



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)

PROXY FORM

For the second extraordinary general meeting of 2012 of Beijing Jingneng Clean Energy Co., Limited (the "Company") to be held at 10:30 a.m., on Tuesday, 30 October 2012 and any adjournment thereof

I/We (Note 1) _____
 of (Note 2) _____
 being the registered holder(s) of (Note 3) _____
 H shares of RMB1.00 each in the share capital of the Company, hereby appoint the Chairman of the meeting (Notes 4 and 5) or _____ of _____
 _____ and/or _____
 of _____ to act as my/our proxy to attend and vote for me/us and on my/our behalf at the second extraordinary general meeting of 2012 (the "**General Meeting**") of the Company to be held at the Video Conference Room, Suite 2911, Block A, CBD International Tower, 16 Yongan Dongli, Chaoyang District, Beijing, the People's Republic of China (the "**PRC**") on Tuesday, 30 October 2012 at 10:30 a.m. and at any adjournment thereof and to exercise all rights conferred on proxies under laws, regulations and the articles of association of the Company.

I/We wish my/our proxy to vote as indicated below in respect of the resolutions to be proposed at the meeting.

No.	Special Resolution	For (Note 6)	Against (Note 6)	Abstain (Note 6)
1	To consider and approve the proposed issue of short-term debentures and that the Board and the senior management of the Company be authorized to, in accordance with the demand of the Company and the market condition, decide and deal with all relevant matters in relation to the issue of short-term debentures, including but without limitation, the terms and conditions and any other relevant matters relating to such issue as well as taking all necessary actions.			
No.	Ordinary Resolutions	For (Note 6)	Against (Note 6)	Abstain (Note 6)
2	To consider and approve the proposed change of use of proceeds.			
3	To consider and approve the proposed appointment of Mr. Chen Ruijun as an executive director of the Company.			
4	To consider and approve the proposed appointment of Mr. Jin Yudan as a non-executive director of the Company.			
5	To consider and approve the proposed appointment of Mr. Wei Yuan as an independent non-executive director of the Company.			

Signature (Note 7) _____

Dated _____ 2012

Notes:

1. Please insert full name(s) in **BLOCK CAPITALS**.
2. Please insert full address(es) in **BLOCK CAPITALS**.
3. Please insert the number of shares registered in your name(s) to which this proxy form relates. If no number is inserted, this proxy form will be deemed to relate to all shares of the Company registered in your name(s).
4. If you are a shareholder who is entitled to attend and vote at the General Meeting, you are entitled to appoint one or more proxies to attend instead of you and to vote on your behalf. A proxy need not be a shareholder of the Company, but must attend the meeting in person in order to represent you.
5. If a proxy other than the Chairman of the meeting is preferred, cross out the words “the Chairman of the meeting” and insert the full name and address of the proxy (or proxies) desired in the space provided. If no name is inserted, the Chairman of the meeting will act as your proxy. Any changes made to this proxy form must be initialled by the person who signs it.
6. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED “AGAINST”. IF YOU WISH TO VOTE ABSTAINED THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED “ABSTAIN”.** The number of abstained votes will not be counted as the required majority in favour of any given resolution proposed while the number of abstained votes will be counted into the denominator for the purpose of percentage calculation of the voting. If you return this proxy form without indicating as to how your proxy is to vote on any particular matter, the person appointed as your proxy will exercise his/her discretion as to whether he/she votes and, if so, how and, unless instructed otherwise, he/she may also vote or abstain from voting as he/she thinks fit on any other business (including amendments to resolution(s)) which may properly come before the meeting.
7. This proxy form must be signed and dated by the shareholder or his/her attorney duly authorized in writing. If the shareholder is a company, it should execute this proxy form under its common seal or by the signature(s) of its legal representative(s) or its directors or (a) person(s) authorized to sign on its behalf. In case of joint holders, only the person whose name stands first on the register of members may attend and vote at the General Meeting, either in person or by proxy.
8. To be valid, this proxy form, together with the power of attorney or other authority, if any, under which it is signed, or a notary certified copy of such power of attorney or authority, must be completed and deposited at the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong at least 24 hours before the meeting or any adjournment thereof.
9. Completion and delivery of this proxy form will not preclude you from attending and voting at the meeting if you so wish.
10. Shareholders or their proxies attending the General Meeting shall produce their identity documents.