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**Beijing Jingneng Clean Energy Co., Limited**  
**北京京能清潔能源電力股份有限公司**

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

**(Stock Code: 579)**

**ANNOUNCEMENT ON THE RESTRUCTURING OF THE  
COMPANY'S CONTROLLING SHAREHOLDER**

This announcement is made on a voluntary basis.

The board of directors (the "**Board**") of Beijing Jingneng Clean Energy Co., Limited (the "**Company**") announces that it has been notified that the State-owned Assets Supervision and Administration Commission of People's Government of Beijing Municipality ("**Beijing SASAC**") has decided to restructure two shareholders of the Company, namely Beijing Energy Investment Holding Co., Ltd. ("**BEIH**") and Beijing District Heating (Group) Co., Ltd. ("**BDHG**"). All the state-owned assets of BDHG will be gratis transferred to BEIH, whereas BDHG will retain its independent legal status and become a wholly-owned subsidiary of BEIH (the "**Restructuring**").

After the Restructuring, all the equity interests of the Company held by BDHG will be indirectly held by BEIH which in turn will directly and indirectly hold a total of 4,233,437,841 shares of the Company, representing approximately 70.18% of the Company's issued share capital (assuming no over-allotment option is exercised).

This announcement is made on a voluntary basis.

The Board announces that it has been notified that Beijing SASAC has decided to restructure two shareholders of the Company, namely BEIH and BDHG. Pursuant to the decision of Beijing SASAC, all the state-owned assets of BDHG will be gratis transferred to BEIH, which will exercise the investor's responsibilities over BDHG, whereas BDHG will retain its independent legal status and become a wholly-owned subsidiary of BEIH.

BEIH is the controlling shareholder of the Company, holding 4,217,360,072 shares of the Company which represents approximately 69.91% of the Company's issued share capital (assuming no over-allotment option is exercised). BDHG is one of the shareholders of the Company, holding 16,077,769 shares of the Company which represents approximately 0.27% of the Company's issued share capital (assuming no over-allotment option is exercised). After

the Restructuring, all the equity interests of the Company held by BDHG will be indirectly held by BEIH which in turn will directly and indirectly hold a total of 4,233,437,841 shares of the Company, representing approximately 70.18% of the Company's issued share capital (assuming no over-allotment option is exercised).

By order of the Board

**Beijing Jingneng Clean Energy Co., Limited**

**LU Haijun**

*Chairman*

Beijing, the People's Republic of China

12 January 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.*