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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 SECOND EXTRAORDINARY GENERAL MEETING OF 2020
REMOVAL AND APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTORS
RESIGNATION OF CHAIRMAN OF THE BOARD,
NON-EXECUTIVE DIRECTOR AND EXECUTIVE DIRECTOR
AND
APPOINTMENT OF CHAIRMAN OF THE BOARD AND
PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR**

The board of Directors (the “**Board**”) of Beijing Jingneng Clean Energy Co., Limited (the “**Company**”) is pleased to announce that the second extraordinary general meeting of 2020 (the “**EGM**”) of the Company was held at 10:00 a.m. on Friday, 20 November 2020 at No. 802 Meeting Room, 8th Floor, No. 6 Xibahe Road, Chaoyang District, Beijing, PRC. The EGM was chaired by Mr. Zhang Fengyang, an executive Director of the Company. 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.

We refer to the circular dated 5 October 2020 (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 8,244,508,144 Shares. The total number of Shares entitling the Shareholders to attend and vote on the resolutions proposed at the EGM is 8,244,508,144 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 6,043,604,688 Shares of the Company and representing approximately 73.30% 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 as more than half of the votes were cast in favour of each of the below resolutions, all the resolutions have been duly passed as ordinary resolutions 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 removal of Zhang Fusheng as an independent non-executive director of the board of the Company in the fourth session.	6,043,604,688 (100.000000%)	0 (0.000000%)	0 (0.000000%)	6,043,604,688
(2)	To consider and approve the proposed appointment of Mr. Xu Daping as an independent non-executive director of the board of the Company in the fourth session.	6,033,106,688 (99.826296%)	10,498,000 (0.173704%)	0 (0.000000%)	6,043,604,688

REMOVAL AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Removal of independent non-executive Director

Following the approval by the Shareholders at the EGM, the Board announces that, Zhang Fusheng has removed as an independent non-executive Director and a member of the Remuneration and Nomination Committee with effect from 20 November 2020.

According to the information on the website of CPC Inner Mongolia Autonomous Region Commission for Discipline Inspection (中共內蒙古自治區紀律檢查委員會) and the Inner Mongolia Autonomous Region Supervisory Committee (內蒙古自治區監察委員會), Zhang Fusheng, an independent non-executive director of the Company, is currently under the Investigation for suspected serious disciplinary violations. To the best of the Directors' knowledge, information and belief, the Investigation is not related to the business and operations of the Company.

Appointment of independent non-executive Director

Following the approval by the Shareholders at the EGM, the Board is pleased to announce that the appointment of Mr. Xu Daping (“**Mr. Xu**”) as an independent non-executive Director became effective on 20 November 2020. Mr. Xu has also been appointed as a member of the Remuneration and Nomination Committee of the Board, with effect from 20 November 2020.

The biographical details of Mr. Xu is set out in the Appendix of this announcement.

The term for Mr. Xu’s appointment as an independent non-executive Director has commenced upon the approval by the Shareholders at the EGM and shall end on the expiry of the term of the fourth session of the Board. The Company will enter into a service agreement with Mr. Xu. Mr. Xu will receive a total annual emolument of RMB100,000 from the Company, which is determined with reference to Mr. Xu’s experience, duties, responsibilities and the Company’s remuneration policy. The travel expenses incurred by the independent non-executive Directors to participate in the board meetings, general meetings and the relevant activities organized by the Board shall be borne by the Company. The Company will disclose the remuneration of directors in its annual report each year.

As of the date of this announcement, Mr. Xu did not hold any directorships in any other listed companies or take up any posts 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. Xu does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Save as disclosed above, there is no other information relating to the appointment of Mr. Xu 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.

