
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer 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 Enterprises Clean Energy Group Limited (the “Company”), you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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)

- (1) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE NEW SHARES AND BUY-BACK SHARES,
(2) EXTENSION OF GENERAL MANDATE TO ISSUE SHARES,
(3) REFRESHMENT OF THE SCHEME MANDATE LIMIT,
(4) RE-ELECTION OF RETIRING DIRECTORS
AND
(5) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company to be held on 24 May 2016 (Tuesday) at 4:00 p.m. at 66th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong is set out on pages 18 to 23 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Hong Kong share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting thereof should you so desire.

22 April 2016

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I – EXPLANATORY STATEMENT	9
APPENDIX II – DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM	13
NOTICE OF ANNUAL GENERAL MEETING	18

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be held on 24 May 2016 (Tuesday) at 4:00 p.m. at 66th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong;
“AGM Notice”	the notice convening the AGM set out on pages 18 to 23 of this circular;
“Articles”	the articles of association of the Company currently in force;
“Board”	the board of Directors;
“Company”	Beijing Enterprises Clean Energy Group Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange;
“close associates”	has the same meaning as defined in the Listing Rules;
“core connected person”	has the same meaning as defined in the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	the general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot and issue Shares set out as resolution no.4 in the AGM Notice, and by an additional number representing the total number of Shares bought back by the Company pursuant to the Share Buy-back Mandate, if any;
“Latest Practicable Date”	18 April 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China, and for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan;
“RMB”	Renminbi, the lawful currency of the PRC;
“Scheme Mandate Limit”	the maximum number of Shares which may be allotted and issued upon the exercise of all the share options to be granted under the Share Option Scheme or such other schemes of the Company which, if refreshed, shall not in aggregate exceed 10% of the aggregate nominal amount of the issued Shares of the Company as at the date of the AGM;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.001 each in the capital of the Company;
“Share Buy-back Mandate”	the general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to buy-back Shares set out as resolution no. 5 in the AGM Notice;
“Shareholder(s)”	holder(s) of (a) Share(s);
“Share Option Scheme”	the share option scheme of the Company adopted on 11 June 2013;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs published by Securities and Futures Commission of Hong Kong; and
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Hu Xiaoyong
Mr. Shi Xiaobei
Mr. Liang Yongfeng
Mr. Wang Ye

Registered Office:

PO Box 1350
Clifton House, 75 Fort Street
Grand Cayman, KY1-1108
Cayman Islands

Independent non-executive Directors:

Mr. Tam Tak Kei Raymond
Professor Lam Sing Kwong Simon
Mr. Xu Honghua

Principal Place of Business in Hong Kong:

Rooms 6706-07, 67th Floor, Central Plaza
18 Harbour Road, Wanchai
Hong Kong

22 April 2016

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE NEW SHARES AND BUY-BACK SHARES,
(2) EXTENSION OF GENERAL MANDATE TO ISSUE SHARES,
(3) REFRESHMENT OF THE SCHEME MANDATE LIMIT,
(4) RE-ELECTION OF RETIRING DIRECTORS
AND
(5) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide Shareholders with information in respect of certain resolutions to be proposed at the AGM for (i) the grant of the Issue Mandate and the Share Buy-back Mandate; (ii) the extension of the Issue Mandate by addition thereto of the total number of Shares bought back by the Company pursuant to the Share Buy-back Mandate; (iii) the refreshment of the Scheme Mandate Limit; and (iv) the re-election of the retiring Directors. A notice of the AGM containing the resolutions to be proposed at the AGM is set out on pages 18 to 23 of this circular.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE NEW SHARES AND BUY-BACK SHARES

The Company's existing mandates to issue and buy-back Shares were approved by the Shareholders on 22 June 2015. Such mandate has not yet been utilized and will lapse at the conclusion of the forthcoming AGM. In order to give the Company flexibility to issue and buy-back Shares if and when appropriate, ordinary resolutions will be proposed at the AGM to approve the granting of new general mandates:

- (i) to allot, issue and otherwise deal with new Shares with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the issued Shares of the Company as at the date of passing the proposed resolution at the AGM; and
- (ii) to buy-back Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the issued Shares of the Company as at the date of passing the proposed resolution at the AGM.

