# 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)**

**[illegible]**

**[illegible] 2019 [illegible] (“[illegible]”) [illegible], 18 [illegible] 2019 [illegible]**

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 2019 (the “[illegible]”) of the Company to be held at No.2 Meeting Room, 2nd Floor, No. 6 Xibahe Road Chaoyang District, Beijing, PRC on Wednesday, 18 December 2019 at 10:00 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 EGM.

| [illegible] | | [illegible] *(Note 6)* | [illegible] *(Note 6)* | [illegible] *(Note 6)* |
|---|---|---|---|---|
| 1. | To consider and approve the continuing connected transaction of the Company under the Framework Heat Sale and Purchase Agreement and the proposed annual caps thereof; and | | | |
| 2. | To consider and approve the deposit service received by the Company under the Financial Services Framework Agreement and the proposed annual caps thereof. | | | |

Signature *(Note 7)* ____________________ Dated ____________________ 2019

*Notes:*

1. Please insert full name(s) in [illegible].

2. Please insert full address(es) in [illegible].

3. Please insert the number of H 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 H shares of the Company registered in your name(s).

4. If you are a shareholder who is entitled to attend and vote at the EGM, you are entitled to appoint one or more proxies to attend and vote at the EGM on your behalf. A proxy need not be a shareholder of the Company, but must attend the EGM 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 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.

6. [illegible]