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北京京能清潔能源電力股份有限公司
BEIJING JINGNENG CLEAN ENERGY POWER CO., LTD.

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

(Stock Code: 00579)

CONNECTED AN ACQUISITION ANNOUNCEMENT

DIQIAL OF 35% EQUITY INTEREST IN BEIJING HANHEAING

The Board of Directors of the Company on 29 June 2012 has agreed with the Hanhe Energy Transfer Agreement with BEIH, and the Company has agreed to acquire BEIH has agreed to acquire a 35% equity interest in Hanhe Energy for a total of RMB107,237,300.

LISTING RELIMINATION

BEIH has been established in the People's Republic of China, and its registered capital is RMB67.958 million. The Company has agreed to acquire a 35% equity interest in BEIH. According to the Acquisition Agreement, the Company will acquire a 35% equity interest in BEIH. The Company is a public company listed on the Shanghai Stock Exchange under the name of Beijing Jingneng Clean Energy Power Co., Ltd. (Stock Code: 00579).

The highest percentage of the Company's equity interest in BEIH is 35%, which is less than 5%. The Company is a public company listed on the Shanghai Stock Exchange under the name of Beijing Jingneng Clean Energy Power Co., Ltd. (Stock Code: 00579).

1 INTRODUCTION

The Board of Directors of the Company on 29 June 2012 has agreed with the Hanhe Energy Transfer Agreement with BEIH, and the Company has agreed to acquire BEIH has agreed to acquire a 35% equity interest in Hanhe Energy for a total of RMB107,237,300.

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35% f he e e e H a a Hea g he d b he C a

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The c e f he a ac a he H a a E T a fe Agee e c d a he ba g fa ce a a h a a da a he H a a E T a fe Agee e a d he a ac c e a ed he e de a e ed b a cab e a a d eg a .

Other Matters

BEIH has been elected the largest shareholder by the 35% equity holders of Haaha Heaog. The Board of Directors of the Company has approved the effective date of 31 December 2011 as the closing date for the Haaha D. a.

The Company and BEIH have agreed to pay a share acquisition fee to the shareholders.

3 FINANCIAL EFFECT OF THE TRANSACTION

As at 31 December 2011, the total value of the 35% equity held by Haaha Heaog is RMB84,146,129. Accordingly, a gain of approximately RMB20,688,200 is expected to be realized by the Company as a result of the 35% equity held by Haaha Heaog. The Company recognizes a gain of the 35% equity held by Haaha Heaog as a result of the acquisition of the 35% equity held by Haaha D. a. The proceeds from the 35% equity held by Haaha D. a. will be used to pay the acquisition fee to the shareholders of the Company.

4 REASON FOR AND BENEFIT OF THE TRANSACTION

Haaha Heaog is a registered company in Beijing, Hebei Province and is engaged in the business of providing services to the Government of Beijing. The Board believes that the acquisition of the 35% equity held by Haaha Heaog from the Government of Beijing is a strategic move to enhance the company's financial performance and to provide a better return to the shareholders of the Company.

Under the Haaha D. a, BDHG, BEIH and the Company hold 50%, 35% and 15% of Haaha Heaog's equity, respectively.

The Board (including the independent non-executive Directors) of the Company has approved the acquisition of the 35% equity held by Haaha Heaog from the Government of Beijing, and the Shareholders of the Company.

5 INFORMATION OF THE ACQUISITION

Company

The Company is a registered company in Beijing, PRC, and is engaged in the business of providing services to the Government of Beijing. The Board of Directors of the Company has approved the acquisition of the 35% equity held by Haaha Heaog from the Government of Beijing, and the Shareholders of the Company.

BEIH

BEIH is a wholly-owned subsidiary of the PRC and is engaged in the production, sale and distribution of high-tech products in the PRC. BEIH is a wholly-owned subsidiary of the Company, and its registered capital is RMB67.958 million. BEIH is a wholly-owned subsidiary of the Company, and its registered capital is RMB67.958 million.

Hebei Heaogang

Hebei Heaogang is a wholly-owned subsidiary of the Company and BDHG is a wholly-owned subsidiary of the PRC and is a wholly-owned subsidiary of the Company and 50% owned by BDHG. Hebei Heaogang is engaged in the production, sale and distribution of high-tech products in Hebei Province.

