

**1. FURTHER INFORMATION ABOUT OUR COMPANY****A Incorporation**

Our Company was established as a foreign-invested joint stock limited company under the PRC Company Law on August 25, 2010, converting from our predecessor Beijing Jingneng Technology. Our Company has established a place of business at Level 28, Three Pacific Place, 1 Queen's Road East, Hong Kong and has been registered as a non-Hong Kong company in Hong Kong under part XI of the Hong Kong Companies Ordinance on February 14, 2011. Ms. LO, Yee Har Susan and Ms. LEUNG, Wai Han Corinna have been appointed as our agents for the acceptance of service of process in Hong Kong. As we are incorporated in the PRC, our corporate structure and Articles of Association are subject to the relevant laws and regulations of the PRC. A summary of the relevant provisions of our Articles of Association is set out in Appendix VIII. A summary of certain relevant aspects of the laws and regulations of the PRC is set out in Appendix VII.

**B Changes in share capital**

- (a) Beijing Energy Investment, the predecessor of Beijing Jingneng Technology, which is our predecessor, had a registered capital of RMB30,000,000 as at the date of its establishment in February 1993.
- (b) Pursuant to the Reply on the Transformation of Beijing Energy Investment (《關於北京市能源投資公司改制的批復》) issued by State-owned Assets Supervision and Administration Commission of People's Government of Beijing Municipality (the "SASAC Beijing Branch") dated June 1, 2006, the name of Beijing Energy Investment was changed to Beijing Jingneng Technology with its registered capital increased by RMB470,000,000, all contributed by BEIH in cash. After the capital increase, the registered capital of Beijing Jingneng Technology was RMB500,000,000.
- (c) On May 25, 2009, BEIH increased the registered capital of Beijing Jingneng Technology by RMB500,000,000, among which, RMB400,000,000 was paid in cash and the remaining RMB100,000,000 was paid by transferring capital accumulation fund to registered capital. After the capital increase, the registered capital of Beijing Jingneng Technology was RMB1 billion.
- (d) In December 2009, a capital increase agreement was entered into between BEIH and BIEE, pursuant to which, the registered capital of Beijing Jingneng Technology was increased by RMB6,441,224. BIEE paid the additional capital. After the capital increase, the registered capital of Beijing Jingneng Technology was RMB1,006,441,224.
- (e) On January 21, 2010, a capital increase agreement was entered into by and among Beijing Jingneng Technology, BEIH, BIEE, BSAMAC, BDHG, Shenghui, BEETI and Barclays, pursuant to which, the registered capital of Beijing Jingneng Technology was increased by RMB159,771,088. After the capital increase, the registered capital of Beijing Jingneng Technology was RMB1,166,212,312.

- (f) At the time of our establishment as a joint stock limited liability company, our initial registered share capital was RMB5,000,000,000 divided into 5,000,000,000 Shares of nominal value of RMB1.00 each. All of which were fully paid up.

Upon completion of the Global Offering, but without taking into account any H Shares which may be issued by our Company pursuant to the Over-allotment Option, our registered share capital will increase to RMB6,032,200,000, made up of 4,524,130,000 Domestic Shares and 1,508,070,000 H Shares fully paid up or credited as fully paid up, representing approximately 75% and 25% of the registered share capital, respectively (assuming that the Over-allotment Option is not exercised).

Save as disclosed in this appendix, there has been no alteration in our Company's share capital since our date of incorporation.

### **C Proceedings at the Company's shareholders' meetings held on November 16, 2010 and November 9, 2011**

At an extraordinary general meeting of our Company held on November 16, 2010, among other things, the following resolutions were passed by the Shareholders of our Company:

- (a) the issue by the Company of the H Shares of nominal value of RMB1.00 each up to 30% of the aggregate nominal value of the Company's share capital in issue immediately following completion of the Global Offering but before the exercise of the Over-allotment Option and such H Shares be listed on the Stock Exchange;
- (b) the Articles of Association has been approved and adopted, which shall only become effective on the Listing Date and the Board has been authorized to amend the Articles of Association in accordance with any comments from the relevant regulatory authorities; and
- (c) subject to the completion of the Global Offering, a general mandate to our Board to allot and issue Domestic Shares and H Shares at any time, either separately or concurrently, within a period of up to the date of the conclusion of the next annual general meeting of the Shareholders or the date on which our Shareholders pass a special resolution to revoke or change such mandate, whichever is earlier, upon such terms and conditions and for such purposes and to such persons as our Board in their absolute discretion deem fit, and to make necessary amendments to the Articles of Association and to file such amendments to the relevant administration bureau for industry and commerce for registration, provided that, the number of Domestic Shares or H Shares to be issued shall not exceed 20% of the number of each of our Domestic Shares and H Shares in issue, respectively, as at the Listing Date.
- (d) the above-mentioned resolutions shall remain in effective until expiration of the 12-month period following the passing of those resolutions.

The effective period of above-mentioned resolutions has been extended for another 12-month by a resolution passed at the Company's shareholders' meeting on November 9, 2011.

**D Our Reorganization**

We underwent our Reorganization, details of which are set out in the section headed “Our History, Reorganization and Corporate Structure.” As confirmed by Tian Yuan Law Firm, our PRC legal advisor, we have obtained all necessary approvals from relevant PRC regulatory authorities required for the implementation of the Reorganization. These approvals include:

- (a) Beijing Municipal Commission of Development and Reform issued an approval document (Jing Fa Gai [2010] No.366) on March 19, 2010 and Beijing Municipal Commission of Commerce issued an approval document (Jing Shang Wu Zi Zi [2010] No.214) on March 25, 2010 approving the conversion of the Company from domestic company into a sino-foreign joint venture company;
- (b) 北京天健興業資產評估有限公司 (Beijing Pan-China Assets Appraisal Co., Ltd.\*) appraised the assets which were to be injected into the Company as of April 30, 2010 and issued an appraisal report (Tian Xing Ping Bao Zi (2010) No.179) on June 12, 2010; the appraisal report was filed with SASAC Beijing Branch;
- (c) On June 30, 2010, SASAC Beijing Branch issued an approval document (Jing Guo Zi Chan Quan [2010] No.99) approving the appraisal report;
- (d) On August 3, 2010, the SASAC issued an approval document (Guo Zi Chan Quan [2010] No.757) approving the proposal relating to the state-owned property management;
- (e) On August 12, 2010, the Ministry of Commerce issued an approval (Shang Zi Pi [2010] No.822) approving the establishment of our Company as a foreign-invested joint stock limited company;
- (f) On August 18, 2010, promoters of the Company convened an inaugural meeting of the Company for the establishment of the Company as a joint stock limited company; and
- (g) On August 25, 2010, a new business license was issued by the Beijing Administration for Industry and Commerce, whereupon we were formally established as a joint stock limited company.

