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**中國能源建設股份有限公司**  
**CHINA ENERGY ENGINEERING CORPORATION LIMITED\***  
*(A joint stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 3996)**

**POLL VOTING RESULTS OF THE ANNUAL GENERAL MEETING  
FOR THE YEAR 2019 HELD ON 30 JUNE 2020  
PROFIT DISTRIBUTION PLAN FOR THE YEAR 2019  
AND PAYMENT OF FINAL DIVIDEND  
APPOINTMENT OF DIRECTORS  
APPOINTMENT OF MEMBERS OF BOARD COMMITTEES  
AND  
APPOINTMENT OF VICE CHAIRMAN**

The board of directors (the “**Board**”) of China Energy Engineering Corporation Limited (the “**Company**”) is pleased to announce that the annual general meeting for the year 2019 of the Company (the “**AGM**”) was held on Tuesday, 30 June 2020 and all the resolutions proposed at the AGM were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll.

The Board also wishes to notify the Shareholders of the details relating to the payment of the final dividend.

With the consideration and approval of the AGM, Mr. Sun Hongshui and Mr. Ma Mingwei were appointed as Executive Directors of the Company, and Mr. Zhao Lixin and Mr. Cheng Niangao were appointed as Independent Non-executive Directors of the Company.

With the approval of the Board meeting convened on 30 June 2020, Mr. Sun Hongshui was appointed as a member of the Strategy Committee of the Board, Mr. Cheng Niangao was appointed as the Chairperson of the Remuneration and Assessment Committee and a member of the Nomination Committee of the Board, and Mr. Zhao Lixin was appointed as the Chairperson of the Audit Committee of the Board. Their appointments shall take effect from 30 June 2020 to the expiration of the term of office of the second session of the Board of the Company.

\* *For identification purpose only*

With the approval of the Board meeting convened on 30 June 2020, Mr. Sun Hongshui was appointed as the vice chairman of the second session of the Board of the Company. His appointment shall take effect from 30 June 2020 to the expiration of the term of office of the second session of the Board of the Company.

References are made to the circular dated 15 May 2020 (the “**Circular**”) and the supplemental circular dated 15 June 2020 (the “**Supplemental Circular**”) of the Company. Capitalized terms used in this announcement shall have the same meanings as those defined in the Circular and the Supplemental Circular unless otherwise indicated.

## **POLL VOTING RESULTS OF THE AGM**

The Board is pleased to announce that the AGM was held at 10:00 a.m. on Tuesday, 30 June 2020 at Room 2702, Building 1, No. 26A West Dawang Road, Chaoyang District, Beijing, the PRC.

The AGM was held in compliance with the laws and regulations of the PRC, including the Company Law of the People’s Republic of China, and the requirements of the Articles of Association. Mr. Wang Jianping, the chairman of the Company, chaired the AGM.

The resolutions at the AGM were put to vote by way of poll. The voting results in respect of the proposed resolutions at the AGM are as follows:

Ordinary resolutions		Total number of votes		
		For	Against	Abstain
1.	Work report of the Board for the year 2019	21,645,695,316 (99.992239%)	1,012,000 (0.004675%)	668,000 (0.003086%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
2.	Work report of the Supervisory Committee for the year 2019	21,645,695,316 (99.992239%)	1,012,000 (0.004675%)	668,000 (0.003086%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
3.	Proposed appointment of Mr. Ma Mingwei as Executive Director	21,646,037,316 (99.993819%)	1,338,000 (0.006181%)	0 (0.000000%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				
4.	Standards on remuneration payment of the Directors for the year 2018	21,647,375,316 (100.000000%)	0 (0.000000%)	0 (0.000000%)
As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.				

