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北京能源國際控股有限公司

Beijing Energy International Holding Co., Ltd.

(Incorporated in Bermuda with limited liability)

(Stock code: 686)

- (1) **POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 18 JUNE 2021;**
- (2) **RETIREMENT OF A NON-EXECUTIVE DIRECTOR AND AN INDEPENDENT NON-EXECUTIVE DIRECTOR;**
- (3) **CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS; AND**
- (4) **CHANGE IN COMPOSITION OF BOARD COMMITTEES**

POLL RESULTS OF THE AGM

References are made to the circular dated 18 May 2021 and supplemental circular dated 2 June 2021 (collectively, the “**Circulars**”) containing the notice and supplemental notice (collectively, the “**Notices of AGM**”) of the annual general meeting (the “**AGM**”) of Beijing Energy International Holding Co., Ltd. (the “**Company**”) held on 18 June 2021. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circulars.

The Board is pleased to announce that all the resolutions (the “**Resolutions**”) set out in the Notices of AGM were duly passed by the Shareholders by way of poll at the AGM. The Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed and acted as the scrutineer for the poll voting at the AGM.

The poll results in respect of the Resolutions are as follows:

Ordinary Resolutions <i>(Note)</i>		Number of Shares voted <i>(approximate %)</i>	
		For	Against
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and the Auditor for the year ended 31 December 2020.	11,312,667,762 (98.4805%)	174,546,336 (1.5195%)
2.	(i) To re-elect Mr. Xu Jianjun as an executive Director.	11,479,083,428 (99.9292%)	8,130,670 (0.0708%)
	(ii) To re-elect Mr. Li Hao as a non-executive Director.	11,382,140,997 (99.0853%)	105,073,101 (0.9147%)
3.	To authorise the Board to fix the Directors' remuneration.	11,486,964,098 (99.9978%)	250,000 (0.0022%)
4.	To re-appoint Grant Thornton Hong Kong Limited as the Auditor and authorise the Board to fix its remuneration.	11,487,214,098 (100%)	0 (0%)
5.	(A) To grant a general mandate to the Directors to repurchase the Company's shares.	11,487,214,098 (100%)	0 (0%)
	(B) To grant a general mandate to the Directors to issue, allot and otherwise deal with the Company's shares.	11,312,347,762 (98.4777%)	174,866,336 (1.5223%)
	(C) Conditional upon the passing of resolutions numbered 5(A) and 5(B), to authorise the Directors to allot, issue and deal with any shares repurchased pursuant to the general mandate granted by resolution numbered 5(A) and to make or grant offers, agreements and option which might require the exercise of such authority.	11,312,347,762 (98.4777%)	174,866,336 (1.5223%)
6.	To approve the Capital Increase Agreement and the Equity Interest Transfer Agreement, as well as the terms and the transactions contemplated thereunder.	4,310,270,600 (100%)	0 (0%)

Note: The descriptions above are a summary of the Resolutions only. Please refer to the Notices of AGM for full text of the Resolutions.

As at the date of AGM, the total number of issued Shares of the Company was 22,427,948,432 Shares.

As set out in the Circulars, BEH is the controlling shareholder of the Company, indirectly holding 7,176,943,498 Shares (representing approximately 32% of the issued Shares of the Company). Therefore, each of BEH and its respective associates has abstained from voting on the ordinary resolution No. 6 proposed at the AGM. Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote for or against the ordinary resolution No. 6 proposed at the AGM was 15,251,004,934 Shares.

None of the Shareholders was required to abstain from voting on the ordinary resolutions No. 1 to No. 5 proposed at the AGM. Accordingly, the total number of Shares entitling the Shareholders to attend and vote for or against the ordinary resolutions No. 1 to No. 5 proposed at the AGM was 22,427,948,432 Shares.

Save as disclosed above, there were no restrictions on any other Shareholders casting votes on any of the resolutions proposed at the AGM, no Shares entitling the holders to attend the AGM and abstain from voting in favour of any of the resolutions as set out in Rule 13.40 of the Listing Rules, no Shareholder has stated his/her/its intention in the Circulars to vote against or to abstain from voting on any of the resolutions proposed at the AGM, and no Shareholder was required to abstain from voting at the AGM under the Listing Rules.

