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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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# 北控清潔能源集團有限公司

BEIJING ENTERPRISES CLEAN ENERGY GROUP LIMITED

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

**(Stock Code: 01250)**

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

A notice convening the annual general meeting of the Company to be held at 66th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Tuesday, 7 June 2022 at 4:00 p.m. is set out on pages AGM-1 to AGM-5 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting thereof should you so desire.

### PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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

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

It is possible that Shareholders and/or their representatives may not be able to attend in person at the annual general meeting venue depending on prevailing regulations imposed by the Hong Kong Government. Shareholders and/or their representatives who are denied entry to the venue of the annual general meeting will, subject to the Regulations, be provided with voting slips of the annual general meeting and may complete, sign and return the voting slips to exercise their voting rights. For the health and safety of Shareholders, the Company strongly encourages Shareholders to exercise their right to vote at the annual general meeting by appointing the chairman of the annual general meeting as their proxy and to return their forms of proxy by the time specified above, instead of attending the annual general meeting in person.

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

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## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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

**Voting by proxy in advance of the AGM:** The Company does not in any way wish to diminish the opportunity available to Shareholders to exercise their rights and to vote, but is conscious of the pressing need to protect Shareholders from possible exposure to the COVID-19 pandemic. **The Company would like to remind the Shareholders that it is possible that Shareholders and/or their representatives may not be able to attend in person at the AGM 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 Regulations (as defined below). Shareholders and/or their representatives who are denied entry to the venue of the AGM will, subject to the Regulations, be provided with voting slips of the AGM and may complete, sign and return the voting slips to exercise their voting rights.**

**For the health and safety of Shareholders, the Company would strongly encourage Shareholders to exercise their right to vote at the AGM by appointing the chairman of the AGM as their proxy instead of attending the AGM in person. Physical attendance is not necessary for the purpose of exercising Shareholders’ rights. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM or any adjournment thereof should they subsequently so wish.**

Completed forms of proxy must be returned to the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof.

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

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## **PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

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### **LIMITING ATTENDANCE IN PERSON AT THE AGM VENUE**

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) (the “**Regulations**”), group gatherings (including but not limited to conducting physical general meetings of companies) are restricted (the “**Requirement**”). As at the Latest Practicable Date, the Regulations include a ban on conducting physical general meetings of companies during a “specified period” (as defined in the Regulations), which, according to announcements made by the Hong Kong Government, is to remain in effect until 20 April 2022 (but may be extended by the Hong Kong Government). As announced by the Hong Kong Government, the existing social distancing measures can be eased from 21 April 2022 onwards on the condition that the epidemic situation shows no signs of a rebound and the downward trend continues. The relaxation will be carried out in three phases over a period of three months. Taking into consideration the Company’s understanding as at the Latest Practicable Date, the Company will limit attendance in person at the AGM venue in compliance with the Requirement prevailing at the time of the AGM. Given the limited capacity of the AGM venue and the requirements for social distancing to ensure attendee safety, only Shareholders and/or their representatives and relevant AGM staff will be admitted to the AGM. Admission to the AGM venue will not be granted in excess of the capacity of the AGM venue. Shareholders and/or their representatives who are denied entry to the venue of the AGM will, subject to the Regulations, be provided with voting slips of the AGM and may complete, sign and return the voting slips to exercise their voting rights.

### **PHYSICAL ATTENDANCE**

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

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

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## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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Any attendee who (a) refuses to comply with the precautionary measures; (b) is subject to any prescribed quarantine by the Government or has close contact with any person under quarantine; (c) is subject to the Government's prescribed testing requirement or direction and has not tested negative; or (d) has any flu-like symptoms or is otherwise unwell will be denied entry into or be required to leave the AGM venue at the absolute discretion of the Company as permitted by law.