The Remuneration and Nomination Committee had identified Mr. Xu as a candidate for independent non-executive Directors pursuant to criteria set out in the director nomination policy and board diversity policy adopted by the Company. Mr. Xu has confirmed his independence in accordance with factors set out in Rule 3.13 of the Hong Kong Listing Rules. The Remuneration and Nomination Committee is also of the view that Mr. Xu would bring to the Board his own perspectives, skills and experience of corporate operations and management, the potential for him to help enhance the operation efficiency of the Board as an independent non-executive Director, and his potential commitment to the business of the Company, as further described in his biographical details above, which is also in line with the development strategy of the Company.

The Remuneration and Nomination Committee has also reviewed the structure and composition of the Board, the confirmation and disclosure given by the Mr. Xu, the qualifications, skills and experience (in particular, his professional background in engineering), time commitment and contribution of the Mr. Xu with reference to the nomination principles and criteria set out in the board diversity policy, director nomination policy and the corporate strategy of the Company.

RESIGNATION OF CHAIRMAN OF THE BOARD, NON-EXECUTIVE DIRECTOR AND EXECUTIVE DIRECTOR

The Board hereby announces that due to other work commitments, Mr. Liu Haixia (“**Mr. Liu**”) has tendered his resignation letter to the Board to the effect that Mr. Liu will resign from his positions as the chairman of the Board, a non-executive Director and the chairman of the Strategy Committee of the Board, with effect from 20 November 2020, and Mr. An Zhenyuan (“**Mr. An**”) has tendered his resignation letter to the Board to the effect that Mr. An will resign from his position as an executive Director with effect from 20 November 2020.

Mr. Liu and Mr. An have confirmed that they have no disagreement with the Board and do not have any matters in relation to their resignation that should be brought to the attention of the Shareholders. Mr. Liu and Mr. An have also confirmed that they do not have any action or claim, existing or pending, against the Company.

Mr. Liu and Mr. An have made significant contributions to the Company’s development in recent years, and have laid a solid foundation for the future development of the Company. The Board would like to take this opportunity to express its sincere gratitude to Mr. Liu and Mr. An for their outstanding contributions to the Company during their respective tenure of relevant positions.

APPOINTMENT OF CHAIRMAN OF THE BOARD AND PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

Appointment of Chairman of the Board

The Board hereby announces that on 20 November 2020, it has resolved to appoint Mr. Zhang Fengyang (“**Mr. Zhang**”), an executive Director, as chairman of the Board, with the tenure of office commencing from 20 November 2020 to the expiry of the term of the fourth session of the Board. Pursuant to the Articles of Association, it is stipulated that the chairman of the Board shall be the legal representative of the Company, therefore the Company will complete the registration of change of legal representative of the Company.

As at the date of this announcement, the Company has entered into service contract with Mr. Zhang. Mr. Zhang will not receive any director’s salary or fee from the Company during his term of office, and will receive relevant remuneration based on his management position within the Company. The Company will disclose the remuneration of directors in its annual report each year.

The biographical details of Mr. Zhang is set out in the Appendix of this announcement.

Proposed Appointment of Executive Director

The Board further announces that on 20 November 2020, it has resolved to nominate Mr. Chen Dayu (“**Mr. Chen**”) as an executive Director, subject to approval by the Shareholders. The term of Mr. Chen’s appointment as an executive Director shall commence on the date of approval by the Shareholders until the date of expiry of the term of the fourth session of the Board.

The Company will enter into a service agreement with Mr. Chen upon approval of his appointment by the Shareholders. Mr. Chen will not receive any director's salary or fee from the Company during his term of office, and will receive relevant remuneration based on his management position within the Company. The Company will disclose the remuneration of directors in its annual report each year.

The biographical details of Mr. Chen is set out in the Appendix of this announcement.

Save as disclosed in this announcement, neither Mr. Zhang nor Mr. Chen held any directorships in any other listed companies or took up any posts in any group members of the Company in the past three years, nor has 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, neither Mr. Zhang nor Mr. Chen has any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Save as disclosed above, there is no other information relating to the appointment of Mr. Zhang and Mr. Chen 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.