As more than 50% of the votes were cast in favour of each of the Resolutions, all the Resolutions were duly passed as ordinary resolutions of the Company at the AGM.

RETIREMENT OF A NON-EXECUTIVE DIRECTOR AND AN INDEPENDENT NON-EXECUTIVE DIRECTOR

As disclosed in the Circulars and the announcement of the Company dated 7 May 2021, pursuant to the memorandum of association and bye-laws of the Company, Ms. Xie Yi (“**Ms. Xie**”) and Mr. Yen Yuen Ho, Tony (“**Mr. Yen**”) shall retire from office by rotation and be eligible for re-election at the AGM. Ms. Xie and Mr. Yen have notified the Board that they would retire as a non-executive Director and an independent non-executive Director respectively at the conclusion of the AGM and would not stand for re-election due to their desire to devote more time to their other commitments.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board further announces that Mr. Kwan Kai Cheong (“**Mr. Kwan**”) and Mr. Chen Hongsheng (“**Mr. Chen**”) have resigned as independent non-executive Directors with effect from 18 June 2021 due to their desire to devote more time to their other commitments.

Mr. Kwan and Mr. Chen have confirmed that they have no disagreement with the Board and there is no matter in relation to their resignation which needs to be brought to the attention of the Shareholders or the Stock Exchange.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board further announces that Ms. Li Hongwei (“**Ms. Li**”) and Mr. Zhu Jianbiao (“**Mr. Zhu**”) have been appointed as independent non-executive Directors with effect from 18 June 2021.

The biographical information of Ms. Li and Mr. Zhu is set out below respectively:

(i) Ms. Li Hongwei

Ms. Li Hongwei, aged 59, currently serves as an independent director of China High Speed Railway Technology Co., Ltd.* (神州高鐵路技術股份有限公司), the shares of which are listed on the Shenzhen Stock Exchange (stock code: 000008) and a consultant of MTR Technical Consultancy (Beijing) Co., Ltd.* (港鐵路技術諮詢(北京)有限公司). Ms. Li served as the chief financial officer at deputy general manager level of Beijing MTR Corporation Limited* (北京京港地鐵有限公司); a deputy general manager and general manager of finance and accounting department, a general manager and the chief financial officer (financial controller) of the securities clearing department of Beijing Securities Co., Ltd.* (北京證券有限責任公司); a supervisor of China Asset Management Co., Ltd.* (華夏基金管理有限公司); a member of financial accounting committee of securities industry of Securities Association of China (SAC); a manager of taxation department of Beijing Xinghua Certified Public Accountants; and the chief financial officer at deputy general manager level of Beijing Huguang International Jewelry Co., Ltd.* (北京和光國際珠寶有限公司). Ms. Li is a senior accountant, certified public accountant of China (CPA) and certified tax agent of China (CTA), with extensive experience in financial management and accounting field. Ms. Li successively studied political economics in School of Economics at Beijing College of Economics and obtained a bachelor’s degree in economics, and studied industrial economics in School of Business at Renmin University of China and obtained a doctorate degree in industrial economics.

The Company and Ms. Li will enter into a service contract for a term of one year, which may be renewed for one year each time upon expiration if agreed by the parties, or may be terminated by one month's notice in writing or payment in lieu of notice. Ms. Li is entitled to a director's fee of HK\$200,000 per annum for her service as an independent non-executive Director, which was determined with reference to her duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market level of remuneration of similar position, and subject to review at the discretion of the Board at the end of each financial year.

