



北控清潔能源集團有限公司

BEIJING ENTERPRISES CLEAN ENERGY GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01250)

FORM OF PROXY FOR USE AT THE 2019 ANNUAL GENERAL MEETING TO BE HELD AT 4:00 P.M. ON THURSDAY, 30 MAY 2019 (OR AT ANY ADJOURNMENT THEREOF)

I/We ^(Note 1), _____
of _____
being the registered holder(s) of ^(Note 2) _____ ordinary share(s) of HK\$0.001 each in the capital of
Beijing Enterprises Clean Energy Group Limited (the "Company") hereby appoint the chairman of the annual general meeting of the Company,
or ^(Note 3) _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting of the Company (the "Meeting") to be held at
66th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Thursday, 30 May 2019 at 4:00 p.m. (or at any adjournment thereof) for the
purpose of considering and, if thought fit, passing the ordinary resolutions as set out in the notice convening the Meeting as indicated below or if
no such indication is given, as my/our proxy thinks fit and in respect of any other business that may properly come before the Meeting and/or at
any adjournment thereof:

	ORDINARY RESOLUTIONS ^(Note 4)	FOR ^(Note 5)	AGAINST ^(Note 5)
1.	To receive and consider the audited consolidated financial statements and the reports of the directors of the Company and the auditor of the Company for the year ended 31 December 2018.		
2.	(a) (i) To re-elect Mr. Shi Xiaobei as director.		
	(ii) To re-elect Mr. Wen Hui as director.		
	(iii) To re-elect Mr. Li Fujun as director.		
	(b) To authorise the board of directors of the Company to fix the remuneration of the directors.		
3.	To re-appoint Ernst & Young as auditor of the Company and to authorise the board of directors of the Company to fix its remuneration.		
4.	To grant a general mandate to the directors of the Company to allot, issue and deal with new shares not exceeding 20% of the total number of shares of the Company in issue.		
5.	To grant a general mandate to the directors of the Company to buy-back shares of up to 10% of the total number of shares of the Company in issue.		
6.	To extend the general mandate granted to the directors of the Company to allot, issue and deal with additional shares of the Company by an amount not exceeding the aggregate number of the shares bought back by the Company.		

Dated this _____ day of _____ 2019

Signature ^(Note 6): _____

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the chairman is preferred, please strike out "the chairman of the annual general meeting of the Company, or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
- The description of these resolutions is by way of summary only. The full text appears in the notice of the Meeting.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the Meeting and/or at any adjournment thereof other than those referred to in the notice convening the Meeting.
- This form of proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same. In the case of this form of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorized to sign this form on behalf of the corporation without further evidence of the fact.
- Any member entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member may appoint a proxy in respect of part only of his holding of shares in the Company. A proxy need not be a member of the Company.
- This form of proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the Meeting or adjourned meeting at which the person named in this form proposes to vote or, in the case of a poll taken subsequently to the date of the Meeting or adjourned meeting, not less than forty-eight (48) hours before the time appointed for the taking of the poll and in default this form of proxy shall not be treated as valid.
- Delivery of this form of proxy shall not preclude a member from attending and voting in person at the Meeting convened and in such event, this form of proxy shall be deemed to be revoked.
- Where there are joint holders of any share any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the Meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- The notice of the Meeting is set out in the Company's circular dated 26 April 2019.

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 meeting of the Company (the "Purposes"). Such information will be transferred to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited and/or other companies or bodies which provide administrative, computer or other services to the Company for use in connection with the Purposes 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. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance (Chapter 486 of the laws of Hong Kong) and any such request should be in writing by mail to the Company at Rooms 6706-07, 67th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong (marked for the attention of the Company Secretary) or Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (marked for the attention of the Privacy Compliance Officer).