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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)

ANNOUNCEMENT PURSUANT TO RULE 13.18 OF THE LISTING RULES

This announcement is made by the Company pursuant to rule 13.18 of the Listing Rules.

On 18 September 2017, the Company as borrower entered into the Facility Agreement with the Lenders, pursuant to which the Lenders agreed to make available to the Company the Facility. Pursuant to the relevant provisions of the Facility Agreement, the Company accepted certain specific performance obligations, details of which are set out below.

This announcement is made by Beijing Enterprises Clean Energy Group Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) in compliance with the announcement requirements under rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board of directors (the “**Board**”) of the Company announces that on 18 September 2017, the Company as borrower entered into a facility agreement (the “**Facility Agreement**”) with a syndicate of banks as lenders (the “**Lenders**”), pursuant to which the Lenders agreed to make available to the Company a loan facility (the “**Facility**”) in the aggregate principal amount of HK\$1,780,000,000 with a final maturity date on 18 September 2020.

The rate of interest on the loan under the Facility at any time is the percentage rate per annum which is the aggregate of the margin of 1.70% per annum and the Hong Kong interbank offered rate as determined in the manner set out in the Facility Agreement.

Pursuant to the Facility Agreement, it shall be a mandatory prepayment event (unless waived by the Lenders) if any of the following events occur:

- (i) Beijing Enterprises Water Group Limited (“**BEWG**”) does not or ceases to own, directly or indirectly, at least 25% of the beneficial shareholding carrying at least 25% of the voting rights in the Company, free from mortgage, charge, pledge, lien or other security interest securing any obligation of any person or any other agreement or arrangement having a similar effect (each, a “**Security**”);
- (ii) BEWG is not or ceases to be the, direct or indirect, single largest shareholder of the Company, and/or does not or ceases to supervise the Company;
- (iii) Beijing Enterprises Holdings Limited (“**BEH**”) does not or ceases to own, directly or indirectly, at least 35% of the beneficial shareholding carrying at least 35% of the voting rights in BEWG, free from any Security;
- (iv) BEH is not or ceases to be the, direct or indirect, single largest shareholder of BEWG, and/or does not or ceases to supervise BEWG and/or have management control over BEWG;
- (v) Beijing Enterprises Group Company Limited (“**BE Group**”) does not or ceases to own, directly or indirectly, at least 40% of the beneficial shareholding carrying at least 40% of the voting rights in BEH, free from any Security;
- (vi) BE Group is not or ceases to be the, direct or indirect, single largest shareholder of BEH, and/or does not or ceases to supervise BEH; and
- (vii) BE Group is not or ceases to be effectively wholly-owned, supervised and controlled by the State-owned Assets Supervision and Administration Commission of People’s Government of Beijing Municipality* (北京市人民政府國有資產監督管理委員會) .

If any of the above events occur, the agent of the Lenders (acting on the instructions of the Lenders holding at least two-thirds of the outstanding principal in aggregate) may, by notice of not less than 14 business days to the Company, cancel the Facility and declare all outstanding loans, together with the accrued interest and all other amounts accrued under the Facility immediately due and payable, whereupon the Facility will be cancelled and all such outstanding loans and amounts will become immediately due and payable.

As at the date of this announcement, BEWG, the controlling shareholder (as defined in the Listing Rules) of the Company, indirectly holds approximately 32.37% of the issued share capital of the Company and is the single largest shareholder of the Company; BEH is the controlling shareholder of BEWG; and BE Group is the controlling shareholder of BEH.

The Company will continue to comply with the disclosure requirements under rule 13.21 of the Listing Rules for so long as circumstances giving rise to the obligation continue to exist.

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

Hong Kong, 18 September 2017

As at the date of this announcement, the Board comprises eight directors, namely Mr. Hu Xiaoyong, Mr. Shi Xiaobei, Mr. Huang Weihua, Mr. Wang Ye and Mr. Wen Hui as executive directors of the Company; and Mr. Li Fujun, Mr. Xu Honghua and Mr. Chiu Kung Chik as independent non-executive directors of the Company.

* *For identification purposes only*