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(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01250)

NOVATION OF THE COOPERATION FRAMEWORK AGREEMENT RELATING TO DISCLOSEABLE TRANSACTION

Reference is made to the announcement of Beijing Enterprises Clean Energy Group Limited (the “**Company**”) dated 16 February 2016 (the “**Announcement**”) in relation to the collaboration between the Group and certain other parties on the construction of a 30 MW photovoltaic power plant in the Hebei Province, the PRC, which constituted a discloseable transaction for the Company under the Listing Rules. Capitalised terms used in this announcement have the same meanings as those defined in the Announcement unless otherwise stated herein.

DEED OF NOVATION

On 28 April 2016, the Subsidiary, the Owners, the Project Company, 江蘇溧陽建設集團有限公司 (Jiangsu Liyang Construction Group Company Limited*) (the “**Original EPC Contractor**”) and 中國能源建設集團西北電力建設甘肅工程有限公司 (China Energy Engineering Group Northwest Power Construction Gansu Engineering Corporation*) (the “**New EPC Contractor**”) entered into a deed of novation (the “**Deed of Novation**”) pursuant to which all of the rights, benefits and obligations of the Original EPC Contractor under the Cooperation Framework Agreement would be assumed by the New EPC Contractor in substitution for the Original EPC Contractor.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the New EPC Contractor and its ultimate beneficial owners are independent of the Company and connected persons (as defined in the Listing Rules) of the Company.

The New EPC Contractor is a company incorporated in the PRC. It is principally involved in the businesses of general contracting of industrial and civil construction projects, construction and maintenance of power stations and transmission lines, manufacturing and installation of equipment including industrial boilers, pressure vessels and high-pressure pipelines and construction of roads and bridges.

The Board is of the view that the entering into of the Deed of Novation is in the ordinary and usual course of business of the Group and has no adverse effect to the Group. The Board also considers that the terms of the Deed of Novation are fair and reasonable and the transactions contemplated thereunder are in the interests of the Company and the Shareholders as a whole.

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

Hong Kong, 28 April 2016

As at the date of this announcement, the Board comprises seven Directors, namely Mr. Hu Xiaoyong, Mr. Shi Xiaobei, Mr. Liang Yongfeng and Mr. Wang Ye as executive Directors; and Mr. Tam Tak Kei Raymond, Professor Lam Sing Kwong Simon and Mr. Xu Honghua as independent non-executive Directors.

* *for identification purposes only.*