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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

DIVIDUAL OF 35% EQUITY INTEREST IN THE COMPANY IN THE YEAR ENDED 31 DECEMBER 2012

The Board of Directors of the Company, on 29 June 2012, has approved the execution of the Share Purchase Agreement between BEIH and the Company, pursuant to which BEIH has agreed to acquire a 35% equity interest in the Company for a total cash consideration of RMB107,237,300.

LISTING OBLIGATION

BEIH is a company listed on the Shanghai Stock Exchange (SSE) with a listing code of 600875. The Company is a listed company on the Hong Kong Stock Exchange (HKSE) with a listing code of 00579. The Share Purchase Agreement is subject to the provisions of the Listing Rules of the HKSE.

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1. INTRODUCTION

The Board of Directors of the Company, on 29 June 2012, has approved the execution of the Share Purchase Agreement between BEIH and the Company, pursuant to which BEIH has agreed to acquire a 35% equity interest in the Company for a total cash consideration of RMB107,237,300.

2 INCIAL E M OF HE E, I AN FE AG EEMEN

D/ t

29 J e 2012

/ t

Ve d : T e C a

Ac e : BEIH

E l t I t t B D t

35% f e e e e H a a Hea g e d b e C a

C t t t t

T e a c d e a f e H a a D a RMB107,237,300, c a d e e e d b e C a a d BEIH f g a ' e g e g a b e f e e c e , e a a, e a a e d a e f e 35% e e e H a a Hea g f RMB107,237,300 a a 31 D e c e b e 2011, b e g e e f e e c e d a e . S c a a a a e a e d b B e j g T a j a X g e A e A a a b a e d a a e - b a e d a a c .

/ t

T e a e b e a d e a c a 30 d a a f e e H a a E T a f e A g e e e a e e f f e c .

C t t t t

T e a f e b e c e e d e d a e e e d e d e e e a e e g e e d d e e a e f B E I H a e c e e d a d c e c e a .

T e c e f e a a c a e H a a E T a f e A g e e e c d a e b a g f a e c e a a a a d a a e H a a E T a f e A g e e e a d e a a c c e a e d e e d e a e e d b a c a b e a a d e g a .

04. M/:

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 d fee e a e
a fe .

3 FINANCIAL EFFEC OF HE H6A 6AN DI O AL

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 EA ON FO AND BENEFI OF HE AN AC ION

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 -e 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 INFO MA ION OF HE A IE

. C / .

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 .

BEIH

BEIH a ed ab c a c aed e PRC a d c a e gaged e e e e g , ea e ae, fa c e, g - ec a df a ca ec e PRC. BEIH ec g ae de f eC a ,d ec a d d ec d a X ae 67.958% f e ed ae ca a f eC a ,a d e ef e c ec ed e a eL g R e .

H / . / , H / 1, 2

H a a Hea g a c a c aed b eC a a d BDHG a e c -f de e PRC a d a j c ed e c 50% ed b eC a a d 50% ed b BDHG. H a a Hea g a e gaged c c f e e , ea e e g ge e a a a d X c a ge a Be j g a d Hebe P ce.

Ba ed e a d ed f a c a acc f H a a Hea g e a ed de e PRC GAAP, a a 31 Dece be 2011, e a a e , a ab e a d e a e f H a a Hea g e e a X ae RMB3,469,535,033, RMB3,211,264,350 a d RMB258,270,683, e ec e .T e a f /() a b ab e e e be d ed, c 35% f e e e e f H a a Hea g f e ea e ded 31 Dece be 2010 a d 31 Dece be 2011 e e a f :

(U : RMB)

	F 1, 2 / 1, 2 31 D (a d ed)	F 1, 2 / 1, 2 31 D 2010 (a d ed)	F 1, 2 / 1, 2 31 D 2011 (a d ed)
Ne f /() a b ab e e e be d ed (bef e X a a d X a d a e)		482,929	(302,735)
Ne f /() a b ab e e e be d ed (af e X a a d X a d a e)		72,456	(6,161,856)

6 LI NG 6LE IM LICA ION

BEIH ec g ae de f eC a , d g a X ae 67.958% e e e a ed ae ca a f eC a a d a c ec ed e f eC a . Acc d g , e a ac c e aed de e H a a E T a fe Agee e c e a c ec ed a ac f eC a de C a e 14A f eL g R e .

A e g e a c a b e e c e a g e a e e c f e a a c c e a e d d e e
 H a a E T a f e A g e e e e x c e e d 0.1% b e a 5%, e H a a D a
 b j e c e e g a d a c e e e e e b e x e f d e e d e
 a e d e ' a a e e e d e C a e 14A f e L g R e .

T e B a d a e e d a d a e d e H a a E T a f e A g e e e a d e a a c
 c e a e d e e d e . M . L U H a j , M . G U O M g x g , M . X U J g f a d M . L I U
 G c e , c c e e g a D e c f e C a a d d e c a d / a a g e e
 e b e f B E I H , a e a e a e e e a a c b e e e C a a d B E I H , a d
 a e a a b a e d f g e B a d e a e e H a a D a .

7 DEFINITION

BDHG 北京市熱力集團有限公司 (Be j g D c H e a g (G)
 C ., L d.), a a e- e d c a c a e d e P R C

BEIH 北京能源投資(集團)有限公司 (Be j g E e g I e e e
 H d g C ., L d.), a e d a b c a c a e d
 e P R C a d e c g a e d e f e C a ,
 c d e c d 67.958% f e a e d a e c a a
 f e C a a a e d a e f a c e e

Be j g T a j a X g e A e A a a A a a 北京天健興業資產評估有限公司 (Be j g T a j a X g e A e
 A a a C ., L d.), a d e e d e a e a a a f
 a f e d e P R C

B a d e b a d f d e c f e C a

C a Be j g J g e g C e a E e g C ., L e d , a j c
 e d c a c a e d e P R C e d a b ,
 e H a e a e e d e M a B a d f T e S c
 E x c a g e f H g K g L e d

D e c () d e c () f e C a

G e C a a d b d a e

H a a D a e a a c c e a e d d e e H a a E T a f e
 A g e e e

H a a E T a f e e e a f e a g e e e e e e d b e e e
 A g e e e C a a d B E I H 29 J e 2012 e e c f d a f
 35% e e e H a a H e a g b e C a

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 P e e' R e 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 P e e' R e b c f C a, T a a a d e Maca S e c a A d a e Reg f e P e e' R e 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
B 京 華 源 熱 力 管 網 有 限 公 司 代 理 人 康 景 富
KANG J /
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.