By Order of the Board
Beijing Jingneng Clean Energy Co., Limited
KANG Jian
Deputy General Manager and Company Secretary

Beijing, the PRC
20 November 2020

As at the date of this announcement, the non-executive Directors of the Company are Mr. Ren Qigui, Ms. Li Juan and Mr. Wang Bangyi; the executive Directors of the Company are Mr. Zhang Fengyang and Mr. Cao Mansheng; and the independent non-executive Directors of the Company are Mr. Huang Xiang, Mr. Xu Daping, Mr. Chan Yin Tsung and Mr. Han Xiaoping.

APPENDIX

Mr. Xu Daping (徐大平), aged 77. He served as a technician of the No.1 Engineering Bureau of the Ministry of Hydropower from July 1967 to April 1979, professor and president of Gezhou Dam Hydropower Engineering Institute from April 1979 to November 1993, professor and deputy director of Beijing Dynamics and Economics Institute from November 1993 to September 1995, professor, principal and secretary of party committee of North China Power University from September 1995 to March 2009, and retired in March 2009. Mr. Xu graduated from Tsinghua University and obtained a bachelor's degree majoring in thermal engineering surveying and automatic control. Mr. Xu holds the title of professor.

Mr. ZHANG Fengyang (張鳳陽), aged 50, is an executive Director of the Company and a member of the Strategy Committee of the Board. Mr. Zhang served as an engineer and the deputy head of the design office of Beijing Survey and Design Research Institute (北京勘测設計研究院) 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 director 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; general manager of Beijing Jingneng New Energy Co., Ltd. from November 2013 to June 2018, the secretary of CPC Committee, executive Director and general manager of the Company since February 2018 and director of Beijing Jingneng International Power Co., Ltd. (北京京能國際能源股份有限公司) since November 2018. Mr. Zhang graduated from the department of water conservancy engineering of Chengdu University of Science and Technology majoring in water conservancy and hydropower engineering construction and obtained a bachelor's degree in hydraulic and hydropower engineering. Mr. Zhang is a qualified senior engineer.

Mr. CHEN Dayu (陳大宇), aged 50, is the general manager of the Company. Mr. Chen served as a specialist engineer in the power production and operation department and power energy business department of Beijing Energy Investment Holding Co., Ltd. (北京能源投資(集團)有限公司) from December 2004 to April 2007; deputy general manager of Inner Mongolia Shangdu Power Generation Co., Ltd. (內蒙古上都發電有限責任公司) from April 2007 to May 2009; deputy general manager of Ningxia Jingneng Ningdong Electric Power Co., Ltd. (寧夏京能寧東發電有限責任公司) from May 2009 to September 2010; general manager of Beijing Jingneng Gao'antun Gas-fired Thermal Power Co., Ltd. (北京京能高安屯燃氣熱電有限責任公司) from September 2010 to November 2017; secretary of CPC Committee, executive director and general manager of Beijing Jingneng Gao'antun Gas-fired Thermal Power Co., Ltd. from November 2017 to January 2018; secretary of CPC Committee and executive director of Beijing Jingneng Gao'antun Gas-fired Thermal Power Co., Ltd. from January 2018 to December 2018; secretary of CPC General Branch and executive director of Beijing Jingneng Gao'antun Gas-fired Thermal Power Co., Ltd. from December 2018 to February 2020; minister of enterprise management division of Beijing Energy Holding Co., Ltd (北京能源集團有限責任公司), secretary of CPC General Branch and executive director of Beijing Jingneng Gao'antun Gas-fired Thermal Power Co., Ltd. from February 2020 to May 2020; and minister of enterprise management division of Beijing Energy Holding Co., Ltd since May 2020. Mr. Chen graduated from Department of Power Engineering of North China Electric Power University (華北電力學院) in 1992, majoring in production process automation and obtained a bachelor's degree in engineering, and graduated from Department of Electrical Engineering and Applied Electronic Technology of Tsinghua University (清華大學) in January 2014, majoring in electronic engineering and obtained a master's degree in engineering.