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If you are unsure about this Supplemental Circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you are selling all your shares in **BECEC** Limited, you should at once hand this Supplemental Circular together with the enclosed Supplemental Proxy Form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

SUPPLEMENTAL CIRCULAR
PROPOSED RE-APPOINTMENT OF AUDITORS
PROPOSED ELECTION OF SHAREHOLDER REPRESENTATIVE
SUPERVISORS IN THE FOURTH SESSION OF THE BOARD OF SUPERVISORS
AND
SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

This Supplemental Circular shall be read in conjunction with the circular issued by the Company to its Shareholders and the Original Notice convening the AGM dated 9 April 2020.

A letter from the Board of the Company is set out on pages 3 to 6 of this Supplemental Circular.

A Supplemental Notice convening the AGM to be held at 10:00 a.m. on Thursday, 28 May 2020 at No. 2 Meeting Room, 2nd Floor, No. 6 Xibahe Road, Chaoyang District, Beijing, PRC, is set out on pages 9 to 10 of this Supplemental Circular. A Supplemental Proxy Form for use at the AGM is enclosed with the Supplemental Notice and was also published on the website of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>). If you intend to appoint a proxy to attend the AGM, you are requested to complete and return the Supplemental Proxy Form in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the AGM (i.e., by no later than 10:00 a.m. on Wednesday, 27 May 2020) or any adjournment thereof (as the case may be).

Completion and return of the Supplemental Proxy Form will not preclude you from attending and voting at the AGM should you so wish.

References to time and dates in this Supplemental Circular are to Hong Kong time and dates.

7 May 2020

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DEFINITIONS

The following expressions have the meanings set out below unless the context requires otherwise:

“AGM”	the annual general meeting of the Company to be held 10:00 a.m. on Thursday, 28 May 2020 at No. 2 Meeting Room, 2nd Floor, No. 6 Xibahe Road, Chaoyang District, Beijing, PRC
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors of the Company
“Board of Supervisors”	the board of Supervisors of the Company
“Company”	北京京能清潔能源電力股份有限公司 (Beijing Jingneng Clean Energy Co., Limited), a joint stock company incorporated in the PRC with limited liability, whose H Shares are listed on Hong Kong Stock Exchange
“Director(s)”	the director(s) of the Company
“Employee Representative Supervisor”	the Supervisor representing employees of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	28 April 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Original Circular”	the circular of the Company dated 9 April 2020, containing the details of the resolutions to be considered and approved at the AGM
“Original Notice”	the notice of the AGM of the Company dated 9 April 2020
“Original Proxy Form”	the form of proxy of the Company enclosed with the Original Notice
“PRC” or “China”	the People’s Republic of China and for the purpose of this Supplemental Circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan

DEFINITIONS

“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the ordinary share(s) of RMB1.00 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the ordinary share(s) of the Company
“Shareholder Representative Supervisor(s)”	the Supervisor(s) representing shareholders of the Company
“Supervisor(s)”	the supervisor(s) of the Company
“Supplemental Circular”	the supplemental circular of the AGM dated 7 May 2020
“Supplemental Notice”	the supplemental notice of the AGM as set out on pages 9 to 10 of this Supplemental Circular
“Supplemental Proxy Form”	the supplemental form of proxy enclosed with the Supplemental Notice

LETTER FROM THE BOARD



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)

Non-executive Directors

LIU Haixia (*Chairman*)

REN Qigui

LI Juan

WANG Bangyi

Registered Office:

Room 118, 1 Ziguang East Road,
Badaling Economic Development Zone
Yanqing District, Beijing
the PRC

Executive Directors

ZHANG Fengyang (*General Manager*)

ZHU Jun

CAO Mansheng

Principal Place of Business in Hong Kong:

Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

Independent non-executive Directors

HUANG Xiang

ZHANG Fusheng

CHAN Yin Tsung

HAN Xiaoping

7 May 2020

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-APPOINTMENT OF AUDITORS
PROPOSED ELECTION OF SHAREHOLDER REPRESENTATIVE
SUPERVISORS IN THE FOURTH SESSION OF THE BOARD OF SUPERVISORS
AND
SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING**

1. INTRODUCTION

References are made to the Original Circular and the Original Notice dated 9 April 2020 which contain the details of the resolutions to be tabled before the AGM for Shareholder's approval. This Supplemental Circular should be read in conjunction with the Original Circular and the Original Notice.

