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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)**

### **ANNOUNCEMENT**

#### **PROPOSED CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

##### **PROPOSED REMOVAL OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

We refer to the announcement of Beijing Jingneng Clean Energy Co., Limited (the “**Company**”) dated 27 August 2020 in relation to the disciplinary inspection and supervisory investigation (the “**Investigation**”) on Zhang Fusheng, an independent non-executive director of the Company. The board of the Company (the “**Board**”) hereby announces that on 25 September 2020, the Board resolved to remove Zhang Fusheng as an independent non-executive director and a member of the remuneration and nomination committee (the “**Remuneration and Nomination Committee**”) of the Company according to the articles of association of the Company, subject to the approval by the shareholders of the Company (the “**Shareholders**”).

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 Investigation for suspected serious disciplinary violations.

Therefore, the Board is of the view that, as Zhang Fusheng is under Investigation, he will not be able to continue to assume his duties in the Company as an independent non-executive director.

To the best knowledge, information and belief of the directors of the Company, the Investigation is not related to the business and operations of the Company.

## NOMINATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board hereby announces that on 25 September 2020, the Board resolved to nominate Mr. Xu Daping (“**Mr. Xu**”) as an independent non-executive director of the Company, subject to the approval by the Shareholders. Mr. Xu will replace Zhang Fusheng’s positions as a member of the Remuneration and Nomination Committee.

The term of Mr. Xu’s appointment as an independent non-executive director of the Company shall commence upon the approval by the Shareholders 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 upon the approval of his appointment by the Shareholders. 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.

The biographical details of Mr. Xu are set out as below:

**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.

Save as disclosed above, 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 had any relationship with any other directors, supervisors, senior management, substantial shareholders (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (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 proposed 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 director of the Company 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 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.

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.

A circular containing, among other things, the proposed removal and appointment of independent non-executive directors of the Company, together with the notice of the general meeting will be dispatched to the Shareholders in due course.

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

Beijing, the PRC  
25 September 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, Mr. Cao Mansheng and Mr. An Zhenyuan; and the independent non-executive directors of the Company are Mr. Huang Xiang, Mr. Zhang Fusheng, Mr. Chan Yin Tsung and Mr. Han Xiaoping.*