



(A joint stock company incorporated in the People's Republic of China with limited liability)
(统一社会信用代码: 91330300MA28311039)

DI Q AL OF 35% E L IN E E L IN H A AN HEALING

- 1 -

2 INCIDENTALITY OF THE EVIDENCE AND AGREEMENT

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29 June 2012

Verdict : The Court is satisfied

Agreement : BEIH

Evidence in the case

35% of the total value of the H shares held by the Court is satisfied

Conclusion

The Court is satisfied that the H shares held by the Court are valued at RMB107,237,300, which is the value of the H shares held by the Court and BEIH for the purpose of the agreement. The Court is satisfied that the H shares held by the Court are valued at RMB107,237,300 as at 31 December 2011, being the effective date of the agreement. The Court is satisfied that the H shares held by the Court are valued at RMB107,237,300 as at 31 December 2011, being the effective date of the agreement. The Court is satisfied that the H shares held by the Court are valued at RMB107,237,300 as at 31 December 2011, being the effective date of the agreement.

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O. M. 6

BEIH a be e ed , e e a g f c ed by , e 35% e e e . H a Hea g be c a ed f , e C a y f , e efe e ce da.e f 31 Dece be 2011 , e c e da.e f , e H a D a .

T e C a y a d BEIH be ab e f , e e ec. e a a d fee e a , e , a fe .

3 FINANCIAL EFFECT OF THE H A AND I Q AL

A a 31 Dece be 2011, e e b a e f , e 35% e e e . H a Hea g a RMB84,146,129. Acc d g y , a ga f a a e y RMB20,688,200 af.e ded c g e e a , a e ec.ed , acc e , e C a y a a e , f , e d a f , e 35% e e e . H a Hea g. T e C a y ec g e a ga d a f , e 35% e e e . H a Hea g c d a ed c e a e e a a , e c e da.e f , e H a D a . T e ceed f , e d a f , e 35% e e e . be a ed a ge e a g ca a a d/ f , e f , e de. e e f , e C a y , b e .

4 EA ON FO AND BENEF OF THE AN ACTION

H a Hea g a y e gaged c , c f e e , ea e e g ge e a a a d e c a ge a Be g a d Hebe P ce a d , e gaged e ge e a b e e . T e B a d be e e , a , e d a f ce a e e e e . H a Hea g f , e G e e e C a y , a eg , f c , e de. e e f c ea e e g e ge e a b e e a d be ef. ca , e e a ca f , e e ce f , e C a y .

U c e f , e H a D a , BDHG, BEIH a d , e C a y d 50%, 35% a d 15% f H a Hea g' e e e , e ec. e y .

T e B a d (c d g , e de e de , e ec . e D ec .) f , e e , a , e H a D a a a c e ca e , fa a d ea ab e a d , e e e f , e C a y a d , e S a e de a a e .

5 INFO MATION OF THE A IE

C. 6

T e C a y , e a ge . ga -f. ed e . de Be g a d a ead g d e e a , e PRC, a d a d e f. ed c ea e e g , f c d g ga -f. ed e a d ea e e g , d e , a , ed y d e a d , e c ea e e g ec. .

BEIH

BEIH a ed ab c a c aed e PRC a d c a y e gaged e e e e g y e a e a e f a c e g ec a d f a c a ec e PRC BEIH e c g a e de f e C a d ec y a d d ec y d a a e y 67.958% f e ed a e ca a f e C a d e ef e c ec ed e a e L g R e .

H H

H₂ a¹ Hea¹ g¹ a c¹ a¹ c¹ a ed b¹ e C¹ a¹ a¹ d BDHG a¹ e c¹ -f¹ de¹
e PRC a¹ d¹ a¹ y c¹ ed e¹ c¹ 50% ed b¹ e C¹ a¹ a¹ d 50% ed
b¹ BDHG. H₂ a¹ Hea¹ g¹ a¹ e¹ gaged¹ c¹ c¹ f¹ e¹ e¹, ea¹ e¹ e¹ g¹
ge¹ e¹ a¹ a¹ a¹ d e c¹ a¹ ge¹ a¹ Be¹ g¹ a¹ d Hebe¹ P¹ ce¹.

