
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.

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(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01250)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND
TO BUY-BACK SHARES,
REFRESHMENT OF THE SCHEME MANDATE LIMIT,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held on Thursday, 31 May 2018 at 4:00 p.m. at 66th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong is set out on pages 14 to 19 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 2018

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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 Thursday, 31 May 2018 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 14 to 19 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 allot, issue or otherwise deal with Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the relevant resolution;
“Latest Practicable Date”	23 April 2018, 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;
“Option(s)”	the options granted under the Share Option Scheme to subscribe for Shares pursuant to the Share Option Scheme;
“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 Options to be granted under the Share Option Scheme, if refreshed, shall not in aggregate exceed 10% of the total number of issued Shares of the Company as at the date of passing the relevant resolution;
“SFO”	the 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 not exceeding 10% of the total number of Shares in issue as at the date of passing of the relevant resolution;
“Shareholder(s)”	holder(s) of the 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 Code on Takeovers and Mergers issued by the 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. Huang Weihua
Mr. Wang Ye
Mr. Wen Hui

Registered Office:

P.O. 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 2018

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND
TO BUY-BACK SHARES,
REFRESHMENT OF THE SCHEME MANDATE LIMIT,
RE-ELECTION OF DIRECTORS
AND
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 refreshment of the Scheme Mandate Limit; and (iii) the re-election of the retiring Directors. The AGM Notice containing the resolutions to be proposed at the AGM is set out on pages 14 to 19 of this circular.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE SHARES AND TO BUY-BACK SHARES

The Company's existing mandates to issue and buy-back Shares were approved by the Shareholders on 31 May 2017. 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 additional 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.

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.

As at the Latest Practicable Date, a total of 63,525,397,057 Shares were in issue. Assuming 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 12,705,079,411 Shares under the Issue Mandate. Assuming 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 6,352,539,705 Shares under the Share Buy-back Mandate.

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. Except for the Share Option Scheme, the Company has no other share option schemes.

LETTER FROM THE BOARD

The existing Scheme Mandate Limit was refreshed on 31 May 2017, pursuant to which the Directors were authorised to grant Options to subscribe for up to 5,430,492,417 Shares, representing 10% of the Shares in issue as at 31 May 2017. During the period from the date of the refreshment of the Scheme Mandate Limit on 31 May 2017 to the Latest Practicable Date, the Company has granted an aggregate of 1,490,000,000 Options, of which 30,000,000 Options have lapsed, and no Options were exercised or cancelled. As at the Latest Practicable Date, since the adoption of the Share Option Scheme, the number of outstanding Options was 1,460,000,000. Therefore, the unused existing Scheme Mandate Limit is 3,970,492,417 Shares.

In order to provide the Company with greater flexibility in granting further 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 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.

Based on 63,525,397,057 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued or bought back by the Company 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 6,352,539,705 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. Options previously granted including without limitation those outstanding, exercised, cancelled or lapsed will not be counted for the purpose of the proposed refreshment.

Pursuant to the terms of the Share Option Scheme and in accordance with Rule 17.03(3) of the Listing Rules, the Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme and other share option schemes of the Company shall not exceed 30% of the Shares in issue from time to time. Assuming that the proposed refreshment of Scheme Mandate Limit is approved, the maximum number of Shares which may be allotted and issued under the Share Option Scheme (including (i) 6,352,539,705 additional Shares fall to be allotted and issued upon exercise of Options to be granted under the Share Option Scheme with the refreshed Scheme Mandate Limit and (ii) 1,460,000,000 Shares that may be allotted and issued upon exercise in full the outstanding Options) represents approximately 12.30% of the Shares in issue as at the Latest Practicable Date and accordingly, does not exceed the 30% limit.

LETTER FROM THE BOARD

The Directors consider that the flexibility to offer 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.

The proposed refreshment of the Scheme Mandate Limit is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders at the AGM to approve the refreshment of the Scheme Mandate Limit; 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 share options that may be granted under the refreshed Scheme Mandate Limit.

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 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.

RE-ELECTION OF DIRECTORS

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. Mr. Hu Xiaoyong, Mr. Huang Weihua and Mr. Wang Ye will retire by rotation as Directors at the AGM. All of them, being eligible, offer themselves for re-election.

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

LETTER FROM THE BOARD

AGM

The AGM Notice is set out on pages 14 to 19 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.

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 and the Share Buy-back 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. SHARE CAPITAL

As at the Latest Practicable Date, there were 63,525,397,057 Shares in issue.

Subject to the passing of the relevant ordinary resolution to approve the Share Buy-back Mandate 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, during the period in which the Share Buy-back Mandate remains in force, a maximum of 6,352,539,705 Shares, representing 10% of the total number of issued Shares of the Company as at the date of the AGM.

2. 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.

3. 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 2017 (being the date to which the latest audited financial statements of the Company have been made up), the Directors consider that there would not be any 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 intend 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.

