
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 shares in Beijing Enterprises Clean Energy Group Limited (the “Company”), you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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北控清潔能源集團有限公司

BEIJING ENTERPRISES CLEAN ENERGY GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01250)

**(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
THE ADOPTION OF THE SECOND AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION;
(2) PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS;
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting of the Company to be held at 66th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Thursday, 29 July 2021 at 4:00 p.m. is set out on pages EGM-1 to EGM-3 of this circular. Whether or not you are able to attend the extraordinary 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 extraordinary 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 extraordinary general meeting or any adjourned meeting thereof should you so desire.

PRECAUTIONARY MEASURES FOR THE EXTRAORDINARY GENERAL MEETING

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

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

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

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PRECAUTIONARY MEASURES FOR THE EXTRAORDINARY GENERAL MEETING

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

Voting by proxy in advance of the EGM: The Company does not in any way wish to diminish the opportunity available to Shareholders to exercise their rights and to vote, but is conscious of the pressing need to protect Shareholders from possible exposure to the COVID-19 pandemic. For the health and safety of Shareholders, the Company would strongly encourage Shareholders to exercise their right to vote at the EGM by appointing the chairman of the EGM as their proxy instead of attending the EGM 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 EGM 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 EGM or any adjournment thereof.

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

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

PRECAUTIONARY MEASURES FOR THE EXTRAORDINARY GENERAL MEETING

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

- (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 EGM venue or require such person to leave the EGM venue so as to ensure the health and safety of the attendees at the EGM.
- (2) Every attendee will be compulsorily required to wear a surgical face mask throughout the EGM 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 EGM.

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

Shareholders are requested (a) to consider carefully the risk of attending the EGM, 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 EGM; and (c) not to attend the EGM if they have contracted or are suspected to have contracted COVID-19 or have been in close contact with anybody who has contracted or is suspected to have contracted COVID-19.

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

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

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

DEFINITIONS

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

“Articles”	the articles of association of the Company as amended from time to time;
“Board”	the board of Directors;
“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 66th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Thursday, 29 July 2021 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;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	2 July 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China;
“Proposed Articles Amendments”	the proposed amendments to the Articles, details of which are set out in Appendix I to this circular;
“Second Amended and Restated M&A”	the second amended and restated memorandum and articles of association of the Company;

DEFINITIONS

“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;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“%”	per cent.

LETTER FROM THE BOARD



北控清潔能源集團有限公司

BEIJING ENTERPRISES CLEAN ENERGY GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01250)

Executive Directors:

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

Registered Office:

Windward 3, Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

Independent non-executive Directors:

Mr. Li Fujun
Mr. Xu Honghua
Mr. Chiu Kung Chik

Principal Place of Business in Hong Kong:

Rooms 6706-07, 67th Floor
Central Plaza
18 Harbour Road, Wanchai
Hong Kong

6 July 2021

To the Shareholders:

**(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
THE ADOPTION OF THE SECOND AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION;
(2) PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS;
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with the EGM Notice and the information in respect of the resolutions to be proposed at the EGM for (i) the Proposed Articles Amendments and other miscellaneous amendments and the adoption of the Second Amended and Restated M&A; and (ii) the proposals for re-election of retiring Directors. The EGM Notice containing the resolutions to be proposed at the EGM is set out on pages EGM-1 to EGM-3 of this circular.

LETTER FROM THE BOARD

2. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND THE ADOPTION OF THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the announcements of the Company dated 21 May 2021 and 21 June 2021.

The Board proposed to make certain amendments to the Articles to include relevant provisions to reflect the joint chairmanship structure of the Board and other miscellaneous amendments. Details of the Proposed Articles Amendments are set out in the Appendix I to this circular.

The Board also proposed to adopt the Second Amended and Restated M&A which consolidates all amendments as approved by the Shareholders.

The Proposed Articles Amendments and the adoption of the Second 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 Articles Amendments are prepared in the English language. The Chinese translation of each of the Proposed Articles Amendments and the Second 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.

The legal advisers to the Company as to Hong Kong laws and the Cayman Islands laws have respectively confirmed that the Proposed Articles 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 Articles Amendments from the perspective of a Cayman Islands company listed on the Stock Exchange.

The Board has passed a resolution on 21 May 2021 to appoint Mr. Zhang Tiefu (“**Mr. Zhang**”) as a Joint Chairman of the Board. The appointment of Mr. Zhang as the Joint Chairman of the Board shall take effect from the date of passing of the Special Resolution at the EGM. Following Mr. Zhang’s appointment as the Joint Chairman of the Board becoming effective, he will act together with Mr. Hu Xiaoyong, the existing Chairman of the Board, to be Joint Chairmen of the Board.

3. PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS

As set out in the announcement of the Company dated 8 June 2021, Mr. Zhang and Mr. Yang Guang (“**Mr. Yang**”), the executive Directors, retired at the Company’s annual general meeting held on 8 June 2021 (the “**AGM**”) pursuant to the requirement of the Articles. Immediately after the conclusion of the AGM, the Board has resolved to appoint Mr. Zhang and Mr. Yang as executive Directors with effect from 8 June 2021.

