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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)
(Stock Code: 00579)

NOTICE OF THE THIRD EXTRAORDINARY GENERAL MEETING OF 2012

NOTICE IS HEREBY GIVEN that the third extraordinary general meeting of 2012 (the "EGM") of Beijing Jingneng Clean Energy Co., Limited (the "Company") will be held at 9:30 a.m. on Saturday, 29 December 2012, at the Video Conference Room, Suite 2911, Block A, CBD International Tower, 16 Yongan Dongli, Chaoyang District, Beijing, the People's Republic of China to consider and approve the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the proposed acquisition of 100% equity interests in Sichuan Dachuan Power Co., Ltd.
2. To consider and approve the proposed acquisition of 100% equity interests in Sichuan Zhongneng Power Co., Ltd.

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

Beijing, the PRC
14 November 2012

Notes:

1. CLOSURE OF REGISTER FOR H SHARES, ELIGIBILITY FOR ATTENDING THE EGM

Holders of H Shares are advised that the share register for H Shares will be closed from Thursday, 29 November 2012 to Saturday, 29 December 2012 (both days inclusive). The Shareholders whose names appear on the register of members of the Company on Friday, 28 December 2012 are entitled to attend and vote at the EGM. Holders of H Shares who wish to attend the EGM but have not registered the transfer documents are required to deposit the transfer document together with the relevant share certificates at the H Share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Wednesday, 28 November 2012.

2. PROXY

Shareholders entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote in their stand. A proxy need not be a Shareholder of the Company.

The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorized in writing. If the Shareholder is a corporate body, the proxy form must be either executed under its common seal or under the hand of its director(s) or duly authorized attorney(s). If the proxy form is signed by an attorney of the Shareholder, the power of attorney authorizing that attorney to sign or other authorisations document must be notarized.

For holders of H Shares, the proxy form together with the power of attorney or other authorization document (if any) must be lodged at the H Share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong in person or by post not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Shareholders can still attend and vote at the EGM upon completion and return of the proxy form.

3. REPLY SLIP

Holders of H Shares who intend to attend the EGM in person or by proxy should deliver the reply slip to the H Share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong on or before Friday, 7 December 2012.

4. ADDRESS OF THE COMPANY’S PRINCIPAL PLACE OF BUSINESS IN THE PRC

7/8F Office Building
6 Xibahe Road, Chaoyang District
Beijing, the PRC

5. PROCEDURES FOR VOTING AT THE EGM

Any vote of Shareholders at the EGM must be taken by poll.

6. OTHER BUSINESS

Shareholders (in person or by proxy) attending the EGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the EGM shall produce their identity documents.

7. A CIRCULAR CONTAINING DETAILS OF THE PROPOSED RESOLUTIONS WILL BE DISPATCHED TO THE SHAREHOLDERS IN DUE COURSE IN ACCORDANCE WITH THE APPLICABLE RULES AND REGULATIONS.

As at the date of this notice, the non-executive directors of the Company are Mr. Lu Haijun, Mr. Guo Mingxing, Mr. Xu Jingfu, Mr. Liu Guochen, Mr. Yu Zhongfu and Mr. Jin Yudan; the executive director of the Company is Mr. Chen Ruijun; and the independent non-executive directors of the Company are Mr. Liu Chaoan, Mr. Shi Xiaomin, Ms. Lau Miu Man and Mr. Wei Yuan.