
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your securities in Beijing Enterprises Clean Energy Group Limited, you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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



北控清潔能源集團有限公司

BEIJING ENTERPRISES CLEAN ENERGY GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01250)

**(1) PROPOSED CHANGE OF COMPANY NAME;
(2) PROPOSED AMENDMENTS TO THE SECOND AMENDED AND
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION AND
THE ADOPTION OF THE THIRD AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION;
AND
(3) NOTICE OF EGM**

Capitalised terms used in this cover page shall have the same meanings as those defined in this circular, unless the context requires otherwise.

A letter from the Board is set out on pages 5 to 9 of this circular.

A notice convening the EGM to be held at Conference Room, 17th Floor, Agricultural Bank of China Tower, No. 50 Connaught Road Central, Hong Kong on Friday, 24 June 2022 at 4:00 p.m. is set out on pages EGM-1 to EGM-3 of this circular. A form of proxy for use at the EGM is also enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

PRECAUTIONARY MEASURES FOR THE EGM

Please see pages 1 and 2 of this circular for measures being taken to try to prevent and control the spread of the coronavirus disease 2019 (COVID-19) at the EGM, including:

- compulsory temperature check
- compulsory health declarations
- compulsory wearing of surgical face masks
- mandatory scanning of the "LeaveHomeSafe" ("LHS") venue QR code using the LHS Mobile App or filling in a specified form as an alternative to the use of the LHS Mobile App (for individuals allowed under the relevant regulations)
- attendees aged 18 or above are required to receive at least two doses of COVID-19 vaccine to continue to use the Vaccine Pass
- the number of attendees may be limited to ensure appropriate social distancing and may be admitted into the EGM venue on a first-come-first-served basis
- no distribution of corporate gifts and refreshments

Any person who does not comply with the precautionary measures may not be allowed to enter into the EGM venue. The Company strongly recommends Shareholders to exercise their voting rights by appointing the Chairman of the EGM as their proxy to vote on the resolutions at the EGM as an alternative to attending the EGM in person.

PRECAUTIONARY MEASURES FOR THE EGM

In view of the ongoing novel coronavirus (COVID-19) epidemic and recent requirements for prevention and control of its spread, the Company will implement the following preventive measures at the EGM to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee at the entrance of the EGM venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the EGM venue or be required to leave the EGM venue;
- (ii) All Shareholders, proxies and other attendees are required to complete and submit at the entrance of the EGM venue a declaration form confirming their names and contact details, and confirming that they are not subject to quarantine and they, or to their best of knowledge, any person whom they have/had close contact with, have not entered Hong Kong from Mainland China or any overseas countries/areas (as per guidelines issued by the Hong Kong government at www.chp.gov.hk/en/features/102742.html from time to time) at any time in the preceding 14 days. Any person who does not comply with this requirement may be denied entry into the EGM venue or be required to leave the EGM venue;
- (iii) Attendees must wear surgical face masks inside the EGM venue at all times, and maintain a safe distance between seats. Any person who does not comply with this requirement may be denied entry into the EGM venue or be required to leave the EGM venue;
- (iv) Attendees must scan the LHS venue QR code using the LHS Mobile App before entering the EGM venue. For those attendees who are (i) aged 65 or above and aged 15 or below; (ii) with disability; or (iii) recognised by the HKSAR Government or organisation(s) authorised by the HKSAR Government may fill in a specified form as an alternative to the use of the LHS Mobile App;
- (v) The Vaccine Pass is applicable to the EGM. Attendees aged 18 or above are required to receive at least two doses of COVID-19 vaccine to continue to use the Vaccine Pass, except the holders of the COVID-19 Vaccination Medical Exemption Certificate (Exemption Certificate). All attendees are required to carry an electronic version or a paper copy of their COVID-19 vaccination record or Exemption Certificate;
- (vi) Following the Hong Kong Government's regulation, the number of attendees inside the EGM venue, who will be physically attending the EGM, may be limited. Shareholders and/or their proxies may be admitted into the EGM venue on a first-come-first-served basis; and
- (vii) No refreshments will be served, and there will be no corporate gifts.

PRECAUTIONARY MEASURES FOR THE EGM

To the extent permitted under law, the Company reserves the right to deny entry into the EGM venue or require any person to leave the EGM venue in order to ensure the safety of the attendees at the EGM.

Subject to the development of COVID-19, the Company may also take other additional precautionary measures in accordance with the prevailing requirements or guidelines of the government and/or regulatory authorities, or as considered appropriate. The Company will continue to monitor the epidemic situation of COVID-19 and may alter the EGM arrangements at short notice. Shareholders are advised to check any future announcement(s) which may be published by the Company.

In the interest of all stakeholders' health and safety and consistent with recent COVID-19 guidelines for prevention and control, the Company reminds all Shareholders that physical attendance in person at the EGM is not necessary for the purpose of exercising voting rights. **The Company strongly recommends Shareholders to exercise their voting rights, by using form of proxy with voting instruction inserted, appoint the Chairman of the EGM as their proxy to vote on the resolutions at the EGM as an alternative to attending the EGM in person.**

The form of proxy is attached to this circular. Alternatively, the form of proxy can be downloaded from websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) or the Company (www.bece.com.hk). If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

If any Shareholder has any question relating to the EGM arrangements, please contact Computershare Hong Kong Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong, as follows:

Computershare Hong Kong Investor Services Limited
17M Floor Hopewell Centre
183 Queen's Road East Wanchai, Hong Kong
Website: www.computershare.com/hk/contact
Tel: 2862 8555
Fax: 2865 0990

The contact details set out above are for the purpose of providing Shareholders with information on administrative and logistical matters only.

DEFINITIONS

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

“Board”	the board of Directors;
“Change of Company Name”	the proposed change of the name of the Company from “Beijing Enterprises Clean Energy Group Limited” to “Shandong Hi-Speed New Energy Group Limited”, and the dual foreign name in Chinese of the Company from “北控清潔能源集團有限公司” to “山高新能源集團有限公司”;
“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: 01250);
“Director(s)”	the director(s) of the Company;
“Extraordinary General Meeting” or “EGM”	the extraordinary general meeting of the Company to be held at Conference Room, 17th Floor, Agricultural Bank of China Tower, No. 50 Connaught Road Central, Hong Kong on Friday, 24 June 2022 at 4:00 p.m.;
“EGM Notice”	the notice convening the EGM set out on pages EGM-1 to EGM-3 of this circular;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	26 May 2022, 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;
“Second Amended and Restated M&A”	the second amended and restated memorandum and articles of association of the Company adopted on 29 July 2021;
“PRC”	the People’s Republic of China;
“Proposed Amendments”	proposed amendments to the Second Amended and Restated M&A as set out in Appendix I to this circular;

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.001 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Third Amended and Restated M&A”	the third amended and restated memorandum and articles of association of the Company;
“%”	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. Wang Xiaodong (*Chairman*)