**2. SUBSIDIARIES**

Our principle subsidiaries as of the date of the prospectus are listed in the accountants’ report as included in Appendix I. The following alterations in the registered capital of our principal subsidiaries have taken place within the two years preceding the date of this prospectus:

**A New Energy**

- (a) On June 2, 2010, the registered capital of New Energy was increased from RMB880,000,000 to RMB1,663,470,000.
- (b) On February 10, 2011, the registered capital of New Energy was increased from RMB1,663,470,000 to RMB1,844,660,000.

- (c) On April 8, 2011, the registered capital of New Energy was increased from RMB1,844,660,000 to RMB1,999,670,000.

**B Sanlian Power**

- (a) On June 3, 2010, the registered capital of Sanlian Power was increased from RMB88,000,000 to RMB137,250,000.
- (b) On July 20, 2011, the registered capital of Sanlian Power was increased from RMB137,250,000 to RMB155,690,000.

**C Beijing Huafu Energy**

- (a) On June 3, 2010, the registered capital of Beijing Huafu Energy was increased from RMB108,540,000 to RMB169,540,000.
- (b) On December 21, 2010, the registered capital of Beijing Huafu Energy was increased from RMB169,540,000 to RMB199,170,000.

**D Chayouzhong Energy**

- (a) On June 29, 2010, the registered capital of Chayouzhong Energy was increased from RMB188,951,404 to RMB313,641,404.

**E Shangdu**

- (a) On June 30, 2010, the registered capital of Shangdu was increased from RMB70,000,000 to RMB207,520,000.

**F Xilinguole Power**

- (a) On June 29, 2010, the registered capital of Xilinguole Power was increased from RMB216,728,400 to RMB324,468,400.

**G Wulanyiligeng Power**

- (a) On June 30, 2010, the registered capital of Wulanyiligeng was increased from RMB242,000,000 to RMB655,520,000.

**H Yingjiang Huafu**

- (a) On June 22, 2010, the registered capital of Yingjiang Huafu was increased from RMB108,540,000 to RMB168,540,000.
- (b) On December 27, 2010, the registered capital of Yingjiang Huafu was increased from RMB168,540,000 to RMB198,170,000.

**I Tengchong HydroPower**

- (a) On January 27, 2010, the registered capital of Tengchong HydroPower was increased from RMB25,000,000 to RMB48,000,000.

**J Jingqiao Power**

- (a) On December 6, 2010, the registered capital of Jingqiao Power was increased from RMB366,000,000 to RMB403,204,807.21.
- (b) On March 31, 2011, the registered capital of Jingqiao Power was increased from RMB403,204,807.21 to RMB500,751,127.

**K Ningxia New Energy**

- (a) On March 16, 2011, the registered capital of Ningxia New Energy was increased from RMB5,000,000 to RMB91,200,000.
- (b) On May 20, 2011 the registered capital of Ningxia New Energy was increased from RMB91,200,000 to RMB126,700,000.

**L Keyouzhong Energy**

- (a) On March 28, 2011, the registered capital of Keyouzhong Energy was increased from RMB3,000,000 to RMB53,000,000.
- (b) On July 27, 2011, the registered capital of Keyouzhong Energy was increased from RMB53,000,000 to RMB78,000,000.

**M Balinyou Wind Power**

- (a) On May 30, 2011, the registered capital of Balinyou Wind Power was increased from RMB3,000,000 to RMB79,000,000.

**N Huolinguole Power**

- (a) On May 20, 2011, the registered capital of Huolinguole Power was increased from RMB99,220,000 to RMB129,220,000.

**O Lingwu Wind Power**

- (a) On May 25, 2011, the registered capital of Lingwu Wind Power was increased from RMB5,000,000 to RMB35,000,000.

**P Qigan Power**

- (a) On July 19, 2011, the registered capital of Qigan Power was increased from RMB3,000,000 to RMB73,000,000.

**Q Wengong Wula Wind Power**

- (a) On July 7, 2011, the registered capital of Wengong Wula Wind Power was increased from RMB5,000,000 to RMB35,000,000.
- (b) On 12 August, 2011, the registered capital of Wengong Wula Wind Power was increased from RMB35,000,000 to RMB65,000,000.

Save as disclosed in this prospectus, there has been no alteration in the share capital of any of our subsidiaries mentioned above within the two years immediately preceding the date of this prospectus.

### **3. FURTHER INFORMATION ABOUT OUR BUSINESS**

#### **A Summary of our material contracts**

We have entered into the following contracts (not being contracts entered into in the ordinary course of business) within two years preceding the date of this prospectus which are or may be material:

- (1) an equity transfer agreement entered into between BEIH as the transferor and Beijing Jingneng Technology as the transferee on December 14, 2009 in respect of the transfer of the entire equity interest in New Energy for nil consideration;
- (2) an equity transfer agreement entered into between BEIH as the transferor and Beijing Jingneng Technology as the transferee on December 16, 2009 in respect of the transfer of the entire equity interest in Sanlian Power for nil consideration;
- (3) an equity transfer agreement entered into between BEIH as the transferor and Beijing Jingneng Technology as the transferee on December 16, 2009 in respect of the transfer of the entire equity interest in Beijing Huafu Energy for nil consideration;
- (4) an equity transfer agreement entered into between BEIH as the transferor and Beijing Jingneng Technology as the transferee on December 16, 2009 in respect of the transfer of a 74% equity interest in Taiyanggong Power for nil consideration;
- (5) an equity transfer agreement entered into between BEIH as the transferor and Beijing Jingneng Technology as the transferee on December 16, 2009 in respect of the transfer of a 78% equity interest in Jingqiao Power for nil consideration;
- (6) an equity transfer agreement entered into between BEIH as the transferor and Beijing Jingneng Technology as the transferee on December 16, 2009 in respect of the transfer of the entire equity interest in Jingfeng Power for nil consideration;
- (7) an equity transfer agreement entered into between BEIH as the transferor and Beijing Jingneng Technology as the transferee on December 16, 2009 in respect of the transfer of a 9.28% equity interest in Beijing Jingneng International for nil consideration;
- (8) an equity transfer agreement entered into between BEIH as the transferor and New Energy as the transferee on December 16, 2009 in respect of the transfer of 100% equity interest in Huolinguo Power for nil consideration;
- (9) a capital increase agreement entered into by and among Beijing Jingneng Technology, BEIH, BIEE, BSAMAC, BDHG, Shenghui, BEETI and Barclays on January 21, 2010 in respect of a capital increase of Beijing Jingneng Technology of RMB1,250,000,000, pursuant to which, BSAMAC, BDHG, Shenghui, BEETI

and Barclays contributed RMB420,000,000, RMB30,000,000, RMB120,000,000, RMB400,000,000 and RMB280,000,000, respectively, of the additional capital;

- (10) a wind power project transfer agreement entered into between Jingke Power as the transferor and Keyouzhong Energy as the transferee on March 31, 2010 in respect of the transfer of the development, construction and operation rights of a wind power project for a consideration of RMB3,423,011.91;
- (11) an equity transfer agreement entered into between 騰沖恆益礦產實業有限公司 (Tengchong Hengyi Mineral Industrial Co., Ltd.\*) as the transferor and Beijing Jingneng Technology as the transferee on May 21, 2010 in respect of the transfer of 100% equity interest in Tengchong HydroPower for a consideration of RMB52,000,000;
- (12) the Reorganization Agreement entered into between Beijing Jingneng Technology and BEIH on June 13, 2010 in respect of the Reorganization;
- (13) an equity transfer agreement entered into between Beijing Jingneng International as the transferor and New Energy as the transferee on November 25, 2010 in respect of the transfer of 100% equity interest in Balinyou Wind Power for a consideration of RMB3,000,000;
- (14) an equity transfer agreement entered into between New Energy as the transferor and BEIH as the transferee on December 29, 2010 in respect of the transfer of a 60% equity interest in Shandong Jingneng Energy for a consideration of RMB19,263,600;
- (15) an equity transfer agreement entered into between New Energy as the transferor and BEIH as the transferee on December 29, 2010 in respect of the transfer of a 40% equity interest in Guodian Tangyuan for a consideration of RMB15,782,000;
- (16) an equity transfer agreement entered into between BEIH as the transferor and the Company as the transferee on April 28, 2011 in respect of the transfer of 100% equity interest in Gaoantun Power for a consideration of RMB81,320,000;
- (17) a non-competition agreement entered into between BEIH and the Company on June 13, 2011 in respect of the non-competition undertakings as more particularly set out in the section headed "Relationship with our Controlling Shareholder";
- (18) a supplemental non-competition agreement entered into between BEIH and the Company on December 2, 2011 to further amend the non-competition agreement dated June 13, 2011, particulars of which are set out in the section headed "Relationship with our Controlling Shareholder";
- (19) a corporate investment agreement dated December 8, 2011 entered into among the Company, Goldman Sachs, UBS, BOCI, Barclays, Daiwa, CMS, ABCI and SAIF Partners IV L.P., a summary of which is set out in the section headed "Cornerstone Investors";




- (20) a corporate investment agreement dated December 8, 2011 entered into among the Company, Goldman Sachs, UBS, BOCI, Barclays, Daiwa, CMS, ABCI and Everbright Inno Investments Limited, CSOF Inno Investments Limited, Windsor Venture Limited and China Special Opportunities Fund III, L.P., a summary of which is set out in the section headed “Cornerstone Investors”;
- (21) a corporate investment agreement dated December 8, 2011 entered into among the Company, Goldman Sachs, UBS, BOCI, Barclays, Daiwa, CMS, ABCI and Jetcote Investments Limited, a summary of which is set out in the section headed “Cornerstone Investors”;
- (22) a corporate investment agreement dated December 8, 2011 entered into among the Company, Goldman Sachs, UBS, BOCI, Barclays, Daiwa, CMS, ABCI and Goldwind New Energy (HK) Investment Limited, a summary of which is set out in the section headed “Cornerstone Investors”; and
- (23) the Hong Kong Underwriting Agreement.

\* *denotes English translation of the name of a Chinese company or entity, or vice versa, and is provided for identification purpose only.*



**B Our intellectual property rights****Trademarks**

As at the Latest Practicable Date, we have registered the following trademarks.
















| No. | Applicant      | Trademark   | Place of Registration | Trademark No.          | Class | Term                               |
|-----|----------------|---|-----------------------|------------------------|-------|------------------------------------|
| 1   | Jingfeng Power |                            | PRC                   | 3928695 <sup>(1)</sup> | 39    | October 7, 2006 to October 6, 2016 |
| 2   | Jingfeng Power | <br>京丰电力<br>Jingfeng Power | PRC                   | 3928694 <sup>(1)</sup> | 1     | August 28, 2006 to August 27, 2016 |
| 3   | Jingqiao Power |                            | PRC                   | 4206616                | 40    | January 7, 2008 to January 6, 2018 |

Note:

(1) This trademark is jointly owned by Jingfeng Power and Jingfeng Thermal Power.


