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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 (the “**PRC**”) 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

*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.*