LETTER FROM THE BOARD

The purpose of this Supplemental Circular is to provide you with details regarding the proposed re-appointment of auditors and the proposed election of Shareholder Representative Supervisors in the fourth session of the Board of Supervisors to enable you to make informed decisions on whether to vote for or against the resolutions to be proposed at the AGM.

2. PROPOSED RE-APPOINTMENT OF AUDITORS

Two ordinary resolutions will be proposed to the AGM by the Company in relation to the re-appointment of Deloitte Touche Tohmatsu as the international auditors of the Company and Grant Thornton (Special General Partnership) as the domestic auditors of the Company for the year 2020 respectively, to hold office until the conclusion of the next annual general meeting of the Company, and to authorize the Board and the Board to delegate its power within the scope of authorization to the management of the Company, to determine their remuneration.

3. PROPOSED ELECTION OF SHAREHOLDER REPRESENTATIVE SUPERVISORS IN THE FOURTH SESSION OF THE BOARD OF SUPERVISORS

Reference is made to the announcement of the Company dated 28 April 2020 in relation to the proposed appointment of the Shareholder Representative Supervisors in the fourth session of the Board of Supervisors.

Pursuant to the Articles of Association, Shareholder Representative Supervisors shall be elected by the Shareholders' general meeting and serve a term of three years for each session.

The terms of incumbent Supervisors will expire on the date of the AGM. The Board of Supervisors recommended to re-elect Mr. Wang Xiangneng and Mr. Huang Hui as Shareholder Representative Supervisors in the fourth session of the Board of Supervisors. The relevant proposals will be put forward to the AGM for the Shareholders' consideration and approval. If approved by the Shareholders at the AGM, Mr. Wang Xiangneng and Mr. Huang Hui and Mr. Yang Huixian, the Employee Representative Supervisor elected at the employee representative meeting of the Company, will form the fourth session of the Board of Supervisors. The term of office of the Supervisors in the fourth session of the Board of Supervisors will be three years commencing from the approval at the AGM.

After the proposed appointment of Mr. Wang Xiangneng and Mr. Huang Hui as the Supervisors in the fourth session of the Board of Supervisors is approved at the AGM, the Company will enter into a service contract with each of them and they will not receive remuneration from the Company during their service as Supervisors.

The biographical details of Mr. Wang Xiangneng and Mr. Huang Hui (“**C** **f S** **R** **S**”) as at the Latest Practicable Date are set out in the Appendix I to this Supplemental Circular.

LETTER FROM THE BOARD

Save as disclosed in this Supplemental Circular, none of the Candidates of Shareholder Representative Supervisors has held any directorship in any other listed companies or taken up any post in any group members of the Company in the past three years, nor has any relationship with any other Director, Supervisor, senior management, substantial shareholder (as defined in the Listing Rules) or controlling shareholder (as defined in the Listing Rules) of the Company. Furthermore, none of the Candidates of Shareholder Representative Supervisors has any equity interest in the Company within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong.

Save as the above, as far as the Board is aware, there is no other information relating to the proposed election of the Shareholder Representative Supervisors that shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any matters which need to be brought to the attention of the Shareholders.

4. THE AGM

A Supplemental Notice convening the AGM to be held at 10:00 a.m. on Thursday, 28 May 2020 at No. 2 Meeting Room, 2nd Floor, No. 6 Xibahe Road, Chaoyang District, Beijing, PRC, is set out on pages 9 to 10 of this Supplemental Circular. No Shareholder is required to abstain from voting in respect of the supplemental resolutions proposed at the AGM.

