

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **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)**

The board of Directors (the “*Board*”) of Beijing Jingneng Clean Energy Co., Limited (the “*Company*”) is pleased to announce that the 2019 annual general meeting (the “*AGM*”) was held at 10:00 a.m. on Thursday, 28 May 2020 at No. 2 Meeting Room, 2nd Floor, No. 6 Xibahe Road, Chaoyang District, Beijing, PRC. The AGM was chaired by Mr. Liu Haixia, the Chairman of the Board 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 9 April 2020 (the “*Original Circular*”), the announcement of the Company dated 22 April 2020 in relation to change of Employee Representative Supervisor, the announcement of the Company dated 28 April 2020 in relation to the proposed appointment of the Shareholder Representative Supervisors and the supplemental circular dated 7 May 2020 (the “*Supplemental Circular*”). 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 was 8,244,508,144 Shares. The total number of Shares entitling the Shareholders to attend and vote on the resolutions proposed at the AGM is 8,244,508,144 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 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 6,321,441,806 Shares and representing approximately 76.67% of the total number of issued Shares, were present at the AGM. The resolutions at the AGM were put to vote by way of poll.

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.

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:

| (1)  | To consider and approve the work report of the Board of the Company for the year ended 31 December 2019.  | 6,319,561,806<br>(99.970260%) | 880,000<br>(0.013921%)    | 1,000,000<br>(0.015819%) | 6,321,441,806 |
|------|---|-------------------------------|---------------------------|--------------------------|---------------|
| (2)  | To consider and approve the work report of the supervisory committee of the Company for the year ended 31 December 2019.  | 6,319,561,806<br>(99.970260%) | 880,000<br>(0.013921%)    | 1,000,000<br>(0.015819%) | 6,321,441,806 |
| (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 2019. | 6,319,561,806<br>(99.970260%) | 880,000<br>(0.013921%)    | 1,000,000<br>(0.015819%) | 6,321,441,806 |
| (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 2019.  | 6,319,561,806<br>(99.970260%) | 880,000<br>(0.013921%)    | 1,000,000<br>(0.015819%) | 6,321,441,806 |
| (5)  | To consider and approve the annual report of the Company for the year ended 31 December 2019.   | 6,319,561,806<br>(99.970260%) | 880,000<br>(0.013921%)    | 1,000,000<br>(0.015819%) | 6,321,441,806 |
| (6)  | To consider and approve the budget report of the Company for the year 2020.   | 6,279,831,059<br>(99.418310%) | 35,742,860<br>(0.565859%) | 1,000,000<br>(0.015831%) | 6,316,573,919 |
| (7)  | To consider and approve the investment business plan of the Company for the year 2020.  | 6,278,483,059<br>(99.396970%) | 37,090,860<br>(0.587199%) | 1,000,000<br>(0.015831%) | 6,316,573,919 |
| (8)  | To consider and approve the proposed re-election of Mr. Liu Haixia as a non-executive director of the Board in the fourth session.  | 6,316,920,806<br>(99.928482%) | 3,521,000<br>(0.055699%)  | 1,000,000<br>(0.015819%) | 6,321,441,806 |
| (9)  | To consider and approve the proposed re-election of Mr. Zhang Fengyang as an executive director of the Board in the fourth session.   | 6,317,038,806<br>(99.930348%) | 3,403,000<br>(0.053833%)  | 1,000,000<br>(0.015819%) | 6,321,441,806 |
| (10) | To consider and approve the proposed re-election of Mr. Cao Mansheng as an executive director of the Board in the fourth session.   | 6,316,920,806<br>(99.928482%) | 3,521,000<br>(0.055699%)  | 1,000,000<br>(0.015819%) | 6,321,441,806 |

