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# 東北電氣發展股份有限公司

## NEE NORTHEAST ELECTRIC DEVELOPMENT CO.,LTD.

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

( Stock Code:0042)

### (1) ANNOUNCEMENT ON THE POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING; AND (2) APPOINTMENT OF DIRECTORS

An announcement pursuant to Rule 13.39 (5) of the Listing Rules is made by the Board of Directors (the “**Board**”) of Northeast Electric Development Co., Ltd. (the “**Company**”) in relation to the poll results of the 2018 Fourth Extraordinary General Meeting (the “**EGM**” or “**Meeting**”) held on 3 December 2018.

The Board wishes to announce that all resolutions proposed at the EGM were duly passed by way of poll.

The Board announces that Mr. Zhu Jie and Mr. Su Weiguo had been appointed as the Director of the Company. All of their terms of office shall commence from 3 December 2018 to 10 March 2019.

Reference is made to the Announcements dated 16 October and 16 November 2018 and (the “**Announcements**”) of the Company. Unless defined otherwise, the terms used herein shall have the same meanings as those defined in the Announcements. The full content of the resolutions has been set out in the Announcements.

### **The EGM and Its Attendance**

The 2018 Fourth EGM of the Company was held in the Conference Room, Floor 22, HNA Plaza, No.7 Guoxing Road, Meilan District, Haikou City, Hainan Province, the PRC, at 10:00 a.m. on 03 December 2018. Mr. Li Rui, the Vice Chairman of Board, presides over the meeting.

101 shareholders attend the EGM, holding and representing 141,681,884 shares, accounting for 16.4514% of the entire share capital of 873,370,000 shares of the Company.

#### 1. Attendance of the shareholders

101 shareholders voted at the meeting and online, representing 141,681,884 shares (16.4514% of the total shares of the Company)

Including:

2 shareholders and holder (Agent) voted at the meeting representing 95,600,850 shares (10.9462% of the total shares of the Company).

99 shareholders voted online representing 48,081,034 shares (5.5052% of the total shares of the Company).

2. Attendance of the Minority investors (the shareholders who individually or collectively hold less 5% of the Company's shares, including: H share shareholder): 100 shareholders voted at the meeting and online, representing 62,187,034 shares (7.1204% of the total shares of the Company)

Including:

99 shareholders voted online representing 48,081,034 shares (5.5052% of the total shares of the Company).

To the best knowledge, information and belief of the Directors, there were no restrictions on any shareholder casting votes on any of the proposed resolutions at the EGM. No shareholder is entitled to vote only against. Connected shareholders is required to abstain from voting with respect to connected transaction resolutions proposed at the EGM under Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). All the resolutions at the EGM are put to vote by way of shares.

Pursuant to the provisions of the Listing Rules, Ruihua CPAs (瑞華會計師事務所) (special general partner), was appointed as the scrutineer for the vote-calculating at the EGM, which meets the Company Law of the People's Republic of China (the “**Company Law**”), the Rules of Procedures of Shareholders' General Meeting of Listed Companies (the “**Rules of Procedures**”) and other relevant laws and regulations as well as provisions of the Articles of Association of the Company (the “**Articles of Association**”), and Zunfa Law Firm of Jiangsu issued the relevant legal opinions.

## Poll Results

The resolutions discussed at the EGM have been passed and approved by shareholders by vote, and the poll results are as follows:

Special Resolutions	Number of Shares (%)		
	For	Against	Abstain
To approve the Proposal on the Equity Transfer Agreement Entered into with Shanghai Yizhou Investment Management Co., Ltd. (上海驛舟投資管理有限公司)* (《關於與上海驛舟投資管理有限公司簽訂<股權轉	62,100,034 (99.8601%)	87,000 (0.1399%)	0 (0.0000%)

Ordinary Resolutions	Number of Shares (%)		
	For	Against	Abstain
To approve the Proposal on the Appointment of Mr. Zhu Jie as a Director of the Company. (《關於委任祝捷先生為本公司董事的議案》)	129,312,584 (89.9992%)	87,000 (0.0606%)	14,282,300 (9.9402%)
To approve the Proposal on the Appointment of Mr. Su Weiguo as a Director of the Company (《關於委任蘇偉國先生為本公司董事的議案》)	127,777,984 (89.9312%)	11,007,200 (7.6608%)	4,896,700 (3.4080%)

The Board announces that all resolutions proposed at the EGM were duly passed by way of poll.