As a result of the additional resolutions proposed subsequent to the despatch of the Original Notice, the Original Notice and the Original Proxy Form for the AGM sent together with the Original Circular does not contain the additional resolutions proposed as set out in the Supplemental Circular. In this connection, a Supplemental Proxy Form for the AGM is enclosed with the Supplemental Notice. You are requested to complete and return the Original Proxy Form and the Supplemental Proxy Form for the AGM in accordance with the instructions printed thereon.

The Supplemental Proxy Form will not affect the validity of the Original Proxy Form duly completed by you in respect of the resolutions set out in the Original Notice. If you have completed and delivered the Original Proxy Form and validly appointed a proxy to attend and act for you at the AGM, but do not complete and deliver the Supplemental Proxy Form, your proxy will be entitled to vote at his/her discretion on the ordinary resolutions set out in the Supplemental Notice. If you do not complete and deliver the Original Proxy Form but have completed and delivered the Supplemental Proxy Form and validly appointed a proxy to attend and act for you at the AGM, unless otherwise instructed, your proxy will be entitled to vote at his/her discretion on the resolutions set out in the Original Notice. For the avoidance of doubt, should the proxies being appointed to attend the AGM under each of the Original Proxy Form and/or the Supplemental Proxy Form are different and more than one of the proxies attended the AGM, only the proxy validly appointed under the Original Proxy Form shall be designated to vote on all the resolutions at the AGM.

The resolutions proposed at the AGM will be voted by poll.

Please refer to the Original Notice for details in respect of other resolutions to be considered and passed at the AGM, eligibility for attending the AGM, proxy, registration procedures, closure of register of members and other relevant matters.

LETTER FROM THE BOARD

5. RECOMMENDATION

The Directors believe that the proposed resolutions in respect of the proposed re-appointment of auditors and the proposed election of Shareholder Representative Supervisors in the fourth session of the Board of Supervisors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that Shareholders vote in favour of the relevant resolutions set out in the Supplemental Notice.