| (11)  | To consider and approve the proposed re-election of Mr. Ren Qigui as a non-executive director of the Board in the fourth session.  | 6,316,920,806<br>(99.928482%) | 3,521,000<br>(0.055699%)  | 1,000,000<br>(0.015819%) | 6,321,441,806 |
|---|--|-------------------------------|---------------------------|--------------------------|---------------|
| (12)  | To consider and approve the proposed re-election of Mr. Wang Bangyi as a non-executive director of the Board in the fourth session.  | 6,316,920,806<br>(99.928482%) | 3,521,000<br>(0.055699%)  | 1,000,000<br>(0.015819%) | 6,321,441,806 |
| (13)  | To consider and approve the proposed re-election of Ms. Li Juan as a non-executive director of the Board in the fourth session.  | 6,271,224,289<br>(99.205600%) | 49,217,517<br>(0.778581%) | 1,000,000<br>(0.015819%) | 6,321,441,806 |
| (14)  | To consider and approve the proposed re-election of Mr. Huang Xiang as an independent non-executive director of the Board in the fourth session.   | 6,314,929,806<br>(99.896986%) | 5,512,000<br>(0.087195%)  | 1,000,000<br>(0.015819%) | 6,321,441,806 |
| (15)  | To consider and approve the proposed re-election of Mr. Zhang Fusheng as an independent non-executive director of the Board in the fourth session.   | 6,319,561,806<br>(99.970260%) | 880,000<br>(0.013921%)    | 1,000,000<br>(0.015819%) | 6,321,441,806 |
| (16)  | To consider and approve the proposed re-election of Mr. Chan Yin Tsung as an independent non-executive director of the Board in the fourth session.  | 6,274,189,289<br>(99.252504%) | 46,252,517<br>(0.731677%) | 1,000,000<br>(0.015819%) | 6,321,441,806 |
| (17)  | To consider and approve the proposed re-election of Mr. Han Xiaoping as an independent non-executive director of the Board in the fourth session.  | 6,317,649,806<br>(99.940014%) | 2,792,000<br>(0.044167%)  | 1,000,000<br>(0.015819%) | 6,321,441,806 |
| (18)  | To consider and approve the re-appointment of Deloitte Touche Tohmatsu as the international auditors of the Company for the year 2020, to hold office until the conclusion of the next annual general meeting of the Company, and to authorize the Board and the Board to delegate its power within the scope of authorization to the management of the Company, to determine their remuneration.                | 6,319,841,806<br>(99.974689%) | 600,000<br>(0.009492%)    | 1,000,000<br>(0.015819%) | 6,321,441,806 |
| (19)  | To consider and approve the re-appointment of Grant Thornton (Special General Partnership) as the domestic auditors of the Company for the year 2020, to hold office until the conclusion of the next annual general meeting of the Company, and to authorize the Board and the Board to delegate its power within the scope of authorization to the management of the Company, to determine their remuneration. | 6,319,841,806<br>(99.974689%) | 600,000<br>(0.009492%)    | 1,000,000<br>(0.015819%) | 6,321,441,806 |
| (20)  | To consider and approve the proposed appointment of Mr. Wang Xiangneng as a shareholder representative supervisor of the board of supervisors of the Company in the fourth session.  | 6,319,841,806<br>(99.974689%) | 600,000<br>(0.009492%)    | 1,000,000<br>(0.015819%) | 6,321,441,806 |
| (21)  | To consider and approve the proposed appointment of Mr. Huang Hui as a shareholder representative supervisor of the board of supervisors of the Company in the fourth session.   | 6,272,020,289<br>(99.218192%) | 48,421,517<br>(0.765989%) | 1,000,000<br>(0.015819%) | 6,321,441,806 |
| As more than half of the votes were cast in favour of each of the above resolutions numbered (1) to (21), all resolutions were duly passed as ordinary resolutions. |  |                               |                           |                          |               |

| (1)   | To consider and approve the granting of a general mandate to the Board to determine the issue of debt financing instruments.                        | 6,244,707,429<br>(99.427768%) | 32,747,860<br>(0.521409%)  | 3,192,000<br>(0.050823%) | 6,280,647,289 |
|---|---|-------------------------------|----------------------------|--------------------------|---------------|
| (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. | 6,174,743,429<br>(97.679353%) | 145,698,377<br>(2.304828%) | 1,000,000<br>(0.015819%) | 6,321,441,806 |
| (3)   | To consider and approve the adoption of H share appreciation rights scheme and the grant under such scheme.   | 6,282,323,059<br>(99.381174%) | 38,118,747<br>(0.603007%)  | 1,000,000<br>(0.015819%) | 6,321,441,806 |
| As more than two-thirds of the votes were cast in favour of each of the above resolutions numbered (1) to (3), all resolutions were duly passed as special resolutions. |   |                               |                            |                          |               |

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 RMB0.0722 per Share (inclusive of applicable tax) for the year ended 31 December 2019. The payment shall be made to the Shareholders whose names appeared on the register of members of H Shares at the close of business on 9 June 2020. The register of members of H Shares will be closed from 4 June 2020 to 9 June 2020 (both days inclusive), during which period no transfers of H Shares 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 3 June 2020. 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 RMB0.91677 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 0.07875 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 28 July 2020 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 9 June 2020. For more information about the withholding tax, please refer to the announcement of the Company dated 31 March 2020.

