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(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01250)

COMPLETION OF SUBSCRIPTION FOR TRANCHE C PREFERENCE SHARES

Reference is made to the announcements of Beijing Enterprises Clean Energy Group Limited (the “**Company**”) dated 2 February 2015 and 6 May 2015 (the “**Announcements**”), and the circular of the Company dated 10 April 2015 in respect of the subscription of the New Ordinary Shares and the Preference Shares. Unless otherwise stated, terms used in this announcement shall have the same meanings as those defined in the Announcements.

COMPLETION OF SUBSCRIPTION FOR TRANCHE C PREFERENCE SHARES

The Board is pleased to announce that the completion of subscription (the “**Tranche C Completion**”) for an aggregate of 9,499,867,560 Preference Shares (the “**Tranche C Preference Shares**”) took place on 7 November 2016 (being the first business day after the 183rd day from the first anniversary of the Completion Date) at the Subscription Price of HK\$0.079 per Preference Share, pursuant to the terms of the subscription agreement entered into between the Company and the Subscribers dated 9 December 2014 in respect of the Subscription, as supplemented by subsequent supplemental agreements. The aggregate Subscription Price amounted to approximately HK\$750.5 million.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below for illustrative purposes is the shareholding structure of the Company: (i) immediately before the Tranche C Completion (assuming conversion in full of the Completion Tranche Preference Shares, the Tranche A Preference Shares and the Tranche B Preference Shares); and (ii) immediately after the Tranche C Completion (assuming full conversion of the Completion Tranche Preference Shares, the Tranche A Preference Shares, the Tranche B Preference Shares and the Tranche C Preference Shares), assuming no other Ordinary Shares will be issued between the date of this announcement and the date on which all the Completion Tranche Preference Shares, Tranche A Preference Shares, Tranche B Preference Shares and Tranche C Preference Shares have been fully converted (*Note 1*):

Shareholders	Immediately before Tranche C Completion (assuming conversion in full of the Completion Tranche Preference Shares, the Tranche A Preference Shares and the Tranche B Preference Shares)		Immediately after Tranche C Completion (assuming conversion in full of the Completion Tranche Preference Shares, the Tranche A Preference Shares, the Tranche B Preference Shares and the Tranche C Preference Shares)	
	<i>Number of Ordinary Shares</i>	<i>Approximate %</i>	<i>Number of Ordinary Shares</i>	<i>Approximate %</i>
The First Subscriber	12,405,063,300	30.63	15,949,367,100	31.90
The Second Subscriber	5,316,455,700	13.13	6,835,443,040	13.67
The Third Subscriber	5,316,455,690	13.13	6,835,443,030	13.67
Zihua Investments Limited (<i>Note 2</i>)	1,400,000,000	3.46	1,800,000,000	3.60
Maolin Investments Limited (<i>Note 3</i>)	864,695,560	2.14	1,128,108,570	2.26
Tenson Investment Limited (<i>Note 4</i>)	1,117,253,160	2.76	1,436,468,350	2.87
Bestech (<i>Note 5</i>)	558,537,980	1.38	718,120,260	1.44
Ocean Ahead	2,279,580,000	5.63	2,279,580,000	4.56
Tuspark Technology Innovation Ltd. (<i>Note 6</i>)	4,045,000,000	9.99	4,045,000,000	8.09
Other subscribers of Tranche C Preference Shares and other Public Shareholders	7,191,495,080	17.75	8,966,873,680	17.94
Total:	<u>40,494,536,470</u>	<u>100.00</u>	<u>49,994,404,030</u>	<u>100.00</u>

Notes:

1. As at the date of this announcement, 11,855,275,804 of the Completion Tranche Preference Shares, Tranche A Preference Shares and Tranche B Preference Shares have been converted after the Completion Date and there are a total of 33,236,728,714 Ordinary Shares in issue.
2. Zihua Investments Limited is controlled by Mr. Hu Xiaoyong, an executive Director and the chairman of the Company.
3. Maolin Investments Limited is controlled by Mr. Li Haifeng, an executive director and vice president of Beijing Enterprises Water Group Limited and is therefore presumed to be a party acting in concert with the First Subscriber under the Takeovers Code.
4. Tenson Investment Limited is controlled by Mr. Zhou Min, an executive director of Beijing Enterprises Water Group Limited and is therefore presumed to be a party acting in concert with the First Subscriber under the Takeovers Code.
5. Bestech is controlled by Mr. Wang Ye, an executive Director of the Company.
6. On 22 August 2016, 4,045,000,000 new ordinary shares of the Company were allotted and issued to Tuspark Technology Innovation Ltd.. Details of which are set out in the Company's announcements dated 20 July 2016 and 22 August 2016.

By Order of the Board
Beijing Enterprises Clean Energy Group Limited
Hu Xiaoyong
Chairman

Hong Kong, 8 November 2016

As at the date of this announcement, the Board comprises seven directors, namely Mr. Hu Xiaoyong, Mr. Shi Xiaobei, Mr. Liang Yongfeng and Mr. Wang Ye as executive directors of the Company; and Mr. Li Fujun, Mr. Xu Honghua and Mr. Chiu Kung Chik as independent non-executive directors of the Company.