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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;
UPDATE TO THE SHARE OPTION SCHEME;
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 Tuesday, 8 June 2021 at 4:00 p.m. is set out on pages AGM-1 to AGM-5 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.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

To safeguard the health and safety of shareholders of the Company and to prevent the spreading of the novel coronavirus (COVID-19) pandemic, the following precautionary measures will be implemented at the annual general meeting:

- (1) Limiting the number of the attendees to avoid over-crowding
- (2) Compulsory body temperature screening/checks
- (3) Compulsory wearing of surgical face mask
- (4) Maintaining an appropriate social distancing between seats
- (5) No provision of food or beverages and no distribution of gifts

For the health and safety of shareholders of the Company, the Company would strongly encourage shareholders of the Company to exercise their right to vote at the annual general meeting by appointing the chairman of the annual general meeting as their proxy and to return their forms of proxy by the time specified above, instead of attending the annual general meeting in person.

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PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In consideration of the control and prevent of spreading of novel coronavirus disease (“COVID-19”) pandemic, the following precautionary measures will be implemented at the annual general meeting of the Company (the “AGM”) so as to safeguard the health and safety of the shareholders of the Company (the “Shareholders”) who might be attending the AGM in person:

Voting by proxy in advance of the AGM: The Company does not in any way wish to diminish the opportunity available to Shareholders to exercise their rights and to vote, but is conscious of the pressing need to protect Shareholders from possible exposure to the COVID-19 pandemic. For the health and safety of Shareholders, the Company would strongly encourage Shareholders to exercise their right to vote at the AGM by appointing the chairman of the AGM as their proxy instead of attending the AGM in person. Physical attendance is not necessary for the purpose of exercising Shareholders’ rights. **Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM or any adjournment thereof should they subsequently so wish.**

Completed forms of proxy must be returned 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 of the AGM or any adjournment thereof.

Shareholders are strongly encouraged to cast their votes by submitting a form of proxy and appointing the chairman of the AGM as their proxy.

Under the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation 2020 (Chapter 599G of the Laws of Hong Kong), group gatherings of more than 20 persons for a shareholders’ meeting are required to be accommodated in separate partitioned rooms or areas of not more than 20 persons each (the “Requirement”). The Company will limit attendance in person at the AGM venue in compliance with the Requirement prevailing at the time of the AGM. Given the limited capacity of the AGM venue and the requirements for social distancing to ensure attendee safety, only Shareholders and/or their representatives and relevant AGM staff will be admitted to the AGM. Admission to the AGM venue will not be granted in excess of the capacity of the AGM venue.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

The Company will also implement the following additional precautionary measures at the AGM to ensure the health and safety of the attendees at the AGM:

- (1) Compulsory body temperature screening/checks will be carried out on every attendee before registration at the entrance of 66th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong. The Company reserves the right to deny entry of any person with a body temperature above the reference range quoted by the Department of Health from time to time, or is exhibiting flu-like symptoms into the AGM venue or require such person to leave the AGM venue so as to ensure the health and safety of the attendees at the AGM.
- (2) Every attendee will be compulsorily required to wear a surgical face mask throughout the AGM and every attendee will be assigned a designated seat at the time of registration to ensure social distancing.
- (3) No food or beverages will be served and no gifts will be distributed to attendees at the AGM.

Any attendee who (a) refuses to comply with the precautionary measures; (b) is subject to any prescribed quarantine by the Government or has close contact with any person under quarantine; or (c) has any flu-like symptoms or is otherwise unwell will be denied entry into or be required to leave the AGM venue at the absolute discretion of the Company as permitted by law.

Shareholders are requested (a) to consider carefully the risk of attending the AGM, which will be held in an enclosed environment, (b) to follow any prevailing requirements or guidelines of the Government relating to COVID-19 in deciding whether or not to attend the AGM; and (c) not to attend the AGM if they have contracted or are suspected to have contracted COVID-19 or have been in close contact with anybody who has contracted or is suspected to have contracted COVID-19.

