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**China Power Clean Energy Development Company Limited**  
**中國電力清潔能源發展有限公司**

*(incorporated in Hong Kong with limited liability)*

**(Stock Code: 0735)**

**POLL RESULTS OF  
THE ANNUAL GENERAL MEETING HELD ON 28 JUNE 2018  
AND CHANGE OF AUDITOR**

The Board is pleased to announce that (1) all the resolutions moved at the AGM held on 28 June 2018 were duly passed; and (2) Deloitte Touche Tohmatsu has been appointed as auditor of the Company with effect from the conclusion of the AGM.

**POLL RESULTS OF THE AGM**

The board of directors (the “**Board**”) of China Power Clean Energy Development Company Limited (the “**Company**”) is pleased to announce that except for the resolution no. 8, all the resolutions moved at the annual general meeting of the Company held on 28 June 2018 (the “**AGM**”) were duly passed by way of poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (%) <sup>(Note (a))</sup>	
		For	Against
1.	To consider and receive the audited consolidated financial statements of the Company and the reports of the directors and auditor for the year ended 31 December 2017.	811,761,337 (100.00%)	0 (0%)
2.	To declare a final dividend of approximately RMB0.1185 (equivalent to HK\$0.1467 at the exchange rate announced by the People’s Bank of China on 16 March 2018) per ordinary share for the year ended 31 December 2017.	811,761,337 (100.00%)	0 (0%)
3.	To re-elect Mr. Wang Fengxue as an executive director of the Company.	811,479,337 (99.97%)	282,000 (0.03%)

Ordinary Resolutions		Number of Votes (%) <i>(Note (a))</i>	
		For	Against
4.	To re-elect Mr. Zhao Xinyan as an executive director of the Company.	811,479,337 (99.97%)	282,000 (0.03%)
5.	To re-elect Mr. He Hongxin as an executive director of the Company.	811,479,337 (99.97%)	282,000 (0.03%)
6.	To re-elect Mr. Qi Tengyun as an executive director of the Company.	779,181,884 (95.99%)	32,579,453 (4.01%)
7.	To re-elect Mr. Wang Binghua as a non-executive director of the Company.	779,181,884 (95.99%)	32,579,453 (4.01%)
8.	To re-elect Mr. Wang Liangyou as a non-executive director of the Company. <i>(Note (b))</i>	N/A	N/A
9.	To re-elect Mr. Zhou Jiong as a non-executive director of the Company.	811,479,337 (99.97%)	282,000 (0.03%)
10.	To re-elect Mr. Chu Kar Wing as an independent non-executive director of the Company.	811,314,337 (99.94%)	447,000 (0.06%)
11.	To re-elect Dr. Li Fang as an independent non-executive director of the Company.	811,485,337 (99.97%)	276,000 (0.03%)
12.	To re-elect Mr. Wong Kwok Tai as an independent non-executive director of the Company.	811,374,337 (99.95%)	387,000 (0.05%)
13.	To re-elect Ms. Ng Yi Kum as an independent non-executive director of the Company.	811,425,337 (99.96%)	336,000 (0.04%)
14.	To authorize the Board to fix the respective directors' remuneration.	811,760,337 (99.99%)	1,000 (0.01%)
15.	To appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorize the Board to fix the auditor's remuneration.	811,760,337 (99.99%)	1,000 (0.01%)
16.	To give a general mandate to the directors of the Company to repurchase the Company's shares not exceeding 10% of the total number of issued shares of the Company as at the date of passing this resolution (the " <b>Repurchase Mandate</b> ").	811,761,337 (100.00%)	0 (0%)
17.	To give a general mandate to the directors of the Company to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing this resolution (the " <b>Issue Mandate</b> ").	790,482,546 (97.38%)	21,278,791 (2.62%)
18.	Conditional upon the passing of resolutions nos. 16 and 17, to extend the Issue Mandate granted to the directors of the Company to issue, allot and deal with additional shares in the capital of the Company by the number of shares repurchased by the Company under the Repurchase Mandate.	790,768,546 (97.41%)	20,992,791 (2.59%)

*Notes:*

- (a) The number and percentage of votes are based on the total number of shares of the Company voted by the shareholders of the Company at the AGM in person or by proxy.
- (b) As announced by the Company on 5 June 2018, Mr. Wang Liangyou had resigned as a non-executive director of the Company with effect from 5 June 2018. Due to Mr. Wang Liangyou's resignation, the resolution no. 8 regarding his re-election, as set out in the notice of the AGM and the proxy form for use at the AGM, was withdrawn from voting at the AGM.
- (c) As all or a majority of the votes were cast in favour of each of the resolutions nos. 1 to 7 and 9 to 18, all such ordinary resolutions were duly passed.
- (d) The total number of shares of the Company in issue as at the date of the AGM: 1,186,633,418 shares.
- (e) The total number of shares of the Company entitling the holder to attend and vote on the resolutions at the AGM: 1,186,633,418 shares.
- (f) The total number of shares of the Company entitling the holder to attend and abstain from voting in favour of the resolutions 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**"): Nil.
- (g) The total number of shares of the Company that are required under the Listing Rules to abstain from voting at the AGM: Nil.
- (h) None of the shareholders of the Company have stated their intention in the Company's circular dated 24 May 2018 to vote against or to abstain from voting on any of the resolutions at the AGM.
- (i) The Company's Share Registrar, Tricor Tengis Limited, acted as the scrutineer for the vote-taking at the AGM.

## **CHANGE OF AUDITOR**

Following the passing of the resolution no. 15 at the AGM, PricewaterhouseCoopers has retired as auditor of the Company and Deloitte Touche Tohmatsu has been appointed as auditor of the Company with effect from the conclusion of the AGM.

By order of the Board  
**China Power Clean Energy Development Company Limited**  
**Wang Binghua**  
*Chairman*

Hong Kong, 28 June 2018

*As at the date of this announcement, the Board comprises four executive directors, namely Mr. Wang Fengxue, Mr. Zhao Xinyan, Mr. He Hongxin and Mr. Qi Tengyun; two non-executive directors, namely Mr. Wang Binghua and Mr. Zhou Jiong; and four independent non-executive directors, namely Mr. Chu Kar Wing, Dr. Li Fang, Mr. Wong Kwok Tai and Ms. Ng Yi Kum.*