

APPLICATION FORM
申請表格

Name(s) and address of the Qualifying Shareholder(s)
合資格股東姓名及地址

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Number of Shares registered in your name on Tuesday, 15 August 2017
於二零一七年八月十五日(星期二)以閣下名義登記之股份數目

Box A
甲欄

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Number of Offer Shares in your assured allotment, subject to payment in full on application by not later than 4:00 p.m. on Monday, 4 September 2017

閣下獲保證配發之發售股份數目(惟須不遲於二零一七年九月四日(星期一)下午四時正於申請時繳足)

Box B
乙欄

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Application can only be made by the Qualifying Shareholder(s) named above.

Please enter in Box D the number of Offer Shares applied for and the amount of remittance enclosed (calculated as number of Offer Shares applied for multiplied by HK\$0.17)
認購申請僅可由上文列名之合資格股東作出。

請於丁欄填妥所申請認購之發售股份數目及隨附之股款金額(以申請認購之發售股份數目乘以0.17港元計算)

Amount payable on assured allotment when applied in full
申請認購全數保證配額時應繳款項

Box C
丙欄

HK\$ 港元

Box D Number of Offer
丁欄 Shares applied for
申請認購之
發售股份數目

	Remittance enclosed 隨附股款 HK\$ 港元
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21 August 2017
二零一七年八月二十一日

Hong Kong branch share
registrar and transfer office:
Computershare Hong Kong
Investor Services Limited
Shops 1712-1716, 17th Floor
Hopewell Centre,
183 Queen's Road East
Wanchai
Hong Kong



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)

(於開曼群島註冊成立之有限公司)

(Stock Code: 01250)

(股份代號: 01250)

香港股份過戶登記分處:
香港中央證券登記有限公司
香港
灣仔
皇后大道東183號
合和中心
17樓1712-1716室

Registered office:
註冊辦事處:
PO Box 1350, Clifton House
75 Fort Street, Grand Cayman
KY1-1108
Cayman Islands

Principal place of business
in Hong Kong:
Rooms 6706-07, 67th Floor
Central Plaza, 18 Harbour Road
Wanchai, Hong Kong

香港主要營業地點:
香港灣仔
港灣道18號中環廣場
67樓6706-07室

OPEN OFFER
ON THE BASIS OF ONE (1) OFFER SHARE FOR EVERY
SEVEN (7) EXISTING SHARES
HELD ON THE RECORD DATE
公開發售
基準為於記錄日期每持有七(7)股現有股份
獲發一(1)股發售股份
PAYABLE IN FULL ON ACCEPTANCE BY
NOT LATER THAN 4:00 P.M. ON MONDAY, 4 SEPTEMBER 2017
股款須不遲於二零一七年九月四日(星期一)下午四時正接納時繳足

TO BE VALID, THE WHOLE OF THIS APPLICATION FORM MUST BE RETURNED
本申請表格必須整份交回方為有效

IMPORTANT
重要提示

IF YOU ARE IN ANY DOUBT ABOUT THIS APPLICATION FORM OR ABOUT ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, LICENSED SECURITIES DEALER, REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

閣下如對本申請表格或應採取之行動有任何疑問，應諮詢閣下之股票經紀、持牌證券商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

THIS APPLICATION FORM IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE OF THE QUALIFYING SHAREHOLDER(S) NAMED BELOW ONLY. NO APPLICATION CAN BE MADE AFTER 4:00 P.M. ON MONDAY, 4 SEPTEMBER 2017.

本申請表格具有價值，但不可轉讓，並僅供下文列名之合資格股東使用。二零一七年九月四日（星期一）下午四時正後不得提出申請。

Reference is made to the prospectus (the “Prospectus”) issued by Beijing Enterprises Clean Energy Group Limited (the “Company”) dated 21 August 2017 in relation to the Open Offer. Terms used herein shall have the same meanings as defined in the Prospectus unless the context otherwise requires.

茲提述北控清潔能源集團有限公司（「本公司」）就公開發售而刊發日期為二零一七年八月二十一日之章程（「章程」）。除文義另有所指外，本申請表格所用詞彙與章程所界定者具有相同涵義。

Dealings in the Shares of the Company may be settled through CCASS and you should consult your stockbroker, licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for details of these settlement arrangements and how such arrangements may affect your rights and interests.

本公司股份之買賣可以透過中央結算系統進行交收，閣下應諮詢閣下之股票經紀、持牌證券商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問有關該等交收安排之詳情，以及該等安排對閣下享有之權利及權益所構成之影響。

A copy each of the documents referred to in the paragraph headed “Documents delivered to the Registrar of Companies in Hong Kong” in Appendix III to the Prospectus have been registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong and the Securities and Futures Commission of Hong Kong take no responsibility as to the contents of these documents.

