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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Power Clean Energy Development Company Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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: 735)**

**PROPOSED GRANTING OF GENERAL MANDATES  
TO REPURCHASE SHARES AND  
TO ISSUE NEW SHARES OF THE COMPANY  
AND  
PROPOSED RE-ELECTION OF  
THE RETIRING DIRECTORS OF THE COMPANY  
AND  
NOTICE OF THE ANNUAL GENERAL MEETING  
OF THE COMPANY**

A notice convening an annual general meeting of China Power Clean Energy Development Company Limited to be held at Rooms 3801-05, 38/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on 30 May 2019 (Thursday) at 11 a.m. is set out on pages 24 to 28 of this circular. A form of proxy for use at the 2019 annual general meeting is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.cpne.com.hk](http://www.cpne.com.hk)).

Whether or not you are able to attend the 2019 annual general meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Share Registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time scheduled for the holding of the 2019 annual general meeting (i.e., not later than 11:00 a.m. on 28 May 2019) or any adjournment thereof. Completion and return of the form of proxy will not preclude the shareholders from attending and voting in person at the meeting if they so wish.

References to time and dates in this circular are to Hong Kong time and dates.

18 April 2019

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## DEFINITIONS

*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“2019 AGM”	an annual general meeting of the Company to be held at Rooms 3801–05, 38/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on 30 May 2019 (Thursday) at 11:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 24 to 28 of this circular, or any adjournment thereof;
“Articles”	the articles of association of the Company;
“Board”	the board of Directors;
“CNOOC”	China National Offshore Oil Corporation;
“Company”	China Power Clean Energy Development Company Limited, a company incorporated in Hong Kong with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	as defined in paragraph 2(b) of the Letter from the Board;
“Latest Practicable Date”	10 April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;

## DEFINITIONS

“PRC”	the People’s Republic of China, which for the purpose of this circular excludes Hong Kong, Macau and Taiwan;
“Repurchase Mandate”	as defined in paragraph 2(a) of the Letter from the Board;
“RMB”	Renminbi, the lawful currency of the People’s Republic of China;
“SFC”	the Securities and Futures Commission of Hong Kong;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) in the capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“SSEC”	Stock Code on Shanghai Stock Exchange
“Stock Exchange” or “HKEX”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong; and
“%”	per cent.

LETTER FROM THE BOARD



**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: 735)**

*Executive Directors:*

Mr. He Hongxin (*Chief Executive Officer*)

Mr. He Lianhui

Mr. Sun Guigen

Mr. Qi Tengyun

*Registered Office and Head Office:*

Rooms 3801-05, 38/F

China Resources Building

26 Harbour Road

Wanchai

Hong Kong

*Non-executive Directors:*

Mr. Tian Jun (*Chairman*)

Mr. Zhou Jiong

*Independent Non-executive Directors:*

Mr. Chu Kar Wing

Dr. Li Fang

Mr. Wong Kwok Tai

Ms. Ng Yi Kum

18 April 2019

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED GRANTING OF GENERAL MANDATES  
TO REPURCHASE SHARES AND  
TO ISSUE NEW SHARES OF THE COMPANY  
AND  
PROPOSED RE-ELECTION OF  
THE RETIRING DIRECTORS OF THE COMPANY  
AND  
NOTICE OF THE ANNUAL GENERAL MEETING  
OF THE COMPANY**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the 2019 AGM for (i) the granting of the Repurchase Mandate to the Directors; (ii) the granting of the Issue Mandate to the Directors; (iii) the extension of the Issue Mandate by adding to it the number of issued Shares repurchased by the Company under the Repurchase Mandate; and (iv) the re-election of the retiring Directors.

## LETTER FROM THE BOARD

### 2. PROPOSED GRANTING OF THE REPURCHASE AND ISSUE MANDATES

At the annual general meeting of the Company held on 28 June 2018, general mandates were granted to the Directors to exercise the powers of the Company to repurchase Shares and to issue new Shares respectively. Up to the Latest Practicable Date, such mandates have not been used and, if not used by the date of the 2019 AGM, will lapse at the conclusion of the 2019 AGM.

