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**北京京能清潔能源電力股份有限公司**  
**BEIJING ENERGY CLEAN ENERGY POWER CO., LTD.**

(A joint stock company incorporated in the People's Republic of China with limited liability)  
 (Registration No.: 00579)

**CONNECTED AN ACQUISITION AGREEMENT**

**DIAGNOSIS OF 35% EQUITY INTEREST IN BEIJING ENERGY CLEAN ENERGY POWER CO., LTD.**

The Board of Directors of the Company on 29 June 2012 has agreed with the Haaha Energy Transfer Agreement with BEIH, and the Company has agreed to acquire BEIH has agreed to acquire a 35% equity interest in Haaha Energy Clean Energy Power Co., Ltd. for a total consideration of RMB107,237,300.

**LISTING RELATIONSHIP**

BEIH has been designated as a "connected person" of the Company, and the Company has agreed to acquire BEIH has agreed to acquire a 35% equity interest in Haaha Energy Clean Energy Power Co., Ltd. for a total consideration of RMB107,237,300.

The highest percentage of the Company's share capital is held by the Haaha Energy Clean Energy Power Co., Ltd. and the Company has agreed to acquire BEIH has agreed to acquire a 35% equity interest in Haaha Energy Clean Energy Power Co., Ltd. for a total consideration of RMB107,237,300.

**1 INTRODUCTION**

The Board of Directors of the Company on 29 June 2012 has agreed with the Haaha Energy Transfer Agreement with BEIH, and the Company has agreed to acquire BEIH has agreed to acquire a 35% equity interest in Haaha Energy Clean Energy Power Co., Ltd. for a total consideration of RMB107,237,300.



## Other Matters

BEIH has been ordered to pay a fine of RMB84,146,129. The fine was imposed by the Beijing Municipal People's Court on December 31, 2011. The fine was imposed on BEIH for the violation of the Securities Law.

The Court also ordered BEIH to pay the execution fee of RMB20,688,200. The fee was imposed on BEIH for the violation of the Securities Law.

### 3 FINANCIAL EFFECT OF THE TRANSACTION

As at December 31, 2011, the net amount of the 35% equity interest in Hebei Heaogong is RMB84,146,129. Accordingly, a gain of RMB20,688,200 is recorded in the consolidated financial statements of the Company for the 35% equity interest in Hebei Heaogong. The Company recognizes a gain of RMB20,688,200 in the consolidated financial statements of the Company for the 35% equity interest in Hebei Heaogong. The gain is recorded in the consolidated financial statements of the Company for the 35% equity interest in Hebei Heaogong. The gain is recorded in the consolidated financial statements of the Company for the 35% equity interest in Hebei Heaogong.

### 4 ECONOMIC AND BENEFIT OF THE TRANSACTION

Hebei Heaogong is a company engaged in the production, sale and distribution of various types of steel products. The company is a leading manufacturer of steel products in China. The company is a leading manufacturer of steel products in China. The company is a leading manufacturer of steel products in China. The company is a leading manufacturer of steel products in China.

Under the terms of the Share Purchase Agreement, BDHG, BEIH and the Company hold 50%, 35% and 15% of Hebei Heaogong's equity, respectively.

The Board (including the independent non-executive Director) of the Company has reviewed the financial statements of Hebei Heaogong and the Share Purchase Agreement, and has concluded that the transaction is in the best interests of the Company and its shareholders.

### 5 INFORMATION OF THE TRANSACTION

#### Company

The Company is a company registered in the People's Republic of China. The Company is a leading manufacturer of steel products in China. The Company is a leading manufacturer of steel products in China. The Company is a leading manufacturer of steel products in China.

**BEIH**

BEIH is an indirect wholly owned subsidiary of the PRC and is controlled by the PRC. BEIH is a limited liability company established in the PRC. BEIH is a limited liability company established in the PRC. BEIH is a limited liability company established in the PRC. BEIH is a limited liability company established in the PRC.

