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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

(Incorporated in the People's Republic of China with limited liability)

(Stock code: 00579)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 23 JUNE 2016 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, 23 June 2016 at Taishan Room, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong. The AGM was chaired by Mr. CHEN Ruijun, a Director 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.

Reference is made to the circular dated 9 May 2016 (the “**Circular**”) 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 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 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 5,333,122,485 Shares of the Company and representing approximately 77.62% 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.

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 directors (the “Board”) of the Company for the year ended 31 December 2015.	5,333,122,485 (100.000000%)	0 (0.000000%)	0 (0.000000%)	5,333,122,485
(2)	To consider and approve the report of the board of supervisors of the Company for the year ended 31 December 2015.	5,306,204,485 (99.495268%)	26,918,000 (0.504732%)	0 (0.000000%)	5,333,122,485
(3)	To consider and approve the report of the auditors and the audited financial statements of the Company prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2015.	5,333,122,485 (100.000000%)	0 (0.000000%)	0 (0.000000%)	5,333,122,485
(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 2015.	5,333,122,485 (100.000000%)	0 (0.000000%)	0 (0.000000%)	5,333,122,485
(5)	To consider and approve the annual report of the Company for the year ended 31 December 2015.	5,333,122,485 (100.000000%)	0 (0.000000%)	0 (0.000000%)	5,333,122,485
(6)	To consider and approve the re-appointment of Deloitte Touche Tohmatsu as the international auditors of the Company for the year 2016, to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to determine their remuneration.	5,333,122,485 (100.000000%)	0 (0.000000%)	0 (0.000000%)	5,333,122,485

Ordinary Resolutions		Number of Votes (%)			Total Number of Votes
		For	Against	Abstain	
(7)	To consider and approve the re-appointment of Ruihua Certified Public Accountants as the domestic auditors of the Company for the year 2016, to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to determine their remuneration.	5,333,122,485 (100.000000%)	0 (0.000000%)	0 (0.000000%)	5,333,122,485
(8)	To consider and approve the budget report of the Company for the year 2016.	5,333,122,485 (100.000000%)	0 (0.000000%)	0 (0.000000%)	5,333,122,485
(9)	To consider and approve the investment business plan of the Company for the year 2016.	4,978,561,169 (94.206187%)	304,092,497 (5.754152%)	2,096,000 (0.039661%)	5,284,749,666
(10)	To consider and approve the proposed appointment of Mr. Zhu Yan as a non-executive director of the Company.	5,323,680,669 (99.822959%)	9,441,816 (0.177041%)	0 (0.000000%)	5,333,122,485
(11)	To consider and approve the proposed appointment of Mr. Li Dawei as a non-executive director of the Company.	5,331,930,385 (99.977647%)	1,192,100 (0.022353%)	0 (0.000000%)	5,333,122,485
(12)	To consider and approve the proposed appointment of Mr. Zhu Baocheng as a non-executive director of the Company.	5,327,150,669 (99.888024%)	5,971,816 (0.111976%)	0 (0.000000%)	5,333,122,485

As more than 50% of the votes were cast in favour of each of the 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.	5,168,675,620 (96.947595%)	151,387,517 (2.839539%)	11,348,748 (0.212866%)	5,331,411,885
(2)	To consider and approve the extension of the effective period of the resolution passed at the 2012 Annual General Meeting of the Company for another 12 months from the date on which the approval is obtained at the AGM: “To grant a general mandate to the Board to determine by the Board, in line with market conditions, to issue additional H Shares in the Company not exceeding 20% of the number of H Shares of the Company in issue within 12 months from the date on which the approval is obtained at the AGM, and to make or grant relevant offers, agreements and arrangements; to determine the specific number of the additional H Shares to be issued subject to the aforesaid ceiling and the eligibility for taking up such additional H Shares; and to make necessary amendments to the Articles of Association of the Company in light of the actual issuance of additional H Shares and to register such amendments with relevant industry and commerce administration authority(ies) to reflect the changes in the share capital resulting from the issuance of additional shares.”	5,123,938,740 (96.077686%)	209,181,745 (3.922314%)	0 (0.000000%)	5,333,120,485

As more than two-thirds of the votes were cast in favour of each of the resolutions numbered (1) and (2), both resolutions were duly passed as special resolutions.

