

## IMPORTANT

If you are in doubt about any of the contents of this prospectus, you should seek independent professional advice.



# 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)

### GLOBAL OFFERING

Number of Offer Shares under the Global Offering : 1,135,420,000 H Shares (comprising 1,032,200,000 H Shares to be offered by the Company and 103,220,000 Sale Shares to be offered by the Selling Shareholders, subject to adjustment and the Over-allotment Option)

Number of International Offer Shares : 1,021,876,000 H Shares (subject to adjustment and the Over-allotment Option)

Number of Hong Kong Offer Shares : 113,544,000 H Shares (subject to adjustment)

Maximum Offer Price : HK\$1.75 per H Share, plus brokerage of 1%, SFC transaction levy of 0.003%, and Hong Kong Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund on final pricing)

Nominal value : RMB1.00 per H Share

Stock Code : 00579

#### Joint Global Coordinators

Goldman Sachs



BOC INTERNATIONAL



#### Joint Sponsors

Goldman Sachs



BOC INTERNATIONAL

#### Joint Bookrunners and Joint Lead Managers

Goldman Sachs



BOC INTERNATIONAL



Daiwa  
Capital Markets



招商證券(香港)有限公司  
CHINA MERCHANTS SECURITIES (HK) CO., LTD.



農銀國際  
ABC INTERNATIONAL

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this prospectus.

A copy of this prospectus, having attached thereto the documents specified in the paragraph "Documents Delivered to the Registrar of Companies and Available for Inspection" in Appendix X, has been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Hong Kong Companies Ordinance. The Securities and Futures Commission and the Registrar of Companies in Hong Kong take no responsibility for the contents of this prospectus or any other document referred to above.

The Offer Price is expected to be fixed by agreement between the Joint Global Coordinators (on behalf of the Underwriters) and us (on behalf of ourselves and the Selling Shareholders) on the Price Determination Date. The Price Determination Date is expected to be on or around December 15, 2011 and, in any event, not later than December 20, 2011. The Offer Price will be not more than HK\$1.75 per Offer Share and is currently expected to be not less than HK\$1.59 per Offer Share unless otherwise announced. Applicants for Hong Kong Offer Shares are required to pay, upon application, the maximum Offer Price of HK\$1.75 per Offer Share for each Hong Kong Offer Share together with brokerage of 1%, SFC transaction levy of 0.003% and Hong Kong Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$1.75 per Offer Share.

If, for any reason, the Offer Price is not agreed by December 20, 2011 between the Joint Global Coordinators (on behalf of the Underwriters) and us (on behalf of ourselves and the Selling Shareholders), the Global Offering will not proceed and will lapse.

Prior to making an investment decision, prospective investors should consider carefully all of the information set out in this prospectus, including the risk factors set out in the section "Risk Factors".

We are incorporated, and all of our businesses are located, in the PRC. Potential investors should be aware of the differences in legal, economic and financial systems between the PRC and Hong Kong and that there are different risk factors relating to investments in PRC-incorporated companies. Potential investors should also be aware that the regulatory framework in the PRC is different from the regulatory framework in Hong Kong and should take into consideration the different market nature of our Shares. Such differences and risk factors are set out in the section "Risk Factors" and in "Appendix VII—Summary of Principal PRC and Hong Kong Legal and Regulatory Provisions" and "Appendix VIII—Summary of Articles of Association" in this prospectus.

The Joint Global Coordinators (on behalf of the Underwriters) may, with our consent (on behalf of ourselves and the Selling Shareholders), reduce the number of Offer Shares being offered under the Global Offering and/or the indicative offer price range below that stated in this prospectus at any time on or prior to the morning of the last day for lodging applications under the Hong Kong Public Offer. In such a case, an announcement will be published in South China Morning Post (in English) and Hong Kong Economic Times (in Chinese) not later than the morning of the day which is the last day for lodging applications under the Hong Kong Public Offer. The obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement are subject to termination by the Joint Global Coordinators (on behalf of the Underwriters) if certain grounds arise prior to 8:00 a.m. on the Listing Date. See the section "Underwriting—Grounds for Termination" in this prospectus.

The Offer Shares have not been and will not be registered under the Securities Act and may not be offered, sold, pledged or transferred within the United States or to, or for the account or benefit of U.S. persons, except that Offer Shares may be offered, sold or delivered to QIBs in reliance on an exemption from registration under the Securities Act provided by, and in accordance with the restrictions of, Rule 144A or outside the United States in accordance with Rule 903 or Rule 904 of Regulation S.

December 12, 2011