

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.*



*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 01250)**

## **NOTICE OF EGM**

**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, 29 April 2022 at 66th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong for the purposes of considering and, if thought fit, passing with or without amendment, the following resolutions of the Company:

### **ORDINARY RESOLUTIONS**

1. **“THAT:**

- (a) the entering into of the conditional subscription agreement (the “**Subscription Agreement**”, a copy of which is tabled at the EGM and marked “A” and initialed by the chairman of the EGM for the purpose of identification) entered into between the Company as issuer, and Profit Plan Global Investment Limited (the “**Subscriber**”) as subscriber dated 4 March 2022 in relation to the subscription by the Subscriber of an aggregate of 48,804,039,247 shares in the Company (the “**Subscription Share(s)**”) at the subscription price of HK\$0.096 per Subscription Share to be issued by the Company and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified; and

(b) any one or more of the Directors be and is/are hereby authorised to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps which, in his/her/their opinion, may be necessary, appropriate, desirable or expedient to implement and/or give effect to the terms of, or the transactions contemplated by, the Subscription Agreement and to agree to such variation, amendments or waiver of matters relating thereto as are, in his/her/their opinion, in the interests of the Company.”

2. **“THAT:**

the director(s) of the Company (the “**Director(s)**”) be and are hereby granted with a specific mandate to allot and issue the Subscription Shares to the Subscriber pursuant to the Subscription Agreement.”

### **SPECIAL RESOLUTION**

3. **“THAT**

(a) subject to the passing of the above ordinary resolution numbered 1 and the granting of the Whitewash Waiver (as defined below) by the Executive Director (or any delegate of the Executive) of the Corporate Finance Division of the Securities and Futures Commission and fulfilment of any conditions that may be imposed thereon, the waiver of the obligations on the part of the Subscriber and parties acting in concert with it to make a mandatory general offer for all the issued ordinary shares of the Company and other securities of the Company not already owned or agreed to be acquired by the Subscriber and the parties acting in concert with it which might otherwise arise as a result of the Subscriber subscribing for the Subscription Shares under the Subscription Agreement pursuant to Note 1 on dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers (the “**Whitewash Waiver**”), be and is hereby approved; and

- (b) any one or more of the Directors be and is hereby authorised to do all such acts and things and execute all such further documents, agreements and instruments and to take such steps as he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to any of the matters relating to, or incidental to, the Whitewash Waiver.”

By Order of the Board  
**Beijing Enterprises Clean Energy Group Limited**  
**Zhang Tiefu and Hu Xiaoyong**  
*Joint Chairmen*

Hong Kong, 1 April 2022

*Notes:*

1. **The Company would like to remind members of the Company that it is possible that members of the Company and/or their representatives may not be able to attend in person at the EGM venue depending on prevailing regulations imposed by the Hong Kong Government, including but not limited to any ban on conducting physical general meetings of companies under the Prevention and Control of Disease (Requirements and Directions) (Business and Premises) Regulation (Chapter 599F of the Laws of Hong Kong) and the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation 2020 (Chapter 599G of the Laws of Hong Kong). Shareholders and/or their representatives who are denied entry to the venue of the EGM will, subject to the Regulations, be provided with voting slips of the EGM and may complete, sign and return the voting slips to exercise their voting rights. For the health and safety of members of the Company, the Company would strongly encourage members of the Company to exercise their right to vote at the EGM by appointing the chairman of the EGM (who is expected to be an independent nonexecutive Director) as their proxy instead of attending the EGM in person. Physical attendance is not necessary for the purpose of exercising the voting rights of members of the Company. Members of the Company are advised to read carefully the precautionary measures to be implemented at the EGM set out in the section headed “Precautionary measures for the EGM” in the circular of the Company dated 1 April 2022 (the “Circular”).**
2. 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.

3. 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.
4. 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 Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
5. 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.
6. 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.
7. 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
8. 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, 26 April 2022 to Friday, 29 April 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, 25 April 2022.
9. A form of proxy for use at the EGM is enclosed with the Circular.

*As at the date of this announcement, the Board comprises nine Directors, namely Mr. Zhang Tiefu, Mr. Hu Xiaoyong, Mr. Yang Guang, Mr. Shi Xiaobei, Mr. Tan Zaixing and Ms. Huang Danxia as executive Directors; and Mr. Li Fujun, Mr. Xu Honghua and Mr. Chiu Kung Chik as independent non-executive Directors.*