章程附錄三「送呈香港公司註冊處處長文件」一段所述之各文件，已根據香港法例第32章公司（清盤及雜項條文）條例第342C條之規定向香港公司註冊處處長登記。香港公司註冊處處長及香港證券及期貨事務監察委員會對此等文件之內容概不負責。

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this Application Form, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Application Form.

香港交易及結算所有限公司、聯交所及香港結算對本申請表格之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就本申請表格全部或任何部份內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

Subject to the granting of the listing of, and permission to deal in, the Offer Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Offer Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Offer Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the general rules of CCASS and CCASS operational procedures in effect from time to time.

待發售股份獲批准在聯交所上市及買賣以及遵守香港結算之股份收納規定後，發售股份將獲香港結算接納為合資格證券，自發售股份開始在聯交所買賣首日或香港結算釐定之其他日期起可於中央結算系統寄存、結算及交收。聯交所參與者之間在任何交易日進行之交易，須於交易後第二個交收日在中央結算系統進行交收。所有在中央結算系統進行之活動均須依據不時生效之中央結算系統一般規則及中央結算系統運作程序規則進行。

It should be noted that the Shares have been dealt in on an ex-entitlement basis commencing from Tuesday, 8 August 2017 and that dealings in Shares have taken and will take place while the conditions to which the Underwriting Agreement is subject remain unfulfilled. Any Shareholder or other person dealing in the Shares up to the date on which all the conditions to which the Open Offer are fulfilled will bear the risk that the Open Offer does not become unconditional or may not proceed. Shareholders and potential investors are advised to exercise due caution when dealing with the Shares, and if they are in any doubt about their position, they should consult their professional advisers.

務請注意，股份由二零一七年八月八日（星期二）起按除權基準進行買賣，而股份買賣已在及將在包銷協議條件尚待達成之情況下進行。因此，任何股東或其他於公開發售之全部條件獲達成當日為止買賣股份之人士，將承擔公開發售不會成為無條件或不會繼續進行之風險。股東及潛在投資者於買賣股份時務請審慎行事，倘彼等對本身之狀況有任何疑問，應諮詢彼等之專業顧問。

You are entitled to apply for any number of Offer Shares which is equal to or less than your assured allotment shown in Box B above by filling in this Application Form. Subject to as mentioned in the Prospectus and this Application Form, such offer is made to the Shareholders whose names were on the register of members of the Company and who were Qualifying Shareholders on the basis of one (1) Offer Share for every seven (7) existing Shares held on the Record Date.

閣下有權透過填寫本申請表格申請認購相等於或少於上文乙欄所列 閣下獲保證配發之任何發售股份數目。在章程及本申請表格所述者規限下，有關發售建議乃按於記錄日期每持有七(7)股現有股份獲配發一(1)股發售股份的基準，向名列本公司股東名冊並為合資格股東之股東作出。

If you wish to apply for such number of Offer Shares which is more than your assured allotment shown in Box B above, i.e. the excess Offer Shares, you should also fill in the separate Excess Application Form (“EAF”), and lodge it with a separate remittance for full amount payable in respect of the excess Offer Shares. If you wish to apply for any Offer Shares and/or excess Offer Shares, you should complete and sign this Application Form and/or the separate EAF, and lodge the form(s) together with the appropriate remittance for the full amount payable in respect of the Offer Shares and/or excess Offer Shares applied for with the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by not later than 4:00 p.m. on Monday, 4 September 2017. All remittance(s) for application of Offer Shares must be by cheques or banker’s cashier orders in Hong Kong dollars. Cheques must be drawn on an account with, and banker’s cashier orders must be issued by, a licensed bank in Hong Kong and made payable to “**Beijing Enterprises Clean Energy Group Limited – Open Offer Account**” for Offer Shares under assured allotment, and crossed “**ACCOUNT PAYEE ONLY**”; and/or made payable to “**Beijing Enterprises Clean Energy Group Limited – Excess Application Account**” for excess Offer Shares, and crossed “**ACCOUNT PAYEE ONLY**” and comply with the procedures set out in the page hereafter.

倘 閣下欲申請認購多於上文乙欄所列 閣下獲保證配發之有關發售股份數目（即額外發售股份），則 閣下亦應另行填寫額外申請表格（「額外申請表格」），並連同認購額外發售股份之全數應繳款項獨立交回。倘 閣下欲申請認購任何發售股份及／或額外發售股份，則應填妥及簽署本申請表格及／或另行填妥及簽署額外申請表格，並將有關表格連同申請認購發售股份及／或額外發售股份之全數應繳款項之適當股款，在不遲於二零一七年九月四日（星期一）下午四時正前送達本公司之香港股份過戶登記分處，香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室。所有申請認購發售股份之股款必須以港元支票或銀行本票支付。支票必須以香港持牌銀行戶口開出，而銀行本票則須由香港持牌銀行發出，並須註明抬頭人為「**Beijing Enterprises Clean Energy Group Limited – Open Offer Account**」（就保證配發項下之發售股份而言），及以「**只准入抬頭人賬戶**」方式劃線開出；及／或須註明抬頭人為「**Beijing Enterprises Clean Energy Group Limited – Excess Application Account**」（就額外發售股份而言），並須符合後頁所載手續。

All dates or deadlines specified in this Application Form refer to Hong Kong local time.

