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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) DISCLOSEABLE TRANSACTION -
THE PROVISION OF THE GUARANTEE
AND
(2) CHANGE OF AUTHORIZED REPRESENTATIVE**

(1) THE PROVISION OF THE GUARANTEE

On 1 March 2018, the Company, as guarantor, entered into the Guarantee in favour of CPI Ronghe, pursuant to which the Company agreed to guarantee the due performance of the payment obligations of SDTF under the Principal Contract comprising the lease payments and administrative fee in an amount of up to RMB708,163,224.

IMPLICATIONS UNDER THE LISTING RULES

As one of the applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the provision of the guarantee under the Guarantee is 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.

(2) CHANGE OF AUTHORIZED REPRESENTATIVE

The Board hereby announces that with effect from 1 March 2018, Loong & Yeung has ceased to act as the Authorized Representative of the Company and Mr. Liu Kin Wai, the company secretary of the Company, has been appointed as the Authorized Representative of the Company.

(1) THE PROVISION OF THE GUARANTEE

On 1 March 2018, the Company, as guarantor, entered into the Guarantee in favour of CPI Ronghe, pursuant to which the Company agreed to guarantee the due performance of the payment obligations of SDTF under the Principal Contract comprising the lease payments and administrative fee in an amount of up to RMB708,163,224.

THE GUARANTEE

Date: 1 March 2018

Parties: (1) the Company

(2) CPI Ronghe

The material terms of the Guarantee are as follows:

Subject matter: the Company, as guarantor, agreed to provide guarantee in favour of CPI Ronghe for the due performance of the payment obligations of SDTF under the Principal Contract. The Guarantee covers all the obligations of SDTF under the Principal Contract including but not limited to the lease payments and administrative 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 Contract is fulfilled

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, CPI Ronghe and SDTF 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 COMPANY, THE GROUP, CPI RONGHE AND SDTF

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 businesses, wind power businesses and clean heating businesses in the PRC.

CPI Ronghe is a financial leasing company established in the PRC.

SDTF is a company established in the PRC and is principally engaged in the development of new energy power generation technology and equipment.

REASONS FOR AND BENEFITS OF THE PROVISION OF THE GUARANTEE

SDTF entered into the Principal Contract with CPI Ronghe for the purposes of financing the Project held by SDTF. 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 the Company under the Guarantee. The Directors consider that the provision of the Guarantee will assist SDTF 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.

IMPLICATIONS UNDER THE LISTING RULES

As one of the applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the provision of the guarantee under the Guarantee is 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.

(2) CHANGE OF AUTHORIZED REPRESENTATIVE

The Board hereby announces that Loong & Yeung has ceased to act as the authorized representative of the Company for accepting service of process and notices on behalf of the Company in Hong Kong (the “**Authorized Representative**”) as required under Rule 19.05(2) of the Listing Rules and Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) with effect from 1 March 2018. Mr. Liu Kin Wai, the company secretary of the Company, has been appointed as the Authorized Representative of the Company with effect from 1 March 2018.

DEFINITIONS

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

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| “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 |
| “CPI Ronghe” | 中電投融和融資租賃有限公司 (CPI Ronghe Financial Leasing Co., LTD.*), a company established in the PRC with limited liability |
| “Director(s)” | the director(s) of the Company |
| “Group” | the Company and its subsidiaries |
| “Guarantee” | the guarantee dated 1 March 2018 entered into between the Company and CPI Ronghe pursuant to which the Company agreed to guarantee the due performance of the payment obligations of SDTF under the Principal Contract |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “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 76MW wind power plant in Shandong 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 |

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| “Principal Contract” | the finance lease agreement dated 1 March 2018 entered into between CPI Ronghe and SDTF, under which SDTF has payment obligations towards CPI Ronghe comprising the lease payments and administrative fee |
| “Project” | the project involving the construction of the Power Plant |
| “RMB” | Renminbi, the lawful currency of the PRC |
| “SDTF” | 山東騰飛新能源有限公司 (Shandong Teng Fei New Energy Company Limited*), a company established in the PRC with limited liability |
| “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, 1 March 2018

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*