Ordinary resolutions		Total number of votes		
		For	Against	Abstain
5.	Standards on remuneration payment of the Supervisors for the year 2018	21,647,375,316 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
6.	Remuneration plan for the Directors for the year 2020	21,647,375,316 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
7.	Remuneration plan for the Supervisors for the year 2020	21,647,375,316 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
8.	Final financial report for the year 2019	21,645,695,316 (99.992239%)	1,012,000 (0.004675%)	668,000 (0.003086%)
	As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
9.	Profit distribution plan for the year 2019	21,647,375,316 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
10.	Financial budget proposal for the year 2020	21,647,375,316 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
11.	Financing guarantees plan for the year 2020	21,611,424,916 (99.833927%)	34,414,400 (0.158977%)	1,536,000 (0.007096%)
	As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
12.	Engagement of auditors for the year 2020	21,647,375,316 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			

Special resolutions		Total number of votes		
		For	Against	Abstain
13.	General mandate to issue domestic and overseas debt financing instruments	21,613,390,916 (99.843009%)	33,984,400 (0.156991%)	0 (0.000000%)
	As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
14.	General mandate to issue Shares	21,610,996,916 (99.831950%)	36,378,400 (0.168050%)	0 (0.000000%)
	As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			
Ordinary resolutions		Total number of votes		
		For	Against	Abstain
15.	Proposed appointment of Mr. Sun Hongshui as Executive Director	21,645,861,316 (99.993006%)	1,514,000 (0.006994%)	0 (0.000000%)
	As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
16.	Proposed appointment of Mr. Zhao Lixin as Independent Non-executive Director	21,647,375,316 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
17.	Proposed appointment of Mr. Cheng Niangao as Independent Non-executive Director	21,647,375,316 (100.000000%)	0 (0.000000%)	0 (0.000000%)
	As more than half of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			

Computershare Hong Kong Investor Services Limited, the Company's H Share registrar, acted as the scrutineer in respect of the voting at the AGM and performed the calculation to obtain the above poll voting results based on the completed and signed poll voting forms collected by the Company.

As at the date of the AGM, the total number of issued Shares of the Company was 30,020,396,364 Shares.

### Ordinary Resolutions

The total number of Shares entitling the Shareholders to attend and vote for or against the ordinary resolutions was 30,020,396,364 Shares, representing 100% of the total issued Shares of the Company. There were no restrictions on any Shareholder casting votes on the ordinary resolutions at the AGM. Neither are Shareholders entitled to vote only against or required to abstain from voting in respect of

the ordinary resolutions proposed at the AGM under the Listing Rules, nor Shareholders have expressed in the Circular and the Supplemental Circular that they will vote against or abstain themselves from voting regarding any resolutions proposed at the AGM. The Shareholders, holding in aggregate 21,647,375,316 Shares, representing approximately 72.108892% of the total issued Shares of the Company, were present in person or by proxy at the AGM.

### **Special Resolutions**

The total number of Shares entitling the Shareholders to attend and vote for or against the special resolutions was 30,020,396,364 Shares, representing 100% of the total issued Shares of the Company. There were no restrictions on any Shareholder casting votes on the special resolutions at the AGM. Neither are Shareholders entitled to vote only against or required to abstain from voting in respect of the special resolutions proposed at the AGM under the Listing Rules, nor Shareholders have expressed in the Circular that they will vote against or abstain themselves from voting regarding the special resolutions proposed at the AGM. The Shareholders, holding in aggregate 21,647,375,316 Shares, representing approximately 72.108892% of the total issued Shares of the Company, were present in person or by proxy at the AGM.

### **PROFIT DISTRIBUTION PLAN FOR THE YEAR 2019 AND PAYMENT OF FINAL DIVIDEND**

The Board wishes to inform the Shareholders the details of the payment of final dividend as follows:

The declaration and payment of a final dividend of RMB0.0306 per Share (equivalent to HK\$0.0335 per Share) (tax inclusive) has been approved at the AGM. The payment shall be made to Shareholders whose names appear on the register of members of the Company on Monday, 13 July 2020 (the “**Record Date**”).

Pursuant to the provisions of the Enterprise Income Tax Law of the People’s Republic of China which came into effect on 1 January 2008 and its implementing rules and “The Notice on the Issues Concerning Enterprise Income Tax Withholding of Dividends Paid to Overseas Non-resident Enterprise Shareholders of H Shares by Resident Enterprise in the PRC” (Guo Shui Han [2008] No. 897) (《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通告》(國稅函[2008]897號)) issued by the State Administration of Taxation on 6 November 2008, the Company shall be obligated to withhold 10% enterprise income tax when it distributes the final dividends to the overseas non-resident enterprise Shareholders of H Shares, including Hong Kong Securities Clearing Company Nominees Limited, as listed on the Company’s register of members of H Shares on the Record Date. After the legal opinion is provided by the resident enterprise shareholders within the stipulated time frame and upon the Company’s confirmation of such opinion, the Company will not withhold any enterprise income tax when it distributes the dividends to resident enterprise shareholders of H Shares as listed on the Company’s register of members of H Shares on the Record Date.

