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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in doubt** as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisor.

**If you have sold or transferred** all your shares in Beijing Jingneng Clean Energy Co., Limited, you should at once hand this circular to the purchaser or the transferee or to the bank or licensed securities dealer or other agent through whom the sales or transfer was effected for transmission to the purchaser or the transferee.

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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)**

**(1) PROPOSED ISSUE OF SHORT-TERM DEBENTURES**  
**(2) PROPOSED CHANGE OF USE OF PROCEEDS**  
**(3) PROPOSED APPOINTMENTS OF EXECUTIVE DIRECTOR,**  
**NON-EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTOR**  
**AND**  
**(4) NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2012**

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A letter from the Board is set out on pages 2 to 7 of this circular.

A notice convening the General Meeting to be held at 10:30 a.m. on Tuesday, 30 October 2012 at the Video Conference Room, Suite 2911, Block A, CBD International Tower, 16 Yongan Dongli, Chaoyang District, Beijing, the PRC is set out on pages 8 to 9 of this circular.

A proxy form for use at the General Meeting is enclosed and is also published on the HKExnews website of the Stock Exchange (<http://www.hkexnews.hk>). If you intend to appoint a proxy to attend the General Meeting, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the General Meeting or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending the General Meeting and voting in person if you so wish. Shareholders who intend to attend the meetings in person or by proxy should complete and deliver the reply slip to the H Share registrar of the Company in accordance with the instructions printed thereon on or before Wednesday, 10 October 2012.

14 September 2012

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## DEFINITIONS

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*In this circular, the following terms have the meanings set out below, unless the context requires otherwise:*

“Board” or “Board of Directors”	the board of directors of the Company
“Company”, “we” or “us”	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 PRC with limited liability, the H Shares of which are listed on the Stock Exchange (stock code: 579), and except where the context indicates otherwise, include all of its subsidiaries
“Director(s)”	director(s) of the Company
“General Meeting”	the second extraordinary general meeting of 2012 of the Company to be held at 10:30 a.m. on Tuesday, 30 October 2012 at the Video Conference Room, Suite 2911, Block A, CBD International Tower, 16 Yongan Dongli, Chaoyang District, Beijing, the PRC
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC” or “China”	the People’s Republic of China, but for the purposes of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holders of the Company’s Share(s)
“Shares”	shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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LETTER FROM THE BOARD

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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)**

*Non-executive Directors:*

Mr. Lu Haijun  
Mr. Guo Mingxing  
Mr. Xu Jingfu  
Mr. Liu Guochen  
Mr. Yu Zhongfu

*Executive Director:*

Mr. Meng Wentao

*Independent Non-executive Directors:*

Mr. Liu Chaoan  
Mr. Shi Xiaomin  
Ms. Lau Miu Man

*Registered office:*

1 Ziguang East Road, Room 118  
Badaling Economic Development Zone  
Yanqing County, Beijing  
The PRC

*Principal place of business in Hong Kong:*

Level 28, Three Pacific Place  
1 Queen's Road East  
Hong Kong

14 September 2012

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED ISSUE OF SHORT-TERM DEBENTURES**  
**(2) PROPOSED CHANGE OF USE OF PROCEEDS**  
**(3) PROPOSED APPOINTMENTS OF EXECUTIVE DIRECTOR,**  
**NON-EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTOR**  
**AND**  
**(4) NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2012**

**1 INTRODUCTION**

Reference is made to the announcements of the Company dated 23 August 2012 and 5 September 2012 in connection with (i) the proposed issue of short-term debentures, (ii) the proposed change of use of proceeds and (iii) the proposed appointments of executive Director, non-executive Director and independent non-executive Director. The purposes of this circular are, among others, to provide the Shareholders with

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## LETTER FROM THE BOARD

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notice of the General Meeting, which is set out on pages 8 to 9 of this circular, and to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions proposed at the General Meeting.