As at the date of this announcement, the Company does not have any current plans to issue new Shares pursuant to the general mandate granted under the special resolution numbered (2) passed at the AGM.

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.

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 RMB6.83 cents per Share (inclusive of applicable tax) for the year ended 31 December 2015. 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 4 July 2016. The register of members will be closed from 29 June 2016 to 4 July 2016 (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 28 June 2016. 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 RMB0.84756 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 0.08058 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, no later than 5 August 2016 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 4 July 2016. For more information about the withholding tax, please refer to the announcement of the Company dated 29 March 2016.

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. Zhu Yan as a non-executive Director, the Chairman of the Board (the “**Chairman**”), chairman of the strategy committee and a member of the remuneration and nomination committee of the Board; Mr. Li Dawei as a non-executive Director and a member of strategy committee of the Board; Mr. Zhu Baocheng as a non-executive Director, a member of the audit committee and a member of the strategy committee of the Board; and Mr. Han Xiaoping as a member of the remuneration and nomination committee of the Board, became effective on 23 June 2016.

The biographical details of Mr. Zhu Yan, Mr. Li Dawei and Mr. Zhu Baocheng are set out as below:

(1) Mr. ZHU Yan

Mr. ZHU Yan, aged 53. He worked as an officer of the Department of Science and Technology and International Business and Commerce of Beijing Municipal Bureau of Grain from August 1985 to April 1987. He worked consecutively as an officer, a deputy section chief and section chief of the Department of Industry of Beijing Municipal Science & Technology Commission from April 1987 to September 1992. He worked as a general manager of Beijing Ketai Co., Ltd. (北京市科泰公司) from September 1992 to August 1994, an assistant director and deputy director of Beijing Municipal Science & Technology Commission from August 1994 to January 2000, a deputy secretary of the party committee and deputy director of Beijing Municipal Science & Technology Commission from January 2000 to March 2002. He was a secretary of the party committee and director of Beijing Information Technology Office from March 2002 to February 2009, and concurrently worked as a director of the Ticket Service Centre of Beijing Organizing Committee for the Games of the XXIX Olympiad from November 2007 to November 2008. He worked as a deputy secretary of the party committee and a director of Beijing Municipal Commission of Economy and Information Technology and a director of Beijing Municipal Science and Technology and Industry for National Defense Office from February 2009 to July 2011. He was a deputy secretary general of the People’s Government of Beijing Municipality from July 2011 to February 2016. He has been working as a secretary of the party committee and chairman of Beijing Energy Group Co., Ltd. since February 2016. Mr. Zhu Yan graduated from School of Economics and Management of Tsinghua University in April 1999 with an MBA degree, majoring in business administration.

The term for Mr. Zhu Yan’s appointment as a non-executive Director, the Chairman, chairman of the strategy committee and a member of the remuneration and nomination committee of the Board has commenced upon the approval by the Shareholders at the AGM and shall end on the expiry of the term of the current session of the Board. The Company has entered into a service agreement with Mr. Zhu Yan. Mr. Zhu Yan will not receive any remuneration from the Company.

Save as disclosed in this announcement, Mr. Zhu Yan 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 has any relationship with any other Directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company. Furthermore, Mr. Zhu Yan does not have any equity interest in the Company within the meaning of Part XV of SFO.