本申請表格所述之所有日期或限期均指香港本地時間。



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)

(於開曼群島註冊成立之有限公司)

(Stock Code: 01250)

(股份代號: 01250)

To: Beijing Enterprises Clean Energy Group Limited

致: 北控清潔能源集團有限公司

Dear Sirs,

敬啟者:

I/We, being the Qualifying Shareholder(s) stated overleaf, enclose herewith a remittance** for the amount payable in full on application for the number of Offer Shares at a price of HK\$0.17 per Offer Share specified in Box B (or, if and only if Box D is completed, in Box D). I/We accept that number of Offer Shares on the terms and conditions of the Prospectus dated 21 August 2017 and this Application Form and subject to the amended and restated memorandum and articles of association of the Company and I/We hereby undertake and agree to apply for the same or any lesser number of such Offer Shares in respect of which this application may be made. I/We authorise the Company to place my/our name(s) on the register of members as the holder(s) of such Offer Shares or any lesser number of Offer Shares as aforesaid and to send share certificate(s) in respect thereof by ordinary post at my/our risk to the address specified overleaf. I/We have read the conditions and procedures for application set out overleaf and agree to be bound thereby.

本人/吾等為背頁所列之合資格股東，現申請認購乙欄(或倘已填妥丁欄，則丁欄)指定之發售股份數目，並附上按每股發售股份0.17港元之價格計算須於申請時繳足之全數股款**。本人/吾等謹此按照日期為二零一七年八月二十一日之章程及本申請表格所載之條款及條件，並在貴公司之經修訂及重訂組織章程大綱及細則限制下接納有關數目之發售股份，而本人/吾等謹此承諾並同意申請認購相等於或少於與本申請有關之發售股份數目。本人/吾等謹此授權貴公司將本人/吾等之姓名列入股東名冊，作為有關數目或前述數目較少之發售股份之持有人，並請貴公司將有關股票按背頁地址以平郵方式寄予本人/吾等，郵誤風險概由本人/吾等承擔。本人/吾等已詳閱背頁所載各項條件及申請手續，並同意全部遵守。

Please insert contact telephone number 請填上聯絡電話號碼	
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Signature(s) of Qualifying Shareholder(s)

all joint Qualifying Shareholder(s) must sign)

合資格股東簽署(所有聯名合資格股東均須簽署)

(1) _____ (2) _____ (3) _____ (4) _____

Date: _____ 2017

日期: 二零一七年 _____ 月 _____ 日

Details to be filled in by Qualifying Shareholder(s):

請合資格股東填妥以下詳情:

Number of Offer Shares applied for (being the total specified in Box D, or failing which, the total specified in Box B) 申請認購發售股份數目(丁欄或(如未有填妥)乙欄所列明之總數)	Total amount of remittance (being the total amount specified in Box D, or failing which, the total amount specified in Box C) 股款總額(丁欄或(如未有填妥)丙欄所列明之股款總額)	Name of bank on which cheque/banker's cashier order is drawn 支票/銀行本票之付款銀行名稱	Cheque/banker's cashier order number 支票/銀行本票號碼
	HK\$ 港元		

** Cheque or banker's cashier order should be crossed "Account Payee Only" and made payable to "Beijing Enterprises Clean Energy Group Limited - Open Offer Account" and crossed "ACCOUNT PAYEE ONLY" (see the section headed "Procedures for Application" on the reverse side of this Application Form).

** 支票或銀行本票須以「只准入抬頭人賬戶」方式並以「Beijing Enterprises Clean Energy Group Limited - Open Offer Account」為抬頭人並以「只准入抬頭人賬戶」方式劃線開出(請參閱本申請表格背頁「申請手續」一節)。

Valid application for such number of Offer Shares which is less than or equal to an applicant's assured allotment will be accepted in full, assuming that the conditions of the Open Offer have been satisfied. If no number is inserted in the boxes above, you will be deemed to have applied for the number of Offer Shares for which payment has been received. If the amount of the remittance is less than that required for the number of Offer Shares inserted, you will be deemed to have applied for the number of Offer Shares for which payment has been received. Application will be deemed to have been made for a whole number of Offer Shares. No receipt will be given for remittance.

