
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt 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 have sold or transferred all your shares in Beijing Jingneng Clean Energy Co., 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 CHANGE OF NON-EXECUTIVE DIRECTORS
AND
SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING**

This supplemental circular shall be read in conjunction with the Original Circular issued by the Company to its Shareholders dated 11 May 2018, the Original Notice convening the AGM dated 11 May 2018 and the announcement in relation to change of venue of AGM dated 30 May 2018.

A letter from the Board of the Company is set out on pages 2 to 4 of this supplemental circular.

A Supplemental Notice convening the AGM to be held at 10:00 a.m. on Thursday, 28 June 2018 at Edinburgh Room, Level 2, Mandarin Oriental Hong Kong, 5 Connaught Road, Central, Hong Kong, is set out on pages 6 to 7 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>). Whether or not you are able 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 appointed for holding the AGM (i.e., no later than 10:00 a.m. on Wednesday, 27 June 2018) 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.

8 June 2018

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DEFINITION

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

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|----------------------------|--|
| “AGM” | the annual general meeting of the Company to be held at 10:00 a.m. on Thursday, 28 June 2018 at Edinburgh Room, Level 2, Mandarin Oriental Hong Kong, 5 Connaught Road, Central, Hong Kong |
| “Board” | the board of Directors 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 |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “Hong Kong Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Listing Rules” | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited |
| “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 |
| “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 |
| “Supplemental Notice” | the supplemental notice of the AGM as set out on pages 6 to 7 of this supplemental circular |

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

Mr. MENG Wentao (*Chairman*)
Mr. JIN Shengxiang
Mr. TANG Xinbing
Mr. YU Zhongfu
Mr. ZHAO Wei

Registered Office:

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

Executive Director

Mr. ZHANG Fengyang (*General Manager*)

Principal Place of Business in Hong Kong:

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

Independent non-executive Directors

Mr. HUANG Xiang
Mr. ZHANG Fusheng
Mr. CHAN Yin Tsung
Mr. HAN Xiaoping

8 June 2018

To the Shareholders

Dear Sir/Madam,

PROPOSED CHANGE OF NON-EXECUTIVE DIRECTORS AND SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

1. INTRODUCTION

Reference is made to the circular (the “**Original Circular**”) and the notice (the “**Original Notice**”) of the AGM dated 11 May 2018 which contain the details of the resolutions to be tabled before the AGM for Shareholders’ approval. This supplemental circular should be read in conjunction with the Original Circular, the Original Notice and the announcement in relation to change of venue of AGM dated 30 May 2018.

LETTER FROM THE BOARD

The purpose of this supplemental circular is to set out the Supplemental Notice and to provide you with details regarding the proposed change of non-executive Directors to enable you to make informed decisions on whether to vote for or against the resolutions to be proposed at the AGM.

2. PROPOSED CHANGE OF NON-EXECUTIVE DIRECTORS

Reference is made to the announcement of the Company in relation to proposed change of non-executive Directors dated 25 May 2018.

The Board resolved to nominate Mr. Liu Haixia (“**Mr. Liu**”) and Ms. Li Juan (“**Ms. Li**”) as non-executive Directors, subject to the approval of the Shareholders. Mr. Liu will also be appointed as chairman of the Board, chairman of the strategy committee and a member of the remuneration and nomination committee of the Board upon his approval as non-executive Director of the Company by the Shareholders. The term of Mr. Liu and Ms. Li’s appointments as non-executive Directors shall commence upon the approval by the Shareholders and shall end on the expiry of the term of the third session of the Board. The Company will enter into service agreements with Mr. Liu and Ms. Li upon the approval of their appointments by the Shareholders. Mr. Liu and Ms. Li will not receive any remuneration from the Company.

The biographical details of Mr. Liu and Ms. Li are set out in Appendix of this supplemental circular.

Save as disclosed in this supplemental circular, Mr. Liu and Ms. Li did not hold any directorship in any other listed companies or take up any post in any group members of the Company in the past three years, nor has any relationship with any other directors, supervisors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company. In addition, Mr. Liu and Ms. Li do not have any equity interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong.

Save as disclosed above, there is no other information relating to the proposed appointments of Mr. Liu and Ms. Li that shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any matter which needs to be brought to the attention of the Shareholders.

The Board announces that due to other work commitment, (i) Mr. Meng Wentao (“**Mr. Meng**”) has resigned as a non-executive Director of the Company, chairman of the Board, chairman of the strategy committee and a member of the remuneration and nomination committee of the Board and (ii) Mr. Yu Zhongfu (“**Mr. Yu**”) has resigned as a non-executive Director of the Company. Their respective resignations will not become effective until the date on which the proposed appointments of the new non-executive Directors of the Company are approved by the Shareholders.

Mr. Meng and Mr. Yu have confirmed that they have no disagreement with the Board and there is no matter that needs to be brought to the attention of the Shareholders. Mr. Meng and Mr. Yu have also confirmed that they do not have any action or claim, existing or pending, against the Company.