Ordinary resolutions will be proposed at the 2019 AGM to approve the granting of new general mandates to the Directors:

- (a) to repurchase Shares, on the Stock Exchange or on any other stock exchange recognized by the SFC and the Stock Exchange, not exceeding 10% of the total number of issued Shares as at the date of passing such resolution (i.e. not exceeding 118,663,341 Shares on the basis that the existing issued share capital of the Company of 1,186,633,418 Shares remains unchanged as at the date of the 2019 AGM) (the “**Repurchase Mandate**”);
- (b) to allot, issue or deal with Shares not exceeding 20% of the total number of issued Shares as at the date of passing such resolution (i.e. not exceeding 237,326,683 Shares on the basis that the existing issued share capital of the Company of 1,186,633,418 Shares remains unchanged as at the date of the 2019 AGM) (the “**Issue Mandate**”); and
- (c) to extend the Issue Mandate by adding the number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Repurchase Mandate and the Issue Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the 2019 AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 12 and 13 of the notice of the 2019 AGM as set out on pages 24 to 28 of this circular.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

## LETTER FROM THE BOARD

### 3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to the Articles, Mr. Qi Tengyun, Mr. Zhou Jiong, Mr. Chu Kar Wing and Mr. Wong Kwok Tai shall retire by rotation at the 2019 AGM; whereas, Mr. Tian Jun, Mr. He Lianhui and Mr. Sun Guigen, the new directors appointed by the Board on 27 March 2019, shall hold office until the 2019 AGM. All of the above seven retiring Directors, being eligible, will offer themselves for re-election at the 2019 AGM.

The Nomination Committee of the Company has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Director Nomination Policy and the Company's corporate strategy and the independence of the independent non-executive Directors.

Mr. Chu Kar Wing and Mr. Wong Kwok Tai, the retiring independent non-executive Directors of the Company, have also confirmed their independence with reference to the factors set out in Rule 3.13 of the Listing Rules. They have both served as independent non-executive Directors for more than 9 years. Notwithstanding their years of service as independent non-executive Directors, Mr. Chu and Mr. Wong continues to demonstrate the ability to provide an independent, balanced and objective view to the Company's matters. The Nomination Committee and the Board thus considered that the retiring independent non-executive Directors are independent in accordance with the independence guidelines set out in the Listing Rules.

Besides, the Nomination Committee and the Board believed that the extensive business experience and financial knowledge of Mr. Chu Kar Wing and Mr. Wong Kwok Tai will continue to make contribution to the Board and are satisfied with all the retiring Directors' contribution to the Company, which will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. The Nomination Committee and the Board therefore recommended the re-election of all the retiring Directors, including the aforesaid independent non-executive Directors, who are due to retire at the AGM.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director(s) in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the above seven Directors proposed to be re-elected at the 2019 AGM are set out in Appendix II to this circular.

## LETTER FROM THE BOARD

### 4. 2019 AGM AND PROXY ARRANGEMENT

The notice of the 2019 AGM is set out on pages 24 to 28 of this circular. At the 2019 AGM, resolutions will be proposed to approve, inter alia, the granting of the Repurchase Mandate and the Issue Mandate, the extension of the Issue Mandate by the addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate and the re-election of the retiring Directors.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the 2019 AGM. An announcement on the poll vote results will be published by the Company after the 2019 AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the 2019 AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.cpne.com.hk](http://www.cpne.com.hk)). Whether or not you are able to attend the 2019 AGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority, to the Company's Share Registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours (excluding any part of a day that is a public holiday) before the time scheduled for holding the 2019 AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the 2019 AGM if you so wish and in such event, your proxy form shall be deemed to be revoked.

### 5. RECOMMENDATION

The Directors consider that the granting of the Repurchase Mandate, the granting/extension of the Issue Mandate and the re-election of the retiring Directors are in the interests of the Company, the Group and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the 2019 AGM.

### 6. GENERAL INFORMATION

Your attention is drawn to the additional information set out in appendices to this circular: Appendix I — Explanatory Statement on the Repurchase Mandate; and Appendix II — Details of the Retiring Directors Proposed to be Re-elected at the 2019 AGM.

Yours faithfully,  
By order of the Board  
**China Power Clean Energy Development Company Limited**  
**Tian Jun**  
*Chairman*



*The following is an explanatory statement required by the Listing Rules to be sent to Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the 2019 AGM in relation to the granting of the Repurchase Mandate.*

## **1. REASONS FOR REPURCHASE OF SHARES**

The Directors believe that the granting of the Repurchase Mandate is in the interests of the Company, the Group and the Shareholders.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders. The Directors are seeking the granting of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,186,633,418 Shares.