假設公開發售之條件獲達成，申請認購發售股份數目少於或相等於申請人獲保證配發之發售股份數目之有效申請將獲全數接納。倘上欄內並無填上數目，則閣下將被視作申請認購已收款項所代表之發售股份數目。倘股款少於申請認購上欄所填數目之發售股份所要求之股款，則閣下將被視作申請認購已收款項所代表之發售股份數目。申請將被視作為申請認購完整之發售股份數目而作出。本公司不會就股款發出收據。



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)

CONDITIONS

1. Subject as mentioned in the Prospectus and the Application Form, the assured allotment set out in Box B of this Application Form is made to the Qualifying Shareholders on the basis of one (1) Offer Share for every seven (7) existing Shares held on the Record Date. No Non-Qualifying Shareholder(s) (if any) is permitted to apply for any Offer Shares and/or excess Offer Shares.
2. No receipt will be issued in respect of any Application Form and/or the EAF or of any sums received on application(s) but it is expected that share certificate(s) for any Offer Shares and/or excess Offer Shares in respect of which the application(s) is/are accepted in full or in part will be sent to the allottee(s) or, in the case of joint allottees, to the first-named allottee by ordinary post, at their own risk, at the address stated on the Application Form and/or EAF on or before Monday, 11 September 2017.
3. Completion of this Application Form and/or the EAF will constitute an instruction and authority by the applicant(s) to the Company and/or Computershare Hong Kong Investor Services Limited or any person nominated by them for the purpose, on behalf of the applicant(s), to execute any registration of this Application Form and/or the EAF or other documents and, generally, to do all such other things as such company or person may consider necessary or desirable to effect registration in the name(s) of the applicant(s) of the Offer Shares and/or excess Offer Shares applied for or any lesser number in accordance with the arrangements described in the Prospectus.
4. The applicant(s) of the Offer Shares and/or excess Offer Shares undertake to sign all documents and to do all other acts necessary to enable him/her/it/them to be registered as the holder(s) of the Offer Shares and/or excess Offer Shares which he/she/it/they has/have applied for subject to the amended and restated memorandum and articles of association of the Company.
5. Completion and lodgment of this Application Form and/or the EAF together with a cheque or banker's cashier order in payment for the Offer Shares and/or excess Offer Shares accepted will constitute a warranty by the applicant(s) that the cheques or banker's cashier orders will be honoured on first presentation. All cheques and banker's cashier orders will be presented for payment following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. If the cheque or banker's cashier order is not honoured on first presentation, this Application Form and/or the EAF is liable to be rejected, and in that event the assured allotment and all rights thereunder will be deemed to have been declined and will be cancelled.
6. This Application Form and/or the EAF is for use only by the person(s) named herein and such person's/persons' right to apply for the Offer Shares and/or excess Offer Shares is not transferable.
7. The Company reserves the right to accept or refuse any application(s) for Offer Shares and/or excess Offer Shares which does not comply with the application procedures set out herein.
8. No person receiving a copy of the Prospectus or the Application Form and/or the EAF in any territory or jurisdiction outside Hong Kong may treat it as an offer or an invitation to apply for the Offer Shares and/or excess Offer Shares, unless in the relevant jurisdiction such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements. It is the responsibility of any person outside Hong Kong wishing to make an application for Offer Shares and/or excess Offer Shares to satisfy himself/herself/itself as to the observance of the laws and regulations of all relevant jurisdictions, including obtaining any government or other consents, and payment of any taxes and duties required to be paid in such jurisdiction in connection therewith. Completion and lodgment of the Application Form and/or the EAF will constitute a warranty and representation by the relevant applicant(s) to the Company that all registration, legal and regulatory requirements of all relevant territories other than Hong Kong in connection with the acceptance of the Offer Shares and/or excess Offer Shares have been duly complied with by such applicant(s). For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the representations and warranties. If you are in any doubt as to your position, you should consult your professional advisers.
9. The Open Offer is conditional upon the Underwriting Agreement having become unconditional (please see the section headed "Conditions of the Open Offer" as set out in the "Letter from the Board" in the Prospectus).
10. In the event of inconsistency, the English version of this Application Form and/or the EAF shall prevail over the Chinese version.

PROCEDURES FOR APPLICATION

You may apply for such number of Offer Shares that is equal to or less than your assured allotment set out in Box B by filling in this Application Form.

To apply for such number of Offer Shares which is less than your assured allotment, enter in Box D of this Application Form the number of Offer Shares for which you wish to apply for and the total amount payable (calculated as the number of Offer Shares applied for multiplied by HK\$0.17). If the amount of the corresponding remittance received is less than that required for the number of Offer Shares inserted, the applicant(s) will be deemed to have applied for such lesser number of Offer Shares for which full payment has been received.

If you wish to apply for the exact number of Offer Shares set out in Box B of this Application Form, this number should be inserted in Box D of this Application Form. If no number is inserted, you will be deemed to have applied for the number of Offer Shares for which full payment has been received.

