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Beijing Jingneng Clean Energy Co., Limited
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- (1) POLL RESULTS OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2023 HELD ON 29 AUGUST 2023 (TUESDAY)
- (2) RE-ELECTION AND ELECTION OF DIRECTORS
IN THE FIFTH SESSION
- (3) RE-ELECTION OF CHAIRMAN OF THE BOARD OF DIRECTORS
- (4) ELECTION OF BOARD COMMITTEES
- (5) RE-ELECTION OF SHAREHOLDER REPRESENTATIVE SUPERVISORS
IN THE FIFTH SESSION
- (6) ELECTION OF EMPLOYEE REPRESENTATIVE SUPERVISOR
AND
- (7) RE-ELECTION OF CHAIRMAN OF THE BOARD OF SUPERVISORS

The board (the “**Board**” or the “**Board of Directors**”) of directors (the “**Directors**”) of Beijing Jingneng Clean Energy Co., Limited (the “**Company**”) is pleased to announce that the first extraordinary general meeting of 2023 (the “**EGM**”) of the Company was held at 9:30 a.m. on Tuesday, 29 August 2023 at Meeting Room 802, 8th Floor, No. 6 Xibahe Road, Chaoyang District, Beijing, the PRC. 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 of the Company dated 9 August 2023 (the “**Circular**”). Unless the context requires otherwise, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

Voting by way of poll was demanded as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) on the resolutions proposed at the EGM. The EGM was chaired by Mr. ZHANG Fengyang, the Chairman of the Board. 7 Directors, 3 Supervisors and 1 senior management of the Company attended the EGM. Directors who attended the EGM are as follows: the executive Directors, Mr. ZHANG Fengyang and Mr. CHEN Dayu; the non-executive Directors, Mr. ZHOU Jianyu, Mr. SONG Zhiyong and Ms. ZHANG Yi; and the

independent non-executive Directors, Mr. HUANG Xiang and Ms. ZHAO Jie. Mr. GAO Yuming and Mr. CAO Mansheng, each being an executive Director and Mr. CHAN Yin Tsung and Mr. XU Daping, each being an independent non-executive Director, did not attend the EGM due to other business arrangements.

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 re-election of Mr. ZHANG Fengyang as an executive Director of the Board of Directors in the fifth session.	5,853,461,294 (99.699232%)	17,658,475 (0.300768%)	0 (0.000000%)	5,871,119,769
2.	To consider and approve the proposed re-election of Mr. CHEN Dayu as an executive Director of the Board of Directors in the fifth session.	5,866,175,294 (99.915783%)	4,944,475 (0.084217%)	0 (0.000000%)	5,871,119,769
3.	To consider and approve the proposed election of Mr. ZHANG Wei as an executive Director of the Board of Directors in the fifth session.	5,865,187,249 (99.898954%)	5,932,520 (0.101046%)	0 (0.000000%)	5,871,119,769
4.	To consider and approve the proposed election of Mr. LI Minghui as an executive Director of the Board of Directors in the fifth session.	5,865,187,249 (99.898954%)	5,932,520 (0.101046%)	0 (0.000000%)	5,871,119,769
5.	To consider and approve the proposed re-election of Mr. ZHOU Jianyu as a non-executive Director of the Board of Directors in the fifth session.	5,865,767,294 (99.908834%)	5,352,475 (0.091166%)	0 (0.000000%)	5,871,119,769
6.	To consider and approve the proposed re-election of Mr. SONG Zhiyong as a non-executive Director of the Board of Directors in the fifth session.	5,706,089,027 (97.189110%)	165,030,743 (2.810890%)	0 (0.000000%)	5,871,119,770

Ordinary Resolutions		Number of Votes (%)			Total Number of Votes
		For	Against	Abstain	
7.	To consider and approve the proposed re-election of Ms. ZHANG Yi as a non-executive Director of the Board of Directors in the fifth session.	5,867,015,294 (99.930090%)	4,104,475 (0.069910%)	0 (0.000000%)	5,871,119,769
8.	To consider and approve the proposed re-election of Ms. ZHAO Jie as an independent non-executive Director of the Board of Directors in the fifth session.	5,868,987,772 (99.963687%)	2,132,000 (0.036313%)	0 (0.000000%)	5,871,119,772
9.	To consider and approve the proposed election of Mr. WANG Hongxin as an independent non-executive Director of the Board of Directors in the fifth session.	5,870,791,772 (99.994413%)	328,000 (0.005587%)	0 (0.000000%)	5,871,119,772
10.	To consider and approve the proposed election of Mr. QIN Haiyan as an independent non-executive Director of the Board of Directors in the fifth session.	5,866,095,086 (99.914417%)	5,024,686 (0.085583%)	0 (0.000000%)	5,871,119,772
11.	To consider and approve the proposed election of Ms. HU Zhiying as an independent non-executive Director of the Board of Directors in the fifth session.	5,870,791,772 (99.994413%)	328,000 (0.005587%)	0 (0.000000%)	5,871,119,772
12.	To consider and approve the proposed re-election of Mr. WANG Xiangneng as a shareholder representative Supervisor of the Board of Supervisors in the fifth session.	5,871,119,772 (100.000000%)	0 (0.000000%)	0 (0.000000%)	5,871,119,772
13.	To consider and approve the proposed re-election of Mr. SUN Li as a shareholder representative Supervisor of the Board of Supervisors in the fifth session.	5,823,513,280 (99.189141%)	47,606,492 (0.810859%)	0 (0.000000%)	5,871,119,772
As more than half of the votes were cast in favour of each of the above resolutions numbered 1 to 13, all resolutions were duly passed as ordinary resolutions.					