## Lawyer's Certification

As certified and stated in the legal opinion issued by Zunfa Law Firm of Jiangsu, the Company's PRC legal adviser, "The convening, holding, attendants, qualification of convenor, voting procedures and poll results of the EGM conform to provisions of the Company Law of the People's Republic of China, the Rules of Procedures of Shareholders' General Meeting of Listed Companies and other relevant laws and regulations as well as provisions of the Articles of Association of the Company. The attendants' qualification, the voting procedures and poll results of the EGM are legal and valid".

## Appointment of the Directors

The Board announces that Mr. Zhu Jie has been appointed as a Director and the term of office shall commence from 3 December 2018 to 10 March 2019, as agreed in the service contract for directors. During the abovementioned term of office, Mr. Zhu Jie will not receive any form of remuneration for his position as the Director of the Company.

Mr. Zhu Jie, born in 1986, with Chinese nationality but without the right of permanent residence abroad, graduated from York University and obtained a master degree in business administration. He once served as the chairman of HNA Tourism Innovative Investment Co., Ltd., and the chairman of HNA Tourism Travel Group, and the chairman of HNA Navigation Investment Group Co., Ltd., and the venture capital investment president of HNA-Caissa Travel Group Co., Ltd. He currently serves as the chairman of Hainan HNA International Hospitality Management Limited.

Mr. Zhu Jie has not any equity interest in the Company and has relationship with the Company's first substantial shareholder, Beijing Haihongyuan, and its actual controller. He has never been punished by China Securities Regulatory Commission and other authorities concerned or disciplined by any stock exchanges. He does not belong to the dishonest person. He is qualified to exercise his functions and powers which are allowed by laws and regulations such as the Company Law and the Articles of Association.

During the three years prior to the date of this Announcement, except for the personal resume

above, Mr. Zhu Jie did not hold any position in other listed companies. Mr. Zhu Jie has neither taken up a post in any affiliated companies of the Company, nor had any relationship with any other directors, senior management or substantial shareholder of the Company.

Mr. Zhu Jie has not any equity interest in the Company within the meaning of Part XV of the Securities and Futures Ordinance.

The Board further announces that Mr. Su Weiguo has been appointed as a Director and the term of office shall commence from 3 December 2018 to 10 March 2019, as agreed in the service contract for directors. During the abovementioned term of office, Mr. Su Weiguo will not receive any form of remuneration for his position as the Director of the Company.

Mr. Su Weiguo, born in 1962, with Chinese nationality but without the right of permanent residence abroad, a senior economist, graduated Harbin University of Science and Technology in heat treatment and later from Dalian Marine University in international economics with a bachelor degree in engineering and a master degree in law. He once served as the section chief of the business management department, deputy general manager, general manager and chairman of the Company, and the section chief of business management department, assistant president and deputy general manager of Northeast Electric Power Transmission and Transformation Equipment Group, and the general manager of Tieling Copper Industry Co., Ltd., and the chairman of Shenyang Furukawa Cable Co., Ltd., which is a Sino-Japanese joint venture. He currently serves the vice general manager and Board secretary of the Company.

Mr. Su Weiguo has not any equity interest in the Company and has no relationship with the Company's first substantial shareholder, Beijing Haihongyuan, and its actual controller. He has never been punished by China Securities Regulatory Commission and other authorities concerned or disciplined by any stock exchanges. He does not belong to the dishonest person. He is qualified to exercise his functions and powers which are allowed by laws and regulations such as the Company Law and the Articles of Association.

During the three years prior to the date of this Announcement, except for the personal resume above, Mr. Su Weiguo did not hold any position in other listed companies. Mr. Su Weiguo has neither taken up a post in any affiliated companies of the Company, nor had any relationship with any other directors, senior management or substantial shareholder of the Company.

Mr. Su Weiguo has not any equity interest in the Company within the meaning of Part XV of the Securities and Futures Ordinance.

There is no information in relation to the said appointment of directors that ought to be disclosed pursuant to the requirements under Rules 13.51(2) (h) to (v) of the Listing Rules of the Stock Exchange, nor is there any other information that ought to be brought to the attention of the shareholders of the Company.

By order of the Board

**Li Tie**

*Chairman*

Haikou, Hainan Province, the PRC

3 December 2018

*As at the date of this Announcement, the Board comprises of six executive Directors, namely Mr. Li Tie, Mr. Li Rui, Mr. Zhu Jie, Mr. Qin Jianmin, Mr. Bao Zongbao and Mr. Su Weiguo; and three independent non-executive Directors, namely Mr. Li Ming, Mr. Jin Wenhong and Mr. Qian Fengsheng.*