By Order of the Board

B J C E C ., L
KANG J

Deputy General Manager and Company Secretary

APPENDI I BIOGRAPHICAL DETAILS OF THE CANDIDATES OF SHAREHOLDER REPRESENTATIVE SUPERVISORS

M . W (王祥能), aged 55, has been the chairman of the Board of Supervisors of our Company since May 2019. He served as the accountant of the Infrastructure Office of the Administration of Institutional Affairs of the Chinese Academy of Social Sciences (中國社會科學院機關事務管理局基建處) from July 1986 to July 1988 (during which period, he volunteered to teach in Tangyin County, Henan as a member of the Central State-level Lecturer Team (中央國家機關講師團) from June 1987 to June 1988), accountant of the finance department of National Agriculture Investment Co. Ltd. (國家農業投資公司) from July 1988 to September 1994, business director of finance and accounting department of State Development and Investment Co., Ltd. (國家開發投資公司) from September 1994 to May 1997, vice president and chief accountant of the State Bureau of Surveying and Mapping China Testing and Audit Firm (國家測繪局中測審計事務所) from May 1997 to December 1998, president and chief accountant of the State Bureau of Surveying and Mapping China Testing and Audit Firm (國家測繪局中測審計事務所) from December 1998 to September 1999, certified public accountant of Zhongchengxin Accounting Firm (中誠信會計師事務所) from September 1999 to March 2000, certified public accountant of Otdi Accounting Firm (奧特迪會計師事務所) from March 2000 to October 2001, certified public accountant of Beijing Zhongguanghua Accounting Firm (北京中光華會計師事務所) from October 2001 to May 2002, manager of the finance department and manager of the planning and finance department of Beijing International Power Development and Investment Company (北京國際電力開發投資公司) from May 2002 to November 2004, manager of the finance department and manager of the planning and finance department of Beijing Energy Investment Holding Co., Ltd. (北京能源投資(集團)有限公司) from December 2004 to December 2009, vice president and party committee member of Beijing Jingneng International Power Co., Ltd. (北京京能國際能源股份有限公司) from December 2009 to June 2013, deputy general manager of Beijing Jingneng Thermal Power Co., Ltd. (北京京能熱電股份有限公司) from June 2013 to September 2013, deputy general manager of Beijing Jingneng Power Co., Ltd. from September 2013 to May 2018, deputy general manager of Beijing Jintai Group Co. Ltd (北京金泰集團有限公司) from May 2018 to September 2018, full-time investment director of Beijing Energy Holding Co., Ltd since September 2018, chairman of the board of supervisors of Beijing Jingneng International Power Co., Ltd. (北京京能國際能源股份有限公司) since July 2006 and vice chairman of the board of directors of Guohua Energy Co., Ltd. (國華能源有限公司) since November 2017. He has served as supervisor of Beijing Jingneng Energy Technology Research Co., Ltd. (北京京能能源技術研究有限責任公司) since December 2018, supervisor of Beijing Jingneng Tongxin Investment Management Co., Ltd. (北京京能同鑫投資管理有限公司) since May 2019, supervisor of Beijing Jingneng Clean Energy Co., Limited (北京京能清潔能源電力股份有限公司), Beijing Jingneng Power Co., Ltd. (北京京能電力股份有限公司) and Beijing Jingmei Group Co., Ltd. (北京京煤集團有限責任公司) since June 2019, and supervisor of Jingneng Service Management Co., Ltd. (京能服務管理有限公司) since November 2019. Mr. Wang graduated from Department of Capital Construction Economics of Zhongnan University of Economics and Law, majoring in capital construction finance and credit with a bachelor's degree in economics in July 1986. He graduated from the Advanced Course for Postgraduates majoring in Accounting in Capital University of Economics and Business in July 2004 and graduated from School of Software and Microelectronics of Peking University majoring in software engineering with a master's degree in engineering in January 2008.

APPENDI I BIOGRAPHICAL DETAILS OF THE CANDIDATES OF SHAREHOLDER REPRESENTATIVE SUPERVISORS

M . H H (黃慧), aged 46, has been a Supervisor of our Company since May 2019. Mr. Huang served as the accountant of Inner Mongolia Electric Cultural Troupe (內蒙古電業文工團) from July 1995 to January 1998, staff of the resource transfer center of the finance department, staff and deputy head of the management division and the director of the price administration unit of Inner Mongolia Power (Group) Co., Ltd. (內蒙古電力(集團)有限責任公司) from January 1998 to July 2007; staff and deputy manager of the finance department of Beijing Jingneng International Power Co., Ltd. from July 2007 to March 2010, chief accountant of Beijing Jingneng Thermal Power Co., Ltd. from March 2010 to June 2010, chief accountant and secretary to the board of directors of Beijing Jingneng Thermal Power Co., Ltd. from June 2010 to April 2013, chief accountant of the Company and chief accountant of Beijing Branch of the Company from April 2013 to June 2018, supervisor of Yingjiang Huafu Hydropower Development Co., Ltd. (盈江華富水電開發有限公司) and Tengchong County Hou Qiao Yong Xing River HydroPower Development Co., Ltd. (騰沖縣猴橋永興河水電開發有限公司) since October 2014, director of Jingneng Clean Energy (Hong Kong) Limited from May 2015 to July 2018, supervisor of Beijing Jingneng Weilai Gas-fired Power Co., Ltd. (北京京能未來燃氣熱電有限公司) since June 2015, supervisor of Beijing Jingxi Gas-fired Power Co., Ltd. (北京京西燃氣發電有限公司) since December 2017, deputy director of the finance management department of Beijing Energy Holding Co., Ltd. from June 2018 to January 2019, and deputy director of the finance management department of Beijing Energy Holding Co., Ltd. and deputy general manager of Beijing Energy Investment Holding (Hong Kong) Co., Ltd. since January 2019. He has served as supervisor of Beijing Jingneng Clean Energy Co., Limited (北京京能清潔能源電力股份有限公司) since June 2019, and executive director and chief financial officer of Panda Green Energy Group Limited (a company listed on the Main Board of Hong Kong Stock Exchange, stock code: 00686) since February 2020. Mr. Huang graduated from Department of Finance of Inner Mongolia University of Finance and Economics in July 1995, majoring in monetary banking with a bachelor's degree in economics and graduated from the School of Economics and Management of North China Electric Power University in July 2007, majoring in business administration with a master's degree in business administration.

SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING



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)

SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

Reference is made to the notice (the “**O** **N** ”) of the annual general meeting (the “**AGM**”) of Beijing Jingneng Clean Energy Co., Limited (the “**C** ”) dated 9 April 2020, which sets out details of the resolutions to be proposed at the AGM for shareholders’ approval.

SUPPLEMENTAL NOTICE IS HEREB **GIVEN** that the AGM will be held at 10:00 a.m. on Thursday, 28 May 2020 at No. 2 Meeting Room, 2nd Floor, No. 6 Xibahe Road, Chaoyang District, Beijing, PRC for the purposes of considering and, if thought fit, passing the following resolutions as ordinary resolutions, in addition to the resolutions set out in the Original Notice:

ORDINAR RESOLUTIONS

18. To consider and approve the re-appointment of Deloitte Touche Tohmatsu as the international auditors of the Company for the year 2020, to hold office until the conclusion of the next annual general meeting of the Company, and to authorize the Board and the Board to delegate its power within the scope of authorization to the management of the Company, to determine their remuneration.

19. To consider and approve the re-appointment of Grant Thornton (Special General Partnership) as the domestic auditors of the Company for the year 2020, to hold office until the conclusion of the next annual general meeting of the Company, and to authorize the Board and the Board to delegate its power within the scope of authorization to the management of the Company, to determine their remuneration.

SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

20. To consider and approve the proposed appointment of Mr. Wang Xiangneng as a shareholder representative supervisor of the board of supervisors of the Company in the fourth session.
21. To consider and approve the proposed appointment of Mr. Huang Hui as a shareholder representative supervisor of the board of supervisors of the Company in the fourth session.

By Order of the Board

B J C E C., L
KANG J

Deputy General Manager and Company Secretary

Beijing, the PRC
7 May 2020

Notes:

1. Details of the resolutions are set out in the supplemental circular of the Company dated 7 May 2020 (the “**S C**”). Unless otherwise defined in this supplemental notice, capitalised terms used in this supplemental notice shall have the same meanings as those defined in the Supplemental Circular.
2. A supplemental proxy form (the “**S P F**”) containing the resolutions mentioned above is enclosed with the Supplemental Circular. The proxy form issued by the Company along with the Original Notice (the “**O P F**”) will remain valid and effective to the fullest extent applicable if correctly completed and lodged with the H Share Registrar of the Company.
3. Shareholders are entitled to appoint one or more proxies to attend the AGM, but only one of proxies can be designated to vote at the AGM. For the avoidance of doubt, should the proxies being appointed to attend the AGM under each of the Original Proxy Form and/or the Supplemental Proxy Form are different and more than one of the proxies attended the AGM, only the proxy validly appointed under the Original Proxy Form shall be designated to vote on all the resolutions at the AGM.
4. For holders of H Shares, the Supplemental Proxy Form together with the power of attorney or any other authorization document (if any) must be lodged at the Company’s H Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by hand or by post not less than 24 hours before the time appointed for the above AGM (i.e. not later than 10:00 a.m., Wednesday, 27 May 2020) or any adjournment thereof (as the case may be). Holders of H Shares can still attend and vote at the AGM in person upon completion and return of the Supplemental Proxy Form.
5. Please refer to the Original Notice for details in respect of other resolutions to be considered at the AGM, eligibility for attending the AGM, proxy, registration procedures, closure of register of members and other relevant matters.
6. References to time and dates in this supplemental notice are to Hong Kong time and dates.