Further, subject to the passing of the aforesaid resolutions of the Issue Mandate and the Share Buy-back Mandate, a separate ordinary resolution will be proposed at the AGM to extend the number of Shares to be allotted and issued under the Issue Mandate by adding the number of Shares bought back by the Company pursuant to the Share Buy-back Mandate (if granted to the Directors at the AGM).

The Directors have no present intention to exercise the Issue Mandate or the Share Buy-back Mandate (if granted to the Directors at the AGM).

As at the Latest Practicable Date, a total of 17,869,197,520 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued and/or bought back by the Company prior to the AGM, the Company will be allowed to issue a maximum of 3,573,839,504 Shares representing 20% of the aggregate nominal amount of the issued Shares of the Company as at the date of the AGM. Subject to the passing of the proposed resolution granting the Share Buy-back Mandate and on the basis that no Shares will be issued and/or bought back by the Company prior to the AGM, the Company will be allowed to buy-back a maximum of 1,786,919,752 Shares representing 10% of the aggregate nominal amount of the issued Shares of the Company as at the date of the AGM.

LETTER FROM THE BOARD

The Issue Mandate (including the extended Issue Mandate) and the Share Buy-back Mandate, if granted, shall continue to be in force during the period from the date of passing of the resolutions for the approval of the Issue Mandate (including the extended Issue Mandate) and the Share Buy-back Mandate up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Articles to be held; or (iii) the revocation or variation of the Issue Mandate (including the extended Issue Mandate) or the Share Buy-back Mandate (as the case may be) by ordinary resolution of the Shareholders in a general meeting, whichever occurs first.

An explanatory statement containing information regarding the Share Buy-back Mandate is set out in Appendix I to this circular.

REFRESHMENT OF THE SCHEME MANDATE LIMIT OF THE SHARE OPTION SCHEME

The Board proposes to seek the approval of the Shareholders to refresh the 10% Scheme Mandate Limit of the Share Option Scheme. The Share Option Scheme was adopted by the Company on 11 June 2013 by a resolution in writing passed by the Shareholders prior to the listing of the Shares on the Stock Exchange.

On 6 February 2015, the Company announced a share subdivision of each of the existing and unissued shares of the Company of par value of HK\$0.01 each in the share capital of the Company be subdivided into ten (10) subdivided shares of par value of HK\$0.001 each (the “**Share Subdivision**”). The Share Subdivision was completed on 5 March 2015. Under the current Scheme Mandate Limit of the Share Option Scheme, the Directors were authorised to grant options to subscribe for up to 320,000,000 Shares, representing 10% of the Shares in issue as at the date of listing of the Shares (as adjusted by the Share Subdivision). Since the adoption date of the Share Option Scheme on 11 June 2013 to the Latest Practicable Date, no share option has been granted, exercised, cancelled or lapsed, and there was no outstanding option under the Share Option Scheme as at the Latest Practicable Date.

As a result of the subscription for new ordinary Shares and preference shares of the Company as set out in the announcements of the Company dated 2 February 2015 and 6 May 2015 and the circular of the Company dated 10 April 2015, and the subsequent exercise of conversion rights by such subscribers to convert preference shares of the Company to ordinary Shares, the existing Scheme Mandate Limit available to be granted to eligible persons (including employees and Directors) represents only approximately 1.8% of the total number of Shares in issue as at the Latest Practicable Date. In order to provide the Company with greater flexibility in granting share options to eligible persons of the Company under the Share Option Scheme, the Board proposes to seek approval from the Shareholders in relation to the refreshment of the Scheme Mandate Limit of

LETTER FROM THE BOARD

the Share Option Scheme up to 10% of the aggregate nominal amount of the issued Shares of the Company as at the date of the AGM. The Directors consider that the additional flexibility to be able to offer more share options is an important factor for the Company to attract potential recruits and to retain existing employees and officers of the Company. As such, the Directors consider that such refreshment of the Scheme Mandate Limit of the Share Option Scheme is in the interests of the Company and the Shareholders as a whole.