LETTER FROM THE BOARD

Pursuant to article 112 of the Articles, 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. As such, Mr. Zhang and Mr. Yang will retire from office at the EGM and, being eligible, offer themselves for re-election. Ordinary resolutions set out in the EGM Notice will be proposed at the EGM for the proposed re-election of each of Mr. Zhang and Mr. Yang as executive Directors. The biographical details of Mr. Zhang and Mr. Yang who are proposed to be re-elected at the EGM are set out in Appendix II to this circular.

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 resolution 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 resolution for the Proposed Articles Amendments and other miscellaneous amendments and the adoption of the Second Amended and Restated M&A, none of the Directors shall be required to abstain from voting for approving such resolution on the respective Board resolution. As a good corporate governance practice, each of the retiring Directors has abstained from voting on the respective Board resolution for re-election by the Shareholders.

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 Friday, 23 July 2021 to Thursday, 29 July 2021 (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 Thursday, 22 July 2021.

LETTER FROM THE BOARD

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 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 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.

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.

6. RECOMMENDATION

The Directors consider that (i) the Proposed Articles Amendments and other miscellaneous amendments and the adoption of the Second Amended and Restated M&A; and (ii) the proposals for re-election of 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 the resolutions as set out in the EGM Notice to be proposed at the EGM.

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

The following is the full text of the Proposed Articles Amendments.

Articles**provisions****Existing Articles****Proposed Articles Amendments**

1(b)

N/A

The following definition shall be added after the definition of “Chairman”:

“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”;

The following definition shall be added after the definition of “Dividend”:

“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;

The following definition shall be added after the definition of “Seal”:

“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;

The following definition shall be added after the definition of “Transfer Office”:

“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”.

Articles provisions	Existing Articles	Proposed Articles Amendments
6	The authorised share capital of the Company on the date of the adoption of these Articles is HK\$20,000,000 divided into 2,000,000,000 Shares of HK\$0.01 each.	The existing Articles provision will be deleted in entirety and replaced with the following: The authorised share capital of the Company on the date of the adoption of these Articles is HK\$500,000,000 divided into 466,637,115,100 ordinary shares of HK\$0.001 each and 33,362,884,900 preference shares of HK\$0.001 each.
70	The Chairman (if any) of the Board or if he is absent or declines to take the chair at such meeting, the Vice Chairman (if any) shall take the chair at every general meeting, or, if there be no such Chairman or Vice Chairman, or, if at any general meeting neither of such Chairman or Vice Chairman is present within 15 minutes after the time appointed for holding such meeting, or both such persons decline to take the chair at such meeting, the Directors present shall choose one of their number as Chairman of the meeting, and 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 shall choose one of their number to be Chairman of the meeting.	The existing Articles provision will be deleted in entirety and replaced with the following: 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.

Articles**provisions****Existing Articles****Proposed Articles Amendments**

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The Board may from time to time entrust to and confer upon a Chairman, Vice Chairman, 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.

The existing Articles provision will be deleted in entirety and replaced with the following:

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.

Articles

provisions

Existing Articles

Proposed Articles Amendments

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CHAIRMAN AND OTHER OFFICERS

The existing Articles provision will be deleted in entirety and replaced with the following:

The Board may from time to time elect or otherwise appoint one of them to the office of Chairman of the Company and another to be the Vice Chairman (or 2 or more Vice Chairmen) and determine the period for which each of them is to hold office. The Chairman or, in his absence, the Vice Chairman shall preside as chairman at meetings of the Board, but if no such Chairman or Vice Chairman be elected or appointed, or if at any meeting the Chairman or Vice Chairman is not present within 5 minutes after the time appointed for holding the same and willing to act, the Directors present shall choose one of their number to be chairman of such meeting. 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.

CHAIRMAN OF THE BOARD, VICE CHAIRMAN OF THE BOARD AND OTHER OFFICERS

- (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.

Articles

provisions

Existing Articles

Proposed Articles Amendments

- (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.

Other housekeeping amendments are also proposed for clarity and consistency where appropriate, including the update of the Company's English and Chinese names from 「Jin Cai Holdings Company Limited 金彩控股有限公司」 to 「Beijing Enterprises Clean Energy Group Limited 北控清潔能源集團有限公司」, and the update of the registered office of the Company from Appleby Trust (Cayman) Ltd. to Ocorian Trust (Cayman) Limited in paragraph 2 of the memorandum and articles of association.

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

Mr. Zhang Tiefu, aged 59, was appointed as an executive director and a vice president of Beijing Enterprises Water Group Limited (“**BEWG**”, the controlling shareholder of the Company and a company listed on the main board of the Stock Exchange (Stock Code: 00371)) in April 2009. Mr. Zhang graduated from 吉林工學院 (Jilin Industrial Institute*) with a bachelor’s degree of engineering in 1983. He further studied business administration in 對外經濟貿易大學 (the University of International Business and Economics*) in 1998. Mr. Zhang has been awarded the titles of senior engineer and senior international finance manager. Mr. Zhang served as the senior manager in 中國印刷物資總公司 (China Nation Printing Materials Corporation*) in 1986. He joined Beijing Enterprises Holdings Limited (a company listed on the main board of the Stock Exchange (Stock Code: 00392)) as manager in 2001, and is concurrently acting the director and a general manager of 北京北控制水有限公司 (Beijing Bei Kong Water Production Co., Ltd.*) and a director of 北京燕京啤酒有限公司 (Beijing Yanjing Beer Co., Ltd.*). He has extensive experiences in economics, market development and corporate management.