Based on the amended financial statements of Hanyuan Heaig, the PRC GAAP, as at 31 December 2011, the net assets, the total assets of Hanyuan Heaig are RMB3,469,535,033, RMB3,211,264,350 and RMB258,270,683, respectively. The net assets/() attributable to equity holders, being 35% of the net assets of Hanyuan Heaig for the year ended 31 December 2010 and 31 December 2011 are as follows:

(U₁: RMB)

F 31 D 6. 2010 **F** 31 D 6. 2011
(a d.,ed) (a d.,ed)

Ne. f./ (. .) a. b . ab e . . e e . be d . ed (bef e .a a. a d e . a d a y .e .)	482,929	(302,735)
Ne. f./ (. .) a. b . ab e . . e e . be d . ed (af.e .a a. a d e . a d a y .e .)	72,456	(6,161,856)

6 LIVING LEMMING

BEIH $\frac{1}{2}$ e c $\frac{1}{2}$ g a e d e f e C $\frac{1}{2}$ a y , d g a a e y 67.958% e e ,
 $\frac{1}{2}$ e , a e d a e c a a f e C $\frac{1}{2}$ a y a d a c e c e d e f e C $\frac{1}{2}$ a y .
 Acc d g y , e a c c e a e d d e e H a y a E T a f e A g e e e ,
 c e a c e c e d a c f e C $\frac{1}{2}$ a y d e C a e 14A f e L a g R e .

A . e . g e . a . cab e . e ce¹ age a . e . ec . f . e . a¹ ac . c¹ e . a ed¹ de . e
H a¹ E¹ T a¹ fe Ag ee e¹ e ceed 0.1% b . e . a¹ 5% . e H a¹ D . a
b ec . e e . g a¹ d a¹ ce e¹ e . e e¹ b . e e . f¹ de e¹ de¹
a e de . a . a e . e e¹ de C a . e 14A f . e L . g R . e .

T e B a d a e . e d a d a . e d . e H a y a a E y T a f e A g e e e a d . e a a c . c e a e d . e e d e . M . L U H a , M . G U O M g g , M . X U J g f a d M . L I U G c e , c c e y e . g a D e c . f . e C a y a d d e c . a d / a a g e e . e b e . f B E I H , a e a e a e e . e . a a c . b e . e e . e C a y a d B E I H , a d a e a a b . a e d f . g e B a d e . a . e . e H a y a D . a .

7 DEFINITION

BDHG 北京市熱力集團有限公司 (Beijing D. .c. Heating Group Co., Ltd.), a state-owned enterprise in the PRC

BEIH 北京能源投資(集團)有限公司 (Beijing Energy Investment Holding Co., Ltd.), a listed company incorporated under the PRC and the principal shareholder of the Company, holds 67.958% of the issued and outstanding shares of the Company as at the date of the audited financial statements.

Beijing Tianjian Xingye Asset Appraisal Co., Ltd. (北京天健興業資產評估有限公司) (Beijing Tianjian Xingye Asset Appraisal Co., Ltd.)

B a d , e b a d f d , e c , f , e C a d

▲ C 2 a 1 y Be 1 g J 1 g e 1 g C e a 1 E e g C ., L 1 ed, a 1 1 c 1 ed c 2 a 1 y 1 c 2 a ed 1 e PRC 1 ed ab 1 y , 1 e H 1 a e 1 e 1 ed 1 e Ma 1 B a d f T e S, c E c a 1 ge f H 1 g K 1 g L 1 ed

$D_{dec}(\cdot)$ $d_{dec}(\cdot)$ f, e C a

G = {a, b, c, d}, e C = {a², a³d, ab, da, e}

▲ H a y a D a , e a a c a c e a e d e H a y a E T a f e
Ag e e e

H₂A⁺, A⁰E⁻, T⁺A⁰fe⁺, e⁻e⁻, A⁰fe⁺ag⁺ee⁻, e⁻e⁻ed⁺, be⁻, ee⁻, e⁻C⁻a⁰y⁺a⁰dBEIH⁺29J⁺e⁻ec⁻, fd⁻, a⁰f⁺35%e⁻, e⁻e⁻, H₂A⁺, A⁰Hea⁺g⁺b⁺, e⁻C⁻a⁰y⁺

▲ H a y a Hea g

北京華源熱力管網有限公司(Be g H a y a Hea g P e e C ., L.d.), a c a y c a e d e PRC, 50% f e e e e c e y be g e d b y C a y a d e e a g 50% be g e d b y BDHG

▲ L g R e .

、 e R e G e g 、 e L g f Sec e T e S、 c E c a g e f H g K g L g L e d

▲ PRC

、 e P e e' R e b c f C a a d f 、 e 、 e f 、 a g e e'、 e c d g、 e H g K g S e c a A d 、 a e Reg f 、 e P e e' R e b c f C a、 Ta a a d 、 e Maca S e c a A d 、 a e Reg f 、 e P e e' R e b c f C a

▲ PRC GAAP

g e a y a c c e d a c c g c e e PRC

▲ RMB

R e b、 e a f c e g f、 e PRC

▲ b d a y (e .)

a 、 e e a g a c b e d 、 e L g R e .

B y d e f、 e B a d
B 〓 J 〓 C 〓 E 〓 C ., L 6 〓
KANG J 〓
Joint Company Secretary

Be g、 e PRC

29 J e 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.