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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)**

**POLL RESULTS OF  
THE FIRST EXTRAORDINARY GENERAL MEETING OF 2018  
CHANGE OF DIRECTORS AND MEMBERS OF THE BOARD COMMITTEES  
RE-DESIGNATION OF DIRECTOR AND APPOINTMENT OF GENERAL MANAGER  
CHANGE OF AUTHORIZED REPRESENTATIVE  
AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
CHANGE OF DOMESTIC AUDITORS**

The board of Directors (the “**Board**”) of Beijing Jingneng Clean Energy Co., Limited (the “**Company**”) is pleased to announce that the first extraordinary general meeting of 2018 (the “**EGM**”) of the Company was held at 10:00 a.m. on Tuesday, 13 February 2018 at Suite 2901, Block A, CBD International Tower, 16 Yong’andongli, Chaoyang District, Beijing, PRC. The EGM was chaired by Mr. Meng Wentao. The holding of the EGM was in compliance with the relevant requirements of the Company Law of the People’s Republic of China and the Articles of Association of the Company.

Reference is made to the circular dated 29 December 2017 (the “**Circular**”) issued by the Company in connection with the EGM. Unless the context requires otherwise, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

As at the date of the EGM, the number of issued Shares of the Company was 6,870,423,454 Shares. The total number of Shares entitling the Shareholders to attend and vote on the resolutions proposed at the EGM is 6,870,423,454 Shares. There were no Shares entitling the Shareholders to attend and abstain from voting in favour at the EGM as set out in rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

No Shareholder of the Company was required under the Listing Rules to abstain from voting on the resolutions at the EGM. None of the Shareholders has stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the EGM.

Shareholders and duly authorized proxies, holding a total of 5,724,642,650 Shares of the Company and representing approximately 83.322996% of the total number of issued Shares of the Company, were present at the EGM. The resolutions at the EGM were put to vote by way of poll.

## SCRUTINEER

In compliance with the requirements of the Listing Rules, Computershare Hong Kong Investor Services Limited, the Company's H Share Registrar, acted as the scrutineer for counting of votes at the EGM.

## POLL RESULTS OF THE EGM

The Board is pleased to announce that all the resolutions have been duly passed at the EGM and the details of the poll results are as follows:

Ordinary Resolutions		Number of Votes (%)			Total Number of Votes
		For	Against	Abstain	
(1)	To consider and approve the proposed appointment of Mr. Meng Wentao as a non-executive Director of the Board in the third session.	5,714,255,831 (99.818560%)	10,386,819 (0.181440%)	0 (0.000000%)	5,724,642,650
(2)	To consider and approve the proposed appointment of Mr. Jin Shengxiang as a non-executive Director of the Board in the third session.	5,714,255,831 (99.818560%)	10,386,819 (0.181440%)	0 (0.000000%)	5,724,642,650
(3)	To consider and approve the proposed appointment of Mr. Tang Xinbing as a non-executive Director of the Board in the third session.	5,714,255,831 (99.818560%)	10,386,819 (0.181440%)	0 (0.000000%)	5,724,642,650
(4)	To consider and approve the proposed appointment of Mr. Zhang Fengyang as a non-executive Director of the Board in the third session.	5,714,255,831 (99.818560%)	10,386,819 (0.181440%)	0 (0.000000%)	5,724,642,650
(5)	To consider and approve the proposed change of domestic auditors of the Company.	5,724,642,650 (100.000000%)	0 (0.000000%)	0 (0.000000%)	5,724,642,650
As more than half of the votes were cast in favour of each of the above resolutions numbered (1) to (5), all resolutions were duly passed as ordinary resolutions.					
Special Resolution		Number of Votes (%)			Total Number of Votes
		For	Against	Abstain	
(6)	To consider and approve the proposed amendments to the articles of association of the Company.	5,398,836,551 (94.308709%)	325,806,099 (5.691291%)	0 (0.000000%)	5,724,642,650
As more than two-third of the votes were cast in favour of the above resolution numbered (6), the resolution was duly passed as a special resolution.					

## **CHANGE OF DIRECTORS AND MEMBERS OF THE BOARD COMMITTEES**

### **Appointment of Directors and members of the Board committees**

Following the approval by the Shareholders at the EGM, the Board is pleased to announce that the appointments of (i) Mr. Meng Wentao as a non-executive Director, Chairman of the Board, chairman of the strategy committee of the Board and a member of the remuneration and nomination committee of the Board, (ii) Mr. Jin Shengxiang as a non-executive Director, a member of the strategy committee of the Board and a member of the audit committee of the Board, (iii) Mr. Tang Xinbing as a non-executive Director, a member of the strategy committee of the Board and a member of the remuneration and nomination committee of the Board and (iv) Mr. Zhang Fengyang as a non-executive Director and a member of the strategy committee of the Board, all became effective on 13 February 2018.

The biographical details of Mr. Meng Wentao, Mr. Jin Shengxiang, Mr. Tang Xinbing and Mr. Zhang Fengyang are set out in the Appendix of this announcement.

The term for the appointments of Mr. Meng Wentao, Mr. Jin Shengxiang, Mr. Tang Xinbing and Mr. Zhang Fengyang as non-executive Directors has commenced upon the approval by the Shareholders at the EGM and shall end on the expiry of the term of the third session of the Board. The Company has entered into service agreements with each of Mr. Meng Wentao, Mr. Jin Shengxiang, Mr. Tang Xinbing and Mr. Zhang Fengyang. Mr. Meng Wentao, Mr. Jin Shengxiang, Mr. Tang Xinbing and Mr. Zhang Fengyang will not receive any remuneration from the Company.

Save as disclosed in this announcement, Mr. Meng Wentao, Mr. Jin Shengxiang, Mr. Tang Xinbing and Mr. Zhang Fengyang did not hold any directorship in any other listed companies or take up any post in any group members of the Company in the past three years, nor have any relationship with any other directors, supervisors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company. In addition, Mr. Meng Wentao, Mr. Jin Shengxiang, Mr. Tang Xinbing and Mr. Zhang Fengyang do not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong.

Save as disclosed above, there is no other information relating to the appointments of Mr. Meng Wentao, Mr. Jin Shengxiang, Mr. Tang Xinbing and Mr. Zhang Fengyang that shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any matter which needs to be brought to the attention of the Shareholders.

### **Resignation of Directors and members of the Board committees**

The Board also announces that, due to other work commitments, (i) Mr. Zhu Yan has resigned as a non-executive Director, Chairman of the Board, chairman of the strategy committee of the Board and a member of the remuneration and nomination committee of the Board, (ii) Mr. Li Dawei has resigned as a non-executive Director and a member of the strategy committee of the Board, (iii) Mr. Guo Mingxing has resigned as a non-executive Director, a member of the strategy committee of the Board and a member of the remuneration and nomination committee of the Board, (iv) Mr. Zhu Baocheng has resigned as a non-executive Director, a member of the strategy committee of the Board and a member of the audit committee of the Board, and (v) Mr. Chen Ruijun has resigned as an executive Director, the general manager and a member of the strategy committee of the Board, all with effect from 13 February 2018.

Mr. Zhu Yan, Mr. Li Dawei, Mr. Guo Mingxing, Mr. Zhu Baocheng and Mr. Chen Ruijun have confirmed that they have no disagreement with the Board and there is no matter that needs to be brought to the attention of the Shareholders. Mr. Zhu Yan, Mr. Li Dawei, Mr. Guo Mingxing, Mr. Zhu Baocheng and Mr. Chen Ruijun have also confirmed that they do not have any action or claim, existing or pending, against the Company.

According to article 132 of the Articles of Association of the Company, the Board shall compose of eleven Directors. As at the date of this announcement, the Board composes of ten Directors only. The Board will make its best endeavours to identify an appropriate person for appointment as a Director in due course to comply with article 132 of the Articles of Association of the Company. Further announcement will be made by the Company in relation to such proposed appointment of Director as and when appropriate.

#### **RE-DESIGNATION OF DIRECTOR AND APPOINTMENT OF GENERAL MANAGER**

The Board is pleased to announce that at the Board meeting held on 13 February 2018, the Board has resolved to re-designate non-executive Director, Mr. Zhang Fengyang, to an executive Director and to appoint Mr. Zhang Fengyang as the general manager of the Company, with a term of 3 years commencing from the approval by the Board.

#### **CHANGE OF AUTHORIZED REPRESENTATIVE**

The Board also announce that Mr. Chen Ruijun has resigned as an authorized representative as required under rule 3.05 of the Listing Rules and Mr. Zhang Fengyang has been appointed as an authorized representative as required under rule 3.05 of the Listing Rules, both with effect from 13 February 2018.

#### **CHANGE OF DOMESTIC AUDITORS**

The Board announces that Grant Thornton has been, with effect from 13 February 2018, appointed as the domestic auditors of the Company for the year of 2017 to hold office until the conclusion of the next annual general meeting of the Company, and the Board is authorized to determine the remuneration of Grant Thornton.

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

Beijing, the PRC

13 February 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.*

## APPENDIX

**Mr. Meng Wentao**, aged 48, is a senior engineer. He served as the operation team leader and shift leader of the operation department of Inner Mongolia Delate Power Plant from July 1992 to January 2000; the deputy director of the organization department of Inner Mongolia Delate Power Plant from January 2000 to January 2001; the deputy director, director and secretary of the inspection and maintenance department of Inner Mongolia Delate Power Plant from January 2001 to January 2004; the vice chief engineer of the inspection and maintenance department of Inner Mongolia Delate Power Plant from January 2004 to March 2005; the deputy general manager of Inner Mongolia Daihai Electric Power Generation Co., Ltd. (內蒙古岱海發電有限責任公司) from March 2005 to November 2006; the deputy head of the safety production supervision department of North United Power Corporation (北方聯合電力有限責任公司) from November 2006 to May 2007; the general manager of Beijing Jingneng Thermal Power Co., Ltd. from May 2007 to July 2009; the secretary of CPC Committee and general manager of Beijing Jingneng Thermal Power Co., Ltd. from July 2009 to June 2010; the member of the CPC Committee and general manager of the Company from June 2010 to May 2012; the vice general manager of Beijing Energy Investment Holding Co., Ltd. from May 2012 to December 2014; and the vice general manager of Beijing Energy Holding Co., Ltd. since December 2014.

**Mr. Jin Shengxiang**, aged 53, is a senior engineer with a master degree in engineering management. He served as a cadre of the Turbine Research Institute of Beijing Electric Power Research Institute (北京電力科學研究院) from August 1995 to November 2000; a cadre of the Turbine Research Institute and the manager of infrastructure commissioning of North China Electric Power Research Institute Co., Ltd. (華北電力科學院有限責任公司) from November 2000 to December 2005; the deputy head of the Turbine Research Institute of North China Electric Power Research Institute Co., Ltd. from December 2005 to May 2007; the manager of the production safety department of Beijing Jingneng International Power Co., Ltd. from May 2007 to August 2009; the vice president of Beijing Jingneng International Power Co., Ltd. from August 2009 to June 2013; the deputy head and the head of the Power production and operation department of Beijing Energy Investment Holding Co., Ltd. from December 2009 to March 2013; the head of production management department of Beijing Energy Investment Holding Co., Ltd. (北京能源投資(集團)有限公司) from March 2013 to December 2014; and the head of production management department of Beijing Energy Holding Co., Ltd. since December 2014.

**Mr. Tang Xinbing**, aged 53, is a senior economist with a master degree in economics. He served as an officer of the business planning department and the general office secretary of Hubei Supply and Marketing Cooperative from July 1988 to March 1993; the assistant manager of Shenzhen Efeng Trading Co., Ltd. (深圳鄂豐貿易有限公司) from March 1993 to December 1993; the manager of the securities investment department of Hainan Efeng Industrial Trading Company (海南鄂豐實業貿易總公司) from December 1993 to March 1994; the general manager and the legal representative of Hongqiao Securities Consulting Service Company (虹橋證券諮詢服務公司) from March 1994 to September 1995; and the deputy head of office of Hubei Supply and Marketing Cooperative from September 1995 to December 1998. He was seconded to the Administrative Office of the Hubei Provincial Government and served as the secretary to the board and deputy general manager of Beijing Hubei Building Co., Ltd. (北京湖北大廈有限責任公司) from December 1998 to May 2000. Mr. Tang also served as the deputy general manager of Beijing Jiulifang High-tech Development Co., Ltd. (北京九立方高科技發展有限公司) from May 2000 to May 2002; the head of the board office of Beijing International Power Development and Investment Corporation (北京國際電力開發投資公司) and the general manager of Inner Mongolia Daihai Protection Construction Development Co., Ltd. (內蒙古岱海保護建設發展有限責任公司) from May 2002 to November 2004; the office head of the strategic decision committee of the board and the manager of the strategic development department of Beijing Energy Investment Holding Co., Ltd. from December 2004 to January 2007; the head of the strategic investment office (energy strategy research institute) of Beijing Energy Investment Holding Co., Ltd. from January 2007 to October

2007; the head of the Jiangan hydropower project planning and construction department of Beijing Energy Investment Holding Co., Ltd. from October 2007 to April 2008; the general manager of Huibei Jingneng Longbeiwang Hydropower Development Co., Ltd. (湖北京能龍背灣水電發展有限公司) from April 2008 to July 2009; the person-in-charge of the strategic investment office of the board of Beijing Energy Investment Holding Co., Ltd. from July 2009 to December 2009; the head of the strategic planning department of Beijing Energy Investment Holding Co., Ltd. from December 2009 to December 2014; the head of the strategic planning department of Beijing Energy Holding Co., Ltd. from December 2014 to November 2015; the head of strategic planning department of Beijing Energy Holding Co., Ltd. and the general manager of Beijing Energy Investment Holding (Hong Kong) Co., Ltd. since November 2015.

**Mr. Zhang Fengyang**, aged 46, is a senior engineer with a bachelor degree in hydraulic and hydropower engineering. He served as the engineer and the deputy head of the design office of Beijing Survey and Design Research Institute (北京勘測設計研究院) from July 1994 to September 2000. He served as the deputy head of the operation and development department, deputy chief design engineer and the party branch secretary of Beijing National Water Conservancy & Electric Power Engineering Co., Ltd. from September 2000 to October 2003; the project manager of the electricity investment and construction department of Beijing International Power Development and Investment Corporation (北京國際電力開發投資公司) from October 2003 to July 2004; the deputy general manager and party branch secretary of Beijing International Power New Energy Co., Ltd. (北京國際電力新能源有限公司) from July 2004 to April 2007; the general manager, party branch secretary and executive direction of Beijing International Power New Energy Co., Ltd. from April 2007 to July 2009; the secretary of CPC Committee, general manager and executive director of Beijing Jingneng New Energy Co., Ltd. from July 2009 to November 2013; the executive director of Ningxia Jingneng Lingwu Wind Power Co., Ltd. (寧夏京能靈武風電有限公司) since October 2010; and the general manager of Beijing Jingneng New Energy Co., Ltd. since November 2013.