Based on 17,869,197,520 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued or bought back by the Company and no share options are being exercised or granted prior to the AGM, upon the approval of the refreshment of the Scheme Mandate Limit of the Share Option Scheme, the Company will be authorised to grant options entitling the holders of the options to subscribe for a maximum of 1,786,919,752 Shares, representing 10% of the aggregate nominal amount of the issued Shares of the Company as at the date of the passing of the resolution to refresh the Scheme Mandate Limit.

Share options previously granted under the Share Option Scheme and any other share option scheme(s) of the Company, including without limitation those outstanding, exercised, cancelled or lapsed in accordance with the Share Option Scheme or such other schemes of the Company will not be counted for the purpose of the proposed refreshment.

No share options may be granted if this will result in the number of Shares which may be issued upon exercise of all outstanding share options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company exceeding 30% of the aggregate nominal amount of the issued Shares of the Company from time to time. Save for the Share Option Scheme, the Company has no other share option schemes as at the Latest Practicable Date.

The refreshment of the Scheme Mandate Limit is conditional upon:

- (i) the Shareholders passing an ordinary resolution to approve the refreshment of Scheme Mandate Limit at the AGM; and
- (ii) the Listing Committee of the Stock Exchange granting an approval for the listing of, and permission to deal in the Shares to be issued pursuant to the exercise of any options that may be granted under the refreshed Scheme Mandate Limit of the Share Option Scheme.

Application will be made to the Listing Committee of the Stock Exchange for granting of the listing of, and permission to deal in, the Shares (representing a maximum of 10% of the aggregate nominal amount of the issued Shares as at the date of the AGM) to be issued pursuant to the exercise of any options that may be granted under the refreshed Scheme Mandate Limit of the Share Option Scheme and all other share option scheme(s) of the Company.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 112 of the Articles, Mr. Wang Ye shall retire from office as Director at the AGM and being eligible, offers himself for re-election.

Mr. Liang Yongfeng, Professor Lam Sing Kwong Simon and Mr. Tam Tak Kei Raymond will retire from office as Directors at the AGM. All of them, being eligible, offer themselves for re-election. Pursuant to Article 108(a) of the Articles, at each annual general meeting, one third of the Directors for the time being will retire from office by rotation. However, if the number of Directors is not a multiple of three, then the number nearest to but not less than one third shall be the number of retiring Directors. The Directors who shall retire in each year will be those who have been longest in the office since their last re-election or appointment but as between persons who become or were last re-elected Directors on the same day those to retire will (unless they otherwise agree among themselves) be determined by lot.

Particulars of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

AGM

A notice convening the AGM to be held on 24 May 2016 (Tuesday) at 4:00 p.m. at 66th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong is set out on pages 18 to 23 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

In accordance with Rule 13.39(4) of the Listing Rules, a poll will be required on each of the resolutions set out in the AGM Notice.

You will find enclosed a form of proxy for use at the AGM. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Hong Kong share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so desire.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This 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 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 circular misleading.

RECOMMENDATION

The Directors consider that the granting of the Issue Mandate, the Share Buy-back Mandate, the extension of the Issue Mandate, the refreshment of the Scheme Mandate Limit and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions as set out in the AGM Notice to be proposed at the AGM.

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

This appendix includes an explanatory statement required by the Stock Exchange to be presented to the Shareholders concerning the Share Buy-back Mandate proposed to be granted to the Directors in the AGM.