Mr. Zhu Jianbiao

Mr. Wang Wenbo

Mr. Sun Qingwei

Ms. Liao Jianrong

Mr. Li Li

Mr. He Yongbing

Ms. Ai Yan

Independent non-executive Directors:

Professor Shen Zuojun

Mr. Victor Huang

Mr. Yang Xiangliang

Mr. Chiu Kung Chik

Registered Office:

Windward 3, Regatta Office Park

P.O. Box 1350

Grand Cayman KY1-1108

Cayman Islands

Principal Place of Business

in Hong Kong:

Rooms 6706-07

67th Floor, Central Plaza

18 Harbour Road, Wanchai

Hong Kong

30 May 2022

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED CHANGE OF COMPANY NAME;
(2) PROPOSED AMENDMENTS TO THE SECOND AMENDED AND
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION AND
THE ADOPTION OF THE THIRD AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION;
AND
(3) NOTICE OF EGM**

1. INTRODUCTION

Reference is made to the announcement of the Company dated 24 May 2022. The purpose of this circular is to provide you with the notice of the EGM and further information in relation to, amongst other matters, the following resolutions to be proposed at the EGM:

- (a) the proposed Change of Company Name; and

LETTER FROM THE BOARD

- (b) the Proposed Amendments and the adoption of the Third Amended and Restated M&A.

The notice of EGM is set out on pages EGM-1 to EGM-3 of this circular.

2. PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the name of the Company from “Beijing Enterprises Clean Energy Group Limited” to “Shandong Hi-Speed New Energy Group Limited”, and the dual foreign name in Chinese of the Company from “北控清潔能源集團有限公司” to “山高新能源集團有限公司”.

Conditions of the Change of Company Name

The Change of Company Name is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders at the EGM approving the Change of Company Name; and
- (ii) the approval of the Registrar of Companies in the Cayman Islands having been obtained for the Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date of issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

Effect of the Change of Company Name

The Change of Company Name will not affect any rights of the holders of securities of the Company or the Company’s daily business operation and its financial position.

All existing share certificates in issue bearing the present name of the Company shall, upon the Change of Company Name becoming effective, continue to be good evidence of title to the Shares and valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for exchange of the existing share certificates. Once the Change of Company Name becomes effective, new share certificates will be issued only in the new name of the Company.

LETTER FROM THE BOARD

In addition, upon the Change of Company Name becoming effective and subject to the confirmation by the Stock Exchange, the Company will change its English and Chinese stock short names for trading in the Shares on the Stock Exchange accordingly. Subject to the Change of Company Name becoming effective, the Company may also adopt a new company logo.

Further announcement(s) will be made by the Company in relation to the results of the EGM, the effective date of the Change of Company Name, the new English and Chinese stock short names for trading in the Shares on the Stock Exchange and other relevant information as and when appropriate.

Reason for the Change of Company Name

The Board considers that the Change of Company Name will better reflect the current status of the Group and its direction of future development. The Board believes that the new English and Chinese names of the Company will provide the Company with a new corporate image which will benefit the Company's future business development. Therefore, the Board considers that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

3. PROPOSED AMENDMENTS TO THE SECOND AMENDED AND RESTATED M&A AND THE ADOPTION OF THE THIRD AMENDED AND RESTATED M&A

In order to further improve the corporate governance of the Company, conform to the Core Standards for shareholder protection and to incorporate certain housekeeping changes, the Board resolved on 20 May 2022 to propose to make amendments to certain articles in the Second Amended and Restated M&A and to adopt the Third Amended and Restated M&A incorporating the Proposed Amendments.

Detailed information of the Proposed Amendments is set out in the Appendix I to this circular. The Board also proposes to the EGM to authorise the management of the Company to make relevant arrangements regarding the registration and the filing procedures in relation to the Proposed Amendments.

The Proposed Amendments and the adoption of the Third Amended and Restated M&A will be subject to the approval by the Shareholders by way of a special resolution (the “**Special Resolution**”) at the EGM. The Proposed Amendments are prepared in the English language. The Chinese translation of each of the Proposed Amendments and the Third Amended and Restated M&A is for reference only. In case there are any inconsistencies between the English version and the Chinese version, the English version shall prevail.

LETTER FROM THE BOARD

The legal advisers to the Company as to Hong Kong laws and the Cayman Islands laws have respectively confirmed that the Proposed Amendments comply with the applicable requirements of the Listing Rules and do not violate the laws of the Cayman Islands. The Company also confirms that there is nothing unusual in the Proposed Amendments from the perspective of a Cayman Islands company listed on the Stock Exchange.

4. THE EGM

The EGM Notice is set out on pages EGM-1 to EGM-3 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, the resolutions as set out in the EGM Notice will be taken by way of poll. An announcement on the poll vote results will be published by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

Given no Directors are materially interested in the relevant resolutions for the proposed Change of Company name, the Proposed Amendments and the adoption of the Third Amended and Restated M&A, none of the Directors shall be required to abstain from voting for approving such resolutions on the respective Board resolutions.

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 relevant resolutions proposed at the EGM.

The register of members of the Company will be closed from Tuesday, 21 June 2022 to Friday, 24 June 2022 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM, 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 Monday, 20 June 2022.

You will find enclosed in this circular a form of proxy for use at the EGM. Whether or not you are able to attend the EGM, 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 17M Floor, 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 EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof should you so desire.

LETTER FROM THE BOARD

5. RECOMMENDATION

The Directors consider that all the proposed resolutions including the proposed Change of Company Name, the Proposed Amendments and the adoption of the Third Amended and Restated M&A are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of all the above resolutions to be proposed at the EGM.

6. GENERAL

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.

Your attention is drawn to the information set out in the appendix to this circular.

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

By Order of the Board
Beijing Enterprises Clean Energy Group Limited
Wang Xiaodong
Chairman

In order to further improve the corporate governance of the Company, conform to the Core Standards for shareholder protection and to incorporate certain housekeeping changes, the Board resolved on 20 May 2022 to propose to make the Proposed Amendments as follows:

- i. The name of the Company be replaced by “Shandong Hi-Speed New Energy Group Limited 山高新能源集團有限公司”;
- ii. the name and address of Appleby be deleted;
- iii. the registered office of the Company be replaced by “Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands”;
- iv. replacing all references to “Companies Law” with “Companies Act” and replacing all references to “Law” with “Act” in the Second Amended and Restated M&A; and
- v. other amendments to the Second Amended and Restated M&A as follows:

Articles provisions	Original articles of the Second Amended and Restated M&A	Proposed Amendments
1(a)	<p>“Associates” shall have the meaning as defined in the Listing Rules;</p> <p>“Chairman of the Board” shall mean the First Chairman of the Board or the Second Chairman of the Board or where more than one Chairman of the Board have been appointed, the “Joint Chairmen of the Board”;</p> <p>N/A</p> <p>“Companies Ordinance” means the Companies Ordinance, Cap. 32 of the Laws of Hong Kong as amended from time to time;</p>	<p>“Associates” shall have the meaning as defined in the Listing Rules;</p> <p>“Chairman of the Board” shall mean the First Chairman of the Board or the Second Chairman of the Board or where more than one Chairman of the Board have been appointed, the “Joint Chairmen of the Board”;</p> <p>The following definition shall be added after the definition of “Clearing House”:</p> <p>“Close Associate(s)” shall have the meaning as defined in the Listing Rules;</p> <p>“Companies Ordinance” means the Companies Ordinance, Cap. 32<u>32622</u> of the Laws of Hong Kong as amended from time to time;</p>