Subject to the passing of the ordinary resolution set out in item 12 of the notice of the 2019 AGM in respect of the granting of the Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged as at the date of the 2019 AGM, i.e. being 1,186,633,418 Shares, the Directors would be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, up to 118,663,341 Shares, representing 10% of the total number of Shares in issue as at the date of the 2019 AGM.

## **3. FUNDING OF REPURCHASES**

Repurchases of Shares will be funded from the Company's internal resources, which shall be funds legally available for such purposes in accordance with the Articles, the Listing Rules, the laws of Hong Kong and/or any other applicable laws, as the case may be.

## **4. IMPACT OF REPURCHASES**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2018) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period.

However, the Directors do not intend to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

## 5. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date,

- (a) China Power International Holding Limited was interested in 333,074,923 Shares, representing approximately 28.07% of the total issued share capital of the Company. Out of these Shares, 19,572,000 Shares (being approximately 1.65% of the total issued share capital of the Company) were beneficially owned by China Power International Holding Limited and 313,502,923 Shares (being approximately 26.42% of the total issued share capital of the Company) were held by China Power New Energy Limited, a wholly-owned subsidiary of China Power International Holding Limited.
- (b) China Three Gorges Corporation was interested in 321,626,923 Shares, representing approximately 27.10% of the total issued share capital of the Company.

On the basis that (i) the total issued share capital of the Company (being 1,186,633,418 Shares) remains unchanged as at the date of the 2019 AGM, and (ii) the shareholding of China Power International Holding Limited (being 333,074,923 Shares) and China Three Gorges Corporation (being 321,626,923 Shares) in the Company remains unchanged immediately after the full exercise of the Repurchase Mandate, in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the 2019 AGM, the shareholding interests of China Power International Holding Limited and China Three Gorges Corporation in the issued Shares would be increased to approximately 31.19% and 30.12% of the total issued share capital of the Company respectively. As far as the Directors are aware, no Shareholder, other than China Power International Holding Limited and China Three Gorges Corporation, has 10% or more of shareholding interest in the issued Shares as at the Latest Practicable Date.

In the opinion of the Directors, the above-mentioned increase of shareholdings may give rise to an obligation for the forgoing Shareholders to make a mandatory offer under the Takeovers Code. The Directors do not have any present intention to exercise the proposed Repurchase Mandate to such an extent as would give rise to such an obligation.

## 6. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have any present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Articles, the Listing Rules, the laws of Hong Kong and any other applicable laws.

## 7. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have traded on the Stock Exchange during each of the following months were as follows:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2018</b>		
April	4.71	4.11
May	4.61	4.28
June	4.43	3.74
July	3.84	3.40
August	3.72	2.94
September	3.01	2.69
October	2.85	2.23
November	2.61	2.26
December	2.61	2.33
<b>2019</b>		
January	2.79	2.32
February	2.96	2.61
March	5.16	2.72
April (up to the Latest Practicable Date)	5.36	5.20

## 8. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the previous 6 months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

Pursuant to the Listing Rules, the details of the Directors, who will retire and offer themselves for re-election at the 2019 AGM according to the Articles, are provided below.

**(1) Mr. Qi Tengyun (“Mr. Qi”)**

*Position and experience*

Age 49

Positions in the Group Executive director of the Company

Deputy general manager of the Company

Director of China Power New Energy Development Company Limited (a wholly-owned subsidiary of the Company)

Length of service in the Group Joined the Group as a director since 19 August 2014, and designated as an executive director of the Company in May 2017

Qualifications Mining Machinery – Shandong University of Science and Technology (formerly known as Shandong Institute of Mining and Technology), Bachelor’s degree

Management Science and Engineering – China University of Mining and Technology, Master’s degree

Other major offices China Power International New Energy Holding Limited – Deputy general manager

China Three Gorges Corporation (a substantial shareholder of the Company) – Deputy general manager of General Office (the office of the Board) (since January 2017)

## Past offices

Shandong University of Science and Technology (formerly known as Shandong Institute of Mining and Technology) – Deputy minister of student affairs department and deputy head of student affairs office; Head of student associations affairs department of Qingdao campus

China International Water & Electric Corp. – Deputy head of general manager office; Assistant manager of general affairs department

China International Water & Electric Co., Ltd – Assistant manager of general affairs department

China Water Investment Group Corp. – Head of general manager office; Committee member of discipline inspection commission; Secretary of youth league committee

China Three Gorges New Energy Co., Ltd. (formerly known as China Water Investment Group Corp.\*) – Assistant to general manager

Mr. Qi has not held any directorships in other listed companies in Hong Kong or overseas in the past three years.

