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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)

CONNECTED TRANSACTION ANNOUNCEMENT

DISPOSAL OF 35% EQUITY INTERESTS IN HUAYUAN HEATING

The Board of Directors of Beijing Jingneng Clean Energy Co., Limited (the "Company") has approved the disposal of 35% equity interests in Huayuan Heating (the "Target") by the Company to Beijing International Heating & Power Co., Ltd. (the "Buyer") for a total consideration of RMB107,237,300.

LISTING RULES IMPLICATIONS

BEIH is a company listed on the Shanghai Stock Exchange (the "SE") under the listing code of 601016. BEIH is a company listed on the SE under the listing code of 601016. BEIH is a company listed on the SE under the listing code of 601016. BEIH is a company listed on the SE under the listing code of 601016.

The disposal of 35% equity interests in Huayuan Heating by the Company to the Buyer is a connected transaction of the Company as defined in the Listing Rules of the SE. The disposal of 35% equity interests in Huayuan Heating by the Company to the Buyer is a connected transaction of the Company as defined in the Listing Rules of the SE.

1 INTRODUCTION

The Board of Directors of Beijing Jingneng Clean Energy Co., Limited (the "Company") has approved the disposal of 35% equity interests in Huayuan Heating (the "Target") by the Company to Beijing International Heating & Power Co., Ltd. (the "Buyer") for a total consideration of RMB107,237,300.

2 PRINCIPAL TERMS OF THE EQUITY TRANSFER AGREEMENT

Date

29 June 2012

Parties

Venditor: TeC a

Acquiree: BEIH

Equity Interests To Be Disposed

35% of the shares of Ha a Hea g e d b e C a

Consideration

The acquirer of Ha a D a RMB107,237,300, cash consideration to be paid to BEIH for the acquisition of the 35% of the shares of Ha a Hea g f RMB107,237,300 as at 31 December 2011, being the effective date. The acquisition is being effected by Beijing T a j a X g e A e A a a ba ed a a e -ba ed a ac .

Payment

The amount payable to the vendor shall be paid within 30 days after the Effective Date of the Agreement and shall be effective.

Completion

The acquisition shall be completed upon the receipt of the cash consideration from the acquirer to BEIH as set out in the schedule to this Agreement.

The completion of the acquisition shall be subject to the satisfaction of the conditions set out in the Schedule to the Agreement. The completion of the acquisition shall be subject to the satisfaction of the conditions set out in the Schedule to the Agreement.

Other Major Terms

BEIH a be e ed e e a g f c ed b e 35% e e e
H a a Hea g be c a ed f e C a f e efe e ce da e f 31 Dece be
2011 e c e da e f e H a a D a .

T e C a a d BEIH be ab e f e e ec e a a d fee e a e
a fe .

3 FINANCIAL EFFECT OF THE HUAYUAN DISPOSAL

A a 31 Dece be 2011, e e b a e f e 35% e e e H a a Hea g a
RMB84,146,129. Acc d g , a ga fa a e RMB20,688,200 a f e ded c g e e a
a a ec ed acc e e C a a a e f ed a f e 35% e e e
H a a Hea g. T e C a ec g ze a ga d a f e 35% e e e
H a a Hea g c da ed c e a e e a a ec e da e f e H a a
D a . T e ceed f ed a f e 35% e e e be a ed a ge e a
g ca a a d/ f e f e de e e f e C a ' b e .

4 REASONS FOR AND BENEFITS OF THE TRANSACTION

H a a Hea g a e gaged c c f e e , ea e e g ge e a a
a d a c a ge a Be j g a d Hebe P ce a d e gaged e ge e a
b e e . T e B a d be e e a ed a f ce a e e e H a a Hea g
f e G e e C a ' a eg f c e de e e f ce a
e e g e ge e a b e e a d be ef ca ze e a ca f e e ce
f e C a .

U c e f e H a a D a , BDHG, BEIH a d e C a d 50%, 35%
a d 15% f H a a Hea g' e e e , e ec e .

T e B a d (c d g e de e de - a ec e D ec) f e e a e H a a
D a a c e ca e , fa a d ea ab e a d e e e f e C a
a d e S a e de a a e .

5 INFORMATION OF THE PARTIES

The Company

T e C a e a ge ga -f ed e de Be j g a da ead g d e e a
e PRC, a d e f ed ce a e eg f c d g ga -f ed e a d ea e eg ,
d e , a ed d e a d e ce a e eg jec .

H a a Hea g 北京華源熱力管網有限公司(Be j gH a a Hea gP e e C ., L d.), a c a c a e d e PRC, 50% f e e e c e b e g e d b C a a d e e a g 50% b e g e d b BDHG

L gR e e R e G e g e L g f Sec e T e S c E c a g e f H g K g L e d

PRC e Pe e' Re b c f C a a d f e e f a c e e , e c d g e H g K g S e c a A d a e Reg f e Pe e' Re b c f C a, T a a a d e Maca S e c a A d a e Reg f e Pe e' Re b c f C a

PRC GAAP g e a a c c e d a c c g c e e PRC

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

b d a (e) a e e a g a c b e d e L g R e

B d e f e B a d
Beijing Jingneng Clean Energy Co., Limited
KANG Jian
Joint Company Secretary

Be j g, e 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.