### 2 PROPOSED ISSUE OF SHORT-TERM DEBENTURES

A special resolution will be proposed at the General Meeting to consider and approve the proposed issue of short-term debentures with a principal amount not exceeding RMB1,800 million.

In order to further expand the financing channels and reduce financial costs to increase the profitability, the Board resolved to approve the proposed issue of short-term debentures with a principal amount not exceeding RMB1,800 million. The proceeds raised will be primarily used to repay part of the short-term bank loans and to supplement the working capital of the Company. The interest rates of the short-term debentures to be issued will be determined according to the overall market condition at the time of the issuance.

The Board also proposed to the General Meeting to authorise the Board and the senior management of the Company to, in accordance with the demand of the Company and the market condition, decide and deal with all relevant matters in relation to the issue of short-term debentures, including but without limitation, the terms and conditions and any other relevant matters relating to such issue as well as taking all necessary actions.

The resolution regarding the issue of short-term debentures, if approved at the General Meeting, shall be valid for a period of 24 months commencing from the date of its approval at the General Meeting.

### 3 PROPOSED CHANGE OF USE OF PROCEEDS

An ordinary resolution will be proposed at the General Meeting to consider and approve the proposed change of use of proceeds.

Reference is made to the prospectus of the Company dated 12 December 2011 (the “**Prospectus**”) in relation to the global offering of the H Shares of the Company (the “**Global Offering**”). The net proceeds raised from the Global Offering, after the exercise of over-allotment option, amounted to approximately HK\$1,738.5 million. As disclosed in the section headed “Future Plans and Use of Proceeds” of the Prospectus, the Company intended to use the net proceeds in the following manner:

- (1) approximately 50% of net proceeds would be used for investing in the construction of wind power and gas-fired power projects, among which (i) approximately 62% will mostly be used within 2012 for the construction of gas-fired power projects in the PRC; and (ii) approximately 38% will mostly be used within 2012 for the construction of wind power projects in the PRC ; (“**Usage (1)**”);
- (2) approximately 20% of net proceeds would be used for purchasing key equipment and parts and technological consultancy for maintenance as well as equipment improvement for existing projects ; (“**Usage (2)**”);

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## LETTER FROM THE BOARD

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- (3) approximately 20% of net proceeds would be used to repay certain amounts of the following banks loans (i) the RMB200 million bank loan from Agricultural Bank of China; and (ii) the RMB160 million bank loan from Shanghai Pudong Development Bank; and
- (4) approximately 10% of net proceeds would be used for working capital.

In order to promote efficiency when utilizing the financial resources of the Company, optimize the development strategy, reduce the capital-use cost, facilitate the exploration in overseas market and avoid exchange loss when going through the foreign exchange settlement process, the Board proposed to make adjustments to the intended use of proceeds received from the Global Offering in the following manner:

- (a) all the net proceeds in item (ii) of Usage (1) and 50% of the net proceeds in Usage (2) will be used to repay the bank loans; and
- (b) the remaining 50% of the net proceeds in Usage (2) will be used to invest in the overseas subsidiaries of the Company.

The Directors (including the independent non-executive Directors) consider that it is in the best interests of the Company and the Shareholders as a whole to reallocate the use of the net proceeds received by the Company from the Global Offering for the proposed purposes.

#### **4 PROPOSED APPOINTMENTS OF EXECUTIVE DIRECTOR, NON-EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTOR**

Ordinary resolutions will be proposed at the General Meeting to consider and approve the proposed appointments of Mr. Chen Ruijun (*Mr. Chen*) as an executive Director, Mr. Jin Yudan (*Mr. Jin*) as a non-executive Director and Mr. Wei Yuan (*Mr. Wei*) as an independent non-executive Director.