*Length of service*

Mr. Qi has not been appointed for any fixed term but is subject to retirement and re-election at the annual general meeting of the Company in accordance with the Articles.

*Relationships and interests in shares*

Save as disclosed in the above section headed “Position and experience” and as far as the Directors are aware, Mr. Qi does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company; and, as at the Latest Practicable Date, Mr. Qi was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO.

*Director's emoluments*

For the year ended 31 December 2018, Mr. Qi's annual salary, housing allowance, other allowances and benefits in kind amounted to RMB579,000. The above emoluments of Mr. Qi have been determined by the Board with reference to his qualifications, experience, responsibilities and time commitment and are subject to revision in future by the decision of the Board based on the recommendation of the Company's Remuneration Committee. Mr. Qi is also eligible to participate in the share option schemes adopted by the Company.

*Other information and matters that need to be disclosed or brought to the attention of the Shareholders*

As far as the Directors are aware, there is no information of Mr. Qi to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Qi that need to be brought to the attention of the Shareholders.

**(2) Mr. Zhou Jiong ("Mr. Zhou")***Position and experience*

Age	58
Positions in the Group	Non-executive director of the Company  Director of China Power New Energy Development Company Limited (a wholly owned subsidiary of the Company)
Length of service in the Group	Appointed as a non-executive director of the Company on 18 August 2017
Qualification	Business Administration – University of Western Sydney in Australia, Master's degree
Other major offices	CNOOC Investment Co., Ltd. – General manager (since July 2017)  CNOOC International Financial Leasing Co., Ltd. – President (since July 2017)

## Past offices

CNOOC Bohai Oil Corporation – Accountant of external cooperation department

Japan-China Oil Development Corporation – Accountant

CNOOC-OTIS Well Completion Services Ltd. – Financial manager

China Offshore Oil (Singapore) Internal Pte Ltd – Financial Manager

CNOOC – Financing manager of treasury department

CNOOC Finance Corporation Ltd. – Manager of treasury department; Chief accountant

Zhonghai Trust Co., Ltd. – Vice president; Deputy secretary of party committee; Secretary of discipline inspection commission; Chief financial officer

Mr. Zhou has not held any directorships in other listed companies in Hong Kong or overseas in the past three years.

*Length of service*

Mr. Zhou has not been appointed for any fixed term but is subject to retirement and re-election at the annual general meeting of the Company in accordance with the Articles.

*Relationships and interests in shares*

As far as the Directors are aware, Mr. Zhou does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company; and, as at the Latest Practicable Date, Mr. Zhou was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO.

*Director's emoluments*

Currently, Mr. Zhou does not receive any director's fee, remuneration, allowance.

*Other information and matters that need to be disclosed or brought to the attention of the Shareholders*

As far as the Directors are aware, there is no information of Mr. Zhou to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Zhou that need to be brought to the attention of the Shareholders.

**(3) Mr. Chu Kar Wing ("Mr. Chu")***Position and experience*

Age	61
Positions in the Group	Independent non-executive director of the Company  Audit Committee of the Company – Chairman  Remuneration Committee of the Company – Chairman  Nomination Committee of the Company – Member  Director of China Power New Energy Development Company Limited (a wholly owned subsidiary of the Company)
Length of service in the Group	Joined the Group as a director since 23 December 2002, and designated as an independent non-executive director of the Company in May 2017
Qualification	Social science majoring in economics – Bachelor's degree
Other major office	Emperor Capital Group Limited (HKEX stock code: 717) – Independent non-executive director (since May 2010)



Public service	Canada-China Culture and Education Association – President
Other information	Extensive experience in the banking and finance sector

Save as disclosed above, Mr. Chu has not held any directorships in other listed companies in Hong Kong or overseas in the past three years.