If you wish to apply for any number of Offer Shares which is more than your assured allotment set out in Box B of this Application Form, i.e. the excess Offer Shares, you should use the separate EAF and enter in the appropriate space provided in the EAF the number of excess Offer Shares for which you wish to apply for and the total amount payable (calculated as number of excess Offer Shares applied for multiplied by HK\$0.17). You may apply for any number of excess Offer Shares as you wish. If the amount of the corresponding remittance received is less than that required for the number of excess Offer Shares inserted, the applicant(s) will be deemed to have applied for such lesser number of excess Offer Shares for which full payment has been received.

This Application Form and/or the EAF, when duly completed, to which the appropriate remittance(s) should be stapled accordingly, should be folded once and must be lodged to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:00 p.m. on Monday, 4 September 2017. All remittance(s) must be made by cheques or banker's cashier orders in Hong Kong dollars. Cheques must be drawn on an account with or banker's cashier orders must be issued by a licensed bank in Hong Kong, made payable to "**Beijing Enterprises Clean Energy Group Limited – Open Offer Account**" for Offer Shares, and crossed "**ACCOUNT PAYEE ONLY**" under assured allotment, and/or "**Beijing Enterprises Clean Energy Group Limited – Excess Application Account**" for excess Offer Shares, and crossed "**ACCOUNT PAYEE ONLY**". Unless this Application Form and/or the EAF, together with the appropriate remittance shown in Box C or Box D (as the case may be) of this Application Form and/or the appropriate remittance shown in the EAF has/have been received by 4:00 p.m. on Monday, 4 September 2017, your right to apply for the Offer Shares and/or excess Offer Shares and all rights in relation thereto shall be deemed to have been declined and will be cancelled. Share certificates for the Offer Shares (including the excess Offer Shares) are expected to be posted by ordinary post to you on or before Monday, 11 September 2017 at your own risk. You will receive one share certificate for all fully-paid Offer Shares (including the excess Offer Shares) allotted and issued to you.

TERMINATION OF THE UNDERWRITING AGREEMENT

The Underwriters shall have the right to terminate or to rescind the Underwriting Agreement with immediate effect by notice in writing given to the Company at any time prior to the Latest Time for Termination if:

- (a) there comes to the notice of the Underwriters:
 - i. any matter or event showing any of the representations and warranties or undertakings of the Company under the Underwriting Agreement was, when given, untrue or inaccurate or misleading or as having breached in any respect; or
 - ii. any breach by Fast Top, Bestech or the Third Underwriter of their respective Undertakings; or
 - iii. any statement contained in the Prospectus has become or been discovered to be untrue or inaccurate or misleading in any material respect; or
 - iv. any event, act or omission occurs which gives or is likely to give rise to any material liability of the Company pursuant to the indemnities under the Underwriting Agreement; or
 - v. permission to deal in and listing of all the Offer Shares has been withdrawn by the Stock Exchange; or
 - vi. any litigation against any member of the Group by a third party which in the reasonable opinion of the Underwriters, is (1) likely to have a material adverse effect on the Company or the Group or the Open Offer, or (2) is likely to have a material adverse effect on the success of the Open Offer or the level of Offer Shares taken up, or (3) is so material as to make it inadvisable or inexpedient for the Company to proceed with the Open Offer; or
- (b) any matter or circumstance arises as a result of which any of the conditions under the Underwriting Agreement has become incapable of satisfaction as at the required time; or
- (c) there shall develop, occur, exist or come into effect any of the following events, which in the reasonable opinion of the Underwriters, might have a materially and adversely effect on the success of the Open Offer or make it inadvisable or inexpedient to proceed with the Open Offer:
 - i. the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) in Hong Kong or any other place that is the place of incorporation of the Company, or in which the Company conducts or carries on business; or
 - ii. the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date of the Underwriting Agreement) of a political, military, financial, economic or other nature (whether or not ejusdem generis with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets; or
 - iii. the occurrence of any adverse change in market conditions (including without limitation, any change in fiscal or monetary policy, or foreign exchange or currency markets, suspension or material restriction or trading in securities); or
 - iv. any event of force majeure including, without limiting the generality thereof, any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out.

Upon the giving of the notice of termination by the Underwriters pursuant to the above, all obligations of the parties under the Underwriting Agreement shall cease and determine and no party shall have any claim against any other parties in respect of any matter or thing arising out of or in connection with the Underwriting Agreement (save for any antecedent breaches and clauses relating to confidentiality, governing law, notices, etc).

If the Underwriters terminate the Underwriting Agreement, the Open Offer will not proceed.

EFFECT OF BAD WEATHER UPON THE LATEST TIME FOR ACCEPTANCE

If there is a “black” rainstorm warning or a tropical cyclone warning signal number 8 or above in force in Hong Kong on Monday, 4 September 2017, being the date of the Latest Time for Acceptance:

- (i) at any time before 12:00 noon and no longer in force after 12:00 noon, the Latest Time for Acceptance will be postponed to 5:00 p.m. on the same business day; or
- (ii) at any time between 12:00 noon and 4:00 p.m., the Latest Time for Acceptance will be postponed to 4:00 p.m. on the next business day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.