Attendees are requested to observe and practise good personal hygiene at all times at the AGM venue.

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the AGM arrangements at short notice. Shareholders should check the Company's website at <http://www.bece.com.hk> for future announcements and updates on the AGM arrangements when necessary.

Appointment of proxy by non-registered Shareholders: non-registered Shareholders whose Shares are held through banks, brokers, custodians or The Hong Kong Securities Clearing Company Limited should consult directly with their banks or brokers or custodians (as the case may be) to assist them in the appointment of proxy.

DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at 66th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Tuesday, 8 June 2021 at 4:00 p.m.;
“AGM Notice”	the notice convening the AGM set out on pages AGM-1 to AGM-5 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 (Stock Code: 1250);
“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;
“Grantee”	any Participant who accepts an Offer of the grant of any Option in accordance with the terms of the Scheme or (where the context so permits) a person entitled to any such Option in consequence of the death of the original grantee or the legal person representative(s) of such person;
“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;

DEFINITIONS

“Offer”	an offer of the grant of an Option made in accordance with the terms of the Scheme;
“Offer Date”	the date on which an Option is offered to a Participant;
“Option”	an option to subscribe for Shares granted and accepted pursuant to the Scheme and for the time being subsisting and “Options” shall be construed accordingly;
“Option Period”	the period for the exercise of an Option to be notified by the Board to the Grantee at the time of making an Offer, but in any event shall not exceed 10 years from the Offer Date;
“Participant”	any person who satisfies the eligibility requirements set out in the Scheme;
“Issue Mandate”	the general and unconditional mandate proposed to be granted to the Directors to allot, issue or otherwise deal with additional 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”	26 April 2021, 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;
“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;

DEFINITIONS

“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” or “Scheme”	the share option scheme of the Company adopted by the Shareholders 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 Codes on Takeovers and Mergers and Share Buy-backs 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 (*Chairman*)
Mr. Shi Xiaobei (*Chief Executive Officer*)
Mr. Tan Zaixing
Ms. Huang Danxia

Registered Office:

Windward 3, Regatta Office Park
P.O. Box 1350
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

30 April 2021

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;
UPDATE TO THE SHARE OPTION SCHEME;
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. 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 re-election of the retiring Directors; and (iii) the update to the Share Option Scheme. The AGM Notice containing the resolutions to be proposed at the AGM is set out on pages AGM-1 to AGM-5 of this circular.

LETTER FROM THE BOARD

2. 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 8 June 2020. Such mandates had not been utilised and will lapse at the conclusion of the AGM. In order to give the Company the 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 Issue Mandate by the number of Shares bought back by the Company under 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

3. RE-ELECTION OF THE RETIRING DIRECTORS

As at the Latest Practicable Date, the Board consisted of seven Directors, namely Mr. Hu Xiaoyong (Chairman), Mr. Shi Xiaobei (Chief Executive Officer), Mr. Tan Zaixing and Ms. Huang Danxia as the executive Directors; Mr. Li Fujun, Mr. Xu Honghua and Mr. Chiu Kung Chik as the independent non-executive 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. Accordingly, Mr. Hu Xiaoyong (“**Mr. Hu**”), Mr. Shi Xiaobei (“**Mr. Shi**”) and Mr. Li Fujun (“**Mr. Li**”) will retire as Directors by rotation at the AGM and, being eligible, offer themselves for re-election.

In considering and approving the re-election of Mr. Li, the retiring independent non-executive Directors, the nomination committee of the Company (the “**Nomination Committee**”) had reviewed and assessed 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 Nomination Committee is satisfied that he remains independent.

In addition, the Nomination Committee had considered a 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 and knowledge in strategic planning, investment analysis and finance matters which enable him to provide professional, valuable, independent and objective view to the Board on matters relating to the business of the Group. The Nomination Committee considered that the knowledge and experience of Mr. Li would continue to bring contribution to the diversity of the Board. Taking into consideration of the foregoing, the Nomination Committee proposed Mr. Li to stand for re-election at the AGM.

