
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental circular or as to the action you should take, 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 Energy International Holding Co., Ltd.**, you should at once hand this supplemental circular, together with the enclosed revised form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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北京能源國際控股有限公司

Beijing Energy International Holding Co., Ltd.

(Incorporated in Bermuda with limited liability)

(Stock code: 686)

**SUPPLEMENTAL CIRCULAR OF THE ANNUAL GENERAL MEETING
IN RELATION TO
RE-ELECTION OF RETIRING DIRECTORS
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular of the Company dated 25 May 2023. A supplemental notice convening an AGM to be held at Taishan Room, Level 5, Island Shangri-La, Pacific Place, Supreme Court Road, Central, Hong Kong on Tuesday, 27 June 2023 at 11:00 a.m. is set out on pages 10 to 11 of this supplemental circular.

A revised form of proxy for the AGM is enclosed. Whether or not you are able to attend the AGM, you are requested to complete the accompanying revised form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the revised form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so wish.

9 June 2023

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DEFINITIONS

In this supplemental circular, unless the context specifies otherwise, the following expressions shall have the meanings stated below:

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be convened at Taishan Room, Level 5, Island Shangri-La, Pacific Place, Supreme Court Road, Central, Hong Kong on Tuesday, 27 June 2023 at 11:00 a.m. or any adjournment thereof, and the supplemental notice of which is set out in this supplemental circular
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company currently in force
“Company”	Beijing Energy International Holding Co., Ltd., a company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange (stock code: 686)
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	5 June 2023, being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information in this supplemental circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Nomination Committee”	the nomination committee of the Company

DEFINITIONS

“PRC”	the People’s Republic of China, which for the purpose of this supplemental circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	holder(s) of issued Share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules

LETTER FROM THE BOARD



北京能源國際控股有限公司

Beijing Energy International Holding Co., Ltd.

(Incorporated in Bermuda with limited liability)

(Stock code: 686)

Executive Directors:

Mr. Zhang Ping (*Chairman*)

Mr. Lu Zhenwei

Non-executive Directors:

Mr. Liu Guoxi

Mr. Su Yongjian

Mr. Li Hao

Mr. Lu Xiaoyu

Independent Non-executive Directors:

Ms. Jin Xinbin

Ms. Li Hongwei

Mr. Zhu Jianbiao

Registered office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

Principal Place of Business

in Hong Kong:

Unit 1012, 10/F.

West Tower, Shun Tak Centre

168-200 Connaught Road Central

Hong Kong

9 June 2023

To the Shareholders

Dear Sir/Madam,

**SUPPLEMENTAL CIRCULAR OF THE ANNUAL GENERAL MEETING
IN RELATION TO
RE-ELECTION OF RETIRING DIRECTORS
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

This supplemental circular should be read together with the circular of the Company dated 25 May 2023 which contains, among other things, information regarding the resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

The purpose of this supplemental circular is to provide you with, among other things, (i) information on re-election of the retiring Directors; and (ii) supplemental notice of the AGM, to enable you to make an informed decision on whether to vote for or against the newly added resolutions proposed at the AGM.

2. RE-ELECTION OF RETIRING DIRECTORS

Reference is made to the announcement of the Company dated 5 June 2023 in relation to the change of non-executive Director.

As at the Latest Practicable Date, the executive Directors are Mr. Zhang Ping (Chairman) and Mr. Lu Zhenwei; the non-executive Directors are Mr. Liu Guoxi, Mr. Su Yongjian, Mr. Li Hao and Mr. Lu Xiaoyu; and independent non-executive Directors are Ms. Jin Xinbin, Ms. Li Hongwei and Mr. Zhu Jianbiao.

Bye-law 84 of the Bye-laws provides that at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. Accordingly, Mr. Li Hao, Ms. Li Hongwei and Mr. Zhu Jianbiao (“**Mr. Zhu**”) shall retire from office by rotation and, being eligible, offer themselves for re-election at the AGM.

In addition, subsequent to the appointment of Mr. Liu Guoxi (“**Mr. Liu**”) as a non-executive Director, he shall retire and, being eligible, offer himself for re-election at the AGM in accordance with bye-law 83(2) of the Bye-laws that any Director appointed by the Board to fill in a casual vacancy shall hold office until the first general meeting of Shareholders after his/her appointment and be subject to re-election at such meeting.

The Nomination Committee, having reviewed the composition of the Board and the background, skills, knowledge and experience of the proposed Directors, has nominated Mr. Zhu and Mr. Liu to the Board for it to recommend to the Shareholders for re-election at the AGM. The nominations were made having regard to the nomination policy of the Company and taken into account objective criteria, including but not limited to gender, age, cultural and educational background, experience (professional or otherwise), skills and knowledge, in accordance with the board diversity policy of the Company. The Nomination Committee had also taken into account the respective contributions of each of the retiring Directors to the Board and their commitment to their roles and positions. In addition, the Nomination Committee had reviewed the confirmation of independence provided by Mr. Zhu and was satisfied that Mr. Zhu meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

LETTER FROM THE BOARD

The Board accepted the Nomination Committee's nomination and recommended Mr. Zhu and Mr. Liu for re-election by the Shareholders at the AGM. Each of Mr. Zhu and Mr. Liu had abstained from the discussion and voting at the Board meeting regarding their nominations respectively. In view of the above, the Board considers that Mr. Zhu continues to be independent and the re-election of Mr. Zhu and Mr. Liu is in the interests of the Company and the Shareholders as a whole.

