



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)

PROXY FORM

**For the First H Share Class Meeting of 2021 of Beijing Jingneng Clean Energy Co., Limited (the "Company")
to be held on Friday, 19 February 2021 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 first H share class meeting of 2021 of the Company (the "**H Share Class Meeting**") to be held at No. 2 Meeting Room, 8th Floor, No. 6 Xibahe Road, Chaoyang District, Beijing, the PRC on Friday, 19 February 2021 at 11:00 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. Save as defined otherwise, capitalized terms defined in the composite document dated 31 December 2020 jointly issued by the Company and Beijing Energy Holding Co., Ltd. shall have the same meanings when used herein.

I/We wish my/our proxy to vote as indicated below in respect of the resolution to be proposed at the H Share Class Meeting.

	Special Resolution	FOR (Note 6)	AGAINST (Note 6)	ABSTAIN (Note 6)
1.	THAT subject to the passing of this same resolution by the Independent H Shareholders at the EGM, as approved by way of poll by at least 75% of the votes attaching to the H Shares held by the Independent H Shareholders that are cast either in person or by proxy at the EMG and with the number of votes cast by poll against the resolution by the Independent H Shareholders at the EGM amounting to not more than 10% of the votes attaching to all the H Shares held by the Independent H Shareholders: (i) subject to minimum valid acceptances of the H Share Offer being received (and not, where permitted, withdrawn) by 4:00 p.m. on the Closing Date (or such later time or date as BEH may, subject to the Takeovers Code decide) amounting to at least 90% of the H Shares held by the Independent H Shareholders, the Delisting be and is hereby approved; and (ii) the board of directors of the Company, and/or unless the board of directors of the Company determines otherwise, any two directors of the Company be and are hereby authorised to take such other action and execute such documents or deeds as he may consider necessary or desirable for the purpose of implementing the Delisting including but not limited to: (a) establishing a specific proposal to implement the Delisting based on the actual circumstances, including but not limited to determining the specific time of the Delisting; (b) carrying out all relevant work in relation to the Delisting on behalf of the Company, drafting, preparing, amending, signing, delivering and performing all agreements, announcements, circulars to Shareholders and other documentation regarding the Delisting and making appropriate disclosure; (c) signing and submitting any report or document to any government regulatory authorities; (d) unless the board of directors of the Company determines otherwise, selecting and appointing qualified professional parties, including but not limited to parties involved in the Delisting such as financial advisers, lawyers etc.; and (e) carrying out all necessary actions, resolving and processing other matters in relation to the Delisting on behalf of the Company as permitted by relevant laws.			

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 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 H Share Class Meeting, you are entitled to appoint one or more proxies to attend and vote at the H Share Class Meeting on your behalf. A proxy need not be a shareholder of the Company, but must attend the H Share Class Meeting 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. **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 H Share Class Meeting.
7. 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 H Share Class Meeting, either in person or by proxy.
8. 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, 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 fixed for the holding of the H Share Class Meeting (i.e. not later than 11:00 a.m. on Thursday, 18 February 2021) or any adjournment thereof (as the case maybe).
9. Completion and return of this proxy form will not preclude you from attending and voting at the H Share Class Meeting if you so wish.
10. Shareholders or their proxies attending the H Share Class Meeting shall produce their identity documents.
11. 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 H Share Class Meeting 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 authorized 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