**Heilongjiang Heilongjiang**

Heilongjiang Heilongjiang is a wholly owned subsidiary of the PRC and is controlled by the PRC. Heilongjiang Heilongjiang is a wholly owned subsidiary of the PRC and is controlled by the PRC. Heilongjiang Heilongjiang is a wholly owned subsidiary of the PRC and is controlled by the PRC.

Based on the audited financial statements of Heilongjiang Heilongjiang prepared under the PRC GAAP, as at 31 December 2011, the assets, liabilities and equity of Heilongjiang Heilongjiang are RMB3,469,535,033, RMB3,211,264,350 and RMB258,270,683, respectively. The assets/(liabilities) are borne by the shareholders, which is 35% of the equity of Heilongjiang Heilongjiang as at 31 December 2010 and 31 December 2011 respectively:

(Unit: RMB)

	December 31, 2010 (audited)	December 31, 2011 (audited)
Net/(liability) borne by the shareholders	482,929	(302,735)
Net/(liability) borne by the shareholders	72,456	(6,161,856)

**6 LIQUIDATION**

BEIH is a limited liability company established in the PRC, which is 67.958% owned by the shareholders of the PRC and is controlled by the PRC. BEIH is a limited liability company established in the PRC and is controlled by the PRC. BEIH is a limited liability company established in the PRC and is controlled by the PRC.

As the highest cable coverage area, the effective area covered by the Ha'a E Ta fe Agee e exceeded 0.1% but the Ha'a D a bjec the e gada ce e e e e b e e f de e de ha e de 'a a e e e de Cha e 14A f he L g R e .

The Board has established the Ha'a E Ta fe Agee e and the area covered by e de . M . LU Hai , M . GUO M g , M . XU J g f a d M . LIU G che , c c e e g a D ec f he C a a d d ec a d / a age e e be f BEIH, ha e a e a e e he a ac be ee he C a a d BEIH, a d ha e a ab a ed f g he B a d e a e he H a a D a .

## 7 DEFINITION

BDHG	北京市熱力集團有限公司 (Beijng D c Hea g (G ) C ., L d.), a a e- ed c a c a ed he PRC
BEIH	北京能源投資(集團)有限公司 (Beijng E e g I e e e H d g C ., L d.), a ed ab c a c a ed he PRC a d he c g ha e de f he C a , h d ec h d 67.958% f he a ed ha e ca a f he C a a a he da e f h a ce e
Beijng Taja X ge A e A a a	北京天健興業資產評估有限公司 (Beijng Taja X ge A e A a a C ., L d.), a de e de a e a a a f a f ed he PRC
B a d	he b a d f d ec f he C a
C a	Beijng J g e g C ea E e g C ., L ed, a j c ed c a c a ed he PRC h ed ab , he H ha e a e ed he Ma B a d f The S c E cha ge f H g K g L ed
D ec ( )	d ec ( ) f he C a
G	he C a a d b d a e
H a a D a a	he a ac c e a ed de he H a a E Ta fe Agee e
H a a E Ta fe Agee e	he e a fe agee e e e ed be ee he C a a d BEIH 29 J e 2012 e ec f d a f 35% e e e H a a Hea g b he C a

H a a Hea g Beijing Huayuan Heat Pipe Network Co., Ltd. (Beijing Huayuan Heat Pipe Network Co., Ltd.), a company incorporated in the PRC, of which 50% of the shares are held by BDHG.

L g R e The Regulated Listing of Securities The Stock Exchange of Hong Kong Limited

PRC The People's Republic of China and the effective laws and regulations, including the Hong Kong Securities and Futures Commission of the People's Republic of China, Taiwan and the Macau Securities and Futures Commission of the People's Republic of China

PRC GAAP Generally accepted accounting principles in the PRC

RMB Renminbi, the official currency of the PRC

b da (e) has the meaning ascribed to the Listing Rules

B de f the B ad  
**B . . . B J . B . B C / . E , B C . , L .**  
**KANG J .**  
*Joint Company Secretary*

Beijing, the PRC

29 June 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.*