The biographical details of Mr. Zhu and Mr. Liu who are proposed to be re-elected at the AGM is set out in Appendix I to this supplemental circular.

3. ANNUAL GENERAL MEETING AND REVISED FORM OF PROXY

A supplemental notice convening the AGM is set out on pages 10 to 11 of this supplemental circular, at which ordinary resolutions will be proposed for the Shareholders to consider and, if thought fit, to approve the re-election of the retiring Directors.

A revised form of proxy for use at the AGM is enclosed to this supplemental circular and such revised form of proxy is also published on websites of the HKEXnews (<http://www.hkexnews.hk>) and the Company (<http://www.bjei.com>). In order to be valid, the revised form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the AGM (the "**Closing Time**") or any adjournment thereof (as the case may be). Completion and return of the revised form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so wish.

Any Shareholder who has not yet deposited the original form of proxy is requested to deposit only the revised form of proxy if he/she intends to appoint a proxy to attend the AGM on his/her behalf. Any Shareholder who has already deposited the original form of proxy should note that:

- (i) if the revised form of proxy is deposited before the Closing Time, the revised form of proxy will revoke and supersede the original form of proxy previously deposited by the Shareholder. The revised form of proxy (if duly completed) will be treated as a valid form of proxy deposited by the Shareholder; and
- (ii) if no revised form of proxy is deposited before the Closing Time, the original form of proxy (if duly completed) will be treated as a valid form of proxy deposited by the Shareholder. The proxy so appointed pursuant to the original form of proxy will be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM, including the newly added ordinary resolution as set out in the supplemental notice of AGM.

LETTER FROM THE BOARD

Apart from the new ordinary resolutions and other information as set out in this supplemental circular, all other matters to be dealt with at the AGM remain unchanged. For details of other resolutions to be considered and approved at the AGM and other relevant matters, please refer to the circular of the Company dated 25 May 2023.

4. VOTING BY WAY OF POLL

According to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all the resolutions put to the vote at the AGM will be taken by way of poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

5. RESPONSIBILITY STATEMENT

This supplemental circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this supplemental circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this supplemental circular misleading.

6. RECOMMENDATION

The Directors consider that all the resolutions proposed for consideration and approval by the Shareholders, including the re-election of the retiring Directors, are in the best interests of the Company and its Shareholders as a whole and so recommend the Shareholders to vote in favour of all the resolutions at the AGM.

For and on behalf of
Beijing Energy International Holding Co., Ltd.
Zhang Ping
Chairman of the Board

The following information is given to all Shareholders relating to the biographical details each of Mr. Zhu Jianbiao and Mr. Liu Guoxi eligible for re-election to be proposed at the AGM.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Zhu Jianbiao, aged 49, was appointed as an Independent Non-executive Director of the Company on 18 June 2021, and is a member of each of the audit committee and the nomination committee of the Company. Mr. Zhu currently also serves as a vice chairman of the board of directors and an executive director of Shandong Hi-Speed Holdings Group Limited, the shares of which are listed on the Stock Exchange (stock code: 412), an executive director of Shandong Hi-Speed New Energy Group Limited, the shares of which are listed on the Stock Exchange (stock code: 1250), and an independent non-executive director of IPE Group Limited, the shares of which are listed on the Stock Exchange (stock code: 929). Mr. Zhu served as the chief operating officer and a member of each of the investment decision committee and the investment management committee of CITIC Private Equity Funds Management Co., Ltd.* (中信產業投資基金管理有限公司); the executive deputy general manager and the chairman of the investment decision committee of Changsheng Fund Management Co., Ltd.* (長盛基金管理有限公司); the chief inspector and the director of the research and development department of Golden Hawk Fund Management Co., Ltd.* (金鷹基金管理有限公司). He was also a lecturer of faculty of investment and finance of Guangdong University of Finance and Economics. Mr. Zhu has extensive experience in private equity investment, secondary market investment and financial management. Mr. Zhu graduated from Jiangxi University of Finance and Economics in planning & statistics with a bachelor's degree in economics, and holds a master's degree and a doctorate degree in finance from Jinan University.

The Company and Mr. Zhu have entered into a service contract for a term of one year, which may be renewed for successive terms of one year each time upon expiration if agreed by the parties. The service contract may be terminated by one month's notice in writing or payment in lieu of notice. Mr. Zhu is entitled to a director's fee of HK\$200,000 per annum for his service as an independent non-executive Director of the Company, which was determined with reference to his duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market level of remuneration of similar position, and subject to review at the discretion of the Board at the end of each financial year.

