ARTICLES OF ASSOCIATION
OF

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

(Incorporated in the People's Republic of China with limited liability)

* [illegible]

Contents

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[illegible] A, [illegible] A, [illegible] - [illegible] E [illegible] E [illegible] .., [illegible] ([illegible]) ([illegible] 2010 [illegible] .757), [illegible] - [illegible] A [illegible] A [illegible] 3 A [illegible] 2010, [illegible] A, [illegible] E [illegible] ([illegible] 2010 [illegible] .822), [illegible] 13 A [illegible] 2010, [illegible] E [illegible] 30 A, [illegible] 2010, [illegible] A [illegible] 25 A [illegible] 2010, [illegible] ([illegible] 91110000101718150E) [illegible]

[illegible] E [illegible] E [illegible] A [illegible] A [illegible] ([illegible]) [illegible] E [illegible] E [illegible] A [illegible] A [illegible] A [illegible]

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[illegible] : 100028
[illegible] .: 010-87407188/87407189
[illegible] .: 010-87407187

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[illegible] A [illegible] A [illegible] 230,150,000 [illegible] 4.603% [illegible];

[illegible] E [illegible] E [illegible] 27,600,000 [illegible] 0.552% [illegible];

[illegible] ([illegible]) [illegible] 16,450,000 [illegible] 0.329% [illegible];

[illegible] 65,750,000 [illegible] 1.315% [illegible];

[illegible] E [illegible] E [illegible] 219,200,000 [illegible] 4.384% [illegible];

[illegible] A [illegible] A [illegible] 153,450,000 [illegible] 3.069% [illegible].

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A [illegible] 8,244,508,144 [illegible]:

[illegible] E [illegible] 5,081,793,482 [illegible] 61.639% [illegible];

[illegible] E [illegible] E [illegible] 92,654,249 [illegible] 1.124% [illegible];

[illegible] 224,348,291 [illegible] 2.721% [illegible];

[illegible] ([illegible]) [illegible] 16,035,322 [illegible] 0.194% [illegible];

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2. [illegible] ([illegible]) [illegible];

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(2) [illegible]

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1. [illegible] A [illegible] A [illegible];

2. [illegible]:

( ) [illegible];

( ) [illegible]:

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[illegible];

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[illegible]

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(7) [illegible];

(8) [illegible];

(9) [illegible];

(10) [illegible];

(11) [illegible];

(12) [illegible];

(13) [illegible];

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(16) [illegible];

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(6) [illegible] ;

(7) [illegible] ;

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(5) [illegible];

(6) [illegible]

[illegible]:

(1) [illegible]

(2) [illegible]

(3) [illegible]

(4) [illegible]

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(7) [illegible] ( ), [illegible];

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1. [illegible];

2. [illegible] A [illegible] A [illegible];

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4. [illegible];

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6. [illegible];

7. [illegible];

8. [illegible];

9. [illegible];

10. [illegible] A [illegible] A [illegible]

Article 178

[illegible] (6) [illegible] A [illegible]

[illegible]

Article 179

[illegible]

Article 180

A [illegible] A [illegible]

[illegible]

Article 181

[illegible]

[illegible] 10 [illegible]

Article 182

A [illegible] 10 [illegible]

A [illegible]:

(1) [illegible];

(2) [illegible];

(3) [illegible]

Article 183

[illegible]

Article 184

[illegible]

Chapter 16 Qualifications and Obligations of the Company's Directors, Supervisors and Other Senior Management

Article 185

A [illegible]:

1. [illegible];

2. [illegible] (5) [illegible];

3. [illegible] (3) [illegible];

4. [illegible] (3) [illegible];

5. [illegible];

6. [illegible];

7. [illegible];

8. [illegible] (5) [illegible];

9. [illegible];

10. [illegible] ( ) [illegible].

Article 186

[illegible]

Article 187

[illegible] ( ) [illegible]:

1. [illegible];

2. [illegible];

3. [illegible] ([illegible]) [illegible];

4. [illegible] ([illegible]) [illegible] A [illegible] A [illegible].

Article 188

E [illegible].

Article 189

[illegible] ([illegible]) [illegible]:

1. [illegible];

2. [illegible];

3. [illegible];

4. [illegible];

5. [illegible] A [illegible] A [illegible];

6. [illegible];

7. [illegible] ([illegible]) [illegible];

8. [illegible];

9. [illegible] A [illegible] A [illegible];

10. [illegible] / [illegible];

11. [illegible];

12. [illegible] A [illegible] A [illegible];

13. [illegible];

14. [illegible]:

(1) [illegible];

(2) [illegible];

(3) [illegible]

[illegible] A [illegible];

Article 190

E [illegible] (**Connected Persons**) [illegible]:

1. [illegible];

2. [illegible] (1) [illegible];

3. [illegible] (1) [illegible] (2) [illegible];

4. [illegible] (1), (2) [illegible] (3) [illegible];

5. [illegible] (4) [illegible]

Article 191

[illegible]

Article 192

E [illegible] A [illegible] 60 [illegible] A [illegible] A [illegible]

