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北京能源國際控股有限公司

Beijing Energy International Holding Co., Ltd.

(Incorporated in Bermuda with limited liability)

(Stock code: 686)

**MAJOR TRANSACTION
DEEMED DISPOSAL IN RELATION TO THE PROPOSED SPIN-OFF
AND SEPARATE LISTING OF
THE INFRASTRUCTURE FUND ON THE SSE
AND
CONNECTED TRANSACTION
THE FINANCIAL ADVISORY AGREEMENT**

THE PROPOSED SPIN-OFF

Reference is made to the announcement of the Company dated 8 April 2022 in relation to the Proposed Spin-off. The Company proposes to list the Infrastructure Fund as a publicly offered infrastructure securities investment fund on a domestic stock exchange in the PRC, tentatively the SSE, by way of the Proposed Spin-off. The Infrastructure Fund will be holding the Group's interest in the Project Companies, namely Yulin Co, which owns 300MW photovoltaic power generation project in Yulin City, Shaanxi Province, the PRC and Jingtai Co, which owns 100MW photovoltaic power generation project in Hubei Province, the PRC. Following completion of the Proposed Spin-off, Yulin Co and Jingtai Co will remain as subsidiaries of the Company.

The Proposed Spin-off on the SSE constitutes a spin-off of the Project Companies by the Company under Practice Note 15 of the Listing Rules.

LISTING RULES IMPLICATIONS

As at the date of this announcement, the Group indirectly holds the entire equity interest in the Project Companies. Upon completion of the Proposed Spin-off, the Company's indirect interest in the Project Companies will decrease to 51%. As such, the Proposed Spin-off, if materialised, will constitute a deemed disposal under Chapter 14 of the Listing Rules. As the highest applicable percentage ratio in respect of the Proposed Spin-off calculated under Rule 14.07 of the Listing Rules exceeds 25% but is less than 75%, the Proposed Spin-off constitutes a major transaction for the Company and is therefore subject to the reporting, announcement, circular and the shareholders' approval requirements under Practice Note 15 and Chapter 14 of the Listing Rules.

The Company has submitted an application in relation to the Proposed Spin-off to the Stock Exchange pursuant to Practice Note 15 of the Listing Rules and the Stock Exchange has confirmed that the Company may proceed with the Proposed Spin-off.

WAIVER FROM STRICT COMPLIANCE WITH PARAGRAPH 3(F) OF PRACTICE NOTE 15 OF THE LISTING RULES

Given the PRC legal impediments, it is not feasible for the Company to comply with Paragraph 3(f) of Practice Note 15 of the Listing Rules in connection with the Proposed Spin-off. Accordingly, the Company has applied for, and the Stock Exchange has granted, a waiver from strict compliance with the requirement of Paragraph 3(f) of Practice Note 15 of the Listing Rules.

GENERAL

The SGM will be convened and held for the Shareholders to consider and, if thought fit, to approve the Proposed Spin-off. As at the date of this announcement, none of the Shareholders and their respective associates has any material interest in the Proposed Spin-off and therefore no Shareholder will be required to abstain from voting on the resolution in respect of the Proposed Spin-off at the SGM.

The Independent Board Committee comprising Ms. Jin Xinbin, Ms. Li Hongwei and Mr. Zhu Jianbiao, being all the independent non-executive Directors, has been established to advise the Shareholders in respect of the Proposed Spin-off. Gram Capital has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Shareholders in this regard.

A circular containing, among other things, (i) details of the Proposed Spin-off; (ii) the letter of recommendation of the Independent Board Committee to the Shareholders in respect of the Proposed Spin-off; (iii) the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Shareholders in respect of the Proposed Spin-off; (iv) financial information of the Group; (v) a notice convening the SGM; and (vi) other information as required under the Listing Rules, is expected to be despatched to the Shareholders on or before 12 August 2022.

THE FINANCIAL ADVISORY AGREEMENT

On 6 July 2022 (after trading hours), Beijing United Rongbang (an indirect subsidiary of the Company), the Fund Manager, the ABS Manager and China Merchants Securities entered into the Financial Advisory Agreement pursuant to which China Merchants Securities will be appointed as financial adviser to provide financial advisory services with respect to the Proposed Spin-off.

LISTING RULES IMPLICATIONS

As at the date of this announcement, China Merchants Securities is an associate of China Merchants Group Limited, which is a substantial shareholder of the Company. Accordingly, China Merchants Securities is a connected person of the Company. Therefore, the entering into the Financial Advisory Agreement constituted a connected transaction of the Company under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio in respect of the Financial Advisory Agreement and the transaction contemplated thereunder exceeds 0.1% but is less than 5%, the Financial Advisory Agreement and the transaction contemplated thereunder constituted connected transactions of the Company, subject to the reporting and announcement requirements but exempt from the circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

Shareholders and potential investors of the Company should note that the Proposed Spin-off is subject to, among other things, the prevailing market conditions and approvals from relevant authorities, including the CSRC and the SSE. Accordingly, Shareholders and potential investors of the Company should be aware that the Proposed Spin-off may or may not occur. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

INTRODUCTION

This announcement is made pursuant to Practice Note 15 of the Listing Rules.

