARE OFFER

To: BEH and China Securities (International) Corporate Finance Company Limited
To: Beijing Jingneng Clean Energy Co., Limited and the H Share Registrar

1. My/Our execution of this Form of Acceptance shall also be binding on my/our successors and assignees, and shall constitute:
 - (a) my/our acceptance of the H Share Offer made by China Securities (International) Corporate Finance Company Limited for and on behalf of BEH in respect of the number of H Shares inserted in Box A of this Form of Acceptance and subject to the terms set out or referred to in the Composite Document and this Form of Acceptance, and such acceptance shall be irrevocable except in the circumstances that such accepting H Shareholder is granted a right to withdraw in accordance with Rule 19.2 of the Takeovers Code or in compliance with Rule 17 of the Takeovers Code;
 - (b) my/our irrevocable instruction and authority to each of BEH, China Securities (International) Corporate Finance Company Limited, the H Share Registrar and/or their respective agent(s) to send a cheque marked "Not negotiable – account payee only" drawn in my/our favour for the cash consideration to which I/we shall have become entitled under the terms of the H Share Offer (taking into account of seller's ad valorem stamp duty payable by me/us in connection with my/our acceptance of the H Share Offer) by ordinary post at my/our own risk to the person and the address stated below or, if no name and address is stated below, to me or the first-named of us (in the case of joint registered H Shareholders) at the registered address shown in the H Share Register;

(Please insert name and address of the person to whom the cheque should be sent (if different from the registered H Shareholder or the first-named of joint registered H Shareholders))
Name: (in block capitals) _____
Address: (in block capitals) _____
 - (c) my/our irrevocable instruction and authority to each of BEH, China Securities (International) Corporate Finance Company Limited, the H Share Registrar and/or such person or persons as any of them may direct for the purpose, on my/our behalf, to make and execute the contract note as required by Section 19(1) of the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong) to be made and executed by me/us as the seller(s) of the H Share(s) to be sold by me/us under the H Share Offer and to cause the same to be stamped and to cause an endorsement to be made on this Form of Acceptance in accordance with the provisions of that ordinance;
 - (d) my/our irrevocable instruction and authority to each of BEH, China Securities (International) Corporate Finance Company Limited and/or such person or persons as any of them may direct to complete, amend and execute any document on my/our behalf in connection with my/our acceptance of the H Share Offer and to do any other act that may be necessary or expedient for the purpose of vesting in BEH and/or such person or persons as it may direct my/our H Share(s) tendered for acceptance under the H Share Offer;
 - (e) my/our understanding that my/our execution of this Form of Acceptance shall be deemed to constitute acceptance of the H Share Offer on and subject to the terms set out or referred to in the Composite Document and this Form of Acceptance, including any extension of the terms of such H Share Offer. Also my/our instruction and authority to each of BEH, China Securities (International) Corporate Finance Company Limited and/or the H Share Registrar or their respective agent(s) or such person(s) as any of them may direct for the purpose, to accept any such extension of the terms of the H Share Offer on my/our behalf and to execute on my/our behalf and in my/our name all such further documents (if any) as may be required to give effect to such acceptance;
 - (f) my/our undertaking to execute such further documents and to do such acts and things by way of further assurance as may be necessary or desirable to transfer my/our H Share(s) tendered for acceptance under the H Share Offer to BEH or such person or persons as it may direct free from all options, liens, claims, equities, charges, encumbrances, rights of pre-emption and any other third party rights of any nature and together with all rights attaching to them as at the date of the Rule 3.5 Announcement or subsequently becoming attached to them, including the right to receive in full all dividends and other distributions, if any, declared, and where the record date for such entitlement is on or after the date of the Rule 3.5 Announcement;
 - (g) my/our agreement to ratify each and every act or thing which may be done or effected by BEH, China Securities (International) Corporate Finance Company Limited and/or the H Share Registrar and/or their respective agents or such person or persons as any of them may direct on the exercise in good faith of any rights contained herein; and
 - (h) my/our irrevocable instruction and authority to BEH, China Securities (International) Corporate Finance Company Limited and/or their respective agent(s) to collect from the H Share Registrar on my/our behalf the H Share certificate(s) in respect of the H Share(s) due to be issued to me/us in accordance with, and against surrender of, the enclosed transfer receipt(s) and/or other document(s) of title (and/or satisfactory indemnity or indemnities required in respect thereof) (if applicable), which has/have been duly signed by me/us, and to deliver the same to the H Share Registrar and to authorise and instruct the H Share Registrar to hold such H Share certificate(s) subject to the terms and conditions of the H Share Offer as if it/they were H Share certificate(s) delivered to the H Share Registrar together with this Form of Acceptance.
2. I/We understand that acceptance of the H Share Offer by me/us will be deemed to constitute a warranty by me/us to BEH and China Securities (International) Corporate Finance Company Limited that (i) the number of H Share(s) specified in this Form of Acceptance are fully paid and sold by me/us free from all options, liens, claims, equities, charges, encumbrances, rights of pre-emption and any other third party rights of any nature and together with all rights attached to them as at the date of the Rule 3.5 Announcement or subsequently becoming attached to them, including the right to receive in full all dividends and other distributions, if any, declared, and where the record date for such entitlement is on or after the date of the Rule 3.5 Announcement; and (ii) if my/our registered address is located in a jurisdiction outside Hong Kong, I/we have fully observed the laws of all relevant jurisdictions, in connection therewith, including the obtaining of any governmental, exchange control, regulation or other consents which may be required or the compliance with other necessary formalities or legal requirements and the payment of any transfer or other taxes due in respect of such jurisdiction from me/us. I/We shall be fully responsible for payment of any transfer or other taxes and duties imposed by whomsoever payable by me/us in respect of that jurisdiction. I/We have not taken or omitted to take any action which will or may result in BEH, the Company or China Securities (International) Corporate Finance Company Limited or any other person acting in breach of the legal or regulatory requirements of any jurisdiction in connection with the H Share Offer or my/our acceptance thereof, and am/are permitted under all applicable laws to receive and accept the H Share Offer, and any revision thereof, and that such acceptance is valid and binding in accordance with all applicable laws.
3. In the event that my/our acceptance is not valid, or is treated as invalid, in accordance with the terms of the H Share Offer, all instructions, authorisations and undertakings contained in paragraph 1 above shall cease in which event, I/we authorise and request BEH, China Securities (International) Corporate Finance Company Limited and the H Share Registrar and/or such person or persons as any of them may direct to return to me/us my/our H Share certificate(s) and/or transfer receipt(s) and/or other document(s) of title (and/or satisfactory indemnity or indemnities requested in respect thereof) (if applicable), together with this Form of Acceptance duly cancelled, by ordinary post at my/our own risk to the person and address stated in paragraph 1 (b) above or, if no name or address is stated, to me or the first-named of us (in the case of joint registered H Shareholders) at the registered address shown in the H Share Register.