Articles provisions	Original articles of the Second Amended and Restated M&A	Proposed Amendments
	N/A	<p>The following definitions shall be added after the definition of "Dividend":</p> <p>"electronic" shall have the meaning given to it in the Electronic Transactions Act;</p> <p>"electronic means" shall include sending or otherwise making available to the intended recipients of the communication in electronic format;</p> <p>"electronic facilities" means video, video-conferencing, internet or online conferencing applications, telephone or tele-conferencing and/or any other video-communication, internet or online conferencing application or telecommunications facilities by means of which all Shareholders participating in a meeting are capable of hearing and be heard by each other;</p> <p>"electronic meeting" means a general meeting held and conducted wholly and exclusively by virtual attendance and participation by Shareholders and/or proxies by means of electronic facilities;</p> <p>"Electronic Transactions Act" means the Electronics Transactions Act (Revised) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;</p>
	<p>"First Chairman of the Board" shall mean the Chairman of the Board who is responsible for the daily operations and management of the Company and its subsidiaries;</p>	<p>"First Chairman of the Board" shall mean the Chairman of the Board who is responsible for the daily operations and management of the Company and its subsidiaries;</p>
	<p>"HK Stock Exchange" means The Stock Exchange of Hong Kong Limited;</p>	<p>"HK Stock Exchange" or "Stock Exchange" means The Stock Exchange of Hong Kong Limited;</p>
	<p>"Holding Company" has the meaning ascribed to it by Section 2 of the Companies Ordinance;</p>	<p>"Holding Company" has the meaning ascribed to it by Section 2 13 of the Companies Ordinance;</p>
		<p>The following definition shall be added after the definition of "Hong Kong":</p> <p>"hybrid meeting" means a general meeting convened and held by (i) physical attendance by Shareholders and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations and (ii) virtual attendance and participation by Shareholders and/or proxies by means of electronic facilities;</p>
	<p>"Listing Rules" shall mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time);</p>	<p>"Listing Rules" shall means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time);</p>
	N/A	<p>The following definitions shall be added after the definition of "Listing Rules":</p> <p>"Meeting Location(s)" shall have the meaning given to it in Article 63C;</p>

Articles provisions	Original articles of the Second Amended and Restated M&A	Proposed Amendments
	N/A	The following definitions shall be added after the definition of "Preference Shares": "physical meeting" means a general meeting held and conducted by physical attendance and participation by Shareholders and/or proxies at the Principal Meeting Place and/or where applicable, one or more Meeting Locations; "Principal Meeting Place" shall have the meaning given to it in Article 63C;
	"Second Chairman of the Board" shall mean the Chairman of the Board who is responsible for the strategic planning and the development of corporate culture of the Company and its subsidiaries;	"Second Chairman of the Board" shall mean the Chairman of the Board who is responsible for the strategic planning and the development of corporate culture of the Company and its subsidiaries;
	"Stock Exchange" means The Stock Exchange of Hong Kong Limited;	"Stock Exchange" means The Stock Exchange of Hong Kong Limited;
	"Subsidiary" has the meaning ascribed to it by Section 2 of the Companies Ordinance;	"Subsidiary" has the meaning ascribed to it by Section 2 15 of the Companies Ordinance;
	"Vice Chairman of the Board" shall mean a Director being nominated or designated by the Board or where more than one Vice Chairman of the Board have been appointed, the "Joint Vice Chairmen of the Board".	"Vice Chairman of the Board" shall mean a Director being nominated or designated by the Board or where more than one Vice Chairman of the Board have been appointed, the "Joint Vice Chairmen of the Board".
	Left margin note to Article 1(c) App.13 Part B Para.1	Left margin note to Article 1(c) App.13 Part B Para.1
2	Left margin note to Article 2 App.13 Part B Para 1	App.13 Part B Para <u>13</u> Para 16
3	Left margin note to Article 3 App.3 Para 6(1)	Left margin note to Article 3 App.3 Para 6(1)
4	Left margin note to Article 4 App.3 Para 2(2)	Left margin note to Article 4 App.3 Para 2(2)

Articles provisions	Original articles of the Second Amended and Restated M&A	Proposed Amendments
5(a)	<p>If at any time the share capital of the Company is divided into different classes of Shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the Shares of that class) may, subject to the provisions of the Companies Law, be varied or abrogated either with the consent in writing of the holders of not less than $\frac{3}{4}$ in nominal value of the issued Shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the Shares of that class. To every such separate general meeting the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum (other than at an adjourned meeting) shall be not less than 2 persons holding (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or representing by proxy one-third in nominal value of the issued Shares of that class, that the quorum for any meeting adjourned for want of quorum shall be 2 Shareholders present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy (whatever the number of Shares held by them) and that any holder of Shares of the class present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy may demand a poll.</p> <p>Left margin note to Article 5(a) App.3 Para 6(2) App.13 Part B Para 2(1)</p>	<p>If at any time the share capital of the Company is divided into different classes of Shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the Shares of that class) may, subject to the provisions of the Companies Law <u>Companies Act</u>, be varied or abrogated either with the consent in writing of the holders of not less than $\frac{3}{4}$ in nominal value <u>at least three-fourths of the issued Shares of that class or with the sanction approval of a Special Resolution resolution passed by at least three-fourths of the votes cast by the holders of the shares of that class present and voting in person or by proxy at a separate general meeting of the <u>such holders of the Shares of that class</u>. To every such separate general meeting the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum (other than at an adjourned meeting) shall be not less than 2 persons holding (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or representing by proxy at least one-third in nominal value of the issued Shares of that class, that the quorum for any meeting adjourned for want of quorum shall be 2 Shareholders present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy (whatever the number of Shares held by them) and that any holder of Shares of the class present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy may demand a poll.</u></p> <p>Left margin note to Article 5(a) App.3 Para 6(2)-15 App.13 Part B Para 2(1)</p>
6	<p>Left margin note to Article 6 App.3 Para 9</p>	<p>Left margin note to Article 6 App.3 Para 9</p>
8	<p>Left margin note to Article 8 App.3 Para 6(1)</p>	<p>Left margin note to Article 8 App.3 Para 6(1)</p>
10	<p>Left margin note to Article 10 App.3 Para 6(1)</p>	<p>Left margin note to Article 10 App.3 Para 6(1)</p>
15(b)	<p>Left margin note to Article 15(b) App.3 Para 8(1); 8(2)</p>	<p>Left margin note to Article 15(b)(b) App.3 Para 8(1); 8(2)</p>
17(b)	<p>Left margin note to Article 17(b) App.13 Part B Para 3(2)</p>	<p>Left margin note to Article 17(b) App.13 Part B Para 3(2)</p>
17(c)	<p>Left margin note to Article 17(c) App.13 Part B Para 3(2)</p>	<p>Left margin note to Article 17(c) App.13 Part B Para 3(2)</p>
17(d)	<p>The Register may be closed at such time or for such period not exceeding in the whole 30 days in each year as the Board may determine, after a notice for the said purpose has been given (i) in accordance with the Listing Rules; or (ii) by advertisement in a newspaper circulating generally in Hong Kong.</p>	<p>The Register may <u>by notice to Shareholders</u> be closed in accordance with the terms equivalent to the relevant section <u>of the Companies Ordinance</u> at such time or for such period not exceeding in the whole 30 days in each year as the Board may determine, after a notice for the said purpose has been, which may be extended for no more than 30 days in respect of any year by an <u>Ordinary Resolution of the Shareholders</u> passed in that year. The notice mentioned in this Article 17(d) shall be given (i) in accordance with the Listing Rules; or (ii) by advertisement in a newspaper circulating generally in Hong Kong.</p>