As at the Latest Practicable Date, we have registered the following trademarks in Hong Kong:

| No. | Owner   | Trademark   | Place of Registration | Trademark No. | Class | Term                                   |
|-----|---------|---|-----------------------|---------------|-------|--|
| 1   | Company | BJCE  | Hong Kong             | 301781361     | 4     | December 6, 2010 to December 5, 2020   |
| 2   | Company | BJCE  | Hong Kong             | 301781361     | 40    | December 6, 2010 to December 5, 2020   |
| 3   | Company | BJCE  | Hong Kong             | 301781361     | 42    | December 6, 2010 to December 5, 2020   |
| 4   | Company | JNCEC   | Hong Kong             | 301781370     | 4     | December 6, 2010 to December 5, 2020   |
| 5   | Company | JNCEC   | Hong Kong             | 301781370     | 40    | December 6, 2010 to December 5, 2020   |
| 6   | Company | JNCEC   | Hong Kong             | 301781370     | 42    | December 6, 2010 to December 5, 2020   |
| 7   | Company |  | Hong Kong             | 301793223     | 4     | December 20, 2010 to December 19, 2020 |
| 8   | Company |  | Hong Kong             | 301793223     | 40    | December 20, 2010 to December 19, 2020 |
















| No. | Owner   | Trademark   | Place of Registration | Trademark No. | Class | Term                                   |
|-----|---------|---|-----------------------|---------------|-------|--|
| 9.  | Company |    | Hong Kong             | 301793223     | 42    | December 20, 2010 to December 19, 2020 |
| 10  | Company |    | Hong Kong             | 301793232     | 4     | December 20, 2010 to December 19, 2020 |
| 11  | Company |    | Hong Kong             | 301793232     | 40    | December 20, 2010 to December 19, 2020 |
| 12  | Company |    | Hong Kong             | 301793232     | 42    | December 20, 2010 to December 19, 2020 |
| 13  | Company |    | Hong Kong             | 301793241     | 4     | December 20, 2010 to December 19, 2020 |
| 14  | Company |    | Hong Kong             | 301793241     | 40    | December 20, 2010 to December 19, 2020 |
| 15  | Company |   | Hong Kong             | 301793241     | 42    | December 20, 2010 to December 19, 2020 |
| 16  | Company |  | Hong Kong             | 301793250     | 4     | December 20, 2010 to December 19, 2020 |
| 17  | Company |  | Hong Kong             | 301793250     | 40    | December 20, 2010 to December 19, 2020 |
| 18  | Company |  | Hong Kong             | 301793250     | 42    | December 20, 2010 to December 19, 2020 |
| 19  | Company |  | Hong Kong             | 301793269     | 4     | December 20, 2010 to December 19, 2020 |
| 20  | Company |  | Hong Kong             | 301793269     | 40    | December 20, 2010 to December 19, 2020 |
| 21  | Company |  | Hong Kong             | 301793269     | 42    | December 20, 2010 to December 19, 2020 |
| 22  | Company |  | Hong Kong             | 301793278     | 4     | December 20, 2010 to December 19, 2020 |
| 23  | Company |  | Hong Kong             | 301793278     | 40    | December 20, 2010 to December 19, 2020 |




**APPENDIX IX**

**STATUTORY AND GENERAL INFORMATION**

| <u>No.</u> | <u>Owner</u> | <u>Trademark</u>  | <u>Place of Registration</u> | <u>Trademark No.</u> | <u>Class</u> | <u>Term</u>                            |
|------------|--------------|---|------------------------------|----------------------|--------------|--|
| 24         | Company      |  | Hong Kong                    | 301793278            | 42           | December 20, 2010 to December 19, 2020 |

As of the Latest Practicable Date, the following trademarks were licensed to our Company:

| <u>No.</u> | <u>Applicant</u> | <u>Trademark</u>  | <u>Place of registration</u> | <u>Application Number</u> | <u>Class</u> | <u>Term</u>                              |
|------------|------------------|---|------------------------------|---------------------------|--------------|--|
| 1          | BEIH             |    | PRC                          | 5220456                   | 35           | March 7, 2010 to March 6, 2020           |
| 2          | BEIH             |    | PRC                          | 5220457                   | 36           | September 14, 2009 to September 13, 2019 |
| 3          | BEIH             |    | PRC                          | 5220458                   | 37           | September 14, 2009 to September 13, 2019 |
| 4          | BEIH             |    | PRC                          | 5220459                   | 38           | September 14, 2009 to September 13, 2019 |
| 5          | BEIH             |    | PRC                          | 5220460                   | 39           | June 14, 2009 to June 13, 2019           |
| 6          | BEIH             |   | PRC                          | 5220461                   | 40           | September 14, 2009 to September 13, 2019 |
| 7          | BEIH             |  | PRC                          | 5220462                   | 41           | April 28, 2010 to April 27, 2020         |
| 8          | BEIH             |  | PRC                          | 5220463                   | 42           | April 28, 2010 to April 27, 2020         |
| 9          | BEIH             |  | PRC                          | 5220464                   | 43           | September 14, 2009 to September 13, 2019 |
| 10         | BEIH             |  | PRC                          | 5220465                   | 1            | January 14, 2010 to January 13, 2020     |
| 11         | BEIH             |  | PRC                          | 5220466                   | 2            | November 21, 2009 to November 20, 2019   |
| 12         | BEIH             |  | PRC                          | 5220467                   | 4            | June 28, 2009 to June 27, 2019           |
| 13         | BEIH             |  | PRC                          | 5220468                   | 5            | January 28, 2010 to January 27, 2020     |
| 14         | BEIH             |  | PRC                          | 5220469                   | 6            | April 14, 2009 to April 13, 2019         |
| 15         | BEIH             |  | PRC                          | 5220470                   | 7            | July 28, 2009 to July 27, 2019           |