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

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

**It is possible that Shareholders and/or their representatives may not be able to attend in person at the AGM 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 Regulations. Shareholders are strongly encouraged to appoint the chairman of the AGM as their proxy to vote on the resolutions to be proposed at the AGM, instead of attending the AGM in person.**

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

If any Shareholder has any question relating to the AGM 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, Wan Chai, Hong Kong  
Tel: 2862 8555  
Fax: 2865 0990  
Website: [www.computershare.com/hk/contact](http://www.computershare.com/hk/contact)

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

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## DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at 66th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Tuesday, 7 June 2022 at 4:00 p.m.;
“AGM Notice”	the notice convening the AGM set out on pages AGM-1 to AGM-5 of this circular;
“Articles”	the articles of association of the Company as amended from time to time;
“Board”	the board of Directors;
“close associate(s)”	has the same meaning as defined in the Listing Rules;
“Company”	Beijing Enterprises Clean Energy Group Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange (Stock Code: 1250);
“controlling shareholder(s)”	has the same meaning as defined in the Listing Rules;
“core connected person(s)”	has the same meaning as defined in the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	the general and unconditional mandate proposed to be granted to the Directors to allot, issue or otherwise deal with additional Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the relevant resolution;

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## DEFINITIONS

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“Latest Practicable Date”	20 April 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;
“PRC”	the People’s Republic of China;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.001 each in the share capital of the Company;
“Share Buy-back Mandate”	the general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to buy-back Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of the relevant resolution;
“Shareholder(s)”	holder(s) of the Share(s);
“Share Option Scheme”	the share option scheme of the Company adopted by the Shareholders on 11 June 2013 and update to the share option scheme was adopted by the Shareholders on 8 June 2021;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial shareholder(s)”	has the same meaning as defined in the Listing Rules;
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong; and
“%”	per cent.

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## LETTER FROM THE BOARD

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# 北控清潔能源集團有限公司

BEIJING ENTERPRISES CLEAN ENERGY GROUP LIMITED

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

**(Stock Code: 01250)**

*Executive Directors:*

Mr. Zhang Tiefu *(Joint Chairman)*  
Mr. Hu Xiaoyong *(Joint Chairman)*  
Mr. Yang Guang *(Chief Executive Officer)*  
Mr. Shi Xiaobei  
Mr. Tan Zaixing  
Ms. Huang Danxia

*Independent non-executive Directors:*

Mr. Li Fujun  
Mr. Xu Honghua  
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

27 April 2022

*To the Shareholders*

Dear Sir or Madam,

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

**1. INTRODUCTION**

The purpose of this circular is to provide you with the AGM Notice and the information in respect of the resolutions to be proposed at the AGM for (i) the grant of the Issue Mandate and the Share Buy-back Mandate; and (ii) the re-election of the retiring Directors. The AGM Notice containing the resolutions to be proposed at the AGM is set out on pages AGM-1 to AGM-5 of this circular.

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## LETTER FROM THE BOARD

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### 2. GENERAL MANDATES TO ISSUE SHARES AND TO BUY-BACK SHARES

The Company's existing mandates to issue and buy-back Shares were approved by the Shareholders at the annual general meeting held on 8 June 2021. Such mandates had not been utilised and will lapse at the conclusion of the AGM. In order to give the Company the flexibility to issue and buy-back Shares as and when appropriate, ordinary resolutions will be proposed at the AGM to approve the granting of new general mandates:

- (i) to allot, issue and otherwise deal with additional Shares not exceeding 20% of the total number of issued Shares as at the date of passing the proposed ordinary resolution at the AGM; and
- (ii) to buy-back Shares not exceeding 10% of the total number of issued Shares as at the date of passing the proposed ordinary resolution at the AGM.

Subject to the passing of the aforesaid resolutions of the Issue Mandate and the Share Buy-back Mandate, a separate ordinary resolution will be proposed at the AGM to extend the Issue Mandate by the number of Shares bought back by the Company under the Share Buy-back Mandate (if granted to the Directors at the AGM).