*Length of service*

Mr. Chu has not been appointed for any fixed term but is subject to retirement and re-election at the annual general meeting of the Company in accordance with the Articles.

*Relationships and interests in shares*

As far as the Directors are aware, Mr. Chu does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company; and, as at the Latest Practicable Date, Mr. Chu was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO.

*Director's emoluments*

Mr. Chu is entitled to receive an annual fixed salary of HK\$156,000, which is determined by the Board with reference to his role, duties and experience as well as the prevailing market conditions, and is subject to revision in future by the decision of the Board based on the recommendation of the Company's Remuneration Committee.

*Other information and matters that need to be disclosed or brought to the attention of the Shareholders*

As far as the Directors are aware, there is no information of Mr. Chu to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Chu that need to be brought to the attention of the Shareholders.

**(4) Mr. Wong Kwok Tai (“Mr. Wong”)***Position and experience*

Age	80
Positions in the Group	Independent non-executive director of the Company  Audit Committee of the Company – Member  Remuneration Committee of the Company – Member  Nomination Committee of the Company – Member  Director of China Power New Energy Development Company Limited (a wholly owned subsidiary of the Company)
Length of service in the Group	Joined the Group as a director since 27 September 2004, and designated as an independent non-executive director of the Company in May 2017
Qualification	Certified Public Accountant (Practising)
Other major office	W. Wong Consultancy Limited (formerly known as W. Wong CPA Limited) – Director (since August 2010)
Past offices	State Energy Group International Assets Holdings Limited (HKEx stock code: 918, formerly known as Takson Holdings Limited) – Independent non-executive director (resigned on 22 November 2016)  Winshine Science Company Limited (HKEx stode code: 209, formerly known as Winshine Entertainment & Media Holding Company Limited) – Independent non-executive director (resigned on 18 December 2017)
Other information	Extensive experience in the audit and finance areas in different industries

Save as disclosed above, Mr. Wong has not held any directorships in other listed companies in Hong Kong or overseas in the past three years.

*Length of service*

Mr. Wong has not been appointed for any fixed term but is subject to retirement and re-election at the annual general meeting of the Company in accordance with the Articles.

*Relationships and interests in shares*

As far as the Directors are aware, Mr. Wong does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company; and, as at the Latest Practicable Date, Mr. Wong was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO.

*Director's emoluments*

Mr. Wong is entitled to receive an annual fixed salary of HK\$156,000, which is determined by the Board with reference to his role, duties and experience as well as the prevailing market conditions, and is subject to revision in future by the decision of the Board based on the recommendation of the Company's Remuneration Committee.

*Other information and matters that need to be disclosed or brought to the attention of the Shareholders*

As set out in the Company's announcement dated 19 December 2018, the SFC has commenced proceedings in the Market Misconduct Tribunal against CMBC Capital Holdings Limited (known as Mission Capital Holdings Limited ("**Mission Capital**") when the alleged breach of relevant requirements occurred) for failing to disclose inside information as soon as reasonably practicable. The SFC has also commenced proceedings against six former directors of Mission Capital, including but not limited to its former independent non-executive director and an independent non-executive director of the Company, Mr. Wong.

Save as disclosed above and as far as the Directors are aware, there is no information of Mr. Wong to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Wong that need to be brought to the attention of the Shareholders.

## (5) Mr. Tian Jun (“Mr. Tian”)

*Position and experience*

Age	53
Position in the Group	Non-executive Director of the Company  Chairman of the Board  Nomination Committee of the Company – Chairman  Director of China Power New Energy Development Company Limited (a wholly owned subsidiary of the Company)
Length of service with the Group	Appointed as a non-executive Director of the Company on 27 March 2019
Qualifications	Professor level senior engineer  Master of engineering degree – Taiyuan University of Technology
Other major offices	China Power International Development Limited (HKEx stock code: 2380) – Executive director and President  China Power International Holding Limited (a substantial shareholder of the Company) – Director and general manager
Past Offices	Hejin Power Branch of Shanxi Zhangze Electric Power Co., Ltd – General manager  CPI Power Operation Co., Ltd – Deputy General Manager and Chief Engineer  CPI Xinjiang Energy Co., Ltd. – Deputy General Manager  State Power Investment Corporation Limited – Deputy Director of the Safety and Environmental Protection Supervision Department  State Power Investment Corporation Yuanda Environmental Protection Co., Ltd (SSEC:600292) – Director and General Manager (Resigned in April 2017)

Save as disclosed above, Mr. Tian has not held any directorships in other listed companies in Hong Kong or overseas in the past three years.