The Board, on the recommendation of the Nomination Committee, proposed that all the retiring Directors to stand for re-election as Directors at the AGM. 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

4. PROPOSED UPDATE TO THE SHARE OPTION SCHEME

The Share Option Scheme was adopted pursuant to the shareholders' resolution passed on 11 June 2013. The purpose of the Share Option Scheme was to attract and retain the best available personnel, to provide additional incentive to employees (full-time or part-time), directors, consultants, advisers, distributors, contractors, suppliers, agents, customers, business partners, service providers or substantial shareholders of the Group and any entity in which the Company directly or indirectly holds any equity interest (the "BECE Group") and to promote the success of the business of the BECE Group.

As at the Latest Practicable Date, there were Options relating to 1,020,000,000 Shares granted by the Company, representing approximately 1.61% of the total issued Shares of the Company, which were valid and outstanding.

Pursuant to the current terms of the Share Option Scheme, an Option may be exercised by the Grantee at any time during the Option Period (subject to the vesting conditions of the Offer, if any). In the event a Grantee ceases to be an employee for reasons other than death or certain prescribed grounds for dismissal as set out in the Share Option Scheme, such Grantee is entitled to exercise his/her Option(s) up to 3 months after the date of termination of employment. Any Option which is not exercised within such exercise period will lapse.

The Board proposes to update the Share Option Scheme such that a Grantee will, subject to the vesting conditions on the vesting dates (if any) and determination by the Board at its sole discretion, continue to be entitled to exercise his/her Options (whether in whole or in part) during the Option Period notwithstanding the cessation of his/her employment, if and only if he/she has been employed with the BECE Group for not less than 5 years immediately before the cessation of his/her employment and the cessation of the employment is not related to any one or more of the grounds that he/she has been guilty of serious misconduct, bankruptcy, become insolvent or has made any arrangement or composition with his/her creditors generally, or has been convicted of any criminal offence involving his/her integrity or honesty (if so determined by the Board) or any other ground on which the BECE Group would be entitled to terminate the Grantee's employment pursuant to any applicable laws or under the Grantee's service contract with the BECE Group.

Pursuant to note (2) to Rule 17.03(18) of the Listing Rules, any alterations to the terms and conditions of the Scheme which are of a material nature or any change to the terms of Options granted must be approved by the Shareholders unless the alterations take effect automatically under the existing terms of the Scheme. As the proposed update to the Share Option Scheme will not take effect automatically under the existing terms of the Scheme and are considered to be material in nature, the proposed update to the Scheme will be subject to approval by the Shareholders at the AGM.

LETTER FROM THE BOARD

In light of the aforesaid, an ordinary resolution to update the Share Option Scheme will be proposed at the AGM. The exact form of the proposed update to the Scheme is set out in Appendix III to this circular, which shows the proposed insertions to the relevant rules contained within the Share Option Scheme, as indicated by the underlined text.

The Board proposes that the proposed update to the Scheme shall apply to the Options outstanding and Options to be granted under the Share Option Scheme with effect from the date of the AGM.

A copy of the Share Option Scheme, as updated by the proposals described in this circular, is available for inspection at Rooms 6706-07, 67th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong during normal business hours up to and including the date of the AGM and will also be available for inspection at the AGM.

As at the Latest Practicable Date, the following Options remain outstanding:–

Offer Date	Name of Director	Position held with the Company/capacity	Number of Shares entitled to subscribe under the Options granted
15 September 2020	Mr. Hu Xiaoyong	Executive Director	400,000,000
15 September 2020	Mr. Tan Zaixing	Executive Director	340,000,000
15 September 2020	Mr. Li Fujun	Independent Non-executive Director	10,000,000
15 September 2020	Mr. Xu Honghua	Independent Non-executive Director	10,000,000
15 September 2020	Mr. Chiu Kung Chik	Independent Non-executive Director	10,000,000
Subtotal granted to the Directors			770,000,000
15 September 2020		Other eligible Participants (<i>Note</i>)	250,000,000
Total			<u>1,020,000,000</u>

As at the Latest Practicable Date, no Grantees above have ceased their employment with the Company or tendered resignation.