##### **I. Proposed Appointment of Executive Director**

Reference is made to the announcement of the Company dated 5 September 2012 in relation to the proposed appointment of Mr. Chen as an executive Director of the Company, subject to the approval by the Shareholders at the General Meeting. The Board also resolved to appoint Mr. Chen as a member of the Strategy Committee of the Board subject to the approval of Mr. Chen's appointment as an executive Director by the Shareholders at the General Meeting.

The term for Mr. Chen's appointment as an executive Director and a member of the Strategy Committee of the Board shall commence from the approval of Mr. Chen's appointment as an executive Director by the Shareholders at the General Meeting and shall end on the expiry of the term of the current session of the Board. The Company will enter into a service agreement with Mr. Chen upon the approval of his appointment at the General Meeting.

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## LETTER FROM THE BOARD

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Mr. Chen will not receive any director's fee from the Company during his term as an executive Director. Mr. Chen will receive remuneration based on his holding of senior management position with the Company, which will be determined by the Board with reference to Mr. Chen's experience, duties, responsibilities and the Company's remuneration policy. The Company will disclose the remuneration of Directors in annual reports.

The biographical details of Mr. Chen are set out as below:

Mr. Chen Ruijun, aged 49, a senior engineer, has served as the general secretary of Inner Mongolia Jingtai Power Limited ("**Jingtai Power**")'s committee of Communist Party of China ("**CPC**") and Jingtai Power's general manager since October 2007. From August 2003 to October 2007, he successively served as a deputy general secretary of Inner Mongolia Daihai Electric Power Generation Co., Ltd. ("**Daihai Power**")'s CPC committee, the general secretary of the CPC discipline inspection commission of Daihai Power, and then concurrently as an executive deputy general manager and a deputy general secretary of the CPC committee of Daihai Power. From January 1994 to August 2003, Mr. Chen successively served as a deputy governor and a deputy general secretary of the CPC committee of Liangcheng County of Inner Mongolia (during this period, he concurrently served as the chairman and the general manager of Hongmao Group Corporation from February 1997 to June 2001). From August 1982 to December 1993, Mr. Chen served as a technician, sales representative, section chief, deputy manager and the general manager of Inner Mongolia Liangcheng County Chemical Plant. Between April 2007 and September 2009, Mr. Chen studied electrical engineering at the School of Electrical and Automation Engineering of Tianjin University for master of engineering. He attended the undergraduate law courses provided by the Correspondence School of Inner Mongolia Party School between September 2003 and December 2005. He also studied secondary specialized inorganic chemical courses in Inner Mongolia Petrochemical School between September 1979 and July 1982.

### **II. Proposed Appointment of Non-executive Director**

Reference is made to the announcement of the Company dated 23 August 2012 in relation to the proposed appointment of Mr. Jin as a non-executive Director of the Company, subject to the approval by the Shareholders at the General Meeting. The term for Mr. Jin's appointment as a non-executive Director shall commence from the approval by the Shareholders at the General Meeting and shall end on the expiry of the term of the current session of the Board. The Company will enter into a service agreement with Mr. Jin upon the approval of his appointment at the General Meeting. Mr. Jin will not receive any emolument from the Company.

The biographical details of Mr. Jin are set out as below:

Mr. Jin Yudan, aged 55, now serves as a member of the board of trustees of Dulwich College Beijing, a British international school, and has been a partner of SAIF Partners RMB Fund since January 2010. From August 2008 to December 2009, he was an investment partner of SAIF Partners. From September 2005 to August 2008, he worked as the chief executive officer of Beijing Topsec Network Security Technology Co., Ltd. From July 2003 to September 2005, he worked as the president of Luminous Networks, Inc., a start-up company in Silicon Valley, USA. He studied in the Advanced Management Program of Kellogg School of Management, Northwestern University from

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## LETTER FROM THE BOARD

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April 2002 to June 2002. From May 1997 to December 2001, he was the president of Asia Pacific region for Marconi Plc, a British telecommunications company. He was the chief representative in China of the 3Com, a company in Silicon Valley, USA, from April 1994 to April 1997, and previously worked as a software R&D engineer from April 1988 to March 1994 for the company. From 1985 to 1987, he studied in the Postgraduate School of the Computer Science Department, Rochester Institute of Technology. He was an engineer in China HP from 1982 to 1985. He studied in the Department of Computer Engineering and Science, Tsinghua University from 1978 to 1981.