As at the date of the EGM, the total number of issued shares of the Company is 8,244,508,144, including 5,414,831,344 domestic shares and 2,829,676,800 H 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. No Shareholders of the Company were required under the Listing Rules to abstain from voting at the EGM. There were no shares entitling the Shareholders to attend and abstain from voting in

favour of the resolutions proposed at the EGM pursuant to Rule 13.40 of the Listing Rules. No Shareholders have indicated in the Circular that they intend to vote against or abstain from voting on any of the resolutions proposed at the EGM.

Shareholders and duly authorised proxies holding an aggregate of 5,871,119,772 shares and representing approximately 71.21% of the total issued shares of the Company, were present at the EGM.

RE-ELECTION AND ELECTION OF DIRECTORS IN FIFTH SESSION

The resolutions in relation to the re-election and election of (i) each of Mr. ZHANG Fengyang, Mr. CHEN Dayu, Mr. ZHANG Wei and Mr. LI Minghui as an executive Director of the fifth session of the Board of Directors; (ii) each of Mr. ZHOU Jianyu, Mr. SONG Zhiyong and Ms. ZHANG Yi as a non-executive Director of the fifth session of the Board of Directors; and (iii) each of Ms. ZHAO Jie, Mr. WANG Hongxin, Mr. QIN Haiyan and Ms. HU Zhiying as an independent non-executive Director of the fifth session of the Board of Directors have been approved by the Shareholders at the EGM.

The biographical and remuneration details of each of the Directors have been disclosed in the announcement of the Company dated 25 July 2023 and the Circular. As at the date of this announcement, there has been no change to such information.

The Company will enter into a service contract with each of the above-mentioned Directors in respect of their positions for a term of office of three years commencing on 29 August 2023 until the date of the expiration of the term of office of the fifth session of the Board of Directors.

At the conclusion of the EGM, each of Mr. GAO Yuming, Mr. CAO Mansheng, Mr. HUANG Xiang, Mr. CHAN Yin Tsung and Mr. XU Daping has resigned his position as a Director.

The Board of Directors would like to take this opportunity to express its sincere gratitude to Mr. GAO Yuming, Mr. CAO Mansheng, Mr. HUANG Xiang, Mr. CHAN Yin Tsung and Mr. XU Daping for their long-term contributions to the Company. Each of Mr. GAO Yuming, Mr. CAO Mansheng, Mr. HUANG Xiang, Mr. CHAN Yin Tsung and Mr. XU Daping has confirmed that he had no disagreement with the Board of Directors and there are no other matters in relation to his resignation that should be brought to the attention of the Shareholders. They have also confirmed that they do not have any action or claim, existing or pending, against the Company.

RE-ELECTION OF CHAIRMAN OF THE BOARD OF DIRECTORS

The Board hereby announces that, at the first meeting of the fifth session of the Board held on 29 August 2023 (the “**First Meeting of the Fifth Session of the Board**”), Mr. ZHANG Fengyang was re-elected as the chairman of the fifth session of the Board.

ELECTION OF BOARD COMMITTEES

The Board further announces that, at the First Meeting of the Fifth Session of the Board, the Board adopted resolutions that the composition of the fifth session of the Board committees is as follows:

The Audit Committee is comprised of three Directors, namely Ms. HU Zhiying as the chairman, Mr. SONG Zhiyong and Ms. ZHAO Jie as members.

The Remuneration and Nomination Committee is comprised of three Directors, namely Ms. ZHAO Jie as the chairman, Ms. ZHANG Yi and Ms. HU Zhiying as members.

The Strategy Committee is comprised of five Directors, namely Mr. ZHANG Fengyang as the chairman, Mr. CHEN Dayu, Mr. ZHANG Wei, Mr. LI Minghui and Mr. QIN Haiyan as members.

The Legal and Compliance Management Committee is comprised of three Directors, namely Mr. ZHOU Jianyu as the chairperson, Mr. CHEN Dayu and Mr. WANG Hongxin as members.