Reference is made to the announcement of the Company dated 8 April 2022 in relation to the Proposed Spin-off. The Company proposes to list the Infrastructure Fund as a publicly offered infrastructure securities investment fund on a domestic stock exchange in the PRC, tentatively the SSE, by way of the Proposed Spin-off. The Infrastructure Fund will be holding the Group's interest in the Project Companies, namely Yulin Co, which owns 300MW photovoltaic power generation project in Yulin City, Shaanxi Province, the PRC and Jingtai Co, which owns 100MW photovoltaic power generation project in Hubei Province, the PRC. Following completion of the Proposed Spin-off, Yulin Co and Jingtai Co will remain as subsidiaries of the Company.

The Company has submitted an application in relation to the Proposed Spin-off to the Stock Exchange pursuant to Practice Note 15 of the Listing Rules and the Stock Exchange has confirmed that the Company may proceed with the Proposed Spin-off.

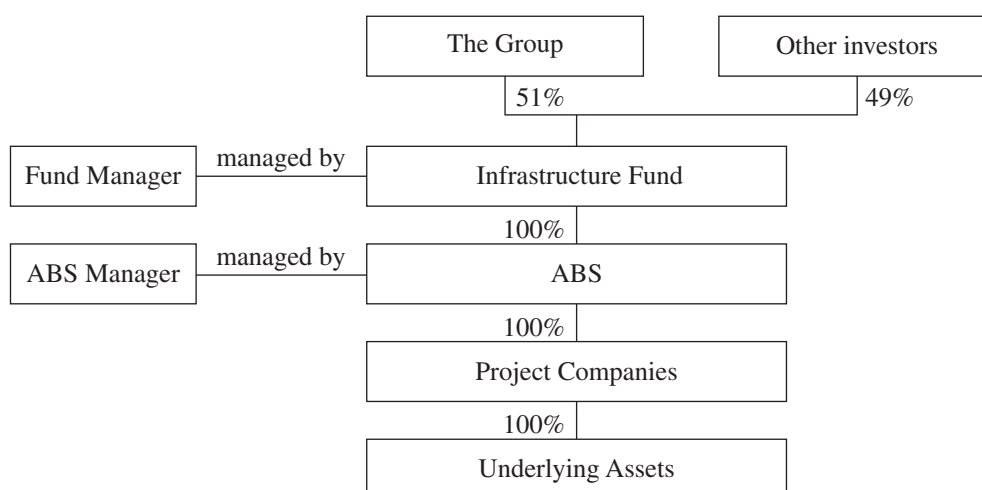
THE PROPOSED SPIN-OFF

The Proposed Spin-off will involve the separate listing of the Infrastructure Fund on the SSE, which will indirectly hold the income-generating infrastructure projects, i.e., the Underlying Assets, through the Project Companies.

Under the proposed offering structure, the Fund Manager, will set up the Infrastructure Fund as a publicly-listed infrastructure securities investment fund for a public offering at the expected size of approximately RMB3 billion and not less than approximately RMB2.838 billion on the SSE. The Group will subscribe for 51% of the interests in the Infrastructure Fund as a strategic investor at an expected aggregate price of approximately RMB1.53 billion. The 49% interest in the Infrastructure Fund is expected to be subscribed by external investors, amounting to approximately RMB1.47 billion.

For the purpose of the Proposed Spin-off and as required by the applicable PRC laws and regulations, upon completion of the public offering, the Infrastructure Fund will apply the proceeds to subscribe for the entire interests in the ABS, subsequent to which, ABS will use the subscription monies to acquire the entire interest in the Project Companies from the Group and other independent shareholders of the Project Companies.

Structure of the Infrastructure Fund upon completion of the Proposed Spin-off is listed as below:



Financial effects of the Proposed Spin-off

Following the completion of the Proposed Spin-off, it is anticipated that the Company will indirectly hold 51% interest in the Infrastructure Fund. As such, the Infrastructure Fund will become, and the Project Companies will remain as, subsidiaries of the Company and the accounts of the Infrastructure Fund will remain consolidated into the Company's accounts.

Conditions to the issue of the Infrastructure Fund

The Proposed Spin-off is conditional upon, among other things, the following conditions:

- 1) the total amount of units offered by the Infrastructure Fund reaches 100% of the approved registration scale;
- 2) the offering size should be at least RMB200 million and there are at least 1,000 investors participating in the offering;
- 3) the original holder of the equity interest of the Project Companies has subscribed in the strategic tranche;
- 4) the units of the Infrastructure Fund offered to investors under the placing tranche, less the portion placed with strategic investors, shall not be less than 70% of the public offering; and
- 5) there is no other circumstance leading to the failure of the offering.

REASONS AND BENEFITS OF THE PROPOSED SPIN-OFF

The Directors consider that the Proposed Spin-off will be beneficial for both the Remaining Group and the Infrastructure Fund for the following reasons:

- (1) the net proceeds received by the Group from the Proposed Spin-off of at least approximately RMB1.47 billion will provide the Group with funds for its operations, thereby enabling the Group to reduce its net borrowings, and hence improve its liquidity and gearing position. It would also provide the Group with capital to fund new investment opportunities;
- (2) the Proposed Spin-off will provide additional funding sources for the future development of the Underlying Assets and investment in new photovoltaic projects;
- (3) the Proposed Spin-off will allow the Infrastructure Fund to establish a higher profile as a separate listed entity with the ability to access the capital markets to fund future investments;

- (4) the Proposed Spin-off will allow the Group to realise part of the Underlying Assets and achieve the valuation potential in the form of upfront cash proceeds as well as enabling the Shareholders to benefit from the Group's continuing interest in the Infrastructure Fund to benefit from the stable revenue generated from and future development of the Underlying Assets; and
- (5) the Proposed Spin-off will enