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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 ANNUAL GENERAL MEETING HELD ON 28 JUNE 2018  
PAYMENT OF FINAL DIVIDENDS  
AND  
CHANGE OF DIRECTORS AND MEMBERS OF THE BOARD COMMITTEES**

The board of Directors (the “**Board**”) of Beijing Jingneng Clean Energy Co., Limited (the “**Company**”) is pleased to announce that the annual general meeting (the “**AGM**”) was held at 10:00 a.m. on Thursday, 28 June 2018 at Edinburgh Room, Level 2, Mandarin Oriental Hong Kong, 5 Connaught Road, Central, Hong Kong. The AGM was chaired by Mr. Zhang Fengyang, the executive Director and the General Manager of the Company. The holding of the AGM 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.

References are made to the circular dated 11 May 2018 (the “**Original Circular**”), the supplemental circular dated 8 June 2018 (the “**Supplemental Circular**”) and the announcement in relation to change of venue of AGM dated 30 May 2018 issued by the Company in connection with the AGM. Unless the context requires otherwise, capitalized terms used in this announcement shall have the same meanings as those defined in the Original Circular and the Supplemental Circular.

As at the date of the AGM, 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 AGM is 6,870,423,454 Shares. There were no Shares entitling the Shareholders to attend and abstain from voting in favour at the AGM 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 AGM. None of the Shareholders has stated their intention in the Original Circular or the Supplemental Circular to vote against or to abstain from voting on any of the resolutions at the AGM.

Shareholders and duly authorized proxies, holding a total of 5,554,258,285 Shares of the Company and representing approximately 80.84% of the total number of issued Shares of the Company, were present at the AGM. The resolutions at the AGM 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 AGM.

## POLL RESULTS OF THE AGM

The Board is pleased to announce that all the resolutions have been duly passed at the AGM 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 work report of the Board of the Company for the year ended 31 December 2017.	5,554,258,285 (100.000000%)	0 (0.000000%)	0 (0.000000%)	5,554,258,285
(2)	To consider and approve the report of the board of supervisors of the Company for the year ended 31 December 2017.	5,554,258,285 (100.000000%)	0 (0.000000%)	0 (0.000000%)	5,554,258,285
(3)	To consider and approve the report of the Company's auditors and the audited financial statements of the Company prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2017.	5,554,258,285 (100.000000%)	0 (0.000000%)	0 (0.000000%)	5,554,258,285
(4)	To consider and approve the profit distribution proposal and the plan of distribution of final dividends of the Company for the year ended 31 December 2017.	5,554,258,285 (100.000000%)	0 (0.000000%)	0 (0.000000%)	5,554,258,285
(5)	To consider and approve the annual report of the Company for the year ended 31 December 2017.	5,554,258,285 (100.000000%)	0 (0.000000%)	0 (0.000000%)	5,554,258,285
(6)	To consider and approve the re-appointment of Deloitte Touche Tohmatsu as the international auditors of the Company for the year 2018, to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to determine their remuneration.	5,362,000,442 (96.538551%)	192,257,843 (3.461449%)	0 (0.000000%)	5,554,258,285
(7)	To consider and approve the re-appointment of Grant Thornton LLP as the domestic auditors of the Company for the year 2018, to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to determine their remuneration.	5,362,000,442 (96.538551%)	192,257,843 (3.461449%)	0 (0.000000%)	5,554,258,285

Ordinary Resolutions		Number of Votes (%)			Total Number of Votes
		For	Against	Abstain	
(8)	To consider and approve the budget report of the Company for the year 2018.	5,554,258,285 (100.000000%)	0 (0.000000%)	0 (0.000000%)	5,554,258,285
(9)	To consider and approve the investment business plan of the Company for the year 2018.	5,245,768,451 (94.567637%)	300,625,015 (5.419491%)	714,000 (0.012872%)	5,547,107,466
(10)	To consider and approve the “Thirteenth Five-Year” Development Plan (submission draft) and Breakdown of Strategic Missions of the Company.	5,546,393,466 (99.987128%)	0 (0.000000%)	714,000 (0.012872%)	5,547,107,466
(11)	To consider and approve the proposed appointment of Mr. Liu Haixia as a non-executive Director of the Board in the third session.	5,436,864,148 (98.515092%)	64,703,066 (1.172409%)	17,246,252 (0.312499%)	5,518,813,466
(12)	To consider and approve the proposed appointment of Ms. Li Juan as a non-executive Director of the Board in the third session.	5,355,004,048 (96.412933%)	199,234,237 (3.587067%)	0 (0.000000%)	5,554,238,285
As more than half of the votes were cast in favour of each of the above resolutions numbered (1) to (12), all resolutions were duly passed as ordinary resolutions.					
Special Resolutions		Number of Votes (%)			Total Number of Votes
		For	Against	Abstain	
(1)	To consider and approve the granting of a general mandate to the Board to determine the issue of debt financing instruments.	5,539,931,466 (99.742093%)	14,324,819 (0.257907%)	0 (0.000000%)	5,554,256,285
(2)	To consider and approve the granting of a general mandate to the Board to issue domestic shares and/or H shares and to approve the related matters.	5,542,719,466 (99.792289%)	11,536,819 (0.207711%)	0 (0.000000%)	5,554,256,285
As more than two-thirds of the votes were cast in favour of each of the above resolutions numbered (1) and (2), all resolutions were duly passed as special resolutions.					

## PAYMENT OF FINAL DIVIDENDS

The Board wishes to inform the Shareholders that details of the payment of the final dividends are as follows:

The Company will pay a final dividend of RMB7.40 cents per Share (inclusive of applicable tax) for the year ended 31 December 2017. The payment shall be made to the Shareholders whose names appeared on the register of members of the Company at the close of business on 11 July 2018. The register of members will be closed from 6 July 2018 to 11 July 2018 (both days inclusive), during which period no transfers will be registered. Instruments of transfer accompanied by share certificates and other appropriate documents must be lodged with the Company’s H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 5 July 2018. According to the Articles of Association

of the Company, dividends will be denominated and declared in Renminbi. Dividends on the Company's domestic Shares will be paid in Renminbi and dividends on the Company's H Shares will be paid in Hong Kong dollars. The relevant exchange rate is determined at RMB0.8288 equivalent to HK\$1.00 according to the average benchmark exchange rate of Renminbi to Hong Kong dollar released by the People's Bank of China one week prior to convening of the AGM. Therefore, the final dividend is 0.08929 HK dollars per H Share (inclusive of applicable tax).

The Company has appointed Bank of China (Hong Kong) Trustees Limited as the receiving agent in Hong Kong (the "**Receiving Agent**") and will pay to such Receiving Agent the final dividends declared for payment to holders of H Shares. The final dividends will be paid by the Receiving Agent and relevant cheques will be dispatched by the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, on or around 15 August 2018 to holders of H Shares entitled to receive such dividends by ordinary post at their own risk.

The Company will withhold for payment of the income tax strictly in accordance with the relevant laws or requirements of the relevant government departments and strictly based on what has been registered on the Company's register of members for H Shares on 11 July 2018. For more information about the withholding tax, please refer to the announcement of the Company dated 27 March 2018.

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

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

Following the approval by the Shareholders at the AGM, the Board is pleased to announce that the appointments of Mr. Liu Haixia ("**Mr. Liu**") as a non-executive Director, Chairman of the Board, chairman of the strategy committee and a member of the remuneration and nomination committee; and Ms. Li Juan ("**Ms. Li**") as a non-executive Director, both with effect from 28 June 2018.

The biographical details of Mr. Liu and Ms. Li are set out in the Appendix of this announcement.

The term of Mr. Liu and Ms. Li's appointments as non-executive Directors of the Company has commenced upon the approval by the Shareholders at the AGM 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. Liu and Ms. Li. Mr. Liu and Ms. Li will not receive any remuneration from the Company.

Save as disclosed in this announcement, Mr. Liu and Ms. Li 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. Liu and Ms. Li do not have any equity 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. Liu and Ms. Li that shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules or any matters which need to be brought to the attention of the Shareholders.

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

Due to other work commitments, Mr. Meng Wentao (“**Mr. Meng**”) has resigned as a non-executive Director, Chairman of the Board, chairman of the strategy committee and a member of the remuneration and nomination committee and Mr. Yu Zhongfu (“**Mr. Yu**”) has resigned as a non-executive Director, both with effect from 28 June 2018. Mr. Meng and Mr. Yu 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 of the Company. Mr. Meng and Mr. Yu also confirmed that they do not have any action or claim, existing or pending, against the Company.

The Company wishes to take this opportunity to express its gratitude to Mr. Meng and Mr. Yu for their contribution to the Company during their term of office.

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

Beijing, the PRC  
28 June 2018

*As at the date of this announcement, the non-executive Directors of the Company are Mr. Liu Haixia, Mr. Jin Shengxiang, Mr. Tang Xinbing, Ms. Li Juan 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. Liu Haixia**, aged 56, he was appointed as technician and assistant engineer of the thermal power plant of Beijing Electric Power Company from July 1983 to August 1985, and engineer and deputy chief engineer of the Equipment Installation Company of Beijing Electric Power Company from August 1985 to May 1991. He served as deputy director of the technical equipment department of Beijing Electric Power Company from May 1991 to March 1994. He served as manager assistant and deputy manager of Beijing Electric Power Company from March 1994 to August 1998, during which he studied in Renmin University of China with a major in business administration from September 1995 to July 1998. He served as assistant to the general manager of Beijing International Power Development and Investment Company from August 1998 to February 2000. He served as the assistant to general manager of Beijing International Power Development and Investment Company and chairman of the board of Beijing Jingneng Thermal Power Co., Ltd. from February 2000 to April 2000. He served as assistant to general manager of Beijing International Power Development and Investment Company, chairman of the board of Beijing Jingneng Thermal Power Co., Ltd. and chairman of the board of Beijing Jingxi Power Generation Co., Ltd. from April 2000 to March 2004. He served as assistant to general manager of Beijing International Power Development and Investment Company, secretary of the party committee and chairman of the board of Beijing Jingneng Thermal Power Co., Ltd., and chairman of the board of Beijing Jingxi Power Generation Co., Ltd. from March 2004 to December 2004. He served as assistant to general manager of Beijing Energy Investment Holding Co., Ltd., secretary of the party committee, chairman of the board of Beijing Jingneng Thermal Power Co., Ltd. and chairman of the board of Beijing Jingxi Power Generation Co., Ltd., from December 2004 to May 2009. He served as deputy general manager of Beijing Energy Investment Holding Co., Ltd. and secretary of the party committee and chairman of the board of Beijing Jingneng Thermal Power Co., Ltd., from May 2009 to December 2014. He has been serving as deputy general manager of Beijing Energy Holding Co., Ltd since December 2014. Mr. Liu graduated from Department of Engineering in North China Electric Power University majoring in power plant thermal energy in July 1983, and graduated from the School of Business Administration in Renmin University of China in July 1998 and obtained a Master degree in Business Administration.

**Ms. Li Juan**, aged 33, she served as business assistant of the financing management department of Beijing State-owned Capital Operation and Management Center (“BSCOMC”) from January 2010 to January 2015, business supervisor of the financing management department of BSCOMC and senior vice president of Beijing Equity Investment Development Management Co., Ltd. from January 2015 to November 2016, senior manager of the financing management department of BSCOMC from November 2016 to August 2017, senior manager of the third department of investment management of BSCOMC from August 2017 to March 2018, senior manager of the second department of investment management of BSCOMC since March 2018. Ms. Li graduated from the University of Aberdeen in the United Kingdom majoring in Finance in September 2007, and graduated from the Robert Gordon University in the United Kingdom majoring in Financial Management in June 2009 and obtained a Master degree in financial management.