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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: 00579)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**AGM**”) of Beijing Jingneng Clean Energy Co., Limited (the “**Company**”) will be held at 10:00 a.m. on Thursday, 7 June 2012 at Harbour View Ballroom I, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong for the purposes of considering and, if thought fit, passing the following resolutions.

AS ORDINARY RESOLUTIONS

1. To consider and approve the work report of the board of directors of the Company (the “**Board**”) for the year ended 31 December 2011.
2. To consider and approve the report of the board of supervisors of the Company for the year ended 31 December 2011.
3. To consider and approve the report of the auditors and the audited financial statements of the Company prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2011.
4. To consider and approve the proposed profit distribution plan and the plan of distribution of final dividends of the Company for the year ended 31 December 2011.
5. To consider and approve the annual report of the Company for the year 2011.
6. To consider and approve the re-appointment of Deloitte Touche Tohmatsu as the international auditors of the Company for the year 2012, to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to determine their remuneration.
7. To consider and approve the re-appointment of Crowe Horwath China Certified Public Accountants as the domestic auditors of the Company for the year 2012, to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to determine their remuneration.
8. To consider and approve the budget report of the Company for the year 2012.

AS SPECIAL RESOLUTION

To grant a general mandate to the Board:

- (a) to determine by the Board, in line with market conditions, to issue additional H Shares in the Company not exceeding 20% of the number of H Shares of the Company in issue within 12 months from the date on which the approval is obtained at the AGM, and to make or grant relevant offers, agreements and arrangements;
- (b) to determine the specific number of the additional H Shares to be issued subject to the aforesaid ceiling and the eligibility for taking up such additional H Shares; and
- (c) to make necessary amendments to the Articles of Association of the Company in light of the actual issuance of additional H Shares and to register such amendments with relevant industry and commerce administration authority(ies) to reflect the changes in the share capital resulting from the issuance of additional shares. ”

By Order of the Board
Beijing Jingneng Clean Energy Co., Limited
LU Haijun
Chairman

Beijing, the PRC
20 April 2012

As at the date of this notice, 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.

Notes:

- 1. DETAILS OF RESOLUTIONS ABOVE ARE SET OUT IN THE 2011 ANNUAL REPORT OF THE COMPANY.**
- 2. CLOSURE OF REGISTER FOR H SHARES, ELIGIBILITY FOR ATTENDING THE ANNUAL GENERAL MEETING**

Holders of H Shares are advised that the share register for H Shares will be closed from Monday, 7 May 2012 to Thursday, 7 June 2012 (both days inclusive). The Shareholders whose names appear on the register of members of the Company on the close of business on Friday, 4 May 2012 are entitled to attend and vote at the AGM. Holders of H Shares of the Company who wish to attend the AGM but have not registered the transfer documents are required to deposit the transfer documents together with the relevant share certificates at the H Share Registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Friday, 4 May 2012 for registration.

3. CLOSURE OF REGISTER FOR H SHARES, ELIGIBILITY FOR THE ENTITLEMENT TO THE PROPOSED FINAL DIVIDENDS (SUBJECT TO THE APPROVAL BY THE SHAREHOLDERS AT THE AGM)

Holders of H Shares are advised that the share register for H Shares will be closed from Wednesday, 13 June 2012 to Monday, 18 June 2012 (both days inclusive). In order to qualify for the proposed final dividend (subject to the approval by the shareholders at the AGM), holders of the H Shares whose transfers have not been registered shall deposit all transfer documents together with the relevant share certificates at the H Share Registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 12 June 2012 for registration. The final dividends will be paid to the shareholders whose names appear on the register of members on 18 June 2012.

4. PROXY

Shareholders entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote in their stand. A proxy need not be a shareholder of the Company.

The instrument appointing a proxy must be in writing under the hand of a shareholder or his attorney duly authorized in writing. If the shareholder is a corporate body, the proxy form must be either executed under its common seal or under the hand of its director(s) or duly authorized attorney(s). If the proxy form is signed by an attorney of the shareholder, the power of attorney authorizing that attorney to sign or any other authorization document must be notarized.

For holders of H Shares, the proxy form together with the power of attorney or any other authorization document (if any) must be lodged at the H Share Registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by hand or by post not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof (as the case may be). Shareholders can still attend and vote at the AGM in person upon completion and return of the proxy form.

5. REPLY SLIP

Holders of H Shares who intend to attend the AGM in person or by proxy should deliver the reply slip to the H Share Registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before Friday, 18 May 2012.

6. ADDRESS AND TELEPHONE NUMBER OF THE COMPANY'S PRINCIPAL PLACE OF BUSINESS IN THE PRC

Address: 7/8F
No. 6 Xibahe Road, Chaoyang District
Beijing, the PRC
Telephone: (86 10) 6446 9988

7. PROCEDURES FOR VOTING AT THE AGM

Any vote of shareholders at the AGM must be taken by poll.

8. OTHER BUSINESS

Shareholders (in person or by proxy) attending the AGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the AGM shall produce their identity documents.