



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.

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.