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**Beijing Jingneng Clean Energy Co., Limited**  
**北京京能清洁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 the Annual General Meeting (AGM) of Beijing Jingneng Clean Energy Co., Limited (Company) will be held at 10:00 a.m. on Thursday, 7 June 2012 at the Viceroy Hotel, 8 Finance Street, Central District, Hong Kong for the purpose of considering and, if thought fit, passing the following resolutions:

**AS ORDINARY RESOLUTIONS**

1. To re-appoint Mr. [Name] as a Director of the Company (Board) for the period ending 31 December 2011.
2. To re-appoint Mr. [Name] as a Director of the Company for the period ending 31 December 2011.
3. To re-appoint Mr. [Name] as a Director of the Company for the period ending 31 December 2011.
4. To re-appoint Mr. [Name] as a Director of the Company for the period ending 31 December 2011.
5. To re-appoint Mr. [Name] as a Director of the Company for the period ending 2011.
6. To re-appoint Mr. [Name] as a Director of the Company for the period ending 2012, and to re-appoint Mr. [Name] as a Director of the Company for the period ending 2013.
7. To re-appoint Mr. [Name] as a Director of the Company for the period ending 2012, and to re-appoint Mr. [Name] as a Director of the Company for the period ending 2013.
8. To re-appoint Mr. [Name] as a Director of the Company for the period ending 2012.

**AS SPECIAL RESOLUTION**

The Board of Directors:

- ( ) The Board of Directors, with the approval of the H Share Class, to increase the authorized capital of the Company by 20% of the registered capital of the Company, with a total amount of RMB 12 million, to be used for the purpose of the AGM, and to be implemented as follows;
- ( ) The Board of Directors, with the approval of the H Share Class, to increase the authorized capital of the Company by 20% of the registered capital of the Company, with a total amount of RMB 12 million, to be used for the purpose of the AGM, and to be implemented as follows;
- ( ) The Board of Directors, with the approval of the H Share Class, to increase the authorized capital of the Company by 20% of the registered capital of the Company, with a total amount of RMB 12 million, to be used for the purpose of the AGM, and to be implemented as follows;

**Beijing Jingneng Clean Energy Co., Limited**  
**LU Haijun**  
*Chairman*

Beijing, PRC  
 20 April 2012

At the date of this notice, the directors of the Company are Mr. Lu Haijun, Mr. Gao Ming, Mr. Xie Jigang, Mr. Li Guocheng and Mr. Yang Zhigang; the independent directors of the Company are Mr. Meng Weiqiang; and the independent directors of the Company are Mr. Li Chaofan, Mr. Shi Xiaoli, and Mr. Lan Minma.

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

H Share Class, to increase the authorized capital of the Company by 20% of the registered capital of the Company, with a total amount of RMB 12 million, to be used for the purpose of the AGM, and to be implemented as follows; 7 May 2012. The Board of Directors, with the approval of the H Share Class, to increase the authorized capital of the Company by 20% of the registered capital of the Company, with a total amount of RMB 12 million, to be used for the purpose of the AGM, and to be implemented as follows; 4 May 2012. The Board of Directors, with the approval of the H Share Class, to increase the authorized capital of the Company by 20% of the registered capital of the Company, with a total amount of RMB 12 million, to be used for the purpose of the AGM, and to be implemented as follows; 4 May 2012.

**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)**

H Shares will be entitled to the proposed final dividend for the financial year ended 31 March 2012 if they are registered in the register of members of the Company as at the close of business on 18 July 2012 (the "Closing Date"). If a shareholder's name appears in the register of members of the Company as at the Closing Date, the shareholder will be entitled to the proposed final dividend. The register of members of the Company will be closed for the purpose of determining entitlement to the proposed final dividend from 13 July 2012 to 18 July 2012 (inclusive). If a shareholder's name does not appear in the register of members of the Company as at the Closing Date, the shareholder will not be entitled to the proposed final dividend. The register of members of the Company will be open for inspection from 13 July 2012 to 18 July 2012 (inclusive) between the hours of 9:00 a.m. and 4:30 p.m. on each business day. The register of members of the Company will be closed for the purpose of determining entitlement to the proposed final dividend from 13 July 2012 to 18 July 2012 (inclusive).

**4. PROXY**

Shareholders are invited to attend the AGM in person or by proxy. A proxy form is available on the Company's website.

The proxy form must be completed and returned to the Company's Registrar of Shares, at least 48 hours before the AGM. If a shareholder is unable to attend the AGM, the proxy form must be completed and returned to the Company's Registrar of Shares, at least 48 hours before the AGM. The proxy form must be completed and returned to the Company's Registrar of Shares, at least 48 hours before the AGM. The proxy form must be completed and returned to the Company's Registrar of Shares, at least 48 hours before the AGM.

For further information, please contact the Company's Registrar of Shares at (852) 2862 9090 or visit the Company's website.