LETTER FROM THE BOARD

3. THE AGM

A Supplemental Notice convening the AGM to be held at 10:00 a.m. on Thursday, 28 June 2018 at Edinburgh Room, Level 2, Mandarin Oriental Hong Kong, 5 Connaught Road, Central, Hong Kong, is set out on pages 6 to 7 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 proxy form for the AGM sent together with the Original Notice does not contain the additional resolutions proposed as set out in the Supplemental Notice. 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 and the supplemental proxy forms 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.

4. RECOMMENDATION

The Directors believe that the proposed resolutions in respect of the proposed change of non-executive Directors is 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
Beijing Jingneng Clean Energy Co., Limited
KANG Jian
Company Secretary

Mr. Liu Haixia, aged 56, he was appointed as technician and assistant engineer of the thermal power plant of Beijing Electric Power Company from July 1983 to August 1985, and engineer and deputy chief engineer of the Equipment Installation Company of Beijing Electric Power Company from August 1985 to May 1991. He served as deputy director of the technical equipment department of Beijing Electric Power Company from May 1991 to March 1994. He served as manager assistant and deputy manager of Beijing Electric Power Company from March 1994 to August 1998, during which he studied in Renmin University of China with a major in business administration from September 1995 to July 1998. He served as assistant to the general manager of Beijing International Power Development and Investment Company from August 1998 to February 2000. He served as the assistant to general manager of Beijing International Power Development and Investment Company and chairman of the board of Beijing Jingneng Thermal Power Co., Ltd. from February 2000 to April 2000. He served as assistant to general manager of Beijing International Power Development and Investment Company, chairman of the board of Beijing Jingneng Thermal Power Co., Ltd. and chairman of the board of Beijing Jingxi Power Generation Co., Ltd. from April 2000 to March 2004. He served as assistant to general manager of Beijing International Power Development and Investment Company, secretary of the party committee and chairman of the board of Beijing Jingneng Thermal Power Co., Ltd., and chairman of the board of Beijing Jingxi Power Generation Co., Ltd. from March 2004 to December 2004. He served as assistant to general manager of Beijing Energy Investment Holding Co., Ltd., secretary of the party committee, chairman of the board of Beijing Jingneng Thermal Power Co., Ltd. and chairman of the board of Beijing Jingxi Power Generation Co., Ltd., from December 2004 to May 2009. He served as deputy general manager of Beijing Energy Investment Holding Co., Ltd. and secretary of the party committee and chairman of the board of Beijing Jingneng Thermal Power Co., Ltd., from May 2009 to December 2014. He has been serving as deputy general manager of Beijing Energy Holding Co., Ltd since December 2014. Mr. Liu graduated from Department of Engineering in North China Electric Power University majoring in power plant thermal energy in July 1983, and graduated from the School of Business Administration in Renmin University of China in July 1998 and obtained a Master degree in Business Administration.

Ms. Li Juan, aged 33, she served as business assistant of the financing management department of Beijing State-owned Capital Operation and Management Center (“**BSCOMC**”) from January 2010 to January 2015, business supervisor of the financing management department of BSCOMC and senior vice president of Beijing Equity Investment Development Management Co., Ltd. from January 2015 to November 2016, senior manager of the financing management department of BSCOMC from November 2016 to August 2017, senior manager of the third department of investment management of BSCOMC from August 2017 to March 2018, senior manager of the second department of investment management of BSCOMC since March 2018. Ms. Li graduated from the University of Aberdeen in the United Kingdom majoring in Finance in September 2007, and graduated from the Robert Gordon University in the United Kingdom majoring in Financial Management in June 2009 and obtained a Master degree in financial management.

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 “**Original Notice**”) of the annual general meeting (the “**AGM**”) of Beijing Jingneng Clean Energy Co., Limited (the “**Company**”) dated 11 May 2018, which sets out details of the resolutions to be proposed at the AGM for shareholders’ approval, and the announcement dated 30 May 2018, which sets out the details of the change of venue of AGM.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM will be held at 10:00 a.m. on Thursday, 28 June 2018 at Edinburgh Room, Level 2, Mandarin Oriental Hong Kong, 5 Connaught Road, Central, Hong Kong 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:

ORDINARY RESOLUTIONS

11. To consider and approve the proposed appointment of Mr. Liu Haixia as a non-executive Director of the Board in the third session.
12. To consider and approve the proposed appointment of Ms. Li Juan as a non-executive Director of the Board in the third session.

By Order of the Board
Beijing Jingneng Clean Energy Co., Limited
KANG Jian
Company Secretary

Beijing, the PRC
8 June 2018

As at the date of this notice, the non-executive Directors of the Company are Mr. Meng Wentao, Mr. Jin Shengxiang, Mr. Tang Xinbing, Mr. Yu Zhongfu and Mr. Zhao Wei; the executive Director of the Company is Mr. Zhang Fengyang; and the independent non-executive Directors of the Company are Mr. Huang Xiang, Mr. Zhang Fusheng, Mr. Chan Yin Tsung and Mr. Han Xiaoping.

SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

Notes:

1. Details of the resolutions are set out in the supplemental circular of the Company dated 8 June 2018 (the “**Supplemental Circular**”). 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 “**Supplemental Proxy Form**”) containing the resolutions mentioned above is enclosed with the Supplemental Circular. The proxy form issued by the Company along with the Original Notice (the “**Original Proxy Form**”) 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 June 2018) 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.