The above Options are subject to vesting in five tranches: (i) the first 20% of the above Options will be vested on the third anniversary of the Offer Date; (ii) the next 20% of the above Options will be vested on the fourth anniversary of the Offer Date; (iii) the next 20% of the above Options will be vested on the fifth anniversary of the Offer Date; (iv) the next 20% of the above Options will be vested on the sixth anniversary of the Offer Date; and (v) the remaining 20% of the above Options will be vested on the seventh anniversary of the Offer Date.

Note: Other eligible Participants include employees of the Group and associated corporations of the Group.

LETTER FROM THE BOARD

5. THE AGM

The AGM Notice is set out on pages AGM-1 to AGM-5 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. An announcement on the poll vote results will be published by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

As it is proposed that the update to the Share Option Scheme shall also apply to the Options outstanding, the holders of the outstanding Options and their respective close associates are required to abstain from voting in respect of the proposed update to the Share Option Scheme at the AGM. Each of Mr. Hu Xiaoyong and Mr. Tan Zaixing, the executive Directors, is the holder of both the Shares and outstanding Options and shall be required to abstain from voting on the resolution in respect of the proposed update to the Share Option Scheme set out in the AGM Notice accordingly.

If any other holders of the outstanding Options have any shareholding in the Company, he/she shall also be required to abstain from voting on the resolution in respect of the proposed update to the Share Option Scheme set out in the AGM Notice.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, 4 holders of the outstanding Options (including the Directors as disclosed above) held a total of 2,492,454,285 Shares (representing approximately 3.92% of the total issued Shares of the Company) as at the Latest Practicable Date.

To the extent that the Directors are aware, having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on the proposed resolutions (other than the resolution in respect of the proposed update to the Share Option Scheme) at the AGM.

The register of members of the Company will be closed from Wednesday, 2 June 2021 to Tuesday, 8 June 2021 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM, all properly completed transfer forms 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, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 1 June 2021.

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.

6. 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.

7. RECOMMENDATION

The Directors consider that the proposed granting of the Issue Mandate and the Share Buy-back Mandate, the re-election of the retiring Directors and the update to the Share Option Scheme 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 approving the grant of Share Buy-back Mandate and on the basis that no Shares are issued or bought back by the Company between the Latest Practicable Date and the AGM, the Directors would be allowed 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, the laws of the Cayman Islands and other applicable laws. Any payment for the buy-back of Shares must be drawn from the profits or share premium of the Company or from the proceeds of a fresh issue of shares made for the purpose of the buy-back or, if authorised by the Articles and subject to the companies laws of the Cayman Islands, out of capital. In the case of any premium payable on the purchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorised by the Articles and subject to the companies laws of the Cayman Islands, out of capital.

As compared with the financial position of the Company as at 31 December 2020 (being the date to which the latest audited consolidated financial statements of the Company were 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 if the Share Buy-back Mandate were to be exercised 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 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 Takeovers 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.

* For identification purpose only

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 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 <i>HK\$</i>	Lowest <i>HK\$</i>
2020		
April	0.038	0.025
May	0.035	0.028
June	0.047	0.028
July	0.058	0.037
August	0.053	0.043
September	0.046	0.035
October	0.051	0.038
November	0.062	0.038
December	0.149	0.056
2021		
January	0.143	0.100
February	0.129	0.102
March	0.134	0.076
April (up to and including the Latest Practicable Date)	0.127	0.110

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.