Based on the adjusted financial statements of Hebei Heaogang prepared under the PRC GAAP, as at 31 December 2011, the assets, liabilities and equity of Hebei Heaogang are RMB3,469,535,033, RMB3,211,264,350 and RMB258,270,683, respectively. The assets/(liabilities) are borne by the shareholders, which is 35% of the equity of Hebei Heaogang for the period ended 31 December 2010 and 31 December 2011 respectively:

(Unit: RMB)

	F12.31 31 D (audited)	F12.31 31 D (audited)
Net/(liability) borne by the shareholders	482,929	(302,735)
Net/(liability) borne by the shareholders	72,456	(6,161,856)

6 LIQUIDATION

BEIH is a wholly-owned subsidiary of the Company, and its registered capital is RMB67.958 million. BEIH is a wholly-owned subsidiary of the Company and is a wholly-owned subsidiary of the Company. According to the articles of association of Hebei Heaogang, the liquidation of Hebei Heaogang shall be carried out in accordance with the provisions of Article 14A of the LGR.

At the highest cable coverage area, the effective area covered by the Ha a E T a fe Agree e exceed 0.1% but the Ha a D a bjec the e g a d a ce e e e e b e e f de e de ha e de 'a a e e e de Cha e 14A f he L g R e .

The B a d ha e e d a d a ed he H a a E T a fe Agree e a d he a ac c e a ed he e de . M . LU Ha j , M . GUO M g g , M . XU J g f a d M . LIU G che , c c e e e g a D ec f he C a a d d ec a d / a age e e be f BEIH, ha e a e a e e he a ac be ee he C a a d BEIH, a d ha e a ab a ed f g he B a d e a e he H a a D a .

7 DEFINITION

BDHG	北京市熱力集團有限公司 (Be j g D c Hea g (G) C ., L d.), a a e- ed c a c a ed he PRC
BEIH	北京能源投資(集團)有限公司 (Be j g E e g I e e H d g C ., L d.), a ed ab c a c a ed he PRC a d he c g ha e de f he C a , h ch d ec h d 67.958% f he a ed ha e ca a f he C a a a he da e f ha ce e
Be j g T a j a X g e A e A a a	北京天健興業資產評估有限公司 (Be j g T a j a X g e A e A a a C ., L d.), a de e de a e a a a f a f ed he PRC
B a d	he b a d f d ec f he C a
C a	Be j g J g e g C ea E e g C ., L ed, a j c ed c a c a ed he PRC h ed ab , he H ha e a e ed he Ma B a d f The S c E x c h a g e f H g K g L ed
D ec ()	d ec () f he C a
G	he C a a d b d a e
H a a D a	he a ac c e a ed de he H a a E T a fe Agree e
H a a E T a fe Agree e	he e a fe age e e e e ed be ee he C a a d BEIH 29 J e 2012 e ec f d a f 35% e e e H a a Hea g b he C a

H a a Hea g 北京華源熱力管網有限公司(Beij g H a a Hea g P e e C ., L d.), a c a c a ed he PRC, h 50% f e e e c e be g he d b C a a d he e a g 50% be g he d b BDHG

L g R e he R e G e g he L g f Sec e The S c E cha ge f H g K g L ed

PRC he Pe e' Re b c f Ch a a d f he e f h a ce e , e c d g he H g K g S e c a Ad a e Reg f he Pe e' Re b c f Ch a, Ta a a d he Maca S e c a Ad a e Reg f he Pe e' Re b c f Ch a

PRC GAAP ge e a acce ed acc g c e he PRC

RMB Re b , he a f c e c f he PRC

b d a (e) ha he ea g a c bed he L g R e

B de f he B a d
B A A J A A G / A E A S - C A ., L A A A
KANG J A
Joint Company Secretary

Beij g, he PRC

29 J e 2012

As at the date of this announcement, the non-executive directors of the Company are Mr. Lu Haijun, Mr. Guo Mingxing, Mr. Xu Jingfu, Mr. Liu Guochen and Mr. Yu Zhongfu; the executive director of the Company is Mr. Meng Wentao; and the independent non-executive directors of the Company are Mr. Liu Chaoan, Mr. Shi Xiaomin, and Ms. Lau Miu Man.