Following the approval by the Shareholders at the AGM, the Board is pleased to announce that, Mr. Liu Haixia, Mr. Ren Qigui, Ms. Li Juan, Mr. Wang Bangyi, Mr. Zhang Fengyang, Mr. Cao Mansheng, Mr. Huang Xiang, Mr. Zhang Fusheng, Mr. Chan Yin Tsung and Mr. Han Xiaoping, who are members of the Board in the third session, have been re-elected as members of the Board in the fourth session, all with effect from 28 May 2020. Their terms of office have commenced from 28 May 2020 until the date of expiry of the term of the fourth session of the Board. Each of the Directors will enter into a service contract with the Company.

Among all the incumbent Directors in the third session, Mr. Zhu Jun has not participated in the re-election of Directors due to other work arrangements and has resigned with effect from 28 May 2020. Mr. Zhu Jun has confirmed that he had no disagreement with the Board and there are no other matters in relation to his resignation that should be brought to the attention of the shareholders. The Board extended sincere gratitude to Mr. Zhu Jun for his long-term contributions to the Company.

Biographical details of Mr. Liu Haixia, Mr. Ren Qigui, Ms. Li Juan, Mr. Wang Bangyi, Mr. Zhang Fengyang, Mr. Cao Mansheng, Mr. Huang Xiang, Mr. Zhang Fusheng, Mr. Chan Yin Tsung and Mr. Han Xiaoping, and the information required to be disclosed under Rule 13.51(2) of the Listing Rules are set out in the Original Circular and the Company’s announcement dated 31 March 2020 in relation to, among others, the proposed election of Directors in the fourth session. As at the date of this announcement, there has been no change to such information.

Save as disclosed in the Original Circular, as at the date of this announcement, none of the Directors have held any directorship in any other listed companies or taken 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 shareholder (as defined in the Listing Rules) or controlling shareholder (as defined in the Listing Rules) of the Company. Furthermore, none of the Directors have any equity interest in the Company within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong.

Mr. Liu Haixia, Mr. Ren Qigui, Ms. Li Juan, Mr. Wang Bangyi, Mr. Zhang Fengyang and Mr. Cao Mansheng will not receive any Directors' fee from the Company during their term. Mr. Zhang Fengyang and Mr. Cao Mansheng will receive remuneration based on their management positions with the Company. Independent non-executive Directors who concurrently serving as the chairman of the Board committees, i.e., Mr. Huang Xiang and Mr. Chan Yin Tsung, shall receive an annual emolument of RMB150,000 from the Company, and independent non-executive Directors who concurrently serving as members of the Board committees, i.e., Mr. Zhang Fusheng and Mr. Han Xiaoping, shall receive an annual emolument of RMB100,000 from the Company, which are determined with reference to their experience, duties, responsibilities and the Company's remuneration policy. The travel expenses incurred by the independent

Save as disclosed in the Supplemental Circular, the announcement of the Company dated 22 April 2020 and the announcement of the Company dated 28 April 2020, none of Mr. Wang Xiangneng, Mr. Huang Hui and Mr. Yang Huixian has held any directorship in any other listed companies or taken up any post in any group members of the Company in the past three years, nor has any relationship with any other director, supervisor, senior management, substantial shareholder (as defined in the Listing Rules) or controlling shareholder (as defined in the Listing Rules) of the Company. Furthermore, none of Mr. Wang Xiangneng, Mr. Huang Hui and Mr. Yang Huixian has any equity interest in the Company within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong.

Save as disclosed above, as far as the Board of the Company is aware, there is no other information in relation to Mr. Wang Xiangneng, Mr. Huang Hui and Mr. Yang Huixian that shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any matters which need to be brought to the attention of the Shareholders.

-----

The Board resolved to appoint Mr. Liu Haixia, a non-executive Director of the Company, as the chairman of the Board and the chairman of the strategy committee of the Board; Ms. Li Juan, as a member of the audit committee and strategy committee of the Board; Mr. Wang Bangyi, as a member of the strategy committee of the Board; Mr. Zhang Fengyang, as a member of the strategy committee of the Board; Mr. Cao Mansheng, as a member of the strategy committee of the Board; Mr. Huang Xiang, as the chairman of the remuneration and nomination committee of the Board and as a member of the audit committee of the Board; Mr. Zhang Fusheng, as a member of the remuneration and nomination committee of the Board; Mr. Chan Yin Tsung, as the chairman of the audit committee of the Board and Mr. Han Xiaoping, as a member of the remuneration and nomination committee of the Board, all with effect from 28 May 2020. Their terms of office have commenced from 28 May 2020 until the date of expiry of the term of the fourth session of the Board.

By Order of the Board

-----  
Deputy General Manager and Company Secretary

Beijing, the PRC  
28 May 2020

*As at the date of this announcement, the non-executive Directors of the Company are Mr. Liu Haixia, 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. Zhang Fusheng, Mr. Chan Yin Tsung and Mr. Han Xiaoping.*