RE-ELECTION OF SHAREHOLDER REPRESENTATIVE SUPERVISORS IN THE FIFTH SESSION

The resolutions in relation to the re-election of each of Mr. WANG Xiangneng and Mr. SUN Li as a shareholder representative Supervisor of the fifth session of the Board of Supervisors have been approved by the Shareholders at the EGM.

The biographical and remuneration details of each of the above-mentioned shareholder representative Supervisors have been disclosed in the announcement of the Company dated 25 July 2023 and the Circular. As at the date of this announcement, there has been no change to such information.

The Company will enter into a service contract with each of the above-mentioned shareholder representative Supervisors in respect of their positions for a term of office of three years commencing on 29 August 2023 until the date of the expiration of the term of office of the fifth session of the Board of Supervisors.

ELECTION OF EMPLOYEE REPRESENTATIVE SUPERVISOR

The Company hereby announces that, Ms. QIN Yi (秦懿) (“**Ms. QIN**”) was elected as an employee representative Supervisor for the fifth session of the Board of Supervisors at the employees’ representative meeting of the Company held on 28 August 2023.

The Company will enter into a service contract with Ms. QIN in respect of her position for a term of three years commencing on 29 August 2023 until the date of expiration of the term of office of the fifth session of the Board of Supervisors. Ms. QIN will not receive Supervisor remuneration from the Company as an employee representative Supervisor.

The biographical details of Ms. QIN are set out as below:

Ms. QIN Yi (秦懿), aged 38, has been the business manager of the legal compliance department of the Company since July 2021.

Ms. QIN served as an auditor of Ascenda Certified Public Accountants (天健光華(北京)會計師事務所有限公司, currently known as 天健正信會計師事務所有限公司) from April 2010 to January 2012; the project manager of Da Hua Certified Public Accountants Co., Ltd. (大華會計師事務所有限公司) from January 2012 to January 2013; the senior project manager of Da Hua Certified Public Accountants (Special General Partnership) (大華會計師事務所 (特殊普通合夥)) from January 2013 to December 2015. Ms. QIN served as the head of audit department of the Company from December 2015 to July 2018; and the business manager of the legal and internal control department of the Company from July 2018 to July 2021.

Ms. QIN graduated from the IEN International Institute of Dalian Jiaotong University (大連交通大學愛恩國際學院) with a bachelor's degree in accounting in July 2005. She graduated from Flinders University (弗林德斯大學) in South Australia with a bachelor's degree in accounting in September 2007. She obtained a master's degree from University of Queensland (昆士蘭大學) in Australia in July 2009, majoring in applied finance. Ms. QIN holds the intermediate accountant professional and technical qualification.

Save as disclosed above, as at the date of this announcement, Ms. QIN has confirmed that she (i) has not held any other positions in the Company or its subsidiaries; (ii) has not held any other directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas during the last three years; (iii) does not have any other major appointments and professional qualifications; (iv) does not have any relationship with any Directors, Supervisors, senior management or substantial or controlling Shareholders of the Company; and (v) does not have any interest in the shares of the Company which are within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information relating to the election of Ms. QIN as an employee representative Supervisor 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 of the Company.

Mr. HOU Bolong (“**Mr. HOU**”) did not offer himself for re-election as the employee representative Supervisor due to other work arrangements and retired as the employee representative Supervisor upon the conclusion of the EGM. The Board of Directors and the Board of Supervisors would like to take this opportunity to express their sincere gratitude to Mr. HOU for his long-term contributions to the Company. Mr. HOU has confirmed that he has no disagreement with the Board of Directors of the Company and/or the Board of Supervisors and there is no other matter in relation to his retirement that needs to be brought to the attention of the Shareholders of the Company. Mr. HOU has also confirmed that he does not have any action or claim, existing or pending, against the Company.

RE-ELECTION OF CHAIRMAN OF THE BOARD OF SUPERVISORS

The Board of Supervisors hereby announces that, at the first meeting of the fifth session of the Board of Supervisors held on 29 August 2023, Mr. WANG Xiangneng was re-elected as the chairman of the fifth session of the Board of Supervisors.

By order of the Board
Beijing Jingneng Clean Energy Co., Limited
ZHANG Fengyang
Chairman

Beijing, the PRC
29 August 2023

As at the date of this announcement, the executive Directors of the Company are Mr. Zhang Fengyang, Mr. Chen Dayu, Mr. Zhang Wei and Mr. Li Minghui; the non-executive Directors are Mr. Zhou Jianyu, Mr. Song Zhiyong and Ms. Zhang Yi; the independent non-executive Directors are Ms. Zhao Jie, Mr. Wang Hongxin, Mr. Qin Haiyan and Ms. Hu Zhiying.