Article 193

[illegible] ([illegible]), [illegible]

E [illegible]

[illegible]

A [illegible]

Article 194

[illegible]

Article 195

[illegible]

Article 196

[illegible]

1. [illegible];

2. [illegible];

3. [illegible]

Article 197

A [illegible] A [illegible]

Article 198

A [illegible] A [illegible] 196 [illegible]:

1. [illegible];

2. [illegible]

Article 199

[illegible]

Article 200

[illegible]:

1. [illegible];

2. [illegible] (illegible);

3. [illegible];

4. [illegible] (illegible);

5. [illegible];

6. [illegible]

Article 201

[illegible]

1. [illegible];

2. [illegible];

3. [illegible];

4. [illegible]

A [illegible]

[illegible]:

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

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

(3) [illegible] A [illegible] 250 [illegible].

Article 202

[illegible]

[illegible]:

1. [illegible];

2. [illegible]

[illegible] A [illegible]

Article 203

[illegible]

Chapter 17 Financial Accounting System and Distribution of Profits

Article 204

[illegible]

Article 205

[illegible] 1 [illegible] 31 [illegible]

[illegible]

Article 206

[illegible]

Article 207

[illegible] 20 [illegible] E [illegible]

A. [illegible] 21 [illegible] ([illegible]) [illegible] E [illegible]

Article 208

[illegible] ( ) [illegible]

Article 209

[illegible]

Article 210

[illegible] 60 [illegible] 120 [illegible]

Article 211

[illegible]

Article 212

[illegible]:

1. [illegible];

2. [illegible].

Article 213

[illegible] 10 [illegible] 50 [illegible]

[illegible]

A [illegible]

A [illegible] A [illegible]

[illegible]

[illegible]

Article 214

[illegible]

[illegible] 25% [illegible]

Article 215

[illegible] ([illegible]):

1. [illegible];

2. [illegible].

A [illegible]

[illegible]

Article 216

[illegible]

Article 217

[illegible] ( ), [illegible] ( ), [illegible]

E [illegible]

[illegible]

[illegible]

[illegible]

(1) [illegible] 3 [illegible] 12 [illegible];

(2) [illegible] 12 [illegible] E [illegible]

Article 218

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

Article 219

[illegible]

Chapter 18 Appointment of an Accounting Firm

Article 220

[illegible]

Article 221

[illegible]

Article 222

A [illegible]:

1. [illegible];

2. [illegible]

3. [illegible]

Article 223

[illegible]

Article 224

[illegible]

Article 225

[illegible]

Article 226

[illegible]

(1) [illegible]

(2) [illegible]

1. [illegible]

2. [illegible]

(3) [illegible] (2) [illegible]

(4) [illegible] :

1. [illegible] ;

2. [illegible] ;

3. [illegible]

[illegible]

Article 227

[illegible]

(1) [illegible] A [illegible] :

1. [illegible] ;

2. [illegible]

(2) [illegible] 14 [illegible] (1) [illegible] (1) 2., [illegible] E [illegible]

(3) [illegible] (1) 2. [illegible]

Chapter 19 Merger, Division, Dissolution and Liquidation

Section 1 Merger and Division

Article 228

[illegible]

Article 229

[illegible]

Article 230

[illegible]

Article 231

[illegible]

Section 2 Dissolution and Liquidation

Article 232

[illegible]:

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

(2) [illegible];

(3) [illegible];

(4) [illegible];

(5) [illegible];

(6) [illegible]

Article 233

[illegible] A [illegible] 232 (1), (2), (5) [illegible] (6) [illegible] A [illegible] A [illegible] A [illegible] 15 [illegible]

[illegible] A [illegible] 232 (4) [illegible] A [illegible] A [illegible] A [illegible]

Article 234

[illegible] ([illegible]), [illegible] 12 [illegible]

[illegible]

[illegible]

Article 235

[illegible] 60 [illegible] E [illegible] 45 [illegible]

[illegible]

[illegible]

Article 236

[illegible]:

(1) [illegible];

(2) [illegible];

(3) [illegible];

(4) [illegible];

(5) [illegible];

(6) [illegible];

(7) [illegible]

Article 237

[illegible]

[illegible]

[illegible]

Article 238

[illegible]

[illegible]

Article 239

[illegible]

Article 240

[illegible]

Chapter 20 Amendment to Articles of Association

Article 241

[illegible]

Article 242

[illegible]

(1) [illegible]

(2) [illegible]

(3) [illegible]

Article 243

[illegible]

Article 244

[illegible]

(1) [illegible];

(2) [illegible]

Article 245

[illegible]

Chapter 21 Notice

Article 246

[illegible]:

(1) [illegible];

(2) [illegible];

(3) [illegible];

(4) [illegible];

(5) [illegible];

Chapter 22 Settlement of Disputes

Article 250

(1)

(2)

(3)

(4)

Chapter 23 Supplementary Articles

Article 251

Definition

(1) [illegible]

(2) [illegible]

(3) [illegible]

Article 252

[illegible]

Article 253

[illegible]

Article 254

[illegible]

Article 255

[illegible]