The Directors have no present intention to exercise the Issue Mandate or the Share Buy-back Mandate.

As at the Latest Practicable Date, a total of 63,525,397,057 Shares were in issue. Assuming that no Shares will be issued and/or bought back by the Company prior to the AGM, the Company will be allowed to issue a maximum of 12,705,079,411 Shares under the Issue Mandate. Assuming no Shares will be issued and/or bought back by the Company prior to the AGM, the Company will be allowed to buy-back a maximum of 6,352,539,705 Shares under the Share Buy-back Mandate.

An explanatory statement as required by the Listing Rules containing information regarding the Share Buy-back Mandate is set out in Appendix I to this circular.

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## LETTER FROM THE BOARD

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### 3. RE-ELECTION OF THE RETIRING DIRECTORS

As at the Latest Practicable Date, the Board consisted of nine Directors, namely Mr. Zhang Tiefu (Joint Chairman), Mr. Hu Xiaoyong (Joint Chairman), Mr. Yang Guang (Chief Executive Officer), Mr. Shi Xiaobei, Mr. Tan Zaixing and Ms. Huang Danxia as the executive Directors; and Mr. Li Fujun, Mr. Xu Honghua and Mr. Chiu Kung Chik as the independent non-executive Directors.

Pursuant to article 108 of the Articles, at each annual general meeting, one-third of the Directors for the time being, or, if the number of Directors is not a multiple of three, then the number nearest to but not less than one-third, will retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. Accordingly, Ms. Huang Danxia (“**Ms. Huang**”), Mr. Xu Honghua (“**Mr. Xu**”) and Mr. Chiu Kung Chik (“**Mr. Chiu**”) will retire as Directors by rotation at the AGM and, being eligible, offer themselves for re-election.

In considering and approving the re-election of Mr. Xu and Mr. Chiu, the retiring independent non-executive Directors, the nomination committee of the Company (the “**Nomination Committee**”) had reviewed and assessed the independence of Mr. Xu and Mr. Chiu based on the independence guidelines as set out in Rule 3.13 of the Listing Rules. Each of Mr. Xu and Mr. Chiu has also confirmed that he fulfils all the requirements set out in Rule 3.13 of the Listing Rules. The Nomination Committee is satisfied that each of Mr. Xu and Mr. Chiu remains independent.

In addition, the Nomination Committee had considered a wide range of diversity perspectives as set out in the board diversity policy of the Company including but not limited to skills, experience, background and time commitment. Mr. Xu is an expert in the renewable energy industry which enables him to provide professional, valuable, independent and objective view to the Board on the matters relating to the business of the Group. Mr. Chiu has extensive experience and knowledge in investment banking, including capital financing, corporate restructuring for public and private companies, merger and acquisition, complex transaction structuring which enable him to provide professional, valuable, independent and objective view to the Board on matters relating to the business of the Group. The Nomination Committee considered that the knowledge and experience of Mr. Xu and Mr. Chiu would continue to bring contribution to the diversity of the Board. Taking into consideration of the foregoing, the Nomination Committee proposed Mr. Xu and Mr. Chiu to stand for re-election at the AGM.

The Board, on the recommendation of the Nomination Committee, proposed that all the retiring Directors to stand for re-election as Directors at the AGM. Details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### 4. THE AGM

The AGM Notice is set out on pages AGM-1 to AGM-5 of this circular for the Shareholders to consider and, if thought fit, pass the resolutions set out therein.

In accordance with Rule 13.39(4) of the Listing Rules, each of the resolutions set out in the AGM Notice will be taken by way of poll. An announcement on the poll vote results will be published by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

The register of members of the Company will be closed from Tuesday, 31 May 2022 to Tuesday, 7 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 AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 30 May 2022.

You will find enclosed in this circular a form of proxy for use at the AGM. Whether or not you are able to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so desire.