Mr. Zhang has entered into a service agreement with the Company pursuant to which he has agreed to act as an executive Director for a term of 3 years and subject to retirement by rotation and re-election in accordance with the Articles and the Listing Rules. Pursuant to the service agreement, Mr. Zhang is entitled to an annual director’s fee of HK\$144,000, which was determined by the Board on recommendation of the remuneration committee of the Company with reference to his qualifications, experiences, duties and responsibilities with the Company and the prevailing market conditions; and discretionary bonus to be determined based on the performance of the Group and Mr. Zhang’s contribution to the Group.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zhang (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 of the Company; (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 of the Company and/or its associated corporation(s) within the meaning of Part XV of the SFO.

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

Mr. Yang Guang, aged 57, joined BEWG in February 2012. He had been a development director and a vice president of BEWG and is currently served as a senior vice president of BEWG. Mr. Yang graduated from 哈爾濱建築工程學院 (Harbin Institute of Civil Engineering and Architecture*) (now known as 哈爾濱工業大學 (Harbin Institute of Technology*)) with a bachelor's degree of engineering in 1985. He was sent by the State Education Commission of the PRC to have further study in 日本電氣通信大學 (Japan University of Electro-Communications*) and obtained a doctorate degree in engineering in 1994. He had further studied in the School of Economics and Management of Tsinghua University in 2006 and obtained an executive master degree of business administration in 2008. Prior to joining BEWG, Mr. Yang previously served as an officer of the production management department of 日本電子通信株式會社 (Japan Electronics Communications Co., Ltd.*) in 1995 and as the senior management and chairman of 北京市電信規劃設計院 (Beijing Telecom Planning & Designing Institute*), 北京市電信實業集團 (Beijing Telecommunications Enterprises Group*) and 北京市電信房地產開發有限責任公司 (Beijing Telecommunications Real Estate Development Co., Ltd.*) from 2000 to 2012.

Mr. Yang has entered into a service agreement with the Company pursuant to which he has agreed to act as an executive Director for a term of 3 years and subject to retirement by rotation and re-election in accordance with the Articles and the Listing Rules. Pursuant to the service agreement, Mr. Yang is entitled to an annual director's fee of HK\$144,000, which was determined by the Board on recommendation of the remuneration committee of the Company with reference to his qualifications, experiences, duties and responsibilities with the Company and the prevailing market conditions; and discretionary bonus to be determined based on the performance of the Group and Mr. Yang's contribution to the Group.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yang (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 of the Company; (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 of the Company and/or its associated corporation(s) within the meaning of Part XV of the SFO.

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

* For identification purpose only

NOTICE OF EXTRAORDINARY GENERAL MEETING



北控清潔能源集團有限公司

BEIJING ENTERPRISES CLEAN ENERGY GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01250)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Beijing Enterprises Clean Energy Group Limited (the “**Company**”) will be held at 66th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Thursday, 29 July 2021 at 4:00 p.m. for considering and, if thought fit, passing, with or without amendments, the following resolutions:

SPECIAL RESOLUTION

1. To consider and, if thought fit, pass the following resolution, with or without amendments, as a special resolution:

“**THAT:**

- (a) the proposed amendments to the articles of association of the Company (the “**Proposed Articles Amendments**”), the details of which are set out in Appendix I to the circular of the Company dated 6 July 2021, be and are hereby approved;
- (b) the second amended and restated memorandum and articles of association of the Company (the “**Second Amended and Restated M&A**”), which contains all the proposed amendments to the 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 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 Articles Amendments and the adoption of the Second Amended and Restated M&A, including without limitation, attending to the necessary filings with the Registrar of Companies in Hong Kong and the Cayman Islands.”

NOTICE OF EXTRAORDINARY GENERAL MEETING

ORDINARY RESOLUTIONS

1. To consider and, if thought fit, pass each of the following resolutions, with or without amendments, as an ordinary resolution:
 - (a) To re-elect Mr. Zhang Tiefu as an executive director of the Company; and
 - (b) To re-elect Mr. Yang Guang as an executive director of the Company.

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

Hong Kong, 6 July 2021

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.

NOTICE OF EXTRAORDINARY GENERAL MEETING

7. 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 Friday, 23 July 2021 to Thursday, 29 July 2021 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 22 July 2021.
8. Details of each of Mr. Zhang Tiefu and Mr. Yang Guang proposed to be re-elected as a Director at the Meeting are set out in Appendix II to the circular of the Company dated 6 July 2021.
9. A form of proxy for use at the Meeting is enclosed with the circular of the Company dated 6 July 2021.