### **III. Proposed Appointment of Independent Non-executive Director**

Reference is made to the announcement of the Company dated 23 August 2012 in relation to the proposed appointment of Mr. Wei as an independent non-executive Director of the Company, subject to the approval by the Shareholders at the General Meeting. The term for Mr. Wei's appointment as an independent non-executive Director shall commence from the approval by the Shareholders at the General Meeting and shall end on the expiry of the term of the current session of the Board. The Company will enter into a service agreement with Mr. Wei upon the approval of his appointment at the General Meeting. Mr. Wei will receive a total annual emolument of RMB150,000 from the Company, which is determined with reference to Mr. Wei's experience, duties, responsibilities and the Company's remuneration policy.

The biographical details of Mr. Wei are set out as below:

Mr. Wei Yuan, aged 56, has been a deputy secretary of the CPC committee and general manager of Hunan Branch of China Datang Corporation and Datang Huayin Electric Power Co., Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 600744) since December 2005 and has been a director of Datang Huayin Electric Power Co., Ltd. since May 2006. He was a member of the CPC committee and deputy general manager of Datang International Power Generation Co., Ltd. from March 2003 to February 2005. He served as a deputy chief economist and manager of the planning and development department in Beijing Datang Power Generation Co., Ltd., from April 1998 to March 2003. From May 1996 to April 1998, he was the manager of Qinhuangdao Thermal Power Plant. He was the secretary of the CPC committee of Tangshan Dou He Power Plant from October 1995 to May 1996. He was a deputy manager and, subsequently, the manager of Tangshan Power Plant from November 1993 to October 1995. From January 1982 to November 1993, he served successively as the secretary of the boiler workshop, the director of the office of CPC committee, a director of the manager's office, the head of boiler maintenance team, the head and a deputy director of the pipeline team of coal conveying workshop, and the chief of the operating department of Tangshan Dou He Power Plant. From January 1978 to January 1982, he served successively as the director-general and the secretary of Communist Youth League of maintenance department in Tangshan Power Plant. He worked in the communications department of Tangshan Power Plant from June 1977 to January 1978. He served in the military for Tianjing 52855 Force from December 1970 to March 1977.

Save as disclosed in this letter, none of Mr. Chen, Mr. Jin or Mr. Wei has held any directorship in any other listed companies or taken up any post in any group members of the Company in the past three years, nor has any relationship with any other Director, supervisor, senior management,



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## LETTER FROM THE BOARD

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substantial shareholder or controlling shareholder of the Company. Furthermore, none of Mr. Chen, Mr. Jin or Mr. Wei has any equity interest in the Company within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong.

Save as the above, as far as the Board is aware, there is no other information relating to the proposed appointments of Mr. Chen, Mr. Jin and Mr. Wei that shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any matters which need to be brought to the attention of the Shareholders.

### 5 THE GENERAL MEETING

A notice convening the General Meeting to be held at 10:30 a.m. on Tuesday, 30 October 2012, is set out on pages 8 to 9 of this circular. No Shareholder is required to abstain from voting in respect of the resolutions proposed at the General Meeting.

In order to determine the Shareholders who are entitled to attend the General Meeting, the Company's register for H Shares will be closed from Sunday, 30 September 2012 to Tuesday, 30 October 2012 (both days inclusive) during which period no transfer of H Shares will be registered. Holders of H Shares whose names appear on the Company's register of members on Monday, 29 October 2012 are entitled to attend and vote at the meeting. In order to qualify to attend and vote at the General Meeting, holders of H Shares whose transfers have not been registered must deposit the transfer documents together with the relevant share certificates at the office of the H share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Friday, 28 September 2012.