### 5. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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## LETTER FROM THE BOARD

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### 6. RECOMMENDATION

The Directors consider that the proposed granting of the Issue Mandate and the Share Buy-back Mandate and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions as set out in the AGM Notice to be proposed at the AGM.

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

*This appendix includes an explanatory statement required by the Listing Rules to be presented to the Shareholders concerning the Share Buy-back Mandate proposed to be granted to the Directors in the AGM.*

## **1. SHARE CAPITAL**

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

Subject to the passing of the relevant ordinary resolution approving the grant of Share Buy-back Mandate and on the basis that no Shares are issued or bought back by the Company between the Latest Practicable Date and the AGM, the Directors would be allowed to buy-back, during the period in which the Share Buy-back Mandate remains in force, a maximum of 6,352,539,705 Shares, representing 10% of the total number of issued Shares as at the date of the AGM.

## **2. REASONS FOR BUY-BACK**

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Company to buy-back Shares on the market. Such buy-back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company per Share and/or its earnings per Share and will only be made when the Directors believe that such buy-back will benefit the Company and the Shareholders as a whole.

## **3. FUNDING AND IMPACT OF SHARE BUY-BACK**

Any buy-back of Shares will be made out of funds which are legally available for the purpose in accordance with the Articles, the Listing Rules, the laws of the Cayman Islands and other applicable laws. Any payment for the buy-back of Shares must be drawn from the profits or share premium of the Company or from the proceeds of a fresh issue of shares made for the purpose of the buy-back or, if authorised by the Articles and subject to the companies laws of the Cayman Islands, out of capital. In the case of any premium payable on the purchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorised by the Articles and subject to the companies laws of the Cayman Islands, out of capital.

As compared with the financial position of the Company as at 31 December 2021 (being the date to which the latest audited consolidated financial statements of the Company were made up), the Directors consider that there would not be any material adverse impact on the working capital and on the gearing position of the Company if the Share Buy-back Mandate were to be exercised in full during the proposed buy-back period.

The Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing position of the Company which, in the opinion of the Directors, are from time to time appropriate for the Company.

#### 4. EFFECT OF THE TAKEOVERS CODE

If as a result of a buy-back of Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date and to the best knowledge and belief of the Directors, Fast Top Investment Limited, CPEChina Fund II, L.P., CPEChina Fund IIA, L.P., 北京信聿投資中心(有限合夥)(Beijing Xinyu Investment Centre (Limited Partnership)\*) and their respective concert parties (within the meaning of the Takeovers Code) (including Mr. Hu Xiaoyong, Zihua Investments Limited, Starry Chance Investments Limited, Maolin Investments Limited and Tenson Investment Limited) (the "**Group of Shareholders**") are parties presumed to be acting in concert (within the meaning of the Takeovers Code) with respect to the Company, and the Group of Shareholders are interested in an aggregate of 40,818,534,146 Shares, representing approximately 64.26% of the total number of issued Shares. In the event that the Share Buy-back Mandate was exercised in full and assuming that there is no change in the number of Shares held by the Group of Shareholders and the total number of Shares in issue, the shareholding of the Group of Shareholders in the Company will be increased to approximately 71.39% of the total number of Shares in issue immediately after the exercise of the Share Buy-back Mandate.

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

#### 5. GENERAL

To the best of their knowledge and belief, having made all reasonable enquiries, none of the Directors nor, any of their respective close associates (as defined in the Listing Rules) has any present intention, in the event that the granting of the proposed Share Buy-back Mandate is approved by the Shareholders, to sell Shares to the Company.

\* For identification purpose only

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she has a present intention to sell any of his/her Shares to the Company, nor has he/she undertaken not to sell any Shares held by him/her to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to buy-back Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules, the laws of the Cayman Islands and the Articles.