If the Latest Time for Acceptance does not take place on Monday, 4 September 2017, the dates mentioned in the section headed “Expected Timetable” in the Prospectus may be affected. An announcement will be made by the Company in such event.

CHEQUES AND BANKER’S CASHIER ORDERS

All cheques and banker’s cashier orders will be presented for payment immediately following receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Completion and lodgment of this Application Form and/or the EAF together with a cheque or banker’s cashier order in payment for the Offer Shares and/or excess Offer Shares accepted will constitute a warranty by you that the cheque or banker’s cashier order will be honored on first presentation. Any acceptance in respect of which the accompanying cheque or banker’s cashier order is dishonoured on first presentation is liable to be rejected, and in such event the assured allotment and all rights thereunder will be deemed to have been declined and will be cancelled.

STATUS OF THE OFFER SHARES

The Offer Shares, when allotted, issued and fully paid, shall rank *pari passu* in all respects with the then existing Shares in issue on the date of allotment and issue of the Offer Shares, including the right to receive all future dividends and distributions which are declared, made or paid on or after the date of allotment and issue of the Offer Shares.

SHARE CERTIFICATES AND REFUND CHEQUES FOR OFFER SHARES

Subject to fulfillment of the conditions of the Open Offer and save as otherwise provided in the Underwriting Agreement, share certificates for fully-paid Offer Shares (including the excess Offer Shares) are expected to be posted on or before Monday, 11 September 2017 to all Qualifying Shareholders who have applied for, accepted and paid for the Offer Shares and/or excess Offer Shares by ordinary post at their own risks. Refund cheques in respect of the monies received for the acceptance of the Offer Shares and/or excess Offer Shares if the Open Offer is terminated or rescinded are expected to be posted on or before Monday, 11 September 2017 by ordinary post to the Qualifying Shareholders or, in case of joint holders, to the first-named persons at their own risks.

Refund cheques in respect of wholly or partially unsuccessful applications for excess Offer Shares (if any) are also expected to be posted on or before Monday, 11 September 2017 by ordinary post to the Qualifying Shareholders or, in case of joint holders, to the first-named persons at their own risk.

GENERAL

All documents will be sent by ordinary post at the risk of the persons entitled thereto to their registered addresses. Lodgment of this Application Form and/or EAF purporting to have been signed by the person(s) in whose favour it has been issued, shall be conclusive evidence of the title of the party(ies) lodging it to deal with the same and to receive relevant certificates of the Offer Shares. This Application Form and/or the EAF and any acceptance of the Offer Shares and/or excess Offer Shares pursuant to it shall be governed by, and construed in accordance with, the laws of Hong Kong.



(於開曼群島註冊成立之有限公司)

(股份代號：01250)

條件

1. 在章程及申請表格所述者規限下，按於記錄日期每持有七(7)股現有股份獲發一(1)股發售股份之基準，向合資格股東作出本申請表格乙欄所載之保證配額。不合資格股東(如有)不得申請認購任何發售股份及/或額外發售股份。
2. 概不會就任何申請表格及/或額外申請表格或任何已收之申請認購款項發出收據，惟預期申請獲全數或部份接納之任何發售股份及/或額外發售股份之股票將以平郵方式於二零一七年九月十一日(星期一)或之前按本申請表格及/或額外申請表格所列地址寄予承配人(或倘屬聯名承配人，則寄予排名首位之承配人)，郵誤風險概由彼等自行承擔。
3. 填妥本申請表格及/或額外申請表格將構成申請人指示及授權本公司及/或香港中央證券登記有限公司或其就此目的提名之任何人士代表申請人辦理本申請表格及/或額外申請表格或其他文件之任何登記手續，以及一般地進行有關公司或人士可能認為必需或合宜之所有有關其他事宜，以根據章程所述安排，將申請人所申請認購之數目或任何較少數目之發售股份及/或額外發售股份登記在申請人名下。
4. 發售股份及/或額外發售股份之申請人承諾簽署所有文件並採取一切其他必要行動以讓彼等登記成為所申請認購發售股份及/或額外發售股份之持有人，惟須符合本公司經修訂及重訂組織章程大綱及細則之規定。
5. 填妥及交回本申請表格及/或額外申請表格連同支付所接納發售股份及/或額外發售股份的支票或銀行本票即構成申請人對支票或銀行本票在第一次過戶即獲兌現的保證。所有支票及銀行本票在收到後都會過戶作兌現，而所有就有關的款項得到的利息(如有)均歸本公司所有。如果支票或銀行本票在第一次過戶時不獲兌現，本申請表格及/或額外申請表格可能不獲受理，而在此情況下，其項下的保證配額及一切有關權利將視為已遭拒絕並將予取消。
6. 本申請表格及/或額外申請表格僅供名列本申請表格之人士使用，而其申請認購發售股份及/或額外發售股份之權利不得轉讓。
7. 本公司保留權利，以接納或拒絕任何不符合本申請表格所載申請手續之認購發售股份及/或額外發售股份申請。
8. 除非在相關司法權區毋須遵守任何登記規定或其他法律或監管規定可合法提呈申請認購發售股份及/或額外發售股份之要約或邀請，否則於任何香港以外地區或司法權區收到章程或申請表格及/或額外申請表格文本之人士，概不得視之為申請認購發售股份及/或額外發售股份之要約或邀請。任何香港境外人士如欲申請認購發售股份及/或額外發售股份，均有責任自行遵守一切有關司法權區之法例及規例，包括取得任何政府或其他同意，以及就此支付有關司法權區規定須繳付之任何稅項及關稅。填妥及送達申請表格及/或額外申請表格將構成相關申請人向本公司保證及聲明相關申請人已妥為遵守香港以外所有相關地區有關接納發售股份及/或額外發售股份之所有登記、法律及監管規定。為免生疑問，香港結算或香港中央結算(代理人)有限公司概不受任何該等聲明及保證所規限。閣下如對本身之狀況有任何疑問，應諮詢閣下之專業顧問。
9. 公開發售須待包銷協議成為無條件方可作實(詳情見章程「董事會函件」內所載「公開發售之條件」一節)。
10. 如本申請表格及/或額外申請表格的英文版與中文版之間有差異，概以英文版為準。

