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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)

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

A notice convening the annual general meeting of the Company to be held at 66th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Thursday, 30 May 2019 at 4:00 p.m. is set out on pages 13 to 17 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 Company's branch share registrar and transfer office in Hong Kong, 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.

26 April 2019

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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 at 66th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Thursday, 30 May 2019 at 4:00 p.m.;
“AGM Notice”	the notice convening the AGM set out on pages 13 to 17 of this circular;
“Articles”	the articles of association of the Company as amended from time to time;
“Board”	the board of Directors;
“close associate(s)”	has the same meaning as defined in the Listing Rules;
“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;
“controlling shareholder(s)”	has the same meaning as defined in the Listing Rules;
“core connected person(s)”	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 PRC;
“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;

DEFINITIONS

“Latest Practicable Date”	18 April 2019, 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 PRC and Taiwan;
“RMB”	Renminbi, the lawful currency of the PRC;
“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 share 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;
“substantial shareholder(s)”	has the same meaning as defined in the Listing Rules;
“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

26 April 2019

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND
TO BUY-BACK SHARES,
RE-ELECTION OF THE RETIRING 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; and (ii) the re-election of the retiring Directors. The AGM Notice containing the resolutions to be proposed at the AGM is set out on pages 13 to 17 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 at the annual general meeting held on 31 May 2018. Such mandates had not been utilised and will lapse at the conclusion of the 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 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 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.

LETTER FROM THE BOARD

RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to article 108 of the Articles, at each annual general meeting, one-third of the Directors for the time being, or, if the number of Directors is not a multiple of three, then the number nearest to but not less than one-third, will retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. Mr. Shi Xiaobei, Mr. Wen Hui and Mr. Li Fujun will retire as Directors by rotation at the AGM and, 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.

In considering and approving the re-election of Mr. Li Fujun, the retiring independent non-executive Director, the nomination committee of the Company (the “**Nomination Committee**”) has taken into account of wide range of diversity perspectives as set out in the Board diversity policy of the Company including but not limited to skills, experience, background and time commitment. Mr. Li is a Chartered Financial Analyst and has extensive experience in strategic planning, investment analysis and finance matters which enable him to provide valuable, independent and objective view to the Board on matters relating to the business of the Group. The Board accepted the recommendation made by the Nomination Committee and considers that the knowledge and experience of Mr. Li would continue to bring contribution to the diversity of the Board.

In addition, the Nomination Committee has assessed and reviewed the independence of Mr. Li based on the independence guidelines as set out in Rule 3.13 of the Listing Rules. Mr. Li has also confirmed that he fulfils all the requirements set out in Rule 3.13 of the Listing Rules. The Board is satisfied that he remains independent and thus proposes Mr. Li to stand for re-election at the AGM.

THE AGM

The AGM Notice is set out on pages 13 to 17 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.

LETTER FROM THE BOARD

You will find enclosed in this circular 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 Company's branch share registrar and transfer office in Hong Kong, 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 and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders as a whole. 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 Listing Rules 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 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 per Share and/or its earnings per Share and will only be made when the Directors believe that such buy-back will benefit the Company and the Shareholders as a whole.

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 2018 (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. 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, the shareholding of the Group of Shareholders in the Company will be increased to approximately 71.39% of the total number of Shares 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 total number of issued Shares.

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) has 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 he/she has a present intention to sell any of his/her Shares to the Company, nor has he/she undertaken not to sell any Shares held by him/her 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 the 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	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2018		
April	0.265	0.239
May	0.255	0.231
June	0.238	0.197
July	0.203	0.169
August	0.179	0.149
September	0.159	0.127
October	0.146	0.097
November	0.115	0.100
December	0.125	0.100
2019		
January	0.122	0.111
February	0.154	0.119
March	0.152	0.128
April (up to and including the Latest Practicable Date)	0.135	0.125

7. SHARE BUY-BACK MADE BY THE COMPANY

No buy-back of Shares has been made by the Company, or any of its subsidiaries (whether on the Stock Exchange or otherwise) during the six months prior to the Latest Practicable Date.

* *For identification purpose only*

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

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

Mr. Shi Xiaobei (“**Mr. Shi**”), aged 43, was appointed as an executive Director in May 2015. Mr. Shi 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 15 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. He also acts as the director of certain subsidiaries of the Company.

Mr. Shi 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. Shi 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 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 within the meaning of Part XV of the SFO.

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.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

Mr. Wen Hui (“**Mr. Wen**”) (formerly known as Wen Huichen), aged 47, was appointed as an executive Director on 23 January 2017. Mr. Wen holds a bachelor’s degree in automation control and a master degree of business administration 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*), 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 the chairman of 北京啟迪清風科技有限公司 (Beijing Tus-Wind Technology Company Limited*), and currently serves as 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 of 北京啟迪清潔能源科技有限公司 (Beijing Tus Clean Energy Technology Company Limited*). On 10 July 2018, Mr. Wen has been appointed as the vice president of 啟迪控股股份有限公司 (Tus-Holding Co., Ltd.*); and on 26 September 2018, he has been appointed as the vice chairman and a director of 啟迪桑德環境資源股份有限公司 (Tus-Sound Environmental Resources Co., Ltd.*) (stock code: 000826.SZ), a company listed on the Shenzhen Stock Exchange.

As at the Latest Practicable Date and within the meaning of the Part XV of the SFO, Mr. Wen is interested in 30,000,000 Shares pursuant to the share options granted under the Share Option Scheme.

Mr. Wen 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. Wen 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 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 within the meaning of Part XV of the SFO.

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.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

Mr. Li Fujun (“**Mr. Li**”), aged 55, was appointed as an independent non-executive Director on 29 July 2016. Mr. Li is also the chairman of the audit committee of the Company and a member of the Nomination Committee. 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 27 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) from January 2001 to March 2007, a director of 眾安在綫財產保險股份有限公司 (ZhongAn Online P & C Insurance Co., Ltd.) (stock code: 6060) from July 2013 to January 2017 and the chief financial officer of Sinolink Worldwide Holdings Limited (stock code: 1168) from October 2007 to September 2014, all of these companies are listed on the main board of the Stock Exchange. Prior to joining the Company, Mr. Li was the managing director of Noble Bridge Capital Limited (君橋資本有限公司).

As at the Latest Practicable Date and within the meaning of the Part XV of the SFO, Mr. Li is interested in 10,000,000 Shares pursuant to the share options granted under the Share Option Scheme.

Mr. Li has entered into a letter of appointment with the Company as an independent non-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 letter of appointment, Mr. Li 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 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 within the meaning of Part XV of the SFO.

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.

* *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 at 66th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Thursday, 30 May 2019 at 4:00 p.m. 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 the reports of the directors of the Company (the “**Directors**”) and the auditor of the Company for the year ended 31 December 2018.
2. (a) To re-elect the following retiring Directors:
 - (i) Mr. Shi Xiaobei;
 - (ii) Mr. Wen Hui; and
 - (iii) Mr. Li Fujun.
- (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 and to authorise the Board to fix its remuneration.

NOTICE OF ANNUAL GENERAL MEETING

4. **“THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and/or options 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 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) the exercise of rights of subscription or conversion under the terms of any existing warrants issued by the Company or any securities which are convertible into shares of the Company; or (iv) 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;

NOTICE OF ANNUAL GENERAL MEETING

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

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

5. “**THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to buy-back issued shares 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

NOTICE OF ANNUAL GENERAL MEETING

(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.”

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

Hong Kong, 26 April 2019

NOTICE OF ANNUAL GENERAL MEETING

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) 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 Company's branch share registrar and transfer office in Hong Kong, 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 26 April 2019.
8. The transfer books and register of members of the Company will be closed from Friday, 24 May 2019 to Thursday, 30 May 2019, 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 Company's branch share registrar and transfer office in Hong Kong, 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, 23 May 2019.
9. Details of each of Mr. Shi Xiaobei, Mr. Wen Hui and Mr. Li Fujun proposed to be re-elected as a Director at the Meeting are set out in Appendix II to the circular of the Company dated 26 April 2019.
10. A form of proxy for use at the Meeting is enclosed with the circular of the Company dated 26 April 2019.