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)

REVISED PROXY FORM

For the Second Extraordinary General Meeting of 2019 of Beijing Jingneng Clean Energy Co., Limited (the "Company") to be held on Wednesday, 18 December 2019 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 extraordinary general meeting (the "**EGM**") 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 in respect of the resolutions as set out in the revised notice of EGM dated 29 November 2019 (the "**Revised Notice**") 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.

	Ordinary Resolutions	**FOR** *(Note 6)*	**AGAINST** *(Note 6)*	**ABSTAIN** *(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;			
(2)	To consider and approve the deposit service received by the Company under the Financial Services Framework Agreement and the proposed annual caps thereof; and			
(3)	To consider and approve the Proposed Subscription.			

Signature *(Note 7)* ____________________ Dated ____________________

Notes:

1. Please insert full name(s) in **BLOCK CAPITALS**.

2. Please insert full address(es) in **BLOCK CAPITALS**.

3. Please insert the number of H shares registered in your name(s) to which this revised proxy form relates. If no number is inserted, this revised 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 revised proxy form must be initialed by the person who signs it.

6. **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 revised 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 EGM.

7. This revised 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 revised 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 EGM, either in person or by proxy.

8. To be valid, this revised 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, 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 time fixed for the holding of the EGM (i.e. not later than 10:00 a.m. on Tuesday, 17 December 2019) or any adjournment thereof (as the case maybe).

   Important: This revised proxy form shall supersede the proxy form (the "Original Proxy Form") enclosed with the notice of the Company dated 1 November 2019 in relation to the EGM. Those shareholders who had lodged the Original Proxy Form with the Company's H Share Registrar in Hong Kong for holders of H shares should note that the Original Proxy Form is no longer applicable to the EGM. Shareholders who intend to appoint a proxy to attend and vote on the EGM are required to complete and return this revised proxy form in accordance with the instructions printed thereon to the Company.

9. Completion and return of this revised proxy form will not preclude you from attending and voting at the EGM if you so wish.

10. Shareholders or their proxies attending the EGM shall produce their identity documents.

11. References to time and dates in this revised 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 EGM 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