All investors are requested to read this announcement carefully. Should you wish to change your shareholder status, please consult your agent or trust institution over the relevant procedure. The Company will withhold the enterprise income tax for the overseas non-resident enterprise Shareholders as required by laws on the basis of the Company's register of members of H Shares on the Record Date. The Company assumes no liability and will not deal with any dispute over enterprise income tax withholding triggered by failure to submit proof materials within the stipulated time frame.

In addition, "The Notice on the Issues Concerning Tax on the Earnings from Transfer of Stocks (Stock Rights) and on the Income Tax from Dividends Received by Enterprises with Foreign Investment, Foreign Enterprises and Individual Foreigners" (Guo Shui Fa [1993] No. 045) (《關於外商投資企業、外國企業和外籍個人取得股票(股權)轉讓收益和股息所得稅收問題的通知》(國稅發[1993]045號)) (the "1993 Notice") issued by the State Administration of Taxation on 21 July 1993, where individual foreigners holding H Shares are exempted from paying individual income tax for dividends (bonuses) obtained from companies incorporated in the PRC that issue H Shares, was repealed under "The Announcement on the List of Fully and Partially Invalidated and Repealed Tax Regulatory Documents" (《關於公佈全文失效廢止和部分條款失效廢止的稅收規範性文件目錄的公告》) issued by the State Administration of Taxation on 4 January 2011. On 28 June 2011, the State Administration of Taxation issued "The Notice of the State Administration of Taxation on the Issues Concerning the Collection and Administration of Individual Income Tax Following the Repeal of Guo Shui Fa [1993] No. 045" (Guo Shui Han [2011] No. 348) (《國家稅務總局關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》(國稅函[2011]348號)) (the "2011 Notice"). The 2011 Notice has clarified the issues concerning the collection and administration of individual income tax arising from H Share dividends or bonuses received by individual foreigners following the repeal of the 1993 Notice.

Due to the changes in the tax regulations of the PRC as mentioned above, a company, as the withholding agents, should withhold the individual income tax for the overseas resident individual shareholders on the dividends income or bonus of the Shares issued in Hong Kong by the mainland enterprises with non-foreign investment under the item of "interests, dividend and bonus income" in accordance with the laws. After the Company's repeated consultation with competent tax authorities, they confirmed that the Company should withhold the individual income tax for the dividends or bonus income received by the overseas resident individual shareholders of the Company. However, the overseas resident individual shareholders holding the Shares of the Company may be entitled to the relevant favourable tax treatments pursuant to the provisions in the tax treaties between the country(ies) in which they are domiciled and the PRC, and the tax arrangements between Mainland China and Hong Kong (Macau). As such, the Company will withhold individual income tax for H Share individual Shareholders in accordance with the following rules:

- for the H Share individual Shareholders who are Hong Kong or Macau residents or whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of 10%, the Company will withhold and pay individual income tax at the rate of 10% on behalf of such Shareholders in the distribution of final dividend;

- for the H Share individual Shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of less than 10%, the Company will temporarily withhold and pay individual income tax at the rate of 10% on behalf of such Shareholders in the distribution of final dividend, while such Shareholders may apply to competent tax authorities for refund in accordance with the actual tax rate under such tax treaties;
- for the H Share individual Shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of more than 10% but less than 20%, the Company will withhold and pay individual income tax at the actual tax rate stipulated in the relevant tax treaty on behalf of such Shareholders in the distribution of final dividend;
- for the H Share individual Shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of 20%, or a country (region) which has not entered into any tax treaties with the PRC, the Company will withhold and pay individual income tax at the rate of 20% on behalf of such Shareholders in the distribution of final dividend.

If an H Share individual Shareholder considers that his/her individual income tax withheld by the Company does not comply with the tax rate stipulated in the tax treaties between country(ies) or region(s) in which he/she is domiciled and the PRC, he/she should file an authorization letter together with the reporting materials relating to him/her being a resident of the related country or region, to Computershare Hong Kong Investor Services Limited, the H Share registrar and transfer office of the Company, at 17M/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Tuesday, 7 July 2020, which will be submitted to the competent tax authority by the Company for subsequent taxation handling.