*Length of service*

Mr. Tian has not been appointed for any fixed term but is subject to retirement and re-election at the annual general meeting of the Company in accordance with the Articles.

*Relationships and interests in shares*

As far as the Directors are aware, Mr. Tian does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company; and, as at the Latest Practicable Date, Mr. Tian was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO.

*Director's emoluments*

Currently, Mr. Tian does not receive any director's fee, remuneration, allowance or share options.

*Other information and matters that need to be disclosed or brought to the attention of the Shareholders*

As far as the Directors are aware, there is no information of Mr. Tian to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Tian that need to be brought to the attention of the Shareholders.

**(6) He Lianhui (“Mr. He”)***Position and experience*

Age 48

Position in the Group Executive Director of the Company

Director of China Power New Energy Development Company Limited (a wholly owned subsidiary of the Company)

Length of service with the Group Appointed as an executive Director of the Company on 27 March 2019

Qualifications Senior accountant

Master degree in accounting – Dongbei University of Finance and Economics

Other major offices China Power International Development Limited (HKEx stock code: 2380) – Financial Controller

China Power International Holding Limited (a substantial shareholder of the Company) – Financial Controller

Past Offices Jilin Power Supply Bureau – Chief accountant

Jilin Province Electric Power Company Limited – Deputy head of the finance department

China Power International Development Limited (HKEx stock code: 2380) – Deputy Chief accountant

China Power International Holding Limited (a substantial shareholder of the Company) – General manager of the Finance and Property Management Department and the Finance Department and Deputy Chief accountant

Wu Ling Power Corporation – Financial Controller

Hunan Branch of SPIC – Financial Controller

Save as disclosed above, Mr. He has not held any directorships in other listed companies in Hong Kong or overseas in the past three years.

*Length of service*

Mr. He has not been appointed for any fixed term but is subject to retirement and re-election at the annual general meeting of the Company in accordance with the Articles.

*Relationships and interests in shares*

Save as disclosed in the section headed "Position and experience" and as far as the Directors are aware, Mr. He does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company; and, as at the Latest Practicable Date, Mr. He was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO.

*Director's emoluments*

Currently, Mr. He does not receive any director's fee, remuneration, allowance or share options.

*Other information and matters that need to be disclosed or brought to the attention of the Shareholders*

As far as the Directors are aware, there is no information of Mr. He to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. He that need to be brought to the attention of the Shareholders.

## (7) Sun Guigen (“Mr. Sun”)

*Position and experience*

Age	53
Position in the Group	Executive Director of the Company  Investment and Budget Management Committee of the Company – Chairman  General manager of China Power International New Energy Holding Limited (an indirect wholly-owned subsidiary of the Company)  Director of China Power New Energy Development Company Limited (a wholly owned subsidiary of the Company) and  Director of various subsidiaries of the Group
Length of service with the Group	Joined as a director of subsidiaries of the Group and general manager of the China Power International New Energy Holding Limited since August 2016, and designated as an Executive Director of the Company on 27 March 2019
Qualifications	Senior engineer  Master of business administration degree – Shanghai University of Finance and Economics
Other major offices	China Power International Development Limited (HKEx stock code: 2380) – Vice president  China Power International Holding Limited (a substantial shareholder of the Company) – Deputy general manager



Past Offices	China Power International Development Limited (HKEx stock code: 2380) – Chief engineer
	China Power International Holding Limited (a substantial shareholder of the Company) – Chief engineer
	Jiangsu Changshu Electric Power Generating Company Limited – Deputy chairman
	Sichuan CPI Fuxi Power Company Limited – Chairman
	Hunggang Dabieshan Power Company Limited – general manager
	China Power Maintenance Engineering Company Limited – Deputy general manager
	Anhui Huainan Pingwei Electric Power Company Limited – Deputy general manager

Save as disclosed above, Mr. Sun has not held any directorships in other listed companies in Hong Kong or overseas in the past three years.

