



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 Annual General Meeting of Beijing Jingneng Clean Energy Co., Limited (the "Company")
to be held on Thursday, 7 June 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 Annual General Meeting (the "Meeting") of the Company to be held at Harbour View Ballroom I, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong at 10:00 a.m. on Thursday, 7 June 2012 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.

Ordinary Resolutions		FOR (Note 6)	AGAINST (Note 6)	ABSTAIN (Note 6)
(1)	To consider and approve the work report of the board of directors of the Company for the year ended 31 December 2011.			
(2)	To consider and approve the report of the board of supervisors of the Company for the year ended 31 December 2011.			
(3)	To consider and approve the report of the auditors and the audited financial statements of the Company prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2011.			
(4)	To consider and approve the proposed profit distribution plan and the plan of distribution of final dividends of the Company for the year ended 31 December 2011.			
(5)	To consider and approve the annual report of the Company for the year 2011.			
(6)	To consider and approve the re-appointment of Deloitte Touche Tohmatsu as the international auditors of the Company for the year 2012, to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to determine their remuneration.			
(7)	To consider and approve the re-appointment of Crowe Horwath China Certified Public Accountants as the domestic auditors of the Company for the year 2012, to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to determine their remuneration.			
(8)	To consider and approve the budget report of the Company for the year 2012.			
Special Resolution		FOR (Note 6)	AGAINST (Note 6)	ABSTAIN (Note 6)
(9)	To grant a general mandate to the Board to determine by the Board, in line with market conditions, to issue additional H Shares in the Company not exceeding 20% of the number of H Shares of the Company in issue within 12 months from the date on which the approval is obtained at the Meeting, and to make or grant relevant offers, agreements and arrangements; to determine the specific number of the additional H Shares to be issued subject to the aforesaid ceiling and the eligibility for taking up such additional H Shares; and to make necessary amendments to the Articles of Association of the Company in light of the actual issuance of additional H Shares and to register such amendments with relevant industry and commerce administration authority(ies) to reflect the changes in the share capital resulting from the issuance of additional shares.			

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 Meeting, you are entitled to appoint one or more proxies to attend and vote at the Meeting 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 any 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 initialed by the person who signs it.
6. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE APPROPRIATE BOX MARKED "AGAINST". IF YOU WISH TO VOTE ABSTAINED A 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 matter (including amendments to resolution(s)) which may properly come before the Meeting.
7. This proxy form must be signed and dated by you or your 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 Meeting, either in person or by proxy.
8. To be valid, this proxy form, together with the power of attorney or any other authorization document, if any, under which it is signed, or a notarially certified copy of such power of attorney or authorization document, 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 time fixed for the holding of the Meeting or any adjournment thereof.
9. Completion and return 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 Meeting shall produce their identity documents.