## **6. SHARE PRICES**

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date were as follows:

	<b>Share price (per Share)</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2021</b>		
April	0.127	0.110
May	0.116	0.095
June	0.125	0.087
July	0.114	0.085
August	0.107	0.080
September	0.123	0.089
October	0.119	0.098
November	0.106	0.086
December	0.101	0.089
<b>2022</b>		
January	0.107	0.088
February	0.113	0.095
March	0.107	0.070
April (up to and including the Latest Practicable Date)	0.083	0.072

## **7. SHARE BUY-BACK MADE BY THE COMPANY**

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

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

**Ms. Huang Danxia** (“**Ms. Huang**”), aged 49, was appointed as an executive director of the Company in September 2019. Ms. Huang graduated from the College of Economics of Jinan University (Guangzhou) with a bachelor’s degree of Economics and obtained a master degree of business administration from the Murdoch University, Australia. Ms. Huang has extensive experience and knowledge in finance, investment and mergers and acquisitions. She previously served as the executive vice president of 北京千方科技集團有限公司 (China Transinfo Technology Group Company Limited\*) from 2006 to 2013 and an executive director and the general manager of 北京簡石投資管理有限公司 (Beijing Natural Stone Investment Management Co., Ltd.\*) from 2014 to 2016; and currently serves as the assistant to president of 啟迪控股股份有限公司 (Tus-Holdings Co., Ltd.\*), the senior vice president of 北京啟迪清潔能源科技有限公司 (Beijing Tus Clean Energy Technology Company Limited\*) and the assigned representative of the managing partner of 啟迪簡石清潔能源投資管理中心(有限合夥)(Tus Natural Stone Clean Energy Investment Management Centre (Limited Partnership)\*).

Ms. Huang has entered into a service agreement with the Company as an executive Director for a term of 3 years and subject to retirement by rotation and re-election in accordance with the Articles and the Listing Rules. Pursuant to the service agreement, Ms. Huang is entitled to an annual remuneration of HK\$144,000, which is determined with reference to the prevailing market conditions, and her duties and responsibilities in the Group.

Save as disclosed above, Ms. Huang (i) does not hold any position in the Company or any of its subsidiaries nor have any relationship with any Director, senior management, substantial Shareholder or controlling Shareholder; (ii) has not held any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments and professional qualifications; and (iii) does not have, and is not deemed to have, any interests in any Shares, underlying Shares or debentures (as defined under Part XV of the SFO) of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning the re-election of Ms. Huang that need to be brought to the attention of the Shareholders nor is there any information relating to Ms. Huang that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. Xu Honghua (“Mr. Xu”)**, aged 55, was appointed as an independent non-executive director of the Company in May 2015. Mr. Xu is also a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee of the Company. He has approximately 33 years’ experience in the fields of the power generation. Mr. Xu graduated from the Tianjin University with a master’s degree of engineering in power system and automation in 1988. He had been appointed by the Institute of Electrical Engineering (電工研究所), Chinese Academy of Sciences (“CAS”) as a research fellow in 1999. He was the former deputy director of the Institute of Electrical Engineering (電工研究所), CAS. Currently, Mr. Xu is the president of 北京科諾偉業科技股份有限公司 (Beijing Corona Sciences & Technology Co. Ltd.\*) and the president of 保定科諾偉業控制設備有限公司 (Baoding Corona Control Equipment Co., Ltd.\*). Mr. Xu is the researcher of the Institute of Electrical Engineering, the officer of Beijing Key Laboratory of Solar Power Technology (北京市太陽能發電技術重點實驗室) and the vice chairman of Chinese Renewable Energy Society (中國可再生能源學會). In addition, Mr. Xu was a member of the Advisory Committee of Energy Experts for National Energy Administration (國家能源專家諮詢委員會), the member of expert team for solar and wind power generation in the 10th Five-year Plan, 11th Five-year Plan and 12th Five-year Plan, the leader of the expert team for the 863 key project and the vice president of the National Technical Committee for Standardisation of Wind Machinery\* (全國風力機械標準化技術委員會) and the leader of the expert team for renewable energy and hydrogen energy technology in the 13th Five-year Plan.

