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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)

DISCLOSEABLE TRANSACTION THE PROVISION OF THE GUARANTEE

THE PROVISION OF THE GUARANTEE

On 28 November 2017, BCEI, as guarantor, entered into the Guarantee in favour of Everbright Leasing, pursuant to which BCEI agreed to guarantee the due performance of the payment obligations of LXRG under the Principal Contracts comprising the lease payments, administrative fee and consultancy service fee in an amount of up to RMB1,764,983,101.

IMPLICATIONS UNDER THE LISTING RULES

As certain applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the provision of the guarantee under the Guarantee are more than 5% and all of which are below 25%, the entering into of the Guarantee constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

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THE GUARANTEE

Date: 28 November 2017

Parties: (1) BCEI
(2) Everbright Leasing

The material terms of the Guarantee are as follows:

Subject matter: BCEI, as guarantor, agreed to provide guarantee in favour of Everbright Leasing for the due performance of the payment obligations of LXRG under the Principal Contracts. The Guarantee covers all the obligations of LXRG under the Principal Contracts including but not limited to the lease payments, administrative fee and consultancy service fee

Term of the Guarantee: from the effective date of the Guarantee to the date falling two years after the last tranche of the guaranteed obligations under the Principal Contracts is fulfilled

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Everbright Leasing and LXRG and their ultimate beneficial owners are independent of the Company and the connected persons (as defined in the Listing Rules) of the Company.

INFORMATION OF THE GROUP, THE COMPANY AND BCEI

The principal business activity of the Company is investment holding. The Group is principally engaged in the investment, development, construction, operation and management of photovoltaic power plants, photovoltaic power-related businesses and wind power-related business in the PRC. It also had a non-core business in the design, printing and sale of cigarette packages in the PRC.

BCEI is an indirect wholly-owned subsidiary of the Company and is a limited liability company established in the PRC. It is principally engaged in investment holding.

INFORMATION OF EVERBRIGHT LEASING

Everbright Leasing is a financial leasing company established in the PRC.

INFORMATION OF LXRG

LXRG is a company established in the PRC and is principally engaged in the development and operation of wind power generation project.

REASONS FOR AND BENEFITS OF THE PROVISION OF THE GUARANTEE

LXRG entered into the Principal Contracts with Everbright Leasing for the purposes of financing the Project held by LXRG. The Group plays a part in the Project as a quality control and construction management services provider and has taken appropriate measures to safeguard the receivable arising from these services and the obligations of BCEI under the Guarantee. The Directors consider that the provision of the Guarantee will assist LXRG in obtaining financing for the completion of the Project and provide the Group a potential opportunity to invest in the Project to expand its portfolio of wind power plants in the PRC.

The Directors (including the independent non-executive Directors) are of the view that the terms of the Guarantee are under normal commercial terms, are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

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DEFINITIONS

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

“Board”	the board of Directors
“BCEI”	北清清潔能源投資有限公司 (Beiqing Clean Energy Investment Company Limited*), a limited liability company established in the PRC and an indirect wholly-owned subsidiary of the Company as at the date of this announcement
“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
“Director(s)”	the director(s) of the Company
“Everbright Leasing”	光大金融租賃股份有限公司 (Everbright Financial Leasing Co., Ltd.*), a company established in the PRC with limited liability
“Group”	the Company and its subsidiaries
“Guarantee”	the guarantee dated 28 November 2017 entered into between BCEI and Everbright Leasing pursuant to which BCEI agreed to guarantee the due performance of the payment obligations of LXRG under the Principal Contracts
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

“LXRG”	臨西縣潤廣新能源科技有限公司 (Linxi County Runguang New Energy Technology Company Limited*), a company established in the PRC with limited liability
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“MW”	megawatts, which is equal to 1,000,000 watts
“Power Plant”	a 200MW wind power plant in Hebei Province, the PRC
“PRC”	the People’s Republic of China, which, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Principal Contracts”	the finance lease agreement and consultancy service agreement, in each case dated 28 November 2017 entered into between Everbright Leasing and LXRG, under which LXRG has payment obligations towards Everbright Leasing comprising the lease payments, administrative fee and consultancy service fee
“Project”	the project involving the construction of the Power Plant
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary shares of HK\$0.001 each in the share capital of the Company
“Shareholders”	shareholders of the Company

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

“%”

per cent

By order of the Board

Beijing Enterprises Clean Energy Group Limited

Hu Xiaoyong

Chairman

Hong Kong, 28 November 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; and Mr. Li Fujun, Mr. Xu Honghua and Mr. Chiu Kung Chik as independent non-executive Directors.

* *for identification purposes only.*