| No. | Applicant | Trademark   | Place of registration | Application Number | Class | Term                                     |
|-----|-----------|---|-----------------------|--------------------|-------|--|
| 16  | BEIH      |  | PRC                   | 5220471            | 9     | April 14, 2009 to April 13, 2019         |
| 17  | BEIH      |  | PRC                   | 5220472            | 11    | May 14, 2009 to May 13, 2019             |
| 18  | BEIH      |  | PRC                   | 5220473            | 12    | April 14, 2009 to April 13, 2019         |
| 19  | BEIH      | 京能集团  | PRC                   | 5220435            | 20    | June 14, 2009 to June 13, 2019           |
| 20  | BEIH      | 京能集团  | PRC                   | 5220436            | 35    | June 14, 2009 to June 13, 2019           |
| 21  | BEIH      | 京能集团  | PRC                   | 5220437            | 36    | September 14, 2009 to September 13, 2019 |
| 22  | BEIH      | 京能集团  | PRC                   | 5220438            | 37    | September 14, 2009 to September 13, 2019 |
| 23  | BEIH      | 京能集团  | PRC                   | 5220439            | 38    | September 14, 2009 to September 13, 2019 |
| 24  | BEIH      | 京能集团  | PRC                   | 5220440            | 39    | June 14, 2009 to June 13, 2019           |
| 25  | BEIH      | 京能集团  | PRC                   | 5220441            | 40    | September 14, 2009 to September 13, 2019 |
| 26  | BEIH      | 京能集团  | PRC                   | 5220442            | 41    | August 21, 2009 to August 20, 2019       |
| 27  | BEIH      | 京能集团  | PRC                   | 5220443            | 42    | August 21, 2009 to August 20, 2019       |
| 28  | BEIH      | 京能集团  | PRC                   | 5220444            | 43    | September 14, 2009 to September 13, 2019 |
| 29  | BEIH      | 京能集团  | PRC                   | 5220445            | 1     | June 28, 2009 to June 27, 2019           |
| 30  | BEIH      | 京能集团  | PRC                   | 5220446            | 2     | June 28, 2009 to June 27, 2019           |
| 31  | BEIH      | 京能集团  | PRC                   | 5220447            | 4     | June 28, 2009 to June 27, 2019           |
| 32  | BEIH      | 京能集团  | PRC                   | 5220448            | 5     | July 7, 2009 to July 6, 2019             |
| 33  | BEIH      | 京能集团  | PRC                   | 5220449            | 6     | April 14, 2009 to April 13, 2019         |
| 34  | BEIH      | 京能集团  | PRC                   | 5220450            | 7     | April 14, 2009 to April 13, 2019         |
| 35  | BEIH      | 京能集团  | PRC                   | 5220451            | 9     | April 14, 2009 to April 13, 2019         |
| 36  | BEIH      | 京能集团  | PRC                   | 5220452            | 11    | April 14, 2009 to April 13, 2019         |

## APPENDIX IX

## STATUTORY AND GENERAL INFORMATION

| No. | Applicant | Trademark | Place of registration | Application Number | Class | Term                                     |
|-----|-----------|-----------|-----------------------|--------------------|-------|--|
| 37  | BEIH      | 京能集团      | PRC                   | 5220453            | 12    | April 14, 2009 to April 13, 2019         |
| 38  | BEIH      | 京能集团      | PRC                   | 5220454            | 19    | July 7, 2009 to July 6, 2019             |
| 39  | BEIH      | BEIH      | PRC                   | 5220315            | 43    | September 14, 2009 to September 13, 2019 |
| 40  | BEIH      | BEIH      | PRC                   | 5220316            | 42    | July 7, 2009 to July 6, 2019             |
| 41  | BEIH      | BEIH      | PRC                   | 5220317            | 41    | March 7, 2010 to March 6, 2020           |
| 42  | BEIH      | BEIH      | PRC                   | 5220318            | 40    | September 14, 2009 to September 13, 2019 |
| 43  | BEIH      | BEIH      | PRC                   | 5220319            | 39    | June 14, 2009 to June 13, 2019           |
| 44  | BEIH      | BEIH      | PRC                   | 5220320            | 38    | September 14, 2009 to September 13, 2019 |
| 45  | BEIH      | BEIH      | PRC                   | 5220321            | 37    | September 14, 2009 to September 13, 2019 |
| 46  | BEIH      | BEIH      | PRC                   | 5220322            | 36    | September 14, 2009 to September 13, 2019 |
| 47  | BEIH      | BEIH      | PRC                   | 5220323            | 35    | June 14, 2009 to June 13, 2019           |
| 48  | BEIH      | BEIH      | PRC                   | 5220324            | 20    | July 28, 2009 to July 27, 2019           |
| 49  | BEIH      | BEIH      | PRC                   | 5220425            | 1     | June 28, 2009 to June 27, 2019           |
| 50  | BEIH      | BEIH      | PRC                   | 5220426            | 2     | June 28, 2009 to June 27, 2019           |
| 51  | BEIH      | BEIH      | PRC                   | 5220427            | 4     | June 28, 2009 to June 27, 2019           |
| 52  | BEIH      | BEIH      | PRC                   | 5220428            | 5     | January 14, 2010 to January 13, 2020     |
| 53  | BEIH      | BEIH      | PRC                   | 5220429            | 6     | April 14, 2009 to April 13, 2019         |
| 54  | BEIH      | BEIH      | PRC                   | 5220430            | 7     | April 14, 2009 to April 13, 2019         |
| 55  | BEIH      | BEIH      | PRC                   | 5220431            | 9     | April 14, 2009 to April 13, 2019         |
| 56  | BEIH      | BEIH      | PRC                   | 5220432            | 11    | April 14, 2009 to April 13, 2019         |

| No. | Applicant | Trademark   | Place of registration | Application Number | Class | Term                             |
|-----|-----------|-------------|-----------------------|--------------------|-------|----------------------------------|
| 57  | BEIH      | <b>BEIH</b> | PRC                   | 5220433            | 12    | April 14, 2009 to April 13, 2019 |
| 58  | BEIH      | <b>BEIH</b> | PRC                   | 5220434            | 19    | July 7, 2009 to July 6, 2019     |

