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Beijing Jingneng Clean Energy Co., Limited

*(A joint stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 00579)**

## **POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 7 JUNE 2012**

The board of directors (the “**Board**”) of Beijing Jingneng Clean Energy Co., Limited (the “**Company**”) is pleased to announce that the annual general meeting (the “**AGM**”) was held at 10:00 a.m. on Thursday, 7 June 2012 at Harbour View Ballroom I, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong. The AGM was chaired by Mr. LU Haijun, the chairman of the Board of the Company. The holding of the AGM was in compliance with the relevant requirements of the Company Law of the People's Republic of China PRC and the Articles of Association of the Company.

Reference is made to the notice dated 20 April 2012 (the “**Notice**”) issued by the Company in connection with the AGM. Unless the context requires otherwise, capitalized terms used in this announcement shall have the same meanings as those defined in the Notice.

As at the date of the AGM, the number of issued shares of the Company was 6,149,905,454 shares. The total number of shares entitling the holders to attend and vote on the resolutions is 6,149,905,454 shares. There were no shares entitling the holder to attend and abstain from voting in favour at the AGM as set out in rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

No shareholder of the Company was required under the Listing Rules to abstain from voting on the resolutions at the AGM. None of the shareholders has stated their intention in the Notice to vote against or to abstain from voting on any of the resolutions at the AGM.

Shareholders and duly authorized proxies, holding a total of 5,413,075,454 Shares of the Company and representing approximately 88.02% of the total number of issued Shares of the Company, were present at the AGM. The resolution at the AGM were put to vote by way of poll.

## POLL RESULTS OF THE AGM

The Board is pleased to announce that the following resolutions have been duly passed at the AGM and the details of poll results are as follows:

Ordinary Resolutions		Number of Votes (%)			Total Number of Votes
		For	Against	Abstain	
1.	To consider and approve the work report of the board of directors of the Company for the year ended 31 December 2011.	5,413,075,454 (100%)	0 (0%)	0 (0%)	5,413,075,454
2.	To consider and approve the report of the board of supervisors of the Company for the year ended 31 December 2011.	5,413,075,454 (100%)	0 (0%)	0 (0%)	5,413,075,454
3.	To consider and approve the report of the auditors and the audited financial statements of the Company prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2011.	5,413,075,454 (100%)	0 (0%)	0 (0%)	5,413,075,454
4.	To consider and approve the proposed profit distribution plan and the plan of distribution of final dividends of the Company for the year ended 31 December 2011.	5,413,075,454 (100%)	0 (0%)	0 (0%)	5,413,075,454
5.	To consider and approve the annual report of the Company for the year 2011.	5,413,075,454 (100%)	0 (0%)	0 (0%)	5,413,075,454
6.	To consider and approve the re-appointment of Deloitte Touche Tohmatsu as the international auditors of the Company for the year 2012, to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to determine their remuneration.	5,413,075,454 (100%)	0 (0%)	0 (0%)	5,413,075,454
7.	To consider and approve the re-appointment of Crowe Horwath China Certified Public Accountants as the domestic auditors of the Company for the year 2012, to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to determine their remuneration.	5,413,075,454 (100%)	0 (0%)	0 (0%)	5,413,075,454
8.	To consider and approve the budget report of the Company for the year 2012.	5,413,075,454 (100%)	0 (0%)	0 (0%)	5,413,075,454
As more than 50% of the votes were cast in favour of each of the resolutions numbered 1 to 8, all resolutions were duly passed as ordinary resolutions.					

Special Resolution	Number of Votes (%)			Total Number of Votes
	For	Against	Abstain	
To grant a general mandate to the Board to determine by the Board, in line with market conditions, to issue additional H Shares in the Company not exceeding 20% of the number of H Shares of the Company in issue within 12 months from the date on which the approval is obtained at the Meeting, and to make or grant relevant offers, agreements and arrangements; to determine the specific number of the additional H Shares to be issued subject to the aforesaid ceiling and the eligibility for taking up such additional H Shares; and to make necessary amendments to the Articles of Association of the Company in light of the actual issuance of additional H Shares and to register such amendments with relevant industry and commerce administration authority(ies) to reflect the changes in the share capital resulting from the issuance of additional shares.	5,229,657,883 (99.99%)	438,000 (0.01%)	0 (0%)	5,230,095,883
As more than two-thirds of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution.				

As at the date of this announcement, the Company does not have any current plans to issue new shares pursuant to the general mandate granted under the special resolution passed at the AGM.

### SCRUTINEER

In compliance with the requirements of the Listing Rules, Computershare Hong Kong Investor Services Limited, the Company's H share registrar, acted as the scrutineer for counting of votes at the AGM.

### PAYMENT OF FINAL DIVIDEND

The Board of Directors wishes to inform Shareholders that details of the payment of the final dividends are as follows:

The Company will pay a final dividend of RMB0.874 cent per Share (inclusive of applicable tax) for the year ended 31 December 2011. The payment shall be made to Shareholders whose names appeared on the register of members of the Company at the close of business on 18 June 2012. The register of members will be closed from 13 June 2012 to 18 June 2012 (both days inclusive), during which period no transfers will be registered. Instruments of transfer accompanied by share certificates and other appropriate documents must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Tuesday, 12 June 2012. According to the Articles of Association of the Company, dividends will be denominated and declared in Renminbi. Dividends on the Company's domestic Shares will be paid in Renminbi and dividends on the Company's H Shares will be paid in Hong Kong dollars. The relevant exchange rate is determined at RMB0.81502 equivalent to HK\$1.00 according to the Articles of Association. Therefore, the final dividend is 1.072366 HK cents per H share (inclusive of applicable tax).

The Company has appointed Bank of China (Hong Kong) Trustees Limited as the receiving agent in Hong Kong (the “**Receiving Agent**”) and will pay to such Receiving Agent the final dividend declared for payment to holders of H Shares. The final dividend will be paid by the Receiving Agent and relevant cheques will be dispatched by the Company’s H Share registrar, Computershare Hong Kong Investor Services Limited, no later than 7 August 2012 to holders of H Shares entitled to receive such dividend by ordinary post at their own risk.

The Company will withhold for payment of the income tax strictly in accordance with the relevant laws or requirements of the relevant government departments and strictly based on what has been registered on the Company’s register of members for H shares on 18 June 2012. For more information about the withholding tax, please refer to the announcement of the Company dated 1 April 2012.

By Order of the Board  
**Beijing Jingneng Clean Energy Co., Limited**  
**KANG Jian**  
*Joint Company Secretary*

Hong Kong, the PRC

7 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.*