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(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01250)

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

This announcement is made by Beijing Enterprises Clean Energy Group Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

As set out in the announcement of the Company dated 21 May 2021, the board (the “**Board**”) of directors (the “**Directors**”) of the Company proposed to make certain amendments to the articles of association of the Company (the “**Articles**”) to include, among others, relevant provisions to reflect the joint chairmanship structure of the Board (the “**Proposed Articles Amendments**”). Details of the Proposed Articles Amendments are set out as follows:

Articles provisions	Existing Articles	Proposed Articles Amendments
1(b)	N/A	<p>The following definition shall be added after the definition of “Chairman”:</p> <p>“Chairman of the Board” shall mean the First Chairman of the Board or the Second Chairman of the Board or where more than one Chairman of the Board have been appointed, the “Joint Chairmen of the Board”;</p> <p>The following definition shall be added after the definition of “Dividend”:</p> <p>“First Chairman of the Board” shall mean the Chairman of the Board who is responsible for the daily operations and management of the Company and its subsidiaries;</p> <p>The following definition shall be added after the definition of “Seal”:</p> <p>“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;</p> <p>The following definition shall be added after the definition of “Transfer Office”:</p> <p>“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”.</p>

Articles provisions	Existing Articles	Proposed Articles Amendments
70	<p>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.</p>	<p>The existing Articles provision will be deleted in entirety and replaced with the following:</p> <p>The First Chairman of the Board or, if he is absent or declines to take the chair at every general meeting, the Second Chairman of the Board shall take the chair at every general meeting. In the case if all the Joint Chairmen of the Board are absent, or do not present within 15 minutes after the time appointed for holding such meeting or decline to take the chair at such meeting, the Vice Chairman of the Board (if any) or such other Director being nominated or designated by the Directors shall take the chair at such meeting. If no Director be present or if all the Directors present decline to take the chair or if the Chairman chosen shall retire from the chair, then the Shareholders present in person or (in the case of a Shareholder being a corporation) by its duly authorised representative or by proxy and entitled to vote shall choose one of their own number to be Chairman of such meeting. For the avoidance of doubt, only one person shall take the chair of such meeting at any time.</p>

Articles provisions	Existing Articles	Proposed Articles Amendments
125	<p>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.</p>	<p>The existing Articles provision will be deleted in entirety and replaced with the following:</p> <p>The Board may from time to time entrust to and confer upon a Chairman of the Board, Vice Chairman of the Board, Managing Director, Joint Managing Director, Deputy Managing Director or Executive Director all or any of the powers of the Board that it may think fit provided that the exercise of all powers by such Director shall be subject to such regulations and restrictions as the Board may from time to time make and impose, and, subject to the terms thereof, the said powers may at any time be withdrawn, revoked or varied, but no person dealing in good faith and without notice of such withdrawal, revocation or variation shall be affected thereby.</p>

Articles provisions	Existing Articles	Proposed Articles Amendments
132	<p>CHAIRMAN AND OTHER OFFICERS</p> <p>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.</p>	<p>The existing Articles provision will be deleted in entirety and replaced with the following:</p> <p>CHAIRMAN OF THE BOARD, VICE CHAIRMAN OF THE BOARD AND OTHER OFFICERS</p> <p>(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).</p> <p>(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.</p>

Articles provisions	Existing Articles	Proposed Articles Amendments
		<p>(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.</p> <p>(d) All the provisions of Articles 103, 108, 123, 124 and 125 shall mutatis mutandis apply to any Directors elected or otherwise appointed to any office in accordance with the provisions of this Article.</p>

The Board also proposed to adopt the second amended and restated memorandum and articles of association of the Company (the “**Second Amended and Restated M&A**”) which consolidates all amendments as approved by the shareholders of the Company (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 at an extraordinary general meeting of the Company (the “**EGM**”), which is expected to be held in July 2021.

As set out in the announcement of the Company dated 8 June 2021, Mr. Zhang Tiefu (“**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.

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 shall retire from office at the EGM and, being eligible, offer themselves for re-election.

A circular containing, among other things, further details of (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, together with a notice convening the EGM will be despatched to the Shareholders as soon as practicable.

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

Hong Kong, 21 June 2021

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