#### 4. DISCLOSURE OF INTERESTS

##### A Substantial Shareholders

So far as the Directors are aware, immediately following the completion of the Global Offering and assuming the Over-allotment Option is not exercised, the following persons (other than our Director or chief executive) will have an interest or short position in the Shares or underlying Shares of our Company which would fall to be disclosed to us under the provisions of Divisions 2 and 3 of Part XV of the SFO or who will be directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of our Company:

| Shareholder                                    | Class of Shares held after the Global Offering | Nature of interest                                     | Number of Shares held immediately after the Global Offering and assuming the Over-allotment Option is not exercised | Approximate percentage of shareholding in the relevant class of Shares after the Global Offering and assuming the Over-allotment Option is not exercised <sup>(1)</sup> | Approximate percentage of shareholding in the total share capital of the Company after the Global Offering and assuming the Over-allotment Option is not exercised <sup>(2)</sup> |
|--|--|--|---|---|---|
| BEIH <sup>(3)</sup> . . . . .                  | Domestic Shares                                | Beneficial interest and interest of controlled company | 4,217,360,071(L)  | 93.22%  | 69.91%  |
| BSAMAC <sup>(4)</sup> . . . . .                | Domestic Shares                                | Beneficial interest and interest of controlled company | 4,442,302,231(L)  | 98.19%  | 73.64%  |
| BEETI <sup>(5)</sup> . . . . .                 | H Shares                                       | Beneficial interest                                    | 219,200,000(L)  | 14.54%  | 3.63%   |
| Barclays <sup>(6)</sup> . . . . .              | H Shares                                       | Beneficial interest                                    | 153,450,000(L)  | 10.18%  | 2.54%   |
| Barclays PLC <sup>(7)</sup> . . . . .          | H Shares                                       | Interest of controlled company                         | 153,450,000(L)  | 10.18%  | 2.54%   |
| SAIF Partners IV L.P. <sup>(8)</sup> . . . . . | H Shares                                       | Beneficial interest                                    | 233,532,000(L)  | 15.49%  | 3.87%   |
| SAIF IV GP, L.P. <sup>(9)</sup> . . . . .      | H Shares                                       | Interest in controlled company                         | 233,532,000(L)  | 15.49%  | 3.87%   |

| Shareholder  | Class of Shares held after the Global Offering | Nature of interest             | Number of Shares held immediately after the Global Offering and assuming the Over-allotment Option is not exercised | Approximate percentage of shareholding in the relevant class of Shares after the Global Offering and assuming the Over-allotment Option is not exercised <sup>(1)</sup> | Approximate percentage of shareholding in the total share capital of the Company after the Global Offering and assuming the Over-allotment Option is not exercised <sup>(2)</sup> |
|--|--|--------------------------------|---|---|---|
| SAIF IV GP Capital Ltd. <sup>(9)</sup> . . .                                 | H Shares                                       | Interest in controlled company | 233,532,000(L)  | 15.49%  | 3.87%   |
| Andrew Y. Yan <sup>(9)</sup> . . . . .                                       | H Shares                                       | Interest in controlled company | 233,532,000(L)  | 15.49%  | 3.87%   |
| Goldwind New Energy (HK) Investment Limited <sup>(10)</sup> . . . . .        | H Shares                                       | Beneficial interest            | 140,118,000(L)  | 9.29%   | 2.32%   |
| Xinjiang Goldwind Science & Technology Co., Ltd. <sup>(10)</sup> . . . . .   | H Shares                                       | Interest in controlled company | 140,118,000(L)  | 9.29%   | 2.32%   |
| CSOF Inno Investments Limited <sup>(11)</sup> . . . . .                      | H Shares                                       | Beneficial interest            | 94,414,000(L)   | 6.26%   | 1.57%   |
| China Special Opportunities Fund III. L.P. <sup>(11)</sup> . . . . .         | H Shares                                       | Interest in controlled company | 94,414,000(L)   | 6.26%   | 1.57%   |
| Jetcote Investments Limited <sup>(12)</sup> . . . . .                        | H Shares                                       | Beneficial interest            | 140,118,000(L)  | 9.29%   | 2.32%   |
| China Aerospace Science and Technology Corporation <sup>(12)</sup> . . . . . | H Shares                                       | Interest in controlled company | 140,118,000(L)  | 9.29%   | 2.32%   |

## Notes:

- (1) The calculation is based on the percentage of shareholding in Domestic Shares or H Shares (as applicable) of the Company after the Global Offering and the mid-point of the indicative Offer Price range.
- (2) The calculation is based on the total number of 6,032,200,000 Shares in issue after the Global Offering and the mid-point of the indicative Offer Price range.

- (3) BEIH is beneficially interested in 4,190,384,605 Domestic Shares, representing 69.47% of the total share capital of the Company. BEIH wholly owns BIEE and therefore, is deemed to be interested in 26,975,467 Domestic Shares held by BIEE, representing 0.45% of the total share capital of the Company.
- (4) BSAMAC is beneficially interested in 224,942,160 Domestic Shares, representing 3.73% of the total share capital of the Company. BSAMAC wholly owns BEIH and therefore, is deemed to be interested in 4,217,360,071 Domestic Shares held by BEIH and BIEE, representing 69.91% of the total share capital of the Company.
- (5) BEETI is beneficially interested in 219,200,000 H Shares, representing 3.63% of the total share capital of the Company.
- (6) Barclays holds 153,450,000 H Shares, representing 2.54% of the total share capital of the Company immediately after the Global Offering (assuming the Over-allotment Option has not been exercised), which is expected to be 10.18% of the total H Shares in issuance at that time. Barclays entered into a transaction in May 2010 with an Independent Third Party for which it passed through the economic interests on 137,008,928 of those Shares but retained all rights and obligations as a shareholder in all of the Shares and is subject to the applicable lock-ups. By virtue of such transaction, Barclays may need to report such transaction as a short position for the purposes of Part XV of the SFO.
- (7) Barclays PLC wholly owns Barclays and therefore, is deemed to be interested in 153,450,000 H Shares held by Barclays, representing 2.54% of the total share capital of the Company immediately after the Global Offering (assuming the Over-allotment Option has not been exercised), which is expected to be 10.18% of the total H Shares in issuance at that time.
- (8) SAIF Partners IV L.P., an exempted limited partnership registered in the Cayman Islands. See “Cornerstone Investors” section.
- (9) SAIF Partners IV L.P. is an exempted limited partnership registered in the Cayman Islands whose sole general partner is SAIF IV GP, L.P., a limited partnership established in the Cayman Islands. SAIF IV GP, L.P. holds the entire voting power of SAIF Partners IV L.P. The sole general partner of SAIF IV GP, L.P. is SAIF IV GP Capital Ltd., an exempted limited liability company incorporated in the Cayman Islands, which is wholly owned and controlled by Mr. Andrew Y. Yan. SAIF IV GP Capital Ltd. holds the entire voting power of SAIF IV GP, L.P. Therefore, each of SAIF IV GP, L.P., SAIF IV GP Capital Ltd. and Mr. Andrew Y. Yan is deemed to be interested in 233,532,000 H Shares held by SAIF Partners IV L.P., representing 3.87% of the total issue share capital of the Company.
- (10) Goldwind New Energy (HK) Investment Limited is a limited liability company incorporated in Hong Kong and is wholly owned by Xinjiang Goldwind Science & Technology Co., Ltd.. See “Cornerstone Investors” section.
- (11) CSOF Inno Investments Limited is incorporated in British Virgin Islands and is wholly-owned by China Special Opportunities Fund III, L.P.. See “Cornerstone Investors” section.
- (12) Jetcote Investment Limited is a limited company registered in British Virgin Islands and is a wholly owned subsidiary of China Aerospace Science and Technology Corporation. See “Cornerstone Investors” section.