Note: Where I/we have sent one or more transfer receipt(s) and in the meantime the relevant H Share certificate(s) has/have been collected by any of BEH, China Securities (International) Corporate Finance Company Limited and/or any of their agent(s) from the Company or the H Share Registrar on my/our behalf, such H Share certificate(s) will be returned to me/us in lieu of the transfer receipt(s).
4. I/We enclose the relevant H Share certificate(s) and/or, transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) (if applicable) for the whole or part of my/our holding of H Share(s) which are to be held by BEH, China Securities (International) Corporate Finance Company Limited and the H Share Registrar and/or such person or persons as any of them may direct on the terms and conditions of the H Share Offer. I/We understand that no acknowledgement of receipt of any Form(s) of Acceptance, H Share certificate(s), transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) (if applicable) will be given. I/we further understand that all documents will be sent by ordinary post at my/our own risk.
5. I/We represent and warrant to each of BEH, China Securities (International) Corporate Finance Company Limited and the H Share Registrar and/or such person or persons as any of them may direct that I am/we are the registered H Shareholder(s) of the number of H Share(s) specified in this Form of Acceptance and I/we have the full power and authority to tender, sell, assign or transfer my/our H Share(s) (together with all rights accruing or attaching thereto) to BEH by way of acceptance of the H Share Offer.
6. It is the responsibility of each of the relevant H Shareholders to satisfy himself/herself/itself as to the full observance of the laws and regulations of the relevant jurisdiction in connection therewith, including obtaining any governmental, exchange control or other consents, or filing and registration and the payment of any transfer or other taxes due from such H Shareholder in such relevant jurisdictions.
7. Any acceptance by any H Shareholder will be deemed to constitute a representation and warranty from such H Shareholder to BEH and the Company that all applicable local laws and requirements have been complied with and that the H Share Offer can be accepted by such H Shareholder lawfully under the laws of the relevant jurisdiction. H Shareholders should consult their professional advisers if in doubt. I/We warrant to BEH and the Company that I/we shall be fully responsible for payment of any transfer or other taxes duties imposed by whomsoever payable by me/us in respect of the jurisdiction where my/our address is located as set out in the H Share Register in connection with my/our acceptance of the H Share Offer.
8. I/We acknowledge that, save as expressly provided in the Composite Document and this Form of Acceptance, all acceptances, instructions, authorities and undertakings hereby given shall be irrevocable and unconditional.
9. I/We acknowledge that my/our H Shares sold to BEH by way of the H Share Offer will be registered under the name of BEH or its nominees.