Articles provisions	Original articles of the Second Amended and Restated M&A	Proposed Amendments
	Left margin note to Article 17(d) App.13 Part B Para 3(2)	Left margin note to Article 17(d) App.13 Part B Para 3(2) <u>3 para 20</u>
17(e)	N/A	Article 17(e) (e) <u>The Company shall, on demand, provide any person who is entitled to inspect the Register seeking to inspect a Register or part of a Register that is closed under this Article with a certificate signed by the Company Secretary of the Company stating the period for which, and by whose authority, it is closed.</u>
19	Left margin note to Article 19 App.3 Para 2(1)	Left margin note to Article 19 App.3 Para 2(1)
20	Left margin note to Article 20 App.3 Para 10(1); 10(2)	Left margin note to Article 20 App.3 Para 10(1), 10(2)
21	Left margin note to Article 21 App.3 Para 1(3)	Left margin note to Article 21 App.3 Para 1(3)
23	Left margin note to Article 23 App.3 Para 1(2)	Left margin note to Article 23 App.3 Para 1(2)
38	Left margin note to Article 38 App.3 Para 3(1)	Left margin note to Article 38 App.3 Para 3(1)
40	Left margin note to Article 40 App.3 Para 1(1)	Left margin note to Article 40 App.3 Para 1(1)
42	Left margin note to Article 42 App.3 Para 1(2)	Left margin note to Article 42 App.3 Para 1(2)
43(a)	Left margin note to Article 43(a) App.3 Para 1(1)	Left margin note to Article 43(a) App.3 Para 1(1)
62	At all times during the Relevant Period other than the year of the Company's adoption of these Articles, the Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; and not more than 15 Months (or such longer period as may be authorised by the HK Stock Exchange) shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.	At all times during the Relevant Period other than the year of the Company's adoption of these Articles , the Company shall in each financial year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; and not more than 15 Months (or such longer period as may be authorised by the HK Stock Exchange) shall elapse between the date of one annual general meeting of the Company and that of the next such annual general meeting shall be held within six (6) months after the end of the Company's financial year. The meeting shall be held at such time and place as the Board shall appoint. The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.
	Left margin note to Article 62 App.13 Part B Para 3(3); 4(2)	Left margin note to Article 62 App.13 Part B Para 3(3), 4(2) <u>3 Para 14(1)</u>

Articles provisions	Original articles of the Second Amended and Restated M&A	Proposed Amendments
63A	N/A	<p>63A. All general meetings (including an annual general meeting or extraordinary general meeting or any adjourned meeting) may be held as a physical meeting in the Relevant Territory or elsewhere and at one or more Meeting Location(s) and/or as a hybrid meeting or as an electronic meeting, as may be determined by the Board, and at such time as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such electronic facilities which permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.</p>
63B	N/A	<p>63B. The notice of any general meeting (including a postponed or reconvened meeting) at which electronic facilities will be utilised (including any electronic meeting) must disclose the electronic facilities that will be utilised, including the procedures to be followed by any Shareholders or other participant of the general meeting who wishes to utilise such electronic facilities for the purpose of attending, participating and voting at such meeting.</p>
63C	N/A	<p>63C. (1) The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous physical attendance at such location or locations ("Meeting Location(s)") determined by the Board at its absolute discretion and participation by means of electronic facilities. Any Shareholder or any proxy attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.</p> <p>(2) All general meetings are subject to the following:</p> <p>(a) where a Shareholder attends the meeting at a Meeting Location in the case of a physical or hybrid meeting, the meeting shall be treated as having commenced if it has commenced at the principal meeting place (the "Principal Meeting Place");</p> <p>(b) Shareholders present in person (in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy at a Meeting Location and/or Shareholders participating in an electronic meeting or a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that Shareholders at all Meeting Locations and Shareholders participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;</p>

Articles provisions	Original articles of the Second Amended and Restated M&A	Proposed Amendments
63D	N/A	<p>(c) where Shareholders attend a meeting by being present at one of the Meeting Locations and/or where Shareholders participating in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an electronic meeting or a hybrid meeting, the inability of one or more Shareholders or proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and</p> <p>(d) if any of the Meeting Locations is outside Hong Kong, the provisions of these Articles concerning the service and giving of notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place; and in the case of an electronic meeting, the time for lodging proxies shall be as stated in the notice for the meeting.</p>
63E	N/A	<p><u>63D. The Board and, at any general meeting, the chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, any Meeting Location(s) and/or participation in an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a Shareholder who, pursuant to such arrangements, is not entitled to attend, in person (in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of any Shareholder so to attend the meeting or adjourned meeting at such Meeting Location or Meeting Locations shall be subject to any such arrangement as may be for the time being in force and by the notice of the meeting or adjourned meeting stated to apply to the meeting.</u></p> <p><u>63E. If it appears to the chairman of the general meeting that:</u></p> <p>(a) the electronic facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Article 63C(1) or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of the meeting; or</p> <p>(b) in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or</p> <p>(c) it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or</p>

Articles provisions	Original articles of the Second Amended and Restated M&A	Proposed Amendments
63F	N/A	<p>(d) there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting; then, without prejudice to any other power which the chairman of the meeting may have under these Articles, the chairman may, at his/her absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid.</p>
63F	N/A	<p><u>63F. The Board and, at any general meeting, the chairman of the meeting may make any arrangement, determine and/or implement any requirements, procedures or measures which the Board or the chairman of the meeting, as the case may be, considers appropriate to ensure the security and facilitate the orderly and effective conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Shareholders shall also comply with all requirements imposed by the owner of the premises at which the meeting is held. Any decision made under this Article shall be final and conclusive and a person who refuses to comply with any such arrangements or requirements may be refused entry to the meeting or ejected (physically or electronically) from the meeting.</u></p>
63G	N/A	<p><u>63G. All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Article 63E, any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.</u></p>
63H	N/A	<p><u>63H. Without prejudice to other provisions in Article 63A, a general meeting may also be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.</u></p>

