



Beijing Jingneng Clean Energy Co., Limited

(A public company listed on the Shanghai Stock Exchange)
(Stock Code: 00579)

PROXY FORM

For the third extraordinary general meeting of 2012 of Beijing Jingneng Clean Energy Co., Limited (the "Company") to be held at 9:30 a.m. on Saturday, 29 December 2012 and any adjournment thereof

I/We (Article 1) _____
of (Article 2) _____
being the registered holder(s) of (Article 3) _____
H shares of RMB1.00 each in the share capital of the Company, hereby appoint the Chairman of the meeting (Article 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 third 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 Saturday, 29 December 2012 at 9:30 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. | Ordinary Resolutions | For (Article 6) | Against (Article 6) | Abstain (Article 6) |
|-----|--|-----------------|---------------------|---------------------|
| 1 | To consider and approve the proposed acquisition of 100% equity interests in Sichuan Dachuan Power Co., Ltd. | | | |
| 2 | To consider and approve the proposed acquisition of 100% equity interests in Sichuan Zhongneng Power Co., Ltd. | | | |

Signature (Article 7) _____ Dated _____ 2012

- 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 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.
- 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.
- 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 ABSTAIN FROM VOTING, 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.
- 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.
- 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.
- Completion and delivery of this proxy form will not preclude you from attending and voting at the meeting if you so wish.
- Shareholders or their proxies attending the meeting shall produce their identity documents.