本接納表格乃重要文件，請即處理。

閣下如對本接納表格之任何方面或應採取之行動有任何疑問，應諮詢 閣下之持牌證券交易商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。 閣下如已售出或轉讓名下所有H股股份，應立即將本接納表格及隨附之綜合文件送交買主或承讓人或持牌證券交易商或註冊證券機構或經手買賣或轉讓之其他代理商，以便轉交買主或承讓人。

H股要約就在中華人民共和國註冊成立及在香港上市之公司作出，故須遵守香港的法律、規例及規則所規定的披露及程序要求，可能有別於其他司法權區之規定。屬於香港以外司法權區之公民、居民或國民之H股股東參與H股要約之能力，可能須受相關司法權區之法律及規例所規限。有關之H股股東各自有責任自行了解並全面遵守相關司法權區與此相關之法律及規例，包括取得任何政府、外匯管制或其他方面之同意、或進行存檔及登記，以及支付有關之H股股東因接納H股要約於相關司法權區應付之任何轉讓或其他稅項。

凡任何H股股東接納，將視為構成該H股股東向京能集團及本公司作出聲明及保證其已遵守所有本地法律及規定及有關之H股股東根據相關司法權區之法律可合法地接納H股要約。如有任何疑問，H股股東應諮詢其專業顧問。

本接納表格應與綜合文件一併閱讀。除另有指明外，本接納表格所用詞彙與綜合文件內所界定者具有相同涵義。

如何填寫本接納表格

閣下務請細閱綜合文件後方填寫本接納表格。 閣下如接納由中信建投(國際)融資有限公司代表京能集團提出每股H股股份2.70港元現金之H股要約， 閣下應填妥及簽署本接納表格，並將整份本接納表格連同不少於 閣下欲接納H股要約之H股股份數目之相關H股股票及 或過戶收據及 或任何其他所有權文件(及 或任何就此所需並令人信納之一項或多項彌償保證(如適用))，於收到本接納表格後盡快及無論如何不得遲於2021年3月1日(星期一)(即首個截止日)下午四時正(香港時間)前或京能集團在符合《收購守則》的情況下可能決定及公佈的其他較後時間及 或日期，以郵遞或專人送遞方式送交H股證券登記處，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖，信封上面請註明「北京京能清潔能源電力股份有限公司 - H股要約」。除非H股要約根據《收購守則》獲延期，否則於截止日下午四時正(香港時間)後收到之接納表格將不獲受理。

閣下如對填寫本接納表格需要任何協助或對H股要約之提呈及交收程序或任何其他類似方面有任何查詢，請聯絡

PERSONAL DATA

Personal Information Collection Statements

This personal information collection statement informs you of the policies and practices of BEH, China Securities (International) Corporate Finance Company Limited, the Company and the H Share Registrar in relation to personal data and the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the “**Ordinance**”).

1. Reasons for the collection of your personal data

In accepting the H Share Offer for your H Share(s), you must provide the personal data requested. Failure to supply the requested data may result in the processing of your acceptance being invalidated, rejected or delayed. It may also prevent or delay the despatch of the consideration to which you are entitled under the H Share Offer.

2. Purposes

The personal data which you provide on this Form of Acceptance may be used, held and/or stored (by whatever means) for the following purposes:

- processing your acceptance and verification or compliance with the terms and application procedures set out in this Form of Acceptance and the Composite Document;
- registering transfers of the H Share(s) out of your name;
- maintaining or updating the relevant register of holders of the H Shares;
- conducting or assisting to conduct signature verifications, and any other verification or exchange of information;
- distributing communications from BEH, the Company, its agents such as financial advisers, and/or the H Share Registrar;
- compiling statistical information and H Shareholder profiles;
- establishing benefit entitlements of the H Shareholders;
- disclosing relevant information to facilitate claims on entitlements;
- making disclosures as required by laws, rules or regulations (whether statutory or otherwise);
- any other purpose in connection with the business of BEH or the Company; and
- any other incidental or associated purposes relating to the above and other purpose to which the H Shareholders may from time to time agree to or be informed of.

個人資料

個人資料收集聲明

本個人資料收集聲明旨在知會閣下有關於京能集團、中信建投(國際)融資有限公司、本公司及H股證券登記處有關個人資料及香港法例第486章《個人資料(私隱)條例》(「條例」)之政策及慣例。

1. 收集閣下個人資料之原因

就閣下之H股股份接納H股要約時，閣下須提供所需之個人資料。倘未能提供所需資料，可能導致閣下之接納在處理時變成無效、遭拒絕受理或受到延誤。同時亦可能妨礙或延遲寄發閣下根據H股要約應得之代價。

2. 用途

閣下於本接納表格提供之個人資料可能使用、持有及或保存(以任何方式)作下列用途：

- 處理閣下之接納及核實或遵循本接納表格及綜合文件載列之條款及申請手續；
- 登記以閣下名義進行之H股股份轉讓；
- 存置或更新相關H股股東名冊；
- 核實或協助核實簽名，以及進行任何其他資料核實或交換；
- 分派來自京能集團、本公司、其代理(如財務顧問)及或H股證券登記處之通訊；
- 編製統計資料及H股股東資料；
- 確定H股股東之受益權利；
- 披露相關資料以便申索權益；
- 根據法律、規則或規例之要求(無論法定或其他規定)作出披露；