1. STOCK EXCHANGE RULES FOR BUY-BACK OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to buy-back their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed buy-back of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution at a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be bought back must be fully paid up.

2. FUNDING AND IMPACT OF SHARE BUY-BACK

Any buy-back will be made out of funds which are legally available for the purpose in accordance with the Articles, the Listing Rules and the applicable laws of the Cayman Islands. As compared with the financial position of the Company as at 31 December 2015 (being the date to which the latest audited accounts of the Company have been made up), the Directors consider that there would not be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed buy-back were to be carried out in full during the proposed buy-back period.

The Directors do not propose to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

3. REASONS FOR BUY-BACK

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to buy-back Shares on the market. Such buy-back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earning per Share and will only be made when the Directors believe that such buy-back will benefit the Company and the Shareholders.

4. SHARE CAPITAL

As at the Latest Practicable Date, the issued Shares of the Company comprised 17,869,197,520 Shares.

Subject to the passing of the relevant ordinary resolutions to approve the general mandates to issue and buy-back Shares and on the basis that no further Shares are issued or bought back between the Latest Practicable Date and the AGM, the Directors would be authorised to exercise the powers of the Company to buy-back a maximum of 1,786,919,752 Shares, representing 10% of the aggregate nominal amount of the issued Shares of the Company as at the date of the AGM.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to buy-back Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and its Articles.

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a buy-back of Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase of the shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date and to the best knowledge and belief of the Directors, Fast Top Investment Limited, CPE China Fund II, L.P., CPE China Fund IIA, L.P., 北京中信投資中心(有限合夥)(CITIC Private Equity Fund III (RMB)*) and their respective concert parties (including Zhihua Investments Limited, Maolin Investments Limited and Tenson Investment Limited) are parties acting in concert with respect to the Company, and they held 11,257,098,740 Shares, representing approximately 63.0% of the total number of issued Shares of the Company. In the event that the Share Buy-back Mandate was exercised in full, they will in aggregate be interested in Shares representing approximately 70.0% of the issued Shares of the Company.

* For identification purpose only

On the basis of the aforesaid increase of shareholding, the Directors are not aware of any consequences of such buy-back of Shares that would result in a Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Share Buy-back Mandate was exercised in full. Moreover, the Directors do not intend to exercise the power to buy-back Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, approximately 26.9% of the Company's total issued Shares was held by the public. On the basis that no Shares are issued or bought back from the public by the Company prior to the date of the AGM, the exercise of the Share Buy-back Mandate in full would result in insufficient public float of the Company. The Directors have no intention to exercise the Share Buy-back Mandate to such an extent that results in a public shareholding of less than the minimum public float requirement of 25% of the total issued Share capital of the Company.

7. DIRECTORS, THEIR ASSOCIATES AND CORE CONNECTED PERSONS

To the best of their knowledge and belief, having made all reasonable enquiries, none of the Directors nor, any of their respective close associates (as defined in the Listing Rules) have any present intention, in the event that the granting of the proposed Share Buy-back Mandate is approved by the Shareholders, to sell Shares to the Company. No core connected person (as defined in the Listing Rules) of the Company has notified the Company that they have a present intention to sell any Shares held by them to the Company nor have they undertaken not to sell any Shares held by them to the Company in the event that the Company is authorised to buy-back Shares.

8. SHARE BUY-BACK MADE BY THE COMPANY

No buy-back of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months ended on the Latest Practicable Date.

9. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date were as follows:

	Price Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2015		
April	1.170	0.380
May	1.730	0.690
June	1.920	1.340
July	1.620	0.485
August	1.230	0.680
September	1.550	0.670
October	1.020	0.670
November	0.770	0.570
December	1.300	0.570
2016		
January	0.630	0.370
February	0.550	0.380
March	0.500	0.450
April (till the Latest Practicable Date)	0.520	0.455

Source: <http://www.hkex.com.hk>

Set out below are details of the proposed Directors to be re-elected at the AGM.

EXECUTIVE DIRECTORS

Mr. Wang Ye (“Mr. Wang”), aged 62, was appointed as the president of the Company on 6 May 2015 and was appointed as the executive director of the Company on 13 October 2015. Mr. Wang is responsible for the implementation of the development strategy for the Company’s photovoltaic power business. Mr. Wang is a senior engineer and has received rigorous professional training on nuclear power plants in France and became one of the first generation of nuclear power experts in the PRC. Mr. Wang joined the Company in May 2015 and has over five years of working experience in the photovoltaic power industry. Prior to joining the Company, Mr. Wang was the technology director of 中廣核太陽能開發有限公司 (CGN Solar Energy Development Co., Ltd.*) from October 2009 to March 2014, of which, Mr. Wang was responsible for the construction of nearly 30 photovoltaic power plants in the PRC with the aggregate installed capacity amounting to 600 megawatt. Mr. Wang has also been involved in research projects in relation to the photovoltaic power generation technology, and has participated in the preparation and review of several national standards in the photovoltaic power generation field in the PRC; he also led the writing of the technical codes of photovoltaic power generation equipment, which have been widely adopted in the photovoltaic power generation industry. In 2011, Mr. Wang was appointed by 青海省能源開發建設協調領導小組 (Cooperative Lead Group of Energy Development and Construction of the Qinghai Province*) as a committee expert and he is the prestigious technical expert in the photovoltaic power generation field in the PRC.

As at the Latest Practicable Date, 北京倍思泰科新能源科技開發有限公司 (Beijing Bestech New Energy Technology Development Co., Ltd.*) (“**Bestech**”), a company incorporated in the PRC of which Mr. Wang is its controlling shareholder, (i) holds 398,955,700 ordinary shares of the Company; and (ii) has agreed to further subscribe for an aggregate of 398,955,700 preference shares of the Company in accordance with the terms of the subscription agreement dated 9 December 2014 (as amended from time to time). Further details of the terms of the subscription agreement are set out in the circular of the Company dated 10 April 2015.

Mr. Wang has entered into a director’s service agreement with the Company as an executive Director for a term of 3 years, which is determinable by either party serving on the other not more than one year’s written notice, subject to retirement by rotation and re-election in accordance with the Articles and the Listing Rules. Pursuant to the service agreement, Mr. Wang is entitled to an annual remuneration of HK\$144,000 per annum as the executive Director of the Company, which is determined with reference to the prevailing market conditions and his roles and responsibilities in the Company.

* *For identification purpose only*

Save as disclosed above, Mr. Wang (i) does not hold any other position in the Group, nor does he have any relationship with any Director, senior management, substantial Shareholder or controlling Shareholder; (ii) has not held any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments and professional qualifications; and (iii) does not have, and is not deemed to have, any interests in any shares, underlying shares or debentures (as defined under Part XV of the SFO) of the Company.

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

Mr. Liang Yongfeng (“Mr. Liang”), aged 47, was appointed as an executive director of the Company on 6 May 2015 and was appointed as the chief executive officer of the Company on 27 May 2015. Mr. Liang holds a master’s degree of software engineering granted by Beihang University (北京航空航天大學) in 2012. Mr. Liang worked with 北京市機械進出口公司 (Beijing City Machinery Import and Export Corporation*) in respect of international trading from 1991 to 1995. Since May 1995, Mr. Liang has worked with Beijing Holdings Limited (京泰實業(集團)有限公司) as a managing director of Beijing Holdings International Trading Limited (北京京泰國際貿易有限公司), one of the subsidiaries of Beijing Holdings Limited. From May 1995 to February 2015, Mr. Liang was also a general manager of BHL Taipei Limited (京泰發展有限公司), one of the subsidiaries of Beijing Holdings Limited. He has approximately 20 years’ experience in the fields of international energy trading, industrial investments, operation and business management.

Mr. Liang has entered into a director’s service agreement with the Company as an executive Director for a term of 3 years, which is determinable by either party serving on the other not more than one year’s written notice, subject to retirement by rotation and re-election in accordance with the Articles and the Listing Rules. Mr. Liang has also entered into a service agreement in relation to appointment as the chief executive officer with the Company for a term of 3 years, which is determinable by either party serving on the other not more than one year’s written notice. Pursuant to the service agreements, Mr. Liang is entitled to an annual remuneration of HK\$144,000 per annum and HK\$1,380,000 per annum as the executive Director and as the chief executive officer of the Company, respectively, which is determined with reference to the prevailing market conditions and his roles and responsibilities in the Group.

Save as disclosed above, Mr. Liang (i) does not hold any position in the Company or any of its subsidiaries nor have any relationship with any Director, senior management, substantial Shareholder or controlling Shareholder; (ii) has not held any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments and professional qualifications; and (iii) does not have, and is not deemed to have, any interests in any shares, underlying shares or debentures (as defined under Part XV of the SFO) of the Company.

* For identification purpose only

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

INDEPENDENT NON-EXECUTIVE DIRECTORS

Professor Lam Sing Kwong Simon (“**Professor Lam**”), aged 57, was appointed as an independent non-executive Director on 10 June 2013. Professor Lam is the chairman of the remuneration committee of the Company and the member of audit committee of the Company. Professor Lam obtained a doctorate degree in commerce from the Faculty of Economics and Commerce at The Australian National University in April 1996. Professor Lam joined The University of Hong Kong as a full-time teaching staff in September 1989 and is now the Professor of Management at the Faculty of Business and Economics of The University of Hong Kong. He has published a number of academic papers and case analysis in the topics of corporate strategy, organisation development and operations management. Before joining The University of Hong Kong, Professor Lam had worked as a Regional Support Manager for the Canadian Imperial Bank of Commerce from 1987 to 1989.

Since May 2009, Professor Lam has been an independent non-executive director of Overseas Chinese Town (Asia) Holdings Limited (stock code: 03366), whose shares are listed on the Main Board of the Stock Exchange. Professor Lam was appointed as an independent non-executive director of Sinomax Group Limited (stock code: 01418), King Force Security Holdings Limited (stock code: 08315), Chun Sing Engineering Holdings Limited (stock code: 02277) and Kwan On Holdings Limited (stock code: 08305), with effect from March 2014, July 2014, December 2014 and March 2015, respectively. The shares of Sinomax Group Limited and Chun Sing Engineering Limited are listed on the Main Board of the Stock Exchange on July 2014 and December 2014 respectively. The shares of King Force Security Holdings Limited and Kwan On Holdings Limited are listed on the Growth Enterprise Market of the Stock Exchange on August 2014, and March 2015 respectively. Professor Lam was also appointed as an independent non-executive director of Glory Flame Holdings Limited (stock code: 08059) since August 2014, until his resignation with effect from March 2016. The shares of Glory Flame Holdings Limited are listed on the Growth Enterprise Market of the Stock Exchange on August 2014.

Professor Lam has entered into a letter of appointment with the Company for a term 3 years, which is determinable by either party serving on the other not more than one year’s written notice, subject to retirement by rotation and re-election in accordance with the Articles. Pursuant to the letter of appointment, Professor Lam is entitled to receive an annual remuneration of HK\$144,000 per annum, which is determined with reference to his duties and responsibilities within the Company.

Save as disclosed above, Professor Lam (i) does not hold any position in the Company or any of its subsidiaries nor have any relationship with any Director, senior management, substantial Shareholder or controlling Shareholder; (ii) has not held any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments and professional qualifications; and (iii) does not have, and is not deemed to have, any interests in any shares, underlying shares or debentures (as defined under Part XV of the SFO) of the Company.

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

Mr. Tam Tak Kei, Raymond (“**Mr. Tam**”), aged 52, was appointed as an independent non-executive Director on 10 June 2013. Mr. Tam is the chairman of the audit committee of the Company and the member of the nomination committee of the Company. Mr. Tam graduated from University of Kent at Canterbury in the United Kingdom with a Bachelor of Arts degree in accounting with computing in July 1985. He has been a member of The Institute of Chartered Accountants in England and Wales since 1990 and a member of the Hong Kong Institute of Certified Public Accountants since 1995. Mr. Tam acted as the financial controller of international law firms for nine years and has over 28 years of professional accounting experience and is currently the finance director of a Hong Kong-based auction company and the company secretary of Branding China Group Limited (stock code: 00863). Mr. Tam also acts as an independent non-executive director of CNQC International Holdings Limited (formerly known as Sunley Holdings Limited) (stock code: 01240) since September 2012, Vision Fame International Holding Limited (stock code: 01315) since December 2011, Tianjin Jinran Public Utilities Company Limited (formerly known as Tianjin Tianlian Public Utilities Company Limited) (stock code: 01265, formerly 08290) since February 2011 and Ngai Shun Holdings Limited (stock code: 01246) since September 2013, until his resignation with effect from 16 June 2015 and 15 July 2015 respectively. Mr. Tam had been an independent non-executive director of Digital Domain Holdings Limited (formerly known as Sun Innovation Holdings Limited), shares of which are listed on the Main Board of the Stock Exchange (stock code: 00547) and Zebra Strategic Holdings Limited (stock code 08260), until his resignation with effect from 9 August 2013 and 10 September 2014 respectively. Mr. Tam was appointed as the chief financial officer of King Force Security Holdings Limited, shares of which are listed on the Growth Enterprise Market of the Stock Exchange (stock code: 08315) on 20 August 2014, with effect from April 2014 and has tendered his resignation with effect from 1 December 2014.

Mr. Tam has entered into a letter of appointment with the Company for a term 3 years, which is determinable by either party serving on the other not more than one year's written notice, subject to retirement by rotation and re-election in accordance with the Articles. Pursuant to the letter of appointment, Mr. Tam is entitled to receive an annual remuneration of HK\$144,000 per annum, which is determined with reference to his duties and responsibilities within the Company.

Save as disclosed above, Mr. Tam (i) does not hold any position in the Company or any of its subsidiaries nor have any relationship with any Director, senior management, substantial Shareholder or controlling Shareholder; (ii) has not held any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments and professional qualifications; and (iii) does not have, and is not deemed to have, any interests in any shares, underlying shares or debentures (as defined under Part XV of the SFO) of the Company.

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

NOTICE OF ANNUAL GENERAL MEETING



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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “Meeting”) of Beijing Enterprises Clean Energy Group Limited (the “**Company**”) will be held on 24 May 2016 (Tuesday) at 4:00 p.m. at 66th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated accounts and reports of the directors of the Company (the “**Directors**”) and auditors of the Company and its subsidiaries for the year ended 31 December 2015.
2. To re-appoint Ernst & Young as auditors to the Company and to authorise the board of directors of the Company to fix their remuneration.
3.
 - (a) To re-elect Mr. Wang Ye as an executive Director and to authorize the board of directors of the Company to fix his director’s remuneration;
 - (b) To re-elect Mr. Liang Yongfeng as an executive Director and to authorize the board of directors of the Company to fix his director’s remuneration;
 - (c) To re-elect Mr. Tam Tak Kei Raymond as an independent non-executive Director and to authorize the board of directors of the Company to fix his director’s remuneration; and
 - (d) To re-elect Professor Lam Sing Kwong Simon as an independent non-executive Director and to authorize the board of directors of the Company to fix his director’s remuneration.

NOTICE OF ANNUAL GENERAL MEETING

4. **“THAT:**
- (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
 - (B) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might or would require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional shares in the capital of the Company) during or after the end of the Relevant Period;
 - (C) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to subscribe for shares in the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend in accordance with the articles of association of the Company from time to time, shall not exceed 20% of the aggregate nominal amount of the issued Shares of the Company at the time of passing this resolution and the said approval shall be limited accordingly; and
 - (D) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Company's articles of association to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

5. **“THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to buy-back issued Shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to buy-back such shares are subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby, generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to buy-back its shares at a price determined by the Directors;

NOTICE OF ANNUAL GENERAL MEETING

(C) the aggregate nominal amount of Shares of the Company bought-back or agreed conditionally or unconditionally to be bought-back by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued Shares of the Company as at the time of passing this resolution and the said approval shall be limited accordingly; and

(D) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Company’s articles of association to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

6. “**THAT** conditional upon the passing of Resolutions No. 4 and No. 5 as set out in this notice convening the Meeting of which this Resolution forms part, the general mandate granted to the Directors pursuant to Resolution No. 4 as set out in this notice convening the Meeting of which this Resolution forms part be and is hereby extended by the addition thereto of an amount representing the aggregate numbers of Shares bought-back by the Company under the authority granted pursuant to Resolution No. 5 as set out in this notice convening the Meeting of which this Resolution forms part, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued Shares of the Company as at the date of passing this Resolution.”

NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT**, subject to and conditional upon the Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in the Shares to be issued pursuant to the exercise of options that may be granted under the Refreshed Scheme Mandate Limit (as defined below), the refreshment of the limit in respect of the grant of share options under the share option scheme of the Company adopted on 11 June 2013 (the “**Share Option Scheme**”) be and is hereby approved provided that:
- (a) the total number of Shares which may be allotted and issued upon exercise of all options to be granted under the Share Option Scheme after the date of the passing of this resolution, together with all options to be granted under any other share option scheme(s) of the Company on or after the date of passing this resolution, shall not exceed 10 % of the aggregate nominal amount of the issued Shares of the Company as at the date of passing this resolution (the “**Refreshed Scheme Mandate Limit**”); and
 - (b) options granted prior to the date of passing this resolution under the Share Option Scheme or any other share option scheme(s) of the Company (including without limitation those outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme or such other scheme(s) of the Company) shall not be counted for the purpose of calculating the Refreshed Scheme Mandate Limit and any Director be and is hereby authorised to do such act and execute such document to effect the Refreshed Scheme Mandate Limit.”

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

Hong Kong, 22 April 2016

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.

NOTICE OF ANNUAL GENERAL MEETING

3. To be valid, the instrument appointing a proxy and (if required by the board of the 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 office of the Hong Kong share registrar and transfer office of the Company, 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 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
5. Where there are joint holders of any shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she 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.
6. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
7. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against the ordinary resolution no. 5 as set out in this notice is enclosed in the circular of the Company dated 22 April 2016.
8. The transfer books and Register of Members of the Company will be closed from 19 May 2016 (Thursday) to 24 May 2016 (Tuesday), both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending and voting at the Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the office of the Hong Kong share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on 18 May 2016 (Wednesday).
9. Details of each of Mr. Wang Ye, Mr. Liang Yongfeng, Professor Lam Sing Kwong Simon and Mr. Tam Tak Kei Raymond proposed to be re-elected as a director of the Company at the Meeting are set out in Appendix II to the circular of the Company dated 22 April 2016.
10. A form of proxy for use at the Meeting is enclosed with the circular of the Company dated 22 April 2016.

As at the date of this Circular, the Board comprises seven Directors, namely Mr. Hu Xiaoyong, Mr. Shi Xiaobei, Mr. Liang Yongfeng and Mr. Wang Ye as executive Directors; and Mr. Tam Tak Kei Raymond, Professor Lam Sing Kwong Simon and Mr. Xu Honghua as independent non-executive Directors.