## **B Disclosure of the Directors’ and Supervisors’ interests in the registered capital of our Company or its associated corporations**

Immediately following completion of the Global Offering and assuming the Over-allotment Option is not exercised, none of our Directors, Supervisors and chief executive of our Company has any interest and/or short position in the shares, underlying shares and debentures of our Company or any associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to us and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he is taken or deemed to have under such provisions of SFO) or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or will be required, pursuant to the Model Code for Securities Transactions by Directors and Listed Issuers to be notified to us and the Stock Exchange (for this purpose, the relevant provisions of the SFO will be interpreted as if they applied to the supervisors).



### C Interests of the substantial shareholders of any member of our Group (other than our Company)

So far as our Directors are aware, and taking no account of any shares which may be taken up under the Global Offering and assuming no exercise of the Over-allotment Option, the following persons will, immediately following the completion of the Global Offering, be directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of our Group:

| <u>Member of Our Group</u> | <u>Total Registered Capital</u> | <u>Person with 10% or More Interest (Other than us)</u> | <u>Percentage of the Substantial Shareholder's Interest</u> |
|----------------------------|---------------------------------|---|---|
| Taiyanggong Power .....    | RMB700,000,000                  | GD Power Development                                    | 26%   |
| Jingqiao Power .....       | RMB500,751,127                  | BDHG  | 19.97%  |

### D Particulars of service contracts

Each of the executive Directors and non-executive Directors, has entered into a service contract with our Company on May 23, 2011. The principal particulars of these service agreements are (a) for a term of ending on the expiry of the term of the first session of the Board and (b) are subject to termination in accordance with their respective terms. The service agreements may be renewed in accordance with our Articles of Association and the applicable rules.

Each of the Supervisors has entered into a contract in respect of, among others, compliance of relevant laws and regulations, observations of the Articles of Association and provision on arbitration with our Company on May 23, 2011.

### E Directors' and Supervisors' remuneration

The aggregate amounts of remuneration paid and benefits in kind granted to the Directors and the Supervisors in respect of each of the three years ended December 31, 2008, 2009 and 2010 and the six months ended June 30, 2011 were approximately RMB165,000, RMB217,000, RMB587,000 and RMB333,000, respectively. Save as disclosed under Note 12 to the financial statements in the accountants' report set out in Appendix I to this prospectus, no Director or Supervisor received other remuneration or benefits in kind from the Company in respect of the three financial years ended December 31, 2008, 2009 and 2010 and the six months ended June 30, 2011.

Under the current arrangements, the Directors will be entitled to receive compensation (including remuneration and benefits in kind) from our Company for the year ending December 31, 2011 under arrangement in force as at the date of this prospectus which is expected to be approximately RMB1,000,000 in aggregate.

Under the current arrangements, the Supervisors will be entitled to receive compensation (including remuneration and benefits in kind) from our Company for the year ending December 31, 2011 under arrangement in force as at the date of this prospectus which is expected to be approximately RMB330,000 in aggregate.

**F Personal guarantees**

The Directors and Supervisors have not provided personal guarantees in favor of lenders in connection with banking facilities granted to us.

**G Agency fees or commissions received**

Save as disclosed in the section headed "Underwriting" in this prospectus, no commissions, discounts, brokerages or other special terms have been granted in connection with the issue or sale of any share or loan capital of our Company or any of our subsidiaries within the two years ended on the date of this prospectus.

**H Related party transactions**

During the two years preceding the date of this prospectus, we have engaged in the material related party transactions as described in Note 43 to the financial statements in the accountants' report set out in Appendix I.

**I Disclaimers**

Save as disclosed in this prospectus:

- (a) none of the Directors, Supervisors or chief executive of our Company has any interests and short positions in the shares, underlying shares and debentures of our Company or any associated corporation (within the meaning of Part XV of the SFO) which will have to be notified to us and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he is taken or deemed to have under such provisions of SFO) or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or will be required, pursuant to the Model Code for Securities Transactions by Directors and Listed Companies to be notified to us and the Stock Exchange, in each case once our H Shares are listed. For this purpose, the relevant provisions of the SFO will be interpreted as if they applied to the Supervisors;
- (b) in connection with the Underwriting Agreements, none of the Directors or Supervisors nor any of the parties listed in the paragraph headed "Qualification of experts" of this Appendix is interested in our promotion, or in any assets which have, within the two years immediately preceding the issue of this prospectus, been acquired or disposed of by or leased to us, or are proposed to be acquired or disposed of by or leased to our Company;
- (c) none of the Directors or Supervisors is a director or employee of a company which is expected to have an interest in the Shares falling to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO once the H Shares are listed on the Stock Exchange; save as disclosed in this prospectus or in connection with the Underwriting Agreements, none of the Directors or Supervisors nor any of the parties listed in paragraph headed "Qualification of experts" of this appendix is materially interested in any

contract or arrangement subsisting at the date of this prospectus which is significant in relation to our business;

- (d) in connection with the Underwriting Agreements, none of the parties listed in the paragraph headed “Qualification of experts” of this appendix:
  - (i) is interested legally or beneficially in any of our Shares or any shares in any of our subsidiaries; or
  - (ii) has any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for our securities; and
- (e) none of the Directors or Supervisors or their respective associates or any Shareholders of our Company (who to the knowledge of the Directors owns more than 5% of our issued share capital) has any interest in our five largest suppliers or our five largest customers.