(ii) Mr. Zhu Jianbiao

Mr. Zhu Jianbiao, aged 47, currently the responsible officer of Sunfine Asset Management (Hong Kong) Limited* (順灃資產管理(香港)有限公司), a corporation holding Type 9 asset management license under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Mr. Zhu served as the chairman and the chief executive officer of Longfine Capital Management (Hengqin) Co., Ltd.* (圓灃資本管理(橫琴)有限公司); the chief operating officer and members of the investment decision committee and the investment management committee of CITIC Private Equity Funds Management Co., Ltd.* (中信產業投資基金管理有限公司); the executive deputy general manager and the chairman of the investment decision committee of Changsheng Fund Management Co., Ltd.* (長盛基金管理有限公司); the chief inspector of Golden Hawk Fund Management Co., Ltd.* (金鷹基金管理有限公司); an assistant manager of the investment banking department of Guangzhou Securities Co., Ltd.* (廣州證券股份有限公司); and a lecturer of faculty of investment and finance of Guangdong University of Business Studies. Mr. Zhu has extensive experience in private equity investment, secondary market investment and financial management. Mr. Zhu graduated from Jiangxi University of Finance and Economics in planning and statistics, with a bachelor's degree in economics, and holds a master's and doctorate degrees in finance from Jinan University.

The Company and Mr. Zhu will enter into a service contract for a term of one year, which may be renewed for one year each time upon expiration if agreed by the parties, or may be terminated by one month's notice in writing or payment in lieu of notice. Mr. Zhu is entitled to a director's fee of HK\$200,000 per annum for his service as an independent non-executive Director, which was determined with reference to his duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market level of remuneration of similar position, and subject to review at the discretion of the Board at the end of each financial year.

Save as disclosed above, Ms. Li and Mr. Zhu confirmed that they (i) do not hold any other position with the Company or its subsidiaries nor have any relationship with any Director, senior management, substantial Shareholder or controlling Shareholder of the Company; (ii) do not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) there is no information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules; and (iv) there is no matter concerning the appointment of Ms. Li and Mr. Zhu that needs to be brought to the attention of the Shareholders or the Stock Exchange.

As at the date of this announcement, Ms. Li and Mr. Zhu are not interested or deemed to be interested in any shares, underlying shares or debentures of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Ms. Li and Mr. Zhu have confirmed that they meet the independence guidelines set out in Rule 3.13 of the Listing Rules.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board also announces that the following changes in composition of board committees have taken place with effect from 18 June 2021:

- (a) Following the retirement of Mr. Yen, he has ceased to be the chairman of the remuneration committee (the “**Remuneration Committee**”) of the Board, and members of the audit committee (the “**Audit Committee**”) and the nomination committee (the “**Nomination Committee**”) of the Board;
- (b) Following the resignation of Mr. Kwan, he has ceased to be the chairman of the Audit Committee, and members of the Remuneration Committee, the Nomination Committee and the risk control committee (the “**Risk Control Committee**”) of the Board;
- (c) Ms. Li has been appointed as the chairladies of the Audit Committee and the Remuneration Committee;
- (d) Mr. Zhu has been appointed as members of the Audit Committee and the Nomination Committee;
- (e) Ms. Jin Xinbin, an independent non-executive Director, has been appointed as members of the Remuneration Committee and the Nomination Committee;
- (f) Mr. Xu Jianjun, an executive Director, has been appointed as a member of the Risk Control Committee;

- (g) Mr. Sui Xiaofeng, a non-executive Director, has resigned as a member of the Audit Committee and has been appointed as a member of the Remuneration Committee; and
- (h) Mr. Zhao Bing, a non-executive Director, has resigned as members of the Remuneration Committee and the Risk Control Committee, and has been appointed as a member of the Audit Committee.

The Board would like to take this opportunity to express its sincere gratitude for Ms. Xie, Mr. Yen, Mr. Kwan and Mr. Chen's valuable contribution to the Board during their tenure of services, and welcome Ms. Li and Mr. Zhu in joining the Board.

For and on behalf of
Beijing Energy International Holding Co., Ltd.
Zhang Ping
Chairman of the Board

Hong Kong, 18 June 2021

As at the date of this announcement, the executive directors of the Company are Mr. Zhang Ping (Chairman), Mr. Lu Zhenwei and Mr. Xu Jianjun; the non-executive directors of the Company are Mr. Sui Xiaofeng, Mr. Zhao Bing and Mr. Li Hao; and the independent non-executive directors of the Company are Ms. Jin Xinbin, Ms. Li Hongwei and Mr. Zhu Jianbiao.

* *For the purposes of identification only*