Articles provisions	Original articles of the Second Amended and Restated M&A	Proposed Amendments
64	<p>The Board may, whenever it thinks fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within 2 Months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.</p>	<p>The Board may, whenever it thinks fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of Any one or more Shareholders (including a recognized clearing house (or its nominees)) holding, at the date of deposit of the requisition, in aggregate not less than one tenth of the voting rights at general meetings (on a one vote per share basis) in the share paid-up capital of the Company having the right of voting at general meetings may also make a requisition to convene an extraordinary general meeting and/ or add resolutions to the agenda of a meeting. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within 2 Months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.</p>
	N/A	<p>Left margin note to Article 64 App.3 Para 14(5)</p>
65	<p>An annual general meeting or an extraordinary general meeting called for the passing of a Special Resolution shall be called by at least 21 days' notice in writing, and a meeting of the Company other than an annual general meeting or an extraordinary general meeting for the passing of a Special Resolution shall be called by at least 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day, the hour and the agenda of the meeting and particulars of the resolutions to be considered at that meeting and in case of special business (as defined in Article 67), the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:</p>	<p>65. An annual general meeting or an extraordinary general meeting called for the passing of a Special Resolution shall be called by at least 21 days' notice in writing, and a meeting of the Company other than an annual general meeting or an extraordinary general meeting for the passing of a Special Resolution shall be called by at least 14 days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day, the hour and the agenda of the meeting and particulars of the resolutions to be considered at that meeting and in case of special business (as defined in Article 67), the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company. ; provided that If permitted by the Listing Rules, a meeting of the Company shall notwithstanding that it is may be called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:</p>
	<p>(a) in the case of a meeting called as the annual general meeting, by all the Shareholders entitled to attend and vote thereat; and</p>	<p>(a) in the case of a meeting called as the annual general meeting, by all the Shareholders entitled to attend and vote thereat; and</p>
	<p>(b) in the case of any other meeting, by a majority in number of the Shareholders having a right to attend and vote at the meeting, being a majority together holding not less than 95% in nominal value of the Shares giving that right.</p>	<p>(b) in the case of any other meeting, by a majority in number of the Shareholders having a right to attend and vote at the meeting, being a majority together holding not less than 95% in nominal value of the Shares giving that right.</p>
	<p>Left margin note to Article 65 App.13 Part B Para 3(1)</p>	<p>Left margin note to Article 65 App.13 Part B Para 3(1)3 Para 14(2)</p>

Articles provisions	Original articles of the Second Amended and Restated M&A	Proposed Amendments
70	<p>The First Chairman of the Board or, if he is absent or declines to take the chair at every general meeting, the Second Chairman of the Board shall take the chair at every general meeting. In the case if all the Joint Chairmen of the Board are absent, or do not present within 15 minutes after the time appointed for holding such meeting or decline to take the chair at such meeting, the Vice Chairman of the Board (if any) or such other Director being nominated or designated by the Directors shall take the chair at such meeting. If no Director be present or if all the Directors present decline to take the chair or if the Chairman chosen shall retire from the chair, then the Shareholders present in person or (in the case of a Shareholder being a corporation) by its duly authorised representative or by proxy and entitled to vote shall choose one of their own number to be Chairman of such meeting. For the avoidance of doubt, only one person shall take the chair of such meeting at any time.</p>	<p>70. The First Chairman of the Board or, if he is absent or declines to take the chair at every general meeting, the Second Chairman of the Board shall take the chair at every general meeting. In the case if all the Joint Chairmen of the Board are absent, or do not present within 15 minutes after the time appointed for holding such meeting or decline to take the chair at such meeting, the Vice Chairman of the Board (if any) or such other Director being nominated or designated by the Directors shall take the chair at such meeting. If no Director be present or if all the Directors present decline to take the chair or if the Chairman chosen shall retire from the chair, then the Shareholders present in person or (in the case of a Shareholder being a corporation) by its duly authorised representative or by proxy and entitled to vote shall choose one of their own number to be Chairman of such meeting. For the avoidance of doubt, only one person shall take the chair of such meeting at any time. The chairman of the Board shall take the chair at every general meeting, or, if there be no such chairman or, if at any general meeting such chairman shall not be present within 15 minutes after the time appointed for holding such meeting or is unwilling to act, the vice chairman of the Board (if any) or such other Director being nominated or designated by the Directors shall take the chair at such meeting. If no Director be present, or if all the Directors present decline to take the chair, or if the Chairman chosen shall retire from the chair, then the members present (whether in person or represented by proxy or duly authorised representative) shall choose one of their own number to be Chairman of such meeting. For the avoidance of doubt, only one person shall take the chair of such meeting at any time.</p>
72	<p>At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded or otherwise required under the Listing Rules. A poll may be demanded by:</p> <p>(a) the Chairman of the meeting; or</p> <p>(b) at least 2 Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or</p> <p>(c) any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or</p>	<p>At any general meeting a resolution put to the vote of the meeting shall be decided by poll save that the chairman of the meeting may, pursuant to the Listing Rules, allow a resolution to be voted by a show of hands. Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded by: on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded or otherwise required under the Listing Rules. A poll may be demanded by:</p> <p>(a) the Chairman of the meeting; or</p> <p>(b) (a) at least 2 Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or</p> <p>(b) any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or</p>

Articles provisions	Original articles of the Second Amended and Restated M&A	Proposed Amendments
	(d) any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right.	(d) (c) any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right.
	Left margin note to Article 72 App.13 Part B Para 2(3)	Left margin note to Article 72 App.13 Part B Para 2(3)
79	Left margin note to Article 79 App.3 Para 6(1)	Left margin note to Article 79 App.3 Para 6(1) 4(3)
79A	Where the Company has knowledge that any Shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted.	All Shareholders (including a Shareholder which is a clearing house (or its nominee(s))) shall have the right to <u>(a) speak at a general meeting and (b) vote at a general meeting except where a Shareholder is required by the Listing Rules to abstain from voting to approve the matter under consideration.</u> Where the Company has knowledge that any Shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted.
	Left margin note to Article 79A App.3 Para 14	Left margin note to Article 79A App.3 Para 14(3)(4)
85	Any Shareholder entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A Shareholder who is the holder of 2 or more Shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Shareholder of the Company. On a poll or a show of hands votes may be given either personally (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy. A proxy shall be entitled to exercise the same powers on behalf of a Shareholder who is an individual and for whom he acts as proxy as such Shareholder could exercise. In addition, a proxy shall be entitled to exercise the same powers on behalf of a Shareholder which is a corporation and for which he acts as proxy as such Shareholder could exercise if it were an individual Shareholder.	85. Any Shareholder entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person <u>(being a natural person)</u> as his proxy or representative to attend and vote instead of him. <u>A Shareholder which is a corporation may execute a form of proxy under the hand of a duly authorised officer.</u> A Shareholder who is the holder of 2 or more Shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Shareholder of the Company. On a poll or a show of hands votes may be given either personally (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy. A proxy shall be entitled to exercise the same powers on behalf of a Shareholder who is an individual and for whom he acts as proxy as such Shareholder could exercise. In addition, a proxy shall be entitled to exercise the same powers on behalf of a Shareholder which is a corporation and for which he acts as proxy as such Shareholder could exercise if it were an individual Shareholder <u>present in person at any general meeting.</u>
	Left margin note to Article 85 App.13 Part B Para 2(2)	Left margin note to Article 85 App.13 Part B Para 2(2) 3 Para 18, Para 19
87	Left margin note to Article 87 App.3 Para 11(2)	Left margin note to Article 87 App.3 Para 11(2) 18
89	Left margin note to Article 89 App.3 Para 11(1)	Left margin note to Article 89 App.3 Para 11(1)