申請手續

閣下可透過填妥本申請表格申請認購相等於或少於乙欄所列 閣下獲保證配發之有關發售股份數目。

倘 閣下欲申請認購少於 閣下獲保證配發之發售股份數目，請在本申請表格丁欄內填上 閣下欲申請認購之發售股份數目及應繳款項總額(以申請認購之發售股份數目乘以0.17港元計算)。倘所收到之相應股款少於所填上之發售股份數目之所需股款，則申請人將被視作申請認購已收全數款項所代表之較少發售股份數目。

倘 閣下欲申請本申請表格乙欄所列確切數目之發售股份，則請在本申請表格丁欄內填上此數目。如無填上任何數目，則 閣下將被視作申請認購已收全數款項所代表數目之發售股份。

倘閣下欲申請認購多於本申請表格乙欄所列閣下獲保證配發之任何發售股份數目（即額外發售股份），則閣下須另行使用額外申請表格，並於額外申請表格之適當位置填上閣下欲申請認購之額外發售股份數目及應繳款項總額（以申請認購之額外發售股份數目乘以0.17港元計算）。閣下可隨本身之意願申請認購任何數目之額外發售股份。倘若已收之相應股款少於所填上之額外發售股份數目所需支付之股款，則申請人將被視作申請認購已收全數股款所代表之有關較少額外發售股份數目。

填妥本申請表格及／或額外申請表格並據此將適當股款緊釘其上後，請將表格對摺並在不遲於二零一七年九月四日（星期一）下午四時正送達本公司之香港股份過戶登記分處，香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室。所有股款必須以港元支票或銀行本票支付。支票必須以香港持牌銀行戶口開出，而銀行本票則須由香港持牌銀行發出，並以「**Beijing Enterprises Clean Energy Group Limited – Open Offer Account**」為抬頭人認購保證配發項下之發售股份，及／或以「**Beijing Enterprises Clean Energy Group Limited – Excess Application Account**」為抬頭人認購額外發售股份並以「**只准入抬頭人賬戶**」方式劃線開出。除非本申請表格及／或額外申請表格連同本申請表格丙欄或丁欄（視情況而定）所示之適當股款及／或額外申請表格所示之適當股款於二零一七年九月四日（星期一）下午四時正前收到，否則閣下申請認購發售股份及／或額外發售股份之權利以及一切有關權利將視作被拒絕並予以取消。預期有關發售股份（包括額外發售股份）之股票將於二零一七年九月十一日（星期一）或之前以平郵方式寄予閣下，郵誤風險概由閣下自行承擔。閣下將會就全部獲配發及發行之繳足股款發售股份（包括額外發售股份）獲發一張股票。

終止包銷協議

倘發生下列各項，包銷商將有權於最後終止時限之前隨時以書面通知本公司即時終止或撤回包銷協議：

(a) 包銷商知悉：

- i. 任何事項或事件顯示本公司於包銷協議項下之任何聲明及保證或承諾於作出時在任何方面為不真實或不準確或有所誤導或被違反；或
- ii. Fast Top、倍思泰科或第三包銷商違反任何彼等各自之承諾；或
- iii. 章程所載之任何陳述於任何重大方面已成為或被發現為不真實或不準確或有所誤導；或
- iv. 發生任何事件、作為或疏忽導致或可能導致本公司根據包銷協議項下之彌償保證負上任何重大責任；或
- v. 聯交所已撤回所有發售股份之買賣及上市批准；或
- vi. 第三方針對本集團任何成員公司提出任何訴訟，而包銷商合理認為(1)可能對本公司或本集團或公開發售產生重大不利影響，或(2)可能對公開發售之成功或承購發售股份水平產生重大不利影響，或(3)影響重大以致令本公司進行公開發售屬不宜或不適當；或

