



北京京能清洁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)

(统一社会信用代码: 00579)

PROXY FORM

**For the Annual General Meeting of Beijing Jingneng Clean Energy Co., Limited (the “Company”)
to be held on Thursday, 28 May 2020 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 of the Company to be held at 10:00 a.m. on Thursday, 28 May 2020 at No. 2 Meeting Room, 2nd Floor, No. 6 Xibahe Road, Chaoyang District, Beijing, PRC (the “AGM”) 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 AGM.

Ordinary Resolutions		FOR (Note 6)	AGAINST (Note 6)	ABSTAIN (Note 6)
(1)	To consider and approve the work report of the board of director of the Company (the “Board”) for the year ended 31 December 2019.			
(2)	To consider and approve the work report of the supervisory committee of the Company for the year ended 31 December 2019.			
(3)	To consider and approve the report of the Company’s auditors and the audited financial statements of the Company prepared in accordance with International Financial Reporting Standards for the year ended 31 December 2019.			
(4)	To consider and approve the profit distribution proposal and the plan of distribution of final dividends of the Company for the year ended 31 December 2019.			
(5)	To consider and approve the annual report of the Company for the year ended 31 December 2019.			
(6)	To consider and approve the budget report of the Company for the year 2020.			
(7)	To consider and approve the investment business plan of the Company for the year 2020.			
(8)	To consider and approve the proposed re-election of Mr. Liu Haixia as a non-executive director of the Board in the fourth session.			
(9)	To consider and approve the proposed re-election of Mr. Zhang Fengyang as an executive director of the Board in the fourth session.			
(10)	To consider and approve the proposed re-election of Mr. Cao Mansheng as an executive director of the Board in the fourth session.			
(11)	To consider and approve the proposed re-election of Mr. Ren Qigui as a non-executive director of the Board in the fourth session.			
(12)	To consider and approve the proposed re-election of Mr. Wang Bangyi as a non-executive director of the Board in the fourth session.			
(13)	To consider and approve the proposed re-election of Ms. Li Juan as a non-executive director of the Board in the fourth session.			

Ordinary Resolutions		FOR (Note 6)	AGAINST (Note 6)	ABSTAIN (Note 6)
(14)	To consider and approve the proposed re-election of Mr. Huang Xiang as an independent non-executive director of the Board in the fourth session.			
(15)	To consider and approve the proposed re-election of Mr. Zhang Fusheng as an independent non-executive director of the Board in the fourth session.			
(16)	To consider and approve the proposed re-election of Mr. Chan Yin Tsung as an independent non-executive director of the Board in the fourth session.			
(17)	To consider and approve the proposed re-election of Mr. Han Xiaoping as an independent non-executive director of the Board in the fourth session.			
Special Resolutions				
(1)	To consider and approve the granting of a general mandate to the Board to determine the issue of debt financing instruments.			
(2)	To consider and approve the granting of a general mandate to the Board to issue domestic shares and/or H shares and to approve the related matters.			
(3)	To consider and approve the adoption of H share appreciation rights scheme and the grant under such scheme.			

Signature (Note 7) _____

Dated _____ 2020

Notes:

- Please insert full name(s) in **BLOCK CAPITALS**.
- Please insert full address(es) in **BLOCK CAPITALS**.
- 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).
- If you are a shareholder who is entitled to attend and vote at the AGM, you are entitled to appoint one or more proxies to attend and vote at the AGM on your behalf. A proxy need not be a shareholder of the Company, but must attend the AGM in person in order to represent you.
- If any proxy other than the Chairman of the meeting is preferred, cross out the words "the Chairman of the meeting or" 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.
- 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 ABSTAIN FROM VOTING ON 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 AGM.
- 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 director(s) 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 AGM, either in person or by proxy.
- 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 Company's H Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the above AGM (i.e. not later than 10:00 a.m. on Wednesday, 27 May 2020) or any adjournment thereof (as the case maybe).
- Completion and return of this proxy form will not preclude you from attending and voting at the AGM if you so wish.
- Shareholders or their proxies attending the AGM shall produce their identity documents.
- References to time and dates in this proxy form are to Hong Kong time and dates.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the AGM of the Company (the "Purposes"). The Company may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to the Company and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by either one of the following means:

By mail to: Personal Data Privacy Officer
Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong

By e-mail to: hkinfo@computershare.com.hk