A proxy form for use at the General Meeting is enclosed and is also published on the website of the Stock Exchange (<http://www.hkexnews.hk>). If you intend to appoint a proxy to attend the General Meeting, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the General Meeting or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending the General Meeting and voting in person if you so wish. Shareholders who intend to attend the meeting in person or by proxy should complete and deliver the reply slip to the H Share registrar of the Company in accordance with the instructions printed thereon on or before Wednesday, 10 October 2012.

All resolutions proposed at the General Meeting will be voted by poll.

### 6 RECOMMENDATION

The Directors believe that the proposed resolutions mentioned above are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that Shareholders vote in favour of the resolutions proposed at the General Meeting.

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

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## NOTICE OF THE GENERAL MEETING

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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 THE SECOND EXTRAORDINARY GENERAL MEETING OF 2012

NOTICE IS HEREBY GIVEN that the second extraordinary general meeting of 2012 (the “**General Meeting**”) of Beijing Jingneng Clean Energy Co., Limited (the “**Company**”) will be held at 10:30 a.m. on Tuesday, 30 October 2012, at the Video Conference Room, Suite 2911, Block A, CBD International Tower, 16 Yongan Dongli, Chaoyang District, Beijing, the People's Republic of China to consider and approve the following resolutions:

#### SPECIAL RESOLUTION

1. To consider and approve the proposed issue of short-term debentures and that the Board and the senior management of the Company be authorized to, in accordance with the demand of the Company and the market condition, decide and deal with all relevant matters in relation to the issue of short-term debentures, including but without limitation, the terms and conditions and any other relevant matters relating to such issue as well as taking all necessary actions.

#### ORDINARY RESOLUTIONS

2. To consider and approve the proposed change of use of proceeds.
3. To consider and approve the proposed appointment of Mr. Chen Ruijun as an executive director of the Company.
4. To consider and approve the proposed appointment of Mr. Jin Yudan as a non-executive director of the Company.
5. To consider and approve the proposed appointment of Mr. Wei Yuan as an independent non-executive director of the Company.

By Order of the Board of  
**Beijing Jingneng Clean Energy Co., Limited**  
**KANG Jian**  
*Joint Company Secretary*

Beijing, the PRC  
14 September 2012

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## NOTICE OF THE GENERAL MEETING

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Notes:

### 1. CLOSURE OF REGISTER FOR H SHARES, ELIGIBILITY FOR ATTENDING THE GENERAL MEETING

Holders of H Shares are advised that the share register for H Shares will be closed from Sunday, 30 September 2012 to Tuesday, 30 October 2012 (both days inclusive). The Shareholders whose names appear on the register of members of the Company on Monday, 29 October 2012 are entitled to attend and vote at the General Meeting. Holders of H Shares who wish to attend the General Meeting but have not registered the transfer documents are required to deposit the transfer document 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 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Friday, 28 September 2012.

### 2. PROXY

Shareholders entitled to attend and vote at the General Meeting 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 other authorisations document must be notarized.

For holders of H Shares, the proxy form together with the power of attorney or 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 in person or by post not less than 24 hours before the time fixed for holding the General Meeting or any adjournment thereof (as the case may be). Shareholders can still attend and vote at the General Meeting upon completion and return of the proxy form.

### 3. REPLY SLIP

Holders of H Shares who intend to attend the General Meeting 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 Wednesday, 10 October 2012.

### 4. ADDRESS OF THE COMPANY'S PRINCIPAL PLACE OF BUSINESS IN THE PRC

7/8F Office Building  
6 Xibahe Road, Chaoyang District  
Beijing, the PRC

### 5. PROCEDURES FOR VOTING AT THE GENERAL MEETING

Any vote of Shareholders at the General Meeting must be taken by poll.

### 6. OTHER BUSINESS

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

*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.*