



## Beijing Jingneng Clean Energy Co., Limited

(A joint stock company incorporated in the People's Republic of China with limited liability)

Stock Code: 00579

### SUPPLEMENTAL PROXY FORM

For the second extraordinary general meeting of 2012 of Beijing Jingneng Clean Energy Co., Limited (the "Company") to be held as originally scheduled at 10:30 a.m., on Tuesday, 30 October 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 second extraordinary general meeting of 2012 (the "General Meeting") of the Company to be held as originally scheduled 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 Tuesday, 30 October 2012 at 10:30 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 resolution to be proposed at the meeting.

| ORDINARY RESOLUTION |                                                                                                                      | FOR<br>(Note 6) | AGAINST<br>(Note 6) | ABSTAIN<br>(Note 6) |
|---------------------|----------------------------------------------------------------------------------------------------------------------|-----------------|---------------------|---------------------|
| 6                   | To consider and approve the proposed disposal of a 15% equity interest in Beijing Huayuan Heating Pipeline Co., Ltd. |                 |                     |                     |

Signature (Note 7) \_\_\_\_\_

Dated \_\_\_\_\_ 2012

#### 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 supplemental proxy form relates. If no number is inserted, this supplemental 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 General 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 initialed 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 VOTE ABSTAINED THE 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 business (including amendments to resolution(s)) which may properly come before the meeting.
- This supplemental 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 supplemental 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 supplemental 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 supplemental proxy form will not preclude you from attending and voting at the meeting if you so wish.
- Shareholders or their proxies attending the General Meeting shall produce their identity documents.
- This supplemental proxy form is for the purpose of the supplemental resolution set out in the supplemental notice of the General Meeting dated 11 October 2012 and only serves as a supplement to the original proxy form for the General Meeting.
- This supplemental proxy form will not affect the validity of any proxy form duly completed by you in respect of the resolutions set out in the notice of the General Meeting dated 14 September 2012. If you have validly appointed a proxy to attend and act for you at the General Meeting but do not complete and deliver this supplemental proxy form, your proxy will be entitled to vote at his discretion on the ordinary resolution 6 set out in the supplemental notice of the General Meeting dated 11 October 2012.
- If the proxy being appointed to attend the General Meeting under this supplemental proxy form is different from the proxy appointed under the original proxy form and both proxies attended the General Meeting, the proxy validly appointed under the original proxy form shall be entitled to vote as a proxy at the General Meeting.