(b) 任何事項或情況導致包銷協議項下之任何條件無法於所需時間達成；或

(c) 以下任何事項發展、發生、存在或生效，而包銷商合理認為或會對公開發售的成功造成重大不利影響或令進行公開發售屬不宜或不適當：

- i. 香港或本公司註冊成立所在地或本公司開展或進行業務的任何其他地方引入任何新法律或規例或更改任何現有法律或規例（或有關司法詮釋）；或
- ii. 任何於當地、國家或國際發生政治、軍事、金融、經濟或其他性質（無論是否與任何上述者屬同類性質）的事件或變化（無論是否構成包銷協議日期之前及／或之後發生或持續的連串事件或變化的一部分），或任何於當地、國家或國際爆發敵對狀況或武裝衝突或敵對狀況或武裝衝突升級，或影響當地證券市場之事件或變化；或
- iii. 市況出現任何不利變動（包括但不限於財政或貨幣政策或外匯或貨幣市場任何變動、暫停或嚴重限制證券買賣）；或
- iv. 任何不可抗力事件，包括（在不限制其一般性的原則下）任何天災、戰爭、暴亂、擾亂公共秩序、內亂、火災、水災、爆炸、疫症、恐怖主義活動、罷工或停工。

於包銷商按上述發出終止通知後，各訂約方於包銷協議項下之一切責任將告停止及終止，且各訂約方概不得因或就包銷協議產生之任何事項或事宜向任何其他訂約方提出任何申索，惟就先前違反及有關保密、規管法律、通告等之條款而提出者除外。

倘包銷商終止包銷協議，公開發售將不會進行。

惡劣天氣對最終接納時間之影響

倘於二零一七年九月四日（星期一）（即最後接納時限之日期）下列時間香港懸掛「黑色」暴雨警告或八號或以上熱帶氣旋警告信號：

- (i) 於中午十二時正前任何時間生效但於中午十二時正後不再生效，則最後接納時限將順延至同一營業日下午五時正；或
- (ii) 於中午十二時正至下午四時正任何時間生效，則最後接納時限將順延至有關警告於上午九時正至下午四時正任何時間內於香港並無生效下之下一個營業日下午四時正。

倘最後接納時限並無於二零一七年九月四日（星期一）作實，則本章程「預期時間表」一節所述日期可能受到影響。在此情況下，本公司將作出公告。

支票及銀行本票

所有支票及銀行本票將於收訖後隨即過戶，而就有關款項所賺取之所有利息（如有）將撥歸本公司所有。填妥及交回本申請表格及／或額外申請表格連同支付接納發售股份及／或額外發售股份之支票或銀行本票即構成閣下對支票或銀行本票在第一次過戶即獲兌現之保證。凡隨附之支票或銀行本票於第一次過戶時未能兌現，則有關接納可遭拒絕受理，而在該情況下，保證配額及其項下之一切權利將被視為已遭拒絕及將予取消。

發售股份之地位

發售股份一經配發、發行及繳足，將於各方面與配發及發行發售股份日期之當時現有已發行股份享有同等地位，包括收取於配發及發行發售股份當日或之後所宣派、作出或派付之一切未來股息及分派之權利。

發售股份的股票及退款支票

待公開發售條件獲達成後且除包銷協議另有訂明者外，繳足股款發售股份（包括額外發售股份）之股票預期將於二零一七年九月十一日（星期一）或之前以平郵方式寄發予已申請及接納發售股份及／或額外發售股份並支付股款之所有合資格股東，郵誤風險概由彼等自行承擔。倘公開發售被終止或撤銷，就接納發售股份及／或額外發售股份所收取股款之退款支票預期將於二零一七年九月十一日（星期一）或之前以平郵方式寄發予合資格股東或倘屬聯名持有人，則排名首位之人士，郵誤風險概由彼等自行承擔。

全部或部份未能成功申請額外發售股份（如有）的退款支票亦預期將於二零一七年九月十一日（星期一）或之前以平郵方式寄發予合資格股東或倘屬聯名持有人，則排名首位之人士，郵誤風險概由彼等自行承擔。

一般事項

所有文件均以平郵方式寄往應得人士的登記地址，郵誤風險概由彼等自行承擔。本申請表格及／或額外申請表格於獲發之人士簽署後，一經交回，即為交回之人士有權處理申請表格及／或額外申請表格及收取發售股份之有關股票之最終憑證。本申請表格及／或額外申請表格及據此接納發售股份及／或額外發售股份應受香港法例監管，並根據香港法例詮釋。