In 2007, Mr. Xu was selected as a national candidate for the New-Century BaiQian-Wan Talent Project\* (新世紀百千萬人才工程國家級人選). Mr. Xu also received multiple awards including the Best New Talent Award\* (最佳新人獎) by World Wide Fund for Nature Beijing office in 2009, the Special Contribution Award by Photovoltaic Professional Committee of China Renewable Energy Society and the honorary title of “National Advanced Individual for Science Popularisation\* (全國科普工作先進工作者)” in 2010, the First Class Prize for Scientific and Technological Progress of Hebei Province issued by The People’s Government of Hebei Province in 2012, the Third Class Prize for National Energy Technology Progress in 2013, the Scientific Figure Award of the Third Capital Technology Celebration\* (第三屆首都科技盛典人物獎) in 2014 and the title of leading talents for science and technology entrepreneurship\* (科技創業領軍人才) in the third batch of national “Manpower Planners\* (萬人計劃)” in 2017 and the Second Class Prize for National Award for Science and Technology Progress in 2019.

Since 1988, Mr. Xu has been involved in the research and/or projects of wind power, photovoltaic and hybrid power generation systems, including grid-connected and off-grid solar photovoltaic power plants and the technologies on wind/photovoltaic-integrated power plant systems, electrical control over wind turbines and remote monitoring, control over photovoltaic power generation systems and tracking. Mr. Xu has also engaged in the research and/or projects of the economic and policies on renewable energy technology. He has been in charge of and completed a number of national technology projects, with numerous reports and publications on renewable energy.

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

Mr. Xu has entered into a letter of appointment with the Company as an independent non-executive Director for a term of 3 years and subject to retirement by rotation and re-election in accordance with the Articles and the Listing Rules. Pursuant to the letter of appointment, Mr. Xu is entitled to an annual remuneration of HK\$144,000, which is determined with reference to the prevailing market conditions and his roles and responsibilities in the Company.

Save as disclosed above, Mr. Xu (i) does not hold any position in the Company or any of its subsidiaries nor have any relationship with any Director, senior management, substantial Shareholder or controlling Shareholder; (ii) has not held any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments and professional qualifications; and (iii) does not have, and is not deemed to have, any interests in any Shares, underlying Shares or debentures (as defined under Part XV of the SFO) of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning the re-election of Mr. Xu that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Xu that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. Chiu Kung Chik (“Mr. Chiu”)**, aged 37, was appointed as an independent non-executive director of the Company in July 2016. Mr. Chiu is also the chairman of the Remuneration Committee and a member of the Audit Committee of the Company. Mr. Chiu graduated from the University of Chicago with a bachelor’s degree in economics. Mr. Chiu has extensive experience and knowledge in investment banking, including capital financing, corporate restructuring for public and private companies, merger and acquisition, complex transaction structuring etc. From 2008 to 2015, Mr. Chiu worked with UBS AG in the investment banking department in its Hong Kong office, primarily focusing on advising large scale corporate clients on their capital market activities. During the aforesaid time, he had completed a number of high-profile transactions with over US\$20 billion in total transaction value. He is currently an independent non-executive director of China Fortune Financial Group Limited, a company listed on the main board of the Stock Exchange (Stock Code: 290).

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

Mr. Chiu has entered into a letter of appointment with the Company as an independent non-executive Director for a term of 3 years and subject to retirement by rotation and re-election in accordance with the Articles and the Listing Rules. Pursuant to the letter of appointment, Mr. Chiu is entitled to an annual remuneration of HK\$144,000, which is determined with reference to the prevailing market conditions and his roles and responsibilities in the Company.