Articles provisions	Original articles of the Second Amended and Restated M&A	Proposed Amendments
92	<p>(a) Any corporation which is a Shareholder may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Shareholders of the Company, and the person so authorised shall be entitled to exercise the same rights and powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Shareholder of the Company. References in these Articles to a Shareholder present in person at a meeting shall, unless the context otherwise requires, include a corporation which is a Shareholder represented at the meeting by such duly authorised representative.</p> <p>(b) Where a Shareholder is a Clearing House (or its nominee(s)), it may (subject to Article 93) authorise such person or persons as it thinks fit to act as its representative or representatives at any meeting of the Company or at any meeting of any class of Shareholders provided that if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such representative is so authorised. A person so authorised pursuant to the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder, including the right to vote individually on a show of hands.</p> <p>Left margin note to Article 92 (b) App.13 Part B Para 6</p>	<p>92 (a). Any corporation which is a Shareholder may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Shareholders of the Company, and the person so authorised shall be entitled to exercise the same rights and powers on behalf of the corporation which he represents as that corporation could exercise as if it were an individual Shareholder of the Company. References in these Articles to a Shareholder present in person at a meeting shall, unless the context otherwise requires, include a corporation which is a Shareholder represented at the meeting by such duly authorised representative.</p> <p>(b) Where a Shareholder is a Clearing House (or its nominee(s)), it may (subject to Article 93) authorise such person or persons as it thinks fit to act as its <u>proxies or representative, who enjoy rights equivalent to the rights of other Shareholders, or representatives at any meeting of the Company (including but not limited to general meetings and creditors meetings)</u> or at any meeting of any class of Shareholders provided that if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such representative is so authorised. A person so authorised pursuant to the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder <u>in respect of the number and class of shares specified in the relevant authorization, including the right to speak and vote individually on a show of hands or on a poll.</u></p> <p>Left margin note to Article 92 (b) App.13 Part B Para 6 Para 19</p>
104	<p>Left margin note to Article 104 (a) App.13 Part B Para 5(4)</p> <p>Left margin note to Article 104 (b) App.13 Part B Para 5(2)</p>	<p>Left margin note to Article 104 (a) App.13 Part B Para 5(4)</p> <p>Left margin note to Article 104 (b) App.13 Part B Para 5(2)</p>

Articles provisions	Original articles of the Second Amended and Restated M&A	Proposed Amendments
	<p>(b) Except as would, if the Company were a company incorporated in Hong Kong, be permitted by Section 157H of the Companies Ordinance as in force at the date of adoption of these Articles, and except as permitted under the Companies Law, the Company shall not directly or indirectly:</p> <p>(i) make a loan to a Director or a director of any Holding Company of the Company or any of their respective Associates;</p> <p>(ii) enter into any guarantee or provide any security in connection with a loan made by any person to a Director or a director of any Holding Company of the Company or any of their respective Associates; or</p> <p>(iii) if any one or more of the Directors hold (jointly or severally or directly or indirectly) a controlling interest in another company, make a loan to that other company or enter into any guarantee or provide any security in connection with a loan made by any person to that other company.</p> <p>(c) Article 104(a) and (b) shall only apply during the Relevant Period.</p>	<p>(b) Except as would, if the Company were a company incorporated in Hong Kong, be permitted by Section 157H of the Companies Ordinance as in force at the date of adoption of these Articles, and except as permitted under the Companies Law <u>Companies Act</u>, the Company shall not directly or indirectly:</p> <p>(i) make a loan to a Director or a director of any Holding Company of the Company or any of their respective <u>Close Associates</u>;</p> <p>(ii) enter into any guarantee or provide any security in connection with a loan made by any person to a Director or a director of any Holding Company of the Company or any of their respective <u>Close Associates</u>; or</p> <p>(iii) if any one or more of the Directors hold (jointly or severally or directly or indirectly) a controlling interest in another company, make a loan to that other company or enter into any guarantee or provide any security in connection with a loan made by any person to that other company.</p> <p>(c) Article 104(a) and (b) shall only apply during the Relevant Period.</p>
107	<p>Left margin note to Article 107 (a) App.13 Part B Para 5(3)</p> <p>Left margin note to Article 107 (c) App.3 Para 4(1) App.3 Note 1</p>	<p>Left margin note to Article 107 (a) App.13 Part B Para 5(3)</p> <p>Left margin note to Article 107(c) App.3 Para 4(1) App.3 Note 1</p>

Articles provisions	Original articles of the Second Amended and Restated M&A	Proposed Amendments
	<p>107 (c). Director shall not vote (nor shall he be counted in the quorum) on any resolution of the Board in respect of any contract or arrangement or proposal in which he or any of his Associate(s) has/have a material interest, and if he shall do so his vote shall not be counted (nor shall he be counted in the quorum for that resolution), but this prohibition shall not apply to any of the following matters namely:-</p>	<p>107 (c). A Director shall not vote (nor shall he be counted in the quorum) on any resolution of the Board in respect of any contract or arrangement or proposal in which he or any of his <u>Close Associate(s)</u> has/have a material interest, and if he shall do so his vote shall not be counted (nor shall he be counted in the quorum for that resolution), but this prohibition shall not apply to any of the following matters namely:-</p>
	<p>(i) the giving of any security or indemnity either:</p>	<p>(i) the giving of any security or indemnity either:</p>
	<p>(a) to the Director or his Associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or</p>	<p>(a) to the Director or his <u>Close Associate(s)</u> in respect of money lent or obligations <u>incurred</u> or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or</p>
	<p>(b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his Associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;</p>	<p>(b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his <u>Close Associate(s)</u> has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;</p>
	<p>(ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his Associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;</p>	<p>(ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his <u>Close Associate(s)</u> is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;</p>
	<p>(iii) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:</p>	<p>(iii) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:</p>
	<p>(a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his Associate(s) may benefit; or</p>	<p>(a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his <u>Close Associate(s)</u> may benefit; or</p>
	<p>(b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to Directors, his Associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or his Associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and</p>	<p>(b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to Directors, his <u>Close Associates</u> and employees of the Company or any of its <u>subsidiaries</u> and does not provide in respect of any Director or his <u>Close Associate(s)</u>, as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and</p>
	<p>(iv) any contract or arrangement in which the Director or his Associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.</p>	<p>(iv) any contract or arrangement in which the Director or his <u>Close Associate(s)</u> is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.</p>