## **5. OTHER INFORMATION**

### **A Estate Duty**

We have been advised that no material liability for estate duty under PRC law is likely to fall upon us.

### **B Litigation**

Save as disclosed in “Business—Legal Compliance and Proceedings”, as at the Latest Practicable Date, our Company is not involved in any material litigation, arbitration or administrative proceedings. So far as we are aware, no such litigation, arbitration or administrative proceedings are pending or threatened by or against our Company and our subsidiaries.

### **C Joint Sponsors**

The Joint Sponsors have declared their independence pursuant to Rule 3A.07 of the Listing Rules. The Joint Sponsors has made an application on our behalf to the Listing Committee of the Stock Exchange for listing of, and permission to deal in, our H Shares, including any Offer Shares which may be issued pursuant to the exercise of the Over-allotment Option. All necessary arrangements have been made enabling the H Shares to be admitted into CCASS.

### **D Preliminary expenses**

Our estimated preliminary expenses are approximately RMB132,546,000. All preliminary expenses and all expenses relating to the Global Offering will be borne by the Company.

**E Qualification of experts**

The qualifications of the experts who have given opinions in this prospectus are as follows:

| <u>Name</u>                          | <u>Qualification</u>   |
|--------------------------------------|--|
| Goldman Sachs (Asia) L.L.C.          | Licensed to conduct Type 1 (dealing in securities), Type 4 (advising on securities), Type 5 (advising on futures contracts), Type 6 (advising on corporate finance), Type 7 (providing automated trading services) and Type 9 (asset management) of the regulated activities under the SFO |
| UBS AG, Hong Kong Branch             | Registered institution under the SFO to conduct type 1 Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance), Type 7 (providing automated trading services) and Type 9 (asset management) of the regulated activities under the SFO      |
| BOCI Asia Limited                    | Licensed to conduct Type 1 (dealing in securities) and Type 6 (advising on corporate finance) of the regulated activities under the SFO  |
| Deloitte Touche Tohmatsu             | Certified Public Accountants   |
| Jones Lang LaSalle Sallmanns Limited | Property Valuer  |
| Tian Yuan Law Firm                   | PRC Legal Advisor  |
| Mott MacDonald Limited               | Independent Technical Consultant   |

**F No material adverse change**

The Directors confirm that there has been no material adverse change in our financial or trading position since June 30, 2011.

**G Compliance Advisor**

We have appointed Somerley Limited as our compliance advisor upon the Listing in compliance with Rule 3A.19 of the Listing Rules.

**H Binding effect**

This prospectus shall have the effect, if an application is made in pursuance hereof, of rendering all persons concerned bound by all the provisions (other than the penal provisions) of sections 44A and 44B of the Hong Kong Companies Ordinance so far as applicable.

**I Bilingual prospectus**

The English language and Chinese language version of this prospectus are being published separately in reliance upon the exemption provided by section 4 of the Hong Kong Companies Ordinance (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

**J Miscellaneous**

- (a) save as disclosed in this prospectus, within the two years preceding the date of this prospectus, we have not issued nor agreed to issue any share or loan capital fully or partly paid either for cash or for a consideration other than cash;
- (b) save as disclosed in this prospectus, no share or loan capital of our Company, if any, is under option or is agreed conditionally or unconditionally to be put under option;
- (c) we have not issued nor agreed to issue any founder shares, management shares or deferred shares;
- (d) the Company has no outstanding convertible debt securities or debentures;
- (e) save as disclosed in this prospectus, within the two years immediately preceding the date of this prospectus, no commission, discount, brokerage or other special term has been granted in connection with the issue or sale of any capital of the Company;
- (f) there is no arrangement under which future dividends are waived or agreed to be waived;
- (g) there has been no interruption in our business which may have or have had a significant effect on the financial position in the last 12 months; and
- (h) none of the equity and debt securities of our Company, if any, is listed or dealt with in any other stock exchange nor is any listing or permission to deal being or proposed to be sought. We currently do not expect to be subject to the PRC Sino-foreign Joint Venture Law.

**K Consents**

Each of the experts as referred to in the paragraph headed “Qualification of experts” in this appendix has given, and has not withdrawn, their respective written consents to the issue of this prospectus with the inclusion of their reports and/or letters and/or valuation certificates and/or the references to their names included herein in the form and context in which they are respectively included.

Save as disclosed in this prospectus, none of the experts named above has any shareholding interests in any member of our Group or the right (other than the penal provisions) of sections 44A and 44E of the Hong Kong Companies Ordinance so far as applicable.

**L Promoters**

The Promoters of our Company are BEIH, BIEE, BSAMAC, BDHG, Shenghui, BEETI and Barclays.

Save as disclosed in this prospectus, within the two years immediately preceding the date of this prospectus, no cash, securities or other benefit has been paid, allotted or given to the Promoters named above in connection with the Hong Kong Public Offering or the related transactions described in this prospectus.

#### **M The Selling Shareholders**

An aggregate of 103,220,000 Sale Shares are to be sold by the Selling Shareholders (assuming that the Over-allotment Option is not exercised). Particulars of the Selling Shareholders who will be selling Shares in the International Offering are as follows:

- BEIH, a company incorporated in the PRC whose registered address is at 9th Floor, Tianyin Plaza A West, No. 2 Jia Fuxingmen Nandajie, Xicheng District, Beijing (北京市西城區復興門南大街2號甲天銀大廈A西9層);
- BIEE, a company incorporated in the PRC whose registered address is at No. 68, Minying Science and Technology Park, Qingyundian Town, Daxing District, Beijing (北京市大興區青雲店鎮民營科技園區68號);
- BSAMAC, a company incorporated in the PRC whose registered address is at No. 2, Huaibaishu Street, Xuanwu District, Beijing (北京市宣武區槐柏樹街2號); and
- BDHG, a company incorporated in the PRC whose registered address is at No. 1 Xidawang Road, Chaoyang District, Beijing (北京市朝陽區西大望路1號).