Save as disclosed above, Mr. Chiu (i) does not hold any position in the Company or any of its subsidiaries nor have any relationship with any Director, senior management, substantial Shareholder or controlling Shareholder; (ii) has not held any directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years or other major appointments and professional qualifications; and (iii) does not have, and is not deemed to have, any interests in any Shares, underlying Shares or debentures (as defined under Part XV of the SFO) of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning the re-election of Mr. Chiu that need to be brought to the attention of the Shareholders nor is there any information relating to Mr. Chiu that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

\* *For identification purpose only*

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## NOTICE OF ANNUAL GENERAL MEETING

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# 北控清潔能源集團有限公司

BEIJING ENTERPRISES CLEAN ENERGY GROUP LIMITED

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

**(Stock Code: 01250)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “**Meeting**”) of Beijing Enterprises Clean Energy Group Limited (the “**Company**”) will be held at 66th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Tuesday, 7 June 2022 at 4:00 p.m. for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

### ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**”) and of the auditor of the Company for the year ended 31 December 2021.
2. (a) To re-elect the following retiring Directors:
  - (i) Ms. Huang Danxia;
  - (ii) Mr. Xu Honghua; and
  - (iii) Mr. Chiu Kung Chik.
- (b) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint Ernst & Young as auditor of the Company and to authorise the Board to fix its remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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4. **“THAT:**
- (A) subject to paragraph (C) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with additional shares in the capital of the Company and to make or grant offers, agreements, options and/or other securities, which might or would require the exercise of such powers be and is hereby generally and unconditionally approved;
  - (B) the approval in paragraph (A) of this resolution shall be in addition to any other authorisation given to the Directors and the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements, options and/or other securities which might or would require the exercise of such powers during or after the end of the Relevant Period;
  - (C) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the grant or exercise of any options granted under the share option scheme adopted by the Company or similar arrangement for the time being adopted by the Company and/or any of its subsidiaries for the grant or issue of shares or rights to subscribe for shares in the Company; or (iii) the exercise of rights of subscription or conversion under the terms of any existing warrants issued by the Company and/or any securities which are convertible into shares of the Company; or (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company, shall not exceed 20% of the total number of issued shares of the Company at the time of passing this resolution and the said approval shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(D) for the purposes of this resolution:

“**Relevant Period**” means the period from the time of the passing of this resolution until whichever is the earliest of:

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

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

5. “**THAT:**

- (A) subject to paragraph (C) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to buy-back issued shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby, generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to buy-back its shares at a price determined by the Directors;

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## NOTICE OF ANNUAL GENERAL MEETING

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(C) the total number of shares of the Company which may be bought-back by the Company pursuant to the approval in paragraph (A) of this resolution during the Relevant Period shall not exceed 10% of the total number of issued shares of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and

(D) for the purposes of this resolution:

“**Relevant Period**” means the period from the time of the passing of this resolution until whichever is the earliest of:

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

6. “**THAT** conditional upon the ordinary resolutions no. 4 and no. 5 above being approved, the general mandate granted to the Directors pursuant to ordinary resolution no. 4 above be and is hereby extended by the addition thereto the aggregate numbers of shares bought-back by the Company under the authority granted pursuant to ordinary resolution no. 5 above, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing this resolution.”

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

Hong Kong, 27 April 2022

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. To be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
5. Where there are joint holders of any shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
7. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision as to whether to vote for or against the ordinary resolution no. 5 as set out in this notice is enclosed in the circular of the Company dated 27 April 2022.
8. For the purpose of determining the shareholders who are entitled to attend and vote at the Meeting, the register of members of the Company will be closed from Tuesday, 31 May 2022 to Tuesday, 7 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 Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 30 May 2022.
9. Details of each of Ms. Huang Danxia, Mr. Xu Honghua and Mr. Chiu Kung Chik proposed to be re-elected as a Director at the Meeting are set out in Appendix II to the circular of the Company dated 27 April 2022.
10. A form of proxy for use at the Meeting is enclosed with the circular of the Company dated 27 April 2022.