Articles provisions	Original articles of the Second Amended and Restated M&A	Proposed Amendments
	<p>107 (e). If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the Chairman) or his Associates or as to the entitlement of any Director (other than such Chairman) to vote or be counted in the quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the Chairman and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director or his Associates concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the Chairman or his Associates such question shall be decided by a resolution of the Board (for which purpose such Chairman shall not be counted in the quorum and shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such Chairman or his Associates as known to him has not been fairly disclosed to the Board.</p>	<p>107 (e). If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the Chairman) or his Close Associates or as to the entitlement of any Director (other than such Chairman) to vote or be counted in the quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the Chairman and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director or his <u>Close Associates</u> concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the Chairman or his Close Associates such question shall be decided by a <u>resolution</u> of the Board (for which purpose such Chairman shall not be counted in the quorum and shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such Chairman or his <u>Close Associates</u> as known to him has not been fairly disclosed to the Board.</p>
<p>112</p>	<p>The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.</p>	<p>112. The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director <u>appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting.</u> Any Director so appointed by the Board <u>as an addition to the existing Board</u> shall hold office only until the <u>next following first annual general meeting of the Company after his appointment</u> and shall then be eligible for re-election.</p>
	<p>N/A</p>	<p>Left margin note to Article 112 <u>App.3 Para 4(2)</u></p>
<p>113</p>	<p>Left margin note to Article 113 App.3 Para 4(4); 4(5)</p>	<p>Left margin note to Article 113 <u>App.3 Para 4(4); 4(5)</u> <u>Listing Rule 13.70</u></p>

Articles provisions	Original articles of the Second Amended and Restated M&A	Proposed Amendments
114	<p>The Company may by Ordinary Resolution remove any Director (including a Managing Director or other Executive Director) before the expiration of his term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may by Ordinary Resolution elect another person in his stead. Any person so elected shall hold office only until the next general meeting of the Company and shall then be eligible for re-election, but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.</p>	<p>114. The CompanyShareholders may by Ordinary Resolution remove any Director (including a Managing Director or other Executive Director) before the expiration of his term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of under any such contract between him and the Company) and may by Ordinary Resolution elect another person in his stead. Any person so elected shall hold office only until the next general meeting of the Company and shall then be eligible for re-election, but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.</p>
	<p>Left margin note to Article 114 App.3 Para 4(3) App.13 Part B Para 5(1)</p>	<p>Left margin note to Article 114 App.3 Para 4(3) App.13 Part B Para 5(1)</p>
125.	<p>The Board may from time to time entrust to and confer upon a Chairman of the Board, Vice Chairman of the Board, Managing Director, Joint Managing Director, Deputy Managing Director or Executive Director all or any of the powers of the Board that it may think fit provided that the exercise of all powers by such Director shall be subject to such regulations and restrictions as the Board may from time to time make and impose, and, subject to the terms thereof, the said powers may at any time be withdrawn, revoked or varied, but no person dealing in good faith and without notice of such withdrawal, revocation or variation shall be affected thereby.</p>	<p>125. The Board may from time to time entrust to and confer upon a <u>chairman of the Board, a vice chairman of the Board,</u> Chairman of the Board, Vice Chairman of the Board, Managing Director, Joint Managing Director, Deputy Managing Director or Executive Director all or any of the powers of the Board that it may think fit provided that the exercise of all powers by such Director shall be subject to such regulations and restrictions as the Board may from time to time make and impose, and, subject to the terms thereof, the said powers may at any time be withdrawn, revoked or varied, but no person dealing in good faith and without notice of such withdrawal, revocation or variation shall be affected thereby.</p>
132.	<p>Heading above Article 132</p> <p>CHAIRMAN OF THE BOARD, VICE CHAIRMAN OF THE BOARD AND OTHER OFFICERS</p>	<p>Heading above Article 132</p> <p>CHAIRMAN AND VICE CHAIRMAN OF THE BOARD, VICE CHAIRMAN OF THE BOARD AND OTHER OFFICERS</p>

Articles provisions	Original articles of the Second Amended and Restated M&A	Proposed Amendments
	<p>132. (a) More than one Director may at any one time be appointed to be Chairman of the Board or Vice Chairman of the Board, and whenever there is for the time being more than one Director so appointed, the Directors so appointed shall together be Joint Chairmen of the Board or Joint Vice Chairmen of the Board (as the case may be). (b) Whenever there is for the time being more than one Director being elected or appointed to be Chairman of the Board, the Directors so elected or appointed shall together be Joint Chairmen of the Board. Each individual Director elected or appointed to be Chairman of the Board and entitled to discharge separately all the functions of the position to which he is appointed, and references in these Articles to "Chairman of the Board" shall, unless the context requires otherwise, be to each of the Directors for the time being elected or appointed to that position. (c) The First Chairman of the Board or, if he is absent or declines to take the chair at every meeting of the Board, the Second Chairman of the Board shall take the chair at every meeting of the Board. In the case if all the Joint Chairmen of the Board are absent, or do not present within 15 minutes after the time appointed for holding such meeting or decline to take the chair at such meeting, the Vice Chairman of the Board (if any) or such other Director being nominated or designated by the Directors shall take the chair at such meeting. In the case of Joint Chairmen of the Board in a meeting, the First Chairman of the Board shall take the chair at any meeting of the Board. (d) All the provisions of Articles 103, 108, 123, 124 and 125 shall mutatis mutandis apply to any Directors elected or otherwise appointed to any office in accordance with the provisions of this Article.</p>	<p>132. (a) More than one Director may at any one time be appointed to be Chairman of the Board or Vice Chairman of the Board, and whenever there is for the time being more than one Director so appointed, the Directors so appointed shall together be Joint Chairmen of the Board or Joint Vice Chairmen of the Board (as the case may be). (b) whenever there is for the time being more than one Director being elected or appointed to be Chairman of the Board, the Directors so elected or appointed shall together be Joint Chairmen of the Board. Each individual Director elected or appointed to be Chairman of the Board shall be referred to as Joint Chairman of the Board and entitled to discharge separately all the functions of the position to which he is appointed, and references in these Articles to "Chairman of the Board" shall, unless the context requires otherwise, be to each of the Directors for the time being elected or appointed to that position. (c) The First Chairman of the Board or, if he is absent or declines to take the chair at every meeting of the Board, the Second Chairman of the Board shall take the chair at every meeting of the Board. In the case if all the Joint Chairmen of the Board are absent, or do not present within 15 minutes after the time appointed for holding such meeting or decline to take the chair at such meeting, the Vice Chairman of the Board (if any) or such other Director being nominated or designated by the Directors shall take the chair at such meeting. In the case of Joint Chairmen of the Board in a meeting, the First Chairman of the Board shall take the chair at any meeting of the Board. (d) All the provisions of Articles 103, 108, 123, 124 and 125 shall mutatis mutandis apply to any Directors elected or otherwise appointed to any office in accordance with the provisions of this Article. The Board may elect the chairman of the Board to take the chair at every meeting of the Board and determine the period for which he is to hold office; but if no such chairman of the Board is elected, or if at any meeting the chairman of the Board is not present within 15 minutes after the time appointed for holding the same, the vice chairman of the Board (if any) or such other Director being nominated or designated by the Directors shall take the chair at such meeting.</p>
	<p>Right margin note to Article 132 Chairman, Vice Chairman and officers</p>	<p>Right margin note to Article 132 Chairman; <u>and</u> Vice Chairman and officers</p>
147(a)	<p>Left margin note to Article 147 (a) App.3 Para 2(1)</p>	<p>Left margin note to Article 147 (a) App.3 Para 2(1)</p>
167	<p>Left margin note to Article 167 App.3 Para 3(2)</p>	<p>Left margin note to Article 167 App.3 Para 3(2)</p>
172	<p>Left margin note to Article 172 App.13 Part B Para 4(1)</p>	<p>Left margin note to Article 172 App.13 Part B Para 4(1)</p>
175	<p>Left margin note to Article 175 (a) App.13 Part B Para 3(3)</p>	<p>Left margin note to Article 175 (a) App.13 Part B Para 3(3)</p>
	<p>Left margin note to Article 175 (b) App.3 Para 5 App.13 Part B Para 3(3); 4(2)</p>	<p>Left margin note to Article 175 (b) App.3 Para 5 App.13 Part B Para 3(3); 4(2)</p>