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

(2) Mr. LI Dawei

Mr. LI Dawei, aged 52, worked in Beijing Heating Company as a staff, deputy chief of the production technology group, chief of the heat supply management group and deputy director of the control center of the heat management department from August 1985 to May 1987, from May 1987 to June 1989, from June 1989 to December 1991 and from December 1991 to November 1994, respectively, during which he was concurrently working on secondment to the public utility department of Beijing Municipal Commission of City Administration and Environment from May 1993 to November 1994. He worked as deputy manager of Beijing Heating Company from November 1994 to July 1999, during which he was an on-the-job graduate student majoring in business administration in the School of Economics and Management of Tsinghua University from September 1997 to June 1999. He was a director of the comprehensive planning department of Beijing Municipal Public Utility Administration from July 1997 to June 2000. He worked in Beijing Heating Energy (Group) Co., Ltd. as a member of the party committee and deputy general manager from April 2002 to November 2004, a member of the party committee and general manager from November 2004 to November 2005, deputy secretary of the party committee, director of the board and general manager from November 2005 to December 2008, and secretary of the party committee and chairman of the board from December 2008 to December 2011. He has been the deputy secretary of the party committee and vice chairman of the board of Beijing Energy Holding Co., Ltd. and secretary of the party committee and chairman of the board of Beijing Heating Energy (Group) Co., Ltd. since December 2011. Mr. Li graduated from Beijing University of Civil Engineering and Architecture in July 1985, majoring in heat supply, ventilation and air-conditioning engineering, and he graduated from Tsinghua University in June 1999 with a master's degree in business administration.

The term for Mr. Li Dawei's appointment as a non-executive Director and a member of the strategy committee of the Board has commenced upon the approval by the Shareholders at the AGM and shall end on the expiry of the term of the current session of the Board. The Company has entered into a service agreement with Mr. Li Dawei. Mr. Li Dawei will not receive any remuneration from the Company.

Save as disclosed in this announcement, Mr. Li Dawei 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 has any relationship with other Directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company. Furthermore, Mr. Li Dawei does not have any equity interest in the Company within the meaning of Part XV of SFO.

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

(3) Mr. ZHU Baocheng

Mr. ZHU Baocheng, aged 43, was a manager of the audit department of Hebei Hua'an Certified Public Accountants Co., Ltd. from July 1996 to December 2000. From January 2001 to September 2002, he was the chief financial officer at Beijing Wantong Technology Investment Co., Ltd.. From October 2002 to April 2007, he worked with China Grand Enterprises where he was the chief accountant of the medical division and the manager of investment management department. Between April 2007 and May 2009, he worked as the manager of the finance department at Beijing Jingneng International Power Co., Ltd.. He was the chief accountant at Beijing Jingneng Thermal Power Co., Ltd. (a company listed on Shanghai Stock Exchange, stock code: 600578) from May 2009 to March 2010. Mr. Zhu Baocheng was the chief accountant of the Company from March 2010 to February 2013. He has been the chief financial officer of Beijing Energy Holding Co., Ltd. since February 2013. Mr. Zhu Baocheng obtained a doctoral degree in accounting from Renmin University of China in June 2007.

The term for Mr. Zhu Baocheng's appointment as a non-executive Director, a member of audit committee and a member of strategy committee of the Board has commenced upon the approval by the Shareholders at the AGM and shall end on the expiry of the term of the current session of the Board. The Company has entered into a service agreement with Mr. Zhu Baocheng. Mr. Zhu Baocheng will not receive any remuneration from the Company.

Save as disclosed in this announcement, Mr. Zhu Baocheng 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 has any relationship with other Directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company. Furthermore, Mr. Zhu Baocheng does not have any equity interest in the Company within the meaning of Part XV of SFO.

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

Resignations of Directors and members of the Board committees

The resignations of Mr. Liu Guochen as a non-executive Director, a member of the audit committee and a member of the strategy committee, and Mr. Xu Jingfu as a non-executive Director and a member of strategy committee due to other work commitment, are effective on 23 June 2016. Mr. Liu Guochen and Mr. Xu Jingfu 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. Liu Guochen and Mr. Xu Jingfu 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. Liu Guochen and Mr. Xu Jingfu 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

Hong Kong, the PRC

23 June 2016

As at the date of this announcement, the non-executive directors of the Company are Mr. Zhu Yan, Mr. Guo Mingxing, Mr. Li Dawei, Mr. Zhu Baocheng, Mr. Yu Zhongfu and Mr. Jin Yudan; the executive director of the Company is Mr. Chen Ruijun; and the independent non-executive directors of the Company are Mr. Liu Chaoan, Mr. Zhang Fusheng, Ms. Lau Miu Man and Mr. Han Xiaoping.