*Length of service*

Mr. Sun has not been appointed for any fixed term but is subject to retirement and re-election at the annual general meeting of the Company in accordance with the Articles.

*Relationships and interests in shares*

Save as disclosed in the above section headed “Position and experience” and as far as the Directors are aware, Mr. Sun does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company; and, as at the Latest Practicable Date, Mr. Sun was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO.

*Director’s emoluments*

Currently, Mr. Sun does not receive any director’s fee, remuneration, allowance or share options.

*Other information and matters that need to be disclosed or brought to the attention of the Shareholders*

As far as the Directors are aware, there is no information of Mr. Sun to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Sun that need to be brought to the attention of the Shareholders.



**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: 735)**

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting of China Power Clean Energy Development Company Limited (the “**Company**”) will be held at Rooms 3801–05, 38/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on 30 May 2019 (Thursday) at 11:00 a.m. for the following purposes:

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 2018;
2. To declare a final dividend of approximately RMB0.0546 (equivalent to HK\$0.0638 at the exchange rate announced by People’s Bank of China on 27 March 2019) per ordinary share for the year ended 31 December 2018;
3. To re-elect Mr. He Lianhui as an executive director of the Company;
4. To re-elect Mr. Sun Guigen as an executive director of the Company;
5. To re-elect Mr. Qi Tengyun as an executive director of the Company;
6. To re-elect Mr. Tian Jun as a non-executive director of the Company;
7. To re-elect Mr. Zhou Jiong as a non-executive director of the Company;
8. To re-elect Mr. Chu Kar Wing as an independent non-executive director of the Company;
9. To re-elect Mr. Wong Kwok Tai as an independent non-executive director of the Company;
10. To authorize the board of directors of the Company to fix the respective directors’ remuneration;
11. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorize the board of directors of the Company to fix the auditor’s remuneration;

## NOTICE OF THE 2019 AGM

12. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase its shares on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on another stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company to be repurchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (c) for the purpose of this resolution, **“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
  - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held.”;

## NOTICE OF THE 2019 AGM

13. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorized and unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of the outstanding conversion rights attaching to any convertible securities issued by the Company, which are convertible into shares of the Company;
  - (iii) the exercise of options under share option scheme(s) of the Company; and
  - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

## NOTICE OF THE 2019 AGM

(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held; and

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”; and

14. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions set out in items 12 and 13 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 13 of the Notice be and is hereby extended by the addition to the total number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the general mandate referred to in the resolution set out in item 12 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”.

By order of the Board  
**China Power Clean Energy Development Company Limited**  
**Tian Jun**  
*Chairman*

Hong Kong, 18 April 2019

## NOTICE OF THE 2019 AGM

*Notes:*

1. Any member of the Company entitled to attend and vote at this meeting may appoint one or more than one proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company. If more than one proxy is appointed, the number and class of shares in respect of which such proxy so appointed must be specified.
2. In order to be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's Share Registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours (excluding any part of a day that is a public holiday) before the time scheduled for the holding of the meeting (i.e. not later than 11 a.m. on 28 May 2019) or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the form of proxy shall be deemed to be revoked.
3. To ascertain shareholders' eligibility to attend and vote at this meeting, the Register of Members of the Company will be closed from Monday, 27 May 2019 to Thursday, 30 May 2019 (both days inclusive), during which period no share transfer will be effected. In order to qualify for attending and voting at the annual general meeting, unregistered holders of shares of the Company should ensure that all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Share Registrar, Tricor Tengis Limited (at its address shown in Note 2 above) for registration no later than 4:30 p.m., on Friday, 24 May 2019.
4. To ascertain shareholders' entitlement to the proposed final dividend upon passing of resolution no.2 set out in this notice, the Register of Members of the Company will be closed from Monday, 24 June 2019 to Thursday, 27 June 2019 (both days inclusive), during which period no share transfer will be effected. In order to qualify for entitlement to the proposed final dividend, unregistered holders of shares of the Company should ensure that all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Share Registrar, Tricor Tengis Limited (at its address shown in Note 2 above) for registration no later than 4:30 p.m., on Friday, 21 June 2019.
5. References to time and dates in this notice are to Hong Kong time and dates.