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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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.

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**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 DIRECTORS  
AND  
(5) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company to be held on Wednesday, 31 May 2017 at 4:00 p.m. at 66th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong is set out on pages 22 to 27 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it 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 or any adjournment thereof. 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.

27 April 2017

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## DEFINITIONS

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*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 Wednesday, 31 May 2017 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 22 to 27 of this circular;
“Articles”	the articles of association of the Company as amended from time to time;
“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 associate(s)”	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, issue or otherwise deal with new Shares set out as resolution no. 4 in the AGM Notice;

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## DEFINITIONS

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“Latest Practicable Date”	21 April 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“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 total number of 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;

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## DEFINITIONS

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“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong; and
“%”	per cent.

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## LETTER FROM THE BOARD

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# 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. Huang Weihua

Mr. Wang Ye

Mr. Wen Hui

*Registered Office:*

PO Box 1350

Clifton House, 75 Fort Street

Grand Cayman, KY1-1108

Cayman Islands

*Independent non-executive Directors:*

Mr. Li Fujun

Mr. Xu Honghua

Mr. Chiu Kung Chik

*Principal Place of Business in Hong Kong:*

Rooms 6706-07, 67th Floor, Central Plaza

18 Harbour Road, Wanchai

Hong Kong

27 April 2017

*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 DIRECTORS  
AND  
(5) NOTICE OF ANNUAL GENERAL MEETING**

### INTRODUCTION

The purpose of this circular is to provide you with the AGM Notice and the information in respect of the 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 Directors. The AGM Notice containing the resolutions to be proposed at the AGM is set out on pages 22 to 27 of this circular.

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## LETTER FROM THE BOARD

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This circular contains an explanatory statement and gives all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against those resolutions.

### 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 24 May 2016. Such mandates will lapse at the conclusion of the forthcoming AGM. In order to give the Company flexibility to issue and buy-back Shares as 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 not exceeding 20% of the total number of issued Shares of the Company as at the date of passing the proposed ordinary resolution at the AGM; and
- (ii) to buy-back Shares not exceeding 10% of the total number of issued Shares of the Company as at the date of passing the proposed ordinary 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 43,305,489,294 Shares were in issue. Subject to the passing of the proposed ordinary 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 8,661,097,858 Shares, representing 20% of the total number of issued Shares of the Company as at the date of passing the relevant proposed resolution at 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 4,330,548,929 Shares, representing 10% of the total number of issued Shares of the Company as at the date of passing the relevant proposed resolution at the AGM.

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## LETTER FROM THE BOARD

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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 proposed ordinary resolutions at the AGM 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 resolutions of the Shareholders in a general meeting, whichever occurs first.

An explanatory statement as required by the Listing Rules 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 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. Apart from the Share Option Scheme, there are no other share option schemes adopted by the Company.

The existing Scheme Mandate Limit was refreshed on 24 May 2016, pursuant to which the Directors were authorised to grant options to subscribe for up to 2,501,418,332 Shares, representing 10% of the Shares in issue as at the date of the annual general meeting of the Company held on 24 May 2016. During the period from 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 (i) the subscription for new preference shares of the Company as set out in the announcements of the Company dated 2 February 2015, 6 May 2015, 5 November 2015, 6 May 2016 and 8 November 2016 and the circular of the Company dated 10 April 2015, (ii) the subscription for new ordinary Shares as set out in the announcements of the Company dated 20 July 2016 and 22 August 2016, and (iii) 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 5.78% 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 further share options to eligible persons (including employees and Directors) 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



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## LETTER FROM THE BOARD

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Mandate Limit of the Share Option Scheme up to 10% of the total number of 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 proposed 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 43,305,489,294 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, the Company will be authorised to grant options entitling the holders of the options to subscribe for a maximum of 4,330,548,929 Shares, representing 10% of the total number of issued Shares of the Company as at the date of the passing of the proposed ordinary 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 total number of issued Shares of the Company from time to time. Save for the Share Option Scheme, the Company has no other share option scheme(s) currently in force as at the Latest Practicable Date.

The proposed 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.

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## **LETTER FROM THE BOARD**

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Application will be made to the Listing Committee of the Stock Exchange for granting of the approval for the listing of, and permission to deal in, the Shares (representing a maximum of 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution at 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.

### **RE-ELECTION OF DIRECTORS**

References are made to the announcement of the Company dated 29 July 2016 in respect of, among other matters, the appointment of each of Mr. Li Fujun and Mr. Chiu Kung Chik as independent non-executive Directors, and the announcement of the Company dated 23 January 2017 in respect of, among other matters, the appointment of each of Mr. Huang Weihua and Mr. Wen Hui as executive Directors.

Pursuant to Article 112 of the Articles, Mr. Li Fujun, Mr. Chiu Kung Chik, Mr. Huang Weihua, and Mr. Wen Hui shall hold office only until the first general meeting of the Company after their appointments (i.e. the AGM) and shall be subject to re-election at that meeting. All of them, being eligible, offer themselves for re-election.

Mr. Hu Xiaoyong, Mr. Shi Xiaobei and Mr. Xu Honghua 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.

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

### **AGM**

The AGM Notice is set out on pages 22 to 27 of this circular for the Shareholders to consider and, if thought fit, pass the resolutions set out therein.

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

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## LETTER FROM THE BOARD

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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 the enclosed form of proxy in accordance with the instructions printed thereon and return it 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 or any adjournment thereof. 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.

### 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 Directors are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of all the 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. LISTING 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 of Shares 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 2016 (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 of Shares 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 of the Company 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 Company 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 43,305,489,294 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 4,330,548,929 Shares, representing 10% of the total number of 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 27,615,079,914 Shares, representing approximately 63.77% 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 70.85% of the issued Shares of the Company.

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. The Directors currently have no intention to exercise the Share Buy-back Mandate to such extent that would trigger a mandatory offer by any Shareholder under Rule 26 of the Takeovers Code or result in the amount of shares held by the public being reduced to less than 25% of the issued Shares of the Company.

#### **7. DIRECTORS, THEIR CLOSE 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 granting of the Share Buy-back Mandate is approved by the Shareholders.

#### **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 preceding 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>
<b>2016</b>		
April	0.520	0.455
May	0.510	0.195
June	0.240	0.189
July	0.215	0.188
August	0.290	0.174
September	0.260	0.215
October	0.255	0.208
November	0.243	0.213
December	0.224	0.181
<b>2017</b>		
January	0.198	0.180
February	0.233	0.182
March	0.237	0.210
April (till the Latest Practicable Date)	0.231	0.203

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

\* For identification purpose only

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

**EXECUTIVE DIRECTORS**

**Mr. Hu Xiaoyong** (“**Mr. Hu**”), aged 52, was appointed as the chairman of the Company and an executive director of the Company in May 2015. Mr. Hu is also the chairman of the nomination committee of the Company. Mr. Hu graduated from the Tsinghua University (清華大學) with an executive master degree of business administration. He has approximately over 20 years’ experience in business management. From 2001 to 2013, Mr. Hu worked with 中科成環保集團有限公司 (Zhong Ke Cheng Environment Protection Group Company Limited\*) as chairman. Since 2007, he has been the vice chairman of the China Environment Service Industry Association (全國工商聯環境服務業商會). Mr. Hu has been an executive director and the chief executive officer of Beijing Enterprises Water Group Limited (stock code: 371), a company listed on the main board of the Stock Exchange, from 1 August 2008 to 30 March 2016. He has been appointed as the honorary chairman of Beijing Enterprises Water Group Limited since 30 March 2016. He is also an executive director of Beijing Enterprises Medical and Health Industry Group Limited (stock code: 2389), a company listed on the main board of the Stock Exchange.

As at the Latest Practicable Date, Zhihua Investments Limited, a company wholly and beneficially owned by Mr. Hu, (i) holds 995,227,370 ordinary shares of the Company and 804,772,630 convertible preference shares of the Company; and (ii) has agreed to further subscribe to 200,000,000 convertible 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. Hu has entered into a director’s service agreement with the Company as an executive Director for a term of 3 years commencing on 6 May 2015 and subject to retirement by rotation and re-election in accordance with the Articles and the Listing Rules. The total amount of remuneration of Mr. Hu for the year ended 31 December 2016 was HK\$144,000, which is determined with reference to the prevailing market conditions and his roles and responsibilities in the Company.

Save as disclosed above, Mr. Hu (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. Hu that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Hu that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. Shi Xiaobei** (“**Mr. Shi**”), aged 41, was appointed as an executive director of the Company in May 2015. He is also a member of the remuneration committee of the Company. Mr. Shi graduated from the University of International Business and Economics (對外經濟貿易大學) with a bachelor’s degree of Economics in 1998 and obtained a degree of Master of Science in business administration from The University of British Columbia in 2003. He has approximately 13 years’ experience in the field of banking and investment services in Hong Kong and Mainland China. From 2003 to 2004, Mr. Shi joined Macquarie Group, which is a sizable worldwide personal bank, as a manager of Macquarie Service (Hong Kong) Ltd., one of the companies within the Macquarie Group. From 2004 to 2012, he was promoted to the president and the managing director of infrastructure, resources and general industrial business of Macquarie Investment Advisory (Beijing) Co., Ltd., a company within the Macquarie Group situated in the PRC. Since 2012, Mr. Shi has worked with CITIC Private Equity Funds Management Co., Ltd. as the department head of the international investment department.

Mr. Shi has entered into a director’s service agreement with the Company as an executive Director for a term of 3 years commencing on 6 May 2015 and subject to retirement by rotation and re-election in accordance with the Articles and the Listing Rules. The total amount of remuneration of Mr. Shi for the year ended 31 December 2016 was HK\$144,000, which is determined with reference to the prevailing market conditions and his roles and responsibilities in the Group.

Save as disclosed above, Mr. Shi (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. Shi that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Shi that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. Huang Weihua** (“**Mr. Huang**”), aged 54, was appointed as the chief executive officer and an executive director of the Company on 23 January 2017. Mr. Huang holds a master degree from the Tsinghua University School of Economics and Management and is a senior engineer. He has over 30 years of operational and management experiences in energy-related, clean energy-related and environmental protection-related industries, and previously served as the chief engineer of 北京國投節能公司 (Beijing State Investment Energy Conservation Company\*), a vice general manager of 中節能風力發電投資有限公司 (China Energy Conservation Wind Power Generation Investment Company Limited\*), the chairman of 浙江運達風力發電工程有限公司 (Zhejiang Windey Engineering Co., Ltd.\*) and a general manager of 中環保水務投資有限公司 (General Water of China Co. Ltd.\*). Prior to joining the Company, Mr. Huang was the chairman of 北京可汗之風科技有限公司 (Beijing Khanwind Technology Company Limited\*). He is currently a director of 北京啟迪清風科技有限公司 (Beijing Tus-Wind Technology Company Limited\*).

Mr. Huang has entered into a director’s service agreement with the Company as an executive Director and chief executive officer of the Company for a term of 3 years commencing on 23 January 2017 and subject to retirement by rotation and re-election in accordance with the Articles and the Listing Rules. Pursuant to the service agreements, Mr. Huang is entitled to a basic salary in the total sum of HK\$1,500,000 annually, which was determined with reference to the prevailing market conditions and his roles and responsibilities in the Group. In addition, Mr. Huang may be entitled for an additional sum of HK\$1,500,000 annually depending on his annual performance as assessed and approved by the remuneration committee of the Company.

Save as disclosed above, Mr. Huang (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. Huang that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Huang that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. Wen Hui** (“**Mr. Wen**”), aged 45, was appointed as an executive director of the Company on 23 January 2017. Mr. Wen holds a bachelor’s degree in automation control and a master of business administration degree from the Tsinghua University. He has extensive operational and management experiences in clean energy-related and environmental protection-related industries. He previously served as a vice general manager of 北京亞都科技股份有限公司 (Beijing Yadu Technology Company Limited\*) and the president of 北京亞都室內環保科技股份有限公司 (Beijing Yadu Interior Environmental Technology Company Limited\*), and currently serves as a vice chairman of 蘇州亞都環保科技有限公司 (Suzhou Yadu Environmental Technology Company Limited\*), a director of 北京啟迪清風科技有限公司 (Beijing Tus-Wind Technology Company Limited\*), the chairman of 北京啟迪清芸能源科技有限公司 (Beijing Tus-Tsingyun Energy Technology Company Limited\*) and the chairman and president of 北京啟迪清潔能源科技有限公司 (Beijing Tus Clean Energy Technology Company Limited\*).

Mr. Wen has entered into a director’s service agreement with the Company as an executive Director for a term of 3 years commencing on 23 January 2017 and subject to retirement by rotation and re-election in accordance with the Articles and the Listing Rules. Pursuant to the service agreements, Mr. Wen is entitled to receive an annual remuneration of HK\$144,000 per annum, which is determined with reference to the prevailing market conditions and his roles and responsibilities in the Group.

Save as disclosed above, Mr. Wen (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. Wen that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Wen 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**

**Mr. Li Fujun (“Mr. Li”)**, aged 53, was appointed as an independent non-executive director of the Company on 29 July 2016. Mr. Li is also the chairman of the audit committee of the Company and a member of the nomination committee of the Company. He holds a bachelor’s degree in engineering from the Tsinghua University and a master degree in economics from the University of International Business and Economics. Mr. Li is a CFA charterholder and has over 25 years of experience in project evaluation and strategic planning, investment analysis and engineering work, as well as project management and investment. Mr. Li was an executive director of Towngas China Company Limited (Stock code: 1083), a company listed on the Stock Exchange, from January 2001 to March 2007. He was the chief financial officer of Sinolink Worldwide Holdings Limited (Stock code: 1168), another company listed on the Stock Exchange, from October 2007 to September 2014. Prior to joining the Company, Mr. Li was the managing director of Noble Bridge Capital Limited (君橋資本有限公司), an executive director of CDBW Partners Limited (辰德資本有限公司), a director of Shenzhen Goldlink Benefit Fund Management Limited (深圳金聯惠澤基金管理有限公司) and a director of ZhongAn Online P&C Insurance Co., Ltd. (眾安在線財產保險股份有限公司).

Mr. Li has entered into a letter of appointment with the Company as an independent non-executive Director for a term 3 years commencing on 29 July 2016 and subject to retirement by rotation and re-election in accordance with the Articles and the Listing Rules. Pursuant to the letter of appointment, Mr. Li 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. Li (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. Li that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Li that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. Xu Honghua** (“**Mr. Xu**”), aged 50, was appointed as an independent non-executive director of the Company in May 2015. Mr. Xu is also a member of each of the audit committee, nomination committee and remuneration committee of the Company. He has approximately 29 years’ experience in the fields of the power generation. Mr. Xu graduated from the Tianjin University with a master’s degree of engineering in power system and automation in 1988. He had been appointed by the Institute of Electrical Engineering (電工研究所), Chinese Academy of Sciences (“CAS”) as a research fellow in 1999. He was the former deputy director of the Institute of Electrical Engineering (電工研究所), CAS. Currently, Mr. Xu is the president of 北京科諾偉業科技股份有限公司 (Beijing Corona Sciences & Technology Co. Ltd.\*) and the president of 保定科諾偉業控制設備有限公司 (Baoding Corona Control Equipment Co., Ltd.\*). Mr. Xu is the researcher of the Institute of Electrical Engineering, the director of Renewable Energy Power Generation Research Center (可再生能源發電系統研究部) and the person-in-charge of CAS Research and Demonstration Center for the Technology of Solar Power Generation (中國科學院太陽能發電研究示範中心), the vice chairman of Chinese Renewable Energy Society (中國可再生能源學會). In addition, Mr. Xu was a member of the Advisory Committee of Energy Experts for National Energy Administration (國家能源專家諮詢委員會), the member of expert team for solar and wind power generation in the 10th Five-year Plan, 11th Five-year Plan and 12th Five-year Plan, the leader of the expert team for the 863 key project and the vice president of the National Technical Committee for Standardisation of Wind Machinery (全國風力機械標準化技術委員會). In 2007, Mr. Xu was selected as a national candidate for the New-Century BaiQian-Wan Talent Project (新世紀百千萬人才工程國家級人選). Mr. Xu also received multiple awards including the Best New Talent Award (最佳新人獎) by World Wide Fund for Nature Beijing office in 2009, the Special Contribution Award by Photovoltaic Professional Committee of China Renewable Energy Society and the honorary title of “National Advanced Individual for Science Popularisation”(全國科普工作先進工作者) in 2010, the First Class Prize for Scientific and Technological Progress of Hebei Province issued by The People’s Government of Hebei Province in 2012, the Third Class Prize for National Energy Technology Progress in 2013 and the Scientific Figure Award of the Third Capital Technology Celebration (第三屆首都科技盛典人物獎) in 2014. Since 1988, Mr. Xu has been involved in the research and/or projects of wind power, photovoltaic and hybrid power generation systems, including grid-connected and off-grid solar photovoltaic plants and the technologies on wind/photovoltaic-integrated power plant systems, electrical control over wind turbines and remote monitoring, control over photovoltaic power generation systems and tracking. Mr. Xu has also engaged in the research and/or projects of the economic and policies on renewable energy technology. He has been in charge of and completed a number of national technology projects, with numerous reports and publications on renewable energy.

Mr. Xu has entered into a letter of appointment with the Company as an independent non-executive Director for a term 3 years commencing on 6 May 2015 and subject to retirement by rotation and re-election in accordance with the Articles and the Listing Rules. Pursuant to the letter of appointment, Mr. Xu 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. Xu (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. Xu that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Xu that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. Chiu Kung Chik** (“**Mr. Chiu**”), aged 32, was appointed as an independent non-executive director of the Company on 29 July 2016. Mr. Chiu is also the chairman of the remuneration committee of the Company and a member of the audit committee of the Company. Mr. Chiu graduated from the University of Chicago with a bachelor’s degree in economics. Mr. Chiu has extensive experience and knowledge in investment banking, including capital financing, corporate restructuring for public and private companies, merger and acquisition, complex transaction structuring etc. From 2008 to 2015, Mr. Chiu worked with UBS AG in the investment banking department in its Hong Kong office, primarily focusing on advising large scale corporate clients on their capital market activities. During the aforesaid time, he had completed a number of high-profile transactions with over US\$20 billion in total transaction value.

Mr. Chiu has entered into a letter of appointment with the Company as an independent non-executive Director for a term 3 years commencing on 29 July 2016 and subject to retirement by rotation and re-election in accordance with the Articles and the Listing Rules. Pursuant to the letter of appointment, Mr. Chiu 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. Chiu (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. Chiu that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Chiu that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

\* *For identification purpose only*

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## NOTICE OF ANNUAL GENERAL MEETING

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# 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 Wednesday, 31 May 2017 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 2016.
2. To re-appoint Ernst & Young as the auditors to the Company and to authorise the board of directors of the Company to fix their remuneration.
3.
  - (a) To re-elect Mr. Hu Xiaoyong 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. Shi Xiaobei 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. Huang Weihua as an executive Director and to authorize the board of directors of the Company to fix his director’s remuneration;
  - (d) To re-elect Mr. Wen Hui as an executive Director and to authorize the board of directors of the Company to fix his director’s remuneration;
  - (e) To re-elect Mr. Li Fujun as an independent non-executive Director and to authorize the board of directors of the Company to fix his director’s remuneration;



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## NOTICE OF ANNUAL GENERAL MEETING

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- (f) To re-elect Mr. Xu Honghua as an independent non-executive Director and to authorize the board of directors of the Company to fix his director's remuneration; and
  - (g) To re-elect Mr. Chiu Kung Chik as an independent non-executive Director and to authorize the board of directors of the Company to fix his director's remuneration.
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 total number of shares of the Company 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 total number of issued shares of the Company at the time of passing this resolution and the said approval shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(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.

“**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 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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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;
- (C) the total number 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 total number of 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 total number of issued shares of the Company as at the date of passing this Resolution.”

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## NOTICE OF ANNUAL GENERAL MEETING

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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 of the Company 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 total number of 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, 27 April 2017

*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.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 27 April 2017.
8. The transfer books and Register of Members of the Company will be closed from Thursday, 25 May 2017 to Wednesday, 31 May 2017, 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 Wednesday, 24 May 2017.
9. Details of each of Mr. Hu Xiaoyong, Mr. Shi Xiaobei, Mr. Huang Weihua, Mr. Wen Hui, Mr. Li Fujun, Mr. Xu Honghua and Mr. Chiu Kung Chik 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 27 April 2017.
10. A form of proxy for use at the Meeting is enclosed with the circular of the Company dated 27 April 2017.

*As at the date of this circular, the Board comprises eight Directors, namely Mr. Hu Xiaoyong, Mr. Shi Xiaobei, Mr. Huang Weihua, Mr. Wang Ye and Mr. Wen Hui as executive Directors; and Mr. Li Fujun, Mr. Xu Honghua and Mr. Chiu Kung Chik as independent non-executive Directors.*