As at the Latest Practicable Date, Mr. Zhu is not interested or deemed to be interested in any shares, underlying shares or debentures of the Company within the meaning of Part XV of the SFO. Mr. Zhu has confirmed that he has met the independence guidelines set out in Rule 3.13 of the Listing Rules.

Saved as disclosed above, Mr. Zhu confirmed that he (i) does not hold other position with the Company or its subsidiaries nor has any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company; (ii) does not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) does not have other discloseable major appointments or professional qualifications.

NON-EXECUTIVE DIRECTOR

Mr. Liu Guoxi, aged 56, currently serves as the secretary of the Party committee of the Company. Mr. Liu worked in the general office of Beijing Municipal Government from 2004 to 2016 and served as, among others, the deputy director of the conference division, the deputy director and the director of the information division as well as the director of the fifth division of the secretariat of the general office of Beijing Municipal Government successively. In 2016, Mr. Liu joined Beijing Energy Holding Co., Ltd.* (北京能源集團有限責任公司) (“**BEH**”), a controlling shareholder of the Company, and served as the deputy secretary of the Party committee of institution, the deputy director of the group office and the director of the general office of the Party committee of BEH successively, and joined the Company in 2021. Mr. Liu graduated from Xi'an Institute of Politics with a major in legal profession and obtained a master's degree in civil and commercial law from China University of Political Science and Law. He has extensive legal knowledge and experience in government work and corporate management.

The Company and Mr. Liu have entered into a service contract for a term of three years commencing from 5 June 2023, which may be renewed upon expiration if agreed by the parties. The service contract may be terminated by one month's notice in writing or payment in lieu of notice. Mr. Liu will not receive directors' fee from the Company for his service as a non-executive Director, which was determined with reference to the recommendation from the remuneration committee of the Company, having taken into account Mr. Liu's duties and responsibilities with the Company and prevailing market conditions, and subject to review at the discretion of the Board at the end of each financial year.

As at the Latest Practicable Date, Mr. Liu is not interested or deemed to be interested in any shares, underlying shares or debentures of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Liu confirmed that he (i) does not hold other position with the Company or its subsidiaries nor has any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company; (ii) does not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) does not have other discloseable major appointments or professional qualifications.

Save as disclosed above, there are no matters concerning the re-election of each of the above Directors that need to be brought to the attention of the Shareholders or the Stock Exchange, nor is there any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

** For identification purpose only*

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING



北京能源國際控股有限公司

Beijing Energy International Holding Co., Ltd.

(Incorporated in Bermuda with limited liability)

(Stock code: 686)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting (the “**Notice of AGM**”) of Beijing Energy International Holding Co., Ltd. (the “**Company**”) dated 25 May 2023, which set out the time and venue of the annual general meeting of the Company (the “**AGM**”) and contained the resolutions to be considered by the shareholders of the Company at the AGM.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT the AGM will be held as originally scheduled at Taishan Room, Level 5, Island Shangri-La, Pacific Place, Supreme Court Road, Central, Hong Kong on Tuesday, 27 June 2023 at 11:00 a.m.. In addition to the resolutions contained in the Notice of AGM, the following resolutions will also be considered:

ORDINARY RESOLUTIONS

3. To consider the re-election of the Directors, each as a separate resolution:
 - (iii) To re-elect Mr. Zhu Jianbiao as an independent non-executive Director; and
 - (iv) To re-elect Mr. Liu Guoxi as a non-executive Director.

For and on behalf of
Beijing Energy International Holding Co., Ltd.
Zhang Ping
Chairman of the Board

Hong Kong, 9 June 2023

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Details of the ordinary resolutions stated above are set out in the supplemental circular of the Company dated 9 June 2023 (the “**Supplemental Circular**”). A revised form of proxy containing the above ordinary resolutions are enclosed with the Supplemental Circular. Please refer to the section headed “Annual General Meeting and Revised Form of Proxy” on pages 5 to 6 of the Supplemental Circular for arrangements on the completion and submission of the revised form of proxy.
2. Apart from the newly added ordinary resolution and other information as set out in the Supplemental Circular, all other matters to be dealt with at the AGM remain unchanged. For details of the other resolutions to be considered and approved at the AGM, eligibility for attending the AGM, closure of register of members and other relevant matters, please refer to the circular of the Company dated 25 May 2023.
3. As at the date hereof, the Board comprises:

Executive Directors:

Mr. Zhang Ping (*Chairman*)
Mr. Lu Zhenwei

Independent Non-executive Directors:

Ms. Jin Xinbin
Ms. Li Hongwei
Mr. Zhu Jianbiao

Non-executive Directors:

Mr. Liu Guoxi
Mr. Su Yongjian
Mr. Li Hao
Mr. Lu Xiaoyu