Non-resident enterprise shareholders or overseas resident individual shareholders of the Company may seek advice from their tax advisor in relation to the tax impact of the PRC, Hong Kong and other country(ies) or region(s) involved in owning and disposing of H Shares of the Company if they have any doubts on the above arrangements.

According to the Articles of Association, dividends will be denominated and declared in Renminbi. Dividends on domestic Shares will be paid in Renminbi and dividends on H Shares will be paid in Hong Kong dollar. The relevant exchange rate will be the average middle rate of Renminbi to Hong Kong dollar as announced by the People's Bank of China for the five business days prior to the date of declaration of dividends by the AGM (RMB0.912724 equivalent to HK\$1).

The Company has appointed Computershare Hong Kong Trustees Limited as the receiving agent of H Shares in Hong Kong (the "**Receiving Agent**") and will pay to such Receiving Agent final dividend declared for payment to holders of H Shares. Final dividend will be paid by the Receiving Agent and relevant cheques will be dispatched on Friday, 28 August 2020 to holders of H Shares entitled to receive such dividend by ordinary post at their own risk.

## **APPOINTMENT OF DIRECTORS**

References are made to the announcements dated 14 January 2020, 26 May 2020 and 10 June 2020, the Circular dated 15 May 2020 and the Supplemental Circular dated 15 June 2020 of the Company in relation to, among other things, the proposed appointment of Mr. Sun Hongshui and Mr. Ma Mingwei as Executive Directors and the proposed appointment of Mr. Zhao Lixin and Mr. Cheng Niangao as Independent Non-executive Directors.

The appointment of Mr. Sun Hongshui and Mr. Ma Mingwei as Executive Directors and the appointment of Mr. Zhao Lixin and Mr. Cheng Niangao as Independent Non-executive Directors have been approved at the AGM, and their terms of office will take effect from 30 June 2020 and expire upon the expiration of the second session of the Board of the Company. The biographical details of Mr. Sun Hongshui, Mr. Ma Mingwei, Mr. Zhao Lixin and Mr. Cheng Niangao and other relevant information are set out in the Circular and the Supplemental Circular. As at the date of this announcement, there has been no change in any relevant information.

## **APPOINTMENT OF MEMBERS OF BOARD COMMITTEES**

The Board is pleased to announce that, with the approval of the Board meeting convened on 30 June 2020, Mr. Sun Hongshui was appointed as a member of the Strategy Committee of the Board, Mr. Cheng Niangao was appointed as the Chairperson of the Remuneration and Assessment Committee and a member of the Nomination Committee of the Board, and Mr. Zhao Lixin was appointed as the Chairperson of the Audit Committee of the Board. Their appointments shall take effect from 30 June 2020 to the expiration of the term of office of the second session of the Board of the Company.

Upon the appointment of Mr. Zhao Lixin and Mr. Cheng Niangao as the Independent Non-executive Directors of the Company and the change in composition of the special committees of the Board, (i) the number of Independent Non-executive Directors of the Board of the Company complies with Rule 3.10(1) of the Listing Rules; (ii) Independent Non-executive Directors represent more than one-third of the members of the Board, which complies with Rule 3.10A of the Listing Rules; and (iii) the Remuneration and Assessment Committee is chaired by an Independent Non-executive Director, and the majority of members are Independent Non-executive Directors, which complies with Rule 3.25 of the Listing Rules.



## **APPOINTMENT OF VICE CHAIRMAN**

With the approval of the Board meeting convened on 30 June 2020, Mr. Sun Hongshui was appointed as the vice chairman of the second session of the Board of the Company, with effect from 30 June 2020. His appointment shall take effect from 30 June 2020 to the expiration of the term of office of the second session of the Board of the Company.

By Order of the Board  
**CHINA ENERGY ENGINEERING CORPORATION LIMITED\***  
**Wang Jianping**  
*Chairman*

Beijing, the PRC  
30 June 2020

*As at the date of this announcement, the executive directors of the Company are Mr. Wang Jianping, Mr. Sun Hongshui and Mr. Ma Mingwei; the non-executive directors are Mr. Ma Chuanjing, Mr. Liu Xueshi and Mr. Si Xinbo; and the independent non-executive directors are Mr. Cheung Yuk Ming, Mr. Zhao Lixin and Mr. Cheng Niangao.*