Articles provisions	Original articles of the Second Amended and Restated M&A	Proposed Amendments
176	<p>(a) The Company shall at each annual general meeting appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of any such Director, officer or employee shall not be appointed Auditors of the Company. The Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. The remuneration of the Auditors shall be fixed by or on the authority of the Company in the annual general meeting except that in any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board.</p> <p>(b) The Shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditors by Special Resolution at any time before the expiration of the term of office and shall, by Ordinary Resolution, at that meeting appoint new auditors in its place for the remainder of the term.</p>	<p>176 (a). The Company Shareholders shall at each annual general meeting by Ordinary Resolution appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of any such Director, officer or employee shall not be appointed Auditors of the Company. <u>Subject to compliance with the Listing Rules, the Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. The remuneration of the Auditors shall be fixed by or on the authority of the Shareholders of the Company in the annual general meeting by Ordinary Resolution except that in any particular year the Shareholders of the Company in general meeting may by Ordinary Resolution delegate the fixing of such remuneration to the Board and, subject to compliance with the Listing Rules, the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board.</u></p> <p>(b) The Shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditors by Ordinary Special Resolution at any time before the expiration of the term of office and shall, by Ordinary Resolution, at that meeting appoint new auditors in its place for the remainder of the term.</p>
	N/A	<p>Left margin note to Article 176 (a) <u>App.3 Para 17</u></p>
177	<p>Left margin note to Article 177 App. 13 Part B Para 4(2)</p>	<p>Left margin note to Article 177 App. 13 Part B Para 4(2)</p>
180(A)	<p>Left margin note to Article 180 (A) App.3 Para 7(1); 7(2)</p>	<p>Left margin note to Article 180 (A) App.3 Para 7(1); 7(2)</p>
188	N/A	<p>Left margin note to Article 188 <u>App. 3 Para 21</u></p>
192	<p>Left margin note to Article 192 App.3 Para 13(1)</p>	<p>Left margin note to Article 192 App.3 Para 13(1)</p>
193(a)	<p>Left margin note to Article 193(a) App.3 Para 13(2)(a) 13(2)(b)</p>	<p>Left margin note to Article 193(a) App.3 Para 13(2)(a) 13(2)(b)</p>
197	N/A	<p>Heading above Article 197 <u>FINANCIAL YEAR</u></p>
	N/A	<p><u>197. Unless the Board otherwise determines, the financial year of the Company shall end on 31 December each year and shall begin on 1 January each year.</u></p>

NOTICE OF EGM



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Beijing Enterprises Clean Energy Group Limited (the “**Company**”) will be held at 4:00 p.m. on Friday, 24 June 2022 at Conference Room, 17th Floor, Agricultural Bank of China Tower, No. 50 Connaught Road Central, Hong Kong for the purposes of considering and, if thought fit, passing with or without amendment, the following resolutions of the Company:

SPECIAL RESOLUTIONS

1. “**THAT**

subject to and conditional upon the approval of the Registrar of the Companies in the Cayman Islands, the name of the Company be changed from “Beijing Enterprises Clean Energy Group Limited” to “Shandong Hi-Speed New Energy Group Limited”, and the dual foreign name in Chinese of the Company from “北控清潔能源集團有限公司” to “山高新能源集團有限公司” (the “**Change of Company Name**”), and that any one director (the “**Director(s)**”) of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents (in case of execution of documents under seal, to do so by any two Directors or any one Director or the secretary of the Company) which he/they may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

2. “**THAT**

- (a) the proposed amendments to the second amended and restated memorandum and articles of association of the Company (the “**Proposed Amendments**”), the details of which are set out in Appendix I to the circular of the Company dated 30 May 2022, be and are hereby approved;

NOTICE OF EGM

- (b) the third amended and restated memorandum and articles of association of the Company (the “**Third Amended and Restated M&A**”), which contains all the proposed amendments to the second amended and restated memorandum and articles of association of the Company and a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the existing second amended and restated memorandum and articles of association of the Company with immediate effect; and
- (c) any director or company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the Third Amended and Restated M&A, including without limitation, attending to the necessary registration and filings with the Registrar of Companies in Hong Kong and the Cayman Islands.”

By Order of the Board
Beijing Enterprises Clean Energy Group Limited
Wang Xiaodong
Chairman

Hong Kong, 30 May 2022

Notes:

1. Any member of the Company entitled to attend and vote at the EGM 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 EGM. 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 Company) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.

NOTICE OF EGM

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 EGM or any adjournment thereof in cases where the EGM 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 EGM, 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 EGM, 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 EGM if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
7. For the purpose of determining the shareholders who are entitled to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 21 June 2022 to Friday, 24 June 2022 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the EGM, 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 Monday, 20 June 2022.
8. A form of proxy for use at the EGM is enclosed with the Circular.

As at the date of this notice, the Board comprises twelve Directors, namely Mr. Wang Xiaodong, Mr. Zhu Jianbiao, Mr. Wang Wenbo, Mr. Sun Qingwei, Ms. Liao Jianrong, Mr. Li Li, Mr. He Yongbing and Ms. Ai Yan as executive Directors; and Professor Shen Zuojun, Mr. Victor Huang, Mr. Yang Xiangliang and Mr. Chiu Kung Chik as independent non-executive Directors.