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

Mr. Hu Xiaoyong (“**Mr. Hu**”), aged 56, was appointed as the Chairman and an executive Director in May 2015. Mr. Hu is also the chairman of the Nomination Committee. Mr. Hu graduated from the Tsinghua University (清華大學) with an executive master degree of business administration. He has approximately 24 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. He was 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. From 23 September 2014 to 2 October 2018, he was 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. On 31 January 2019, Mr. Hu has been appointed as an independent non-executive director of China Resources Gas Group Limited (Stock Code: 1193), a company listed on the main board of the Stock Exchange. He also acts as the 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 he is also interested in 2,291,454,285 Shares through controlled corporations. Besides, Mr. Hu is interested in 400,000,000 Shares pursuant to the Options granted under the Share Option Scheme.

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 Group. Mr. Hu is also entitled to discretionary bonus which shall be determined by the remuneration committee based on, among others, his responsibilities and annual performance and approved in the sole discretion of the Board.

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. Shi Xiaobei (“**Mr. Shi**”), aged 45, was appointed as an executive Director in May 2015 and as the Chief Executive Officer on 31 May 2019. 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 17 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.

Mr. Li Fujun (“**Mr. Li**”), aged 57, was appointed as an independent non-executive Director on 29 July 2016. Mr. Li is also the chairman of the Company’s audit committee 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 29 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 君橋資本有限公司 (Noble Bridge Capital Limited*).

As at the Latest Practicable Date and within the meaning of Part XV of the SFO, Mr. Li is interested in 10,000,000 Shares pursuant to the 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*

The proposed update to the Share Option Scheme, to take effect on approval by the Shareholders at the AGM are as follows:

- that new clause to clause 8.03(g) of the Share Option Scheme will be added to reflect the proposed update as indicated by the text in underline below:

“(g) notwithstanding anything to the contrary in Clause 8.03(b), in the event that the Grantee is an employee of the Group when an Offer is made to him/her and he/she has been employed by the Group for not less than 5 years immediately before he/she ceases to be an employee of the Group and such cessation of his/her employment is not related to one or more grounds specified in Clause 9(d), such Grantee shall continue to be entitled to exercise his/her Options (in whole or in part), subject to any vesting conditions on the vesting dates (if any) and determination by the Board at its sole discretion on or before the date of cessation of his/her employment (which date will be the last working day on which the Grantee was physically at work with the Company or the relevant member of the Group whether salary is paid in lieu of notice or not).”

A copy of the updated Share Option Scheme is available for inspection, as referred to in this circular.

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 Tuesday, 8 June 2021 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 of the auditor of the Company for the year ended 31 December 2020.
2. (a) To re-elect the following retiring Directors:
 - (i) Mr. Hu Xiaoyong;
 - (ii) Mr. Shi Xiaobei; 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, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with additional shares in the capital of the Company and to make or grant offers, agreements, options and/or other securities, which might or would 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, options and/or other securities which might or would require the exercise of such powers 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, 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 by the Company and/or any of its subsidiaries for the grant or issue 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 and/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 of the Company in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company, 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

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.

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors made 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, 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, 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 shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to buy-back its shares at a price determined by the Directors;

NOTICE OF ANNUAL GENERAL MEETING

(C) the 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 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

(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 ordinary resolutions no. 4 and no. 5 above being approved, the general mandate granted to the Directors pursuant to ordinary resolution no. 4 above 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 ordinary resolution no. 5 above, 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** the proposed update to the terms of the share option scheme of the Company adopted on 11 June 2013, a summary of which has been set out in Appendix III to the circular of the Company dated 30 April 2021, be and are hereby approved.”

By Order of the Board

Beijing Enterprises Clean Energy Group Limited

Hu Xiaoyong

Chairman

Hong Kong, 30 April 2021

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/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her 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/her 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 notorially 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 shareholders 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 30 April 2021.
8. For the purpose of determining the shareholders who are entitled to attend and vote at the Meeting, the register of members of the Company will be closed from Wednesday, 2 June 2021 to Tuesday, 8 June 2021 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the Meeting, all properly completed transfer forms 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, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 1 June 2021.
9. Details of each of Mr. Hu Xiaoyong, Mr. Shi Xiaobei 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 30 April 2021.
10. A form of proxy for use at the Meeting is enclosed with the circular of the Company dated 30 April 2021.