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(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00228)

**POLL RESULTS OF ANNUAL GENERAL MEETING
HELD ON 19 JUNE 2009
AND CHANGE OF AUDITORS**

The Board is pleased to announce that all the ordinary resolutions and the special resolution set out in the Notice of the AGM were duly passed by way of poll by the Shareholders at the AGM held on 19 June 2009.

The Board announces that, Shu Lun Pan Hong Kong CPA Limited (the Company's Auditors for the financial year ended 31 December 2008) retired as Auditors of the Company at the conclusion of the AGM held on 19 June 2009 following the merger of their business with BDO Limited; and BDO Limited was appointed by the shareholders at the AGM as Auditors of the Company.

Reference is made to the notice of the annual general meeting (the "AGM") of China Energy Development Holdings Limited (the "Company") dated 20 May 2009 (the "Notice") and the circular of the Company dated 20 May 2009 (the "Circular"). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE ANNUAL GENERAL MEETING

The Board is pleased to announce that all the ordinary resolutions and the special resolution set out in the Notice were duly passed by way of poll by the Shareholders at the AGM held on 19 June 2009. The Company's branch share registrar in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer for the vote-taking at the AGM.

* For identification purpose only

Details of the poll results in respect of the ordinary resolutions and the special resolution proposed at the AGM are as follows:

ORDINARY RESOLUTIONS		No. of votes and percentage	
		For	Against
1.	To receive, consider and adopt the audited financial statements, the directors' report and the auditors' report for the year ended 31 December 2008.	109,597,000 (100%)	0 (0%)
2.	(A) To re-elect Ms. Li Yuen Yu, Alice as an independent non-executive director;	109,597,000 (100%)	0 (0%)
	(B) To re-elect Mr. Ip Wing Lun as an independent non-executive director;	109,167,000 (99.61%)	430,000 (0.39%)
	(C) To re-elect Mr. Chang Kin Man as an independent non-executive director; and	109,167,000 (99.61%)	430,000 (0.39%)
	(D) To authorize the board of directors to fix the remuneration of the directors.	109,597,000 (100%)	0 (0%)
3.	To appoint BDO McCabe Lo Limited (to be renamed as BDO Limited on 1 May 2009) as auditors of the Company and to authorize the board of directors to fix their remuneration.	109,597,000 (100%)	0 (0%)
4.	(A) To grant a general mandate to the Directors to issue, allot and deal with additional shares of the Company.	109,165,000 (99.61%)	432,000 (0.39%)
	(B) To grant a general mandate to the Directors to repurchase shares of the Company.	109,597,000 (100%)	0 (0%)
	(C) To extend the general mandate to the Directors to allot, issue and deal with the shares of the Company by the amount of shares repurchased.	109,165,000 (99.61%)	432,000 (0.39%)
SPECIAL RESOLUTION		No. of votes and percentage	
		For	Against
5.	To approve the amendments to the Articles of Association of the Company as set out in the Notice.	109,597,000 (100%)	0 (0%)

As at the date of the AGM, the total number of issued Shares was 3,023,900,000, representing the total number of Shares entitling the holders thereof to attend and vote for or against all the ordinary resolutions and the special resolution at the AGM. No Shareholder was entitled to attend and vote only against any resolutions at the AGM. There were no restrictions on the Shareholders to cast votes on any proposed resolutions at the AGM.

CHANGE OF AUDITORS

The Board announces that Shu Lun Pan Horwath Hong Kong CPA Limited, the Company's auditors (the "Auditors") for the financial year ended 31 December 2008, had changed their name to Shu Lun Pan Hong Kong CPA Limited on 1 May 2009 and retired at the conclusion of the AGM held on 19 June 2009.

Since Shu Lun Pan Hong Kong CPA Limited has merged their business with BDO Limited on 1 May 2009, the Board considers that it is in the best interest of the Company if the Auditors are able to continue to serve the Company under the more internationally renowned name of BDO Limited and has therefore proposed the appointment of BDO McCabe Lo Limited (to be renamed as BDO Limited on 1 May 2009) as the Auditors of the Company at the AGM. The Board is pleased to announce that the ordinary resolution has been passed at the AGM for appointing BDO Limited as Auditors of the Company to hold office from 19 June 2009 until the conclusion of the next annual general meeting and at a remuneration to be fixed by the Board.

Both Shu Lun Pan Hong Kong CPA Limited and BDO Limited have confirmed that there are no matters that need to be brought to the attention of the shareholders of the Company in connection with their respective retirement and appointment as the Auditors of the Company.

By order of the Board
China Energy Development Holdings Limited
Chan Wai Keung
Chairman

Hong Kong, 19 June 2009

As at the date of this announcement, the board of directors of the Company comprises Mr. Chan Wai Keung, Mr. Chan Shi Yung, Mr. Chui Kwong Kau and Mr. Wang Xiang Jun as executive directors; and Mr. Chang Kin Man, Mr. Ip Wing Lun and Ms. Li Yuen Yu, Alice as independent non-executive directors.