4. 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, CPEChina Fund II, L.P., CPEChina 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 (within the meaning of the Takeovers Code) (including Mr. Hu Xiaoyong, Zhihua Investments Limited, Starry Chance Investments Limited, Maolin Investments Limited and Tenson Investment Limited) (the "Group of Shareholders") are parties presumed to be acting in concert (within the meaning of the Takeovers Code) with respect to the Company, and the Group of Shareholders are interested in an aggregate of 40,818,534,146 Shares, representing approximately 64.26% of the total number of issued Shares of the Company. In the event that the Share Buy-back Mandate was exercised in full and assuming that there is no change in the number of Shares held by the Group of Shareholders and the total number of Shares in issue of the Company, the shareholding of the Group of Shareholders in the Company will be increased to approximately 71.39% of the total number of Shares of the Company in issue immediately after the exercise of the Share Buy-back Mandate.

In the opinion of the Directors such increase would not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeover Code. In addition, the Directors have no intention to exercise the Share Buy-back Mandate to such an extent as will result in the number of shares in the hands of the public falling below the prescribed minimum aggregate percentage (under the Listing Rules) of 25% of the issued Shares of the Company.

5. GENERAL

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.

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. 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:

	Share price (per Share)	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2017		
April	0.228	0.201
May	0.240	0.200
June	0.204	0.177
July	0.191	0.176
August	0.220	0.183
September	0.246	0.165
October	0.232	0.187
November	0.300	0.215
December	0.285	0.220
2018		
January	0.280	0.250
February	0.275	0.223
March	0.295	0.249
April (up to and including the Latest Practicable Date)	0.265	0.240

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

7. 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 prior to the Latest Practicable Date.

* *For identification purpose only*

Set out below are details of the Directors who have offered themselves for re-election at the AGM.

Mr. Hu Xiaoyong (“Mr. Hu”), aged 53, was appointed as the chairman of the Company and an executive Director 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 21 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) (“BEWG”), 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 BEWG 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. He also acts as a director of certain subsidiaries of the Company.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Hu has personal interest in 132,780,000 Shares and 600,000,000 underlying Shares granted under the Share Option Scheme, and corporate interest in 2,291,454,285 Shares.

Mr. Hu has entered into a service agreement with the Company as an executive Director for a term of 3 years and subject to retirement by rotation and re-election in accordance with the Articles and the Listing Rules. Pursuant to the service agreement, Mr. Hu is entitled to an annual remuneration of HK\$144,000, which is determined with reference to the prevailing market conditions, and his duties and responsibilities in the Company. He is also entitled to discretionary bonus which shall be decided in the sole discretion of the Board based on his annual performance.

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 within the meaning of Part XV of the SFO.

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. Huang Weihua (“Mr. Huang”), aged 55, was appointed as the chief executive officer of the Company and an executive Director 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 31 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 also acts as a director of certain subsidiaries of the Company.

As at the Latest Practicable Date and within the meaning of the Part XV of the SFO, Mr. Huang has personal interest in 400,000,000 underlying Shares granted under the Share Option Scheme.

Mr. Huang has entered into a service agreement with the Company as an executive Director and chief executive officer of the Company for a term of 3 years and subject to retirement by rotation and re-election in accordance with the Articles and the Listing Rules. Pursuant to the service agreement, 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 within the meaning of Part XV of the SFO.

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. Wang Ye (“Mr. Wang”), aged 64, was appointed as the president of the Company in May 2015 and was appointed as an executive Director in 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 has extensive working experience in the photovoltaic power industry. 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. He also acts as a director of certain subsidiaries of the Company.

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Wang has corporate interest in 911,898,742 Shares and personal interest in 400,000,000 underlying Shares granted under the Share Option Scheme.

Mr. Wang has entered into a service agreement with the Company as an executive Director for a term of 3 years and 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, which is determined with reference to the prevailing market conditions and his roles and responsibilities in the Group. He is also entitled to discretionary bonus which shall be decided in the sole discretion of the Board based on his annual performance.

Save as disclosed above, Mr. Wang (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 within the meaning of Part XV of the SFO.

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.

* *For identification purpose only*

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 Thursday, 31 May 2018 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 financial statements and reports of the directors of the Company (the “**Directors**”) and auditor of the Company and its subsidiaries for the year ended 31 December 2017.
2. (a) To re-elect the following retiring Directors:
 - (i) Mr. Hu Xiaoyong;
 - (ii) Mr. Huang Weihua; and
 - (iii) Mr. Wang Ye.
- (b) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint Ernst & Young as auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix its remuneration for the year ending 31 December 2018.

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/or 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 approval in paragraph (A) of this resolution shall be in addition to any other authorisation given to the Directors and the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and/or 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 grant or 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
 - (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;

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- (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;
- (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 which may 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 date of passing this resolution and the said approval shall be limited accordingly; and

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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.”

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 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.”

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

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- (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 2018

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.
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.

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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 2018.
8. The transfer books and register of members of the Company will be closed from Friday, 25 May 2018 to Thursday, 31 May 2018, 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 Thursday, 24 May 2018.
9. Details of each of Mr. Hu Xiaoyong, Mr. Huang Weihua and Mr. Wang Ye 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 2018.
10. A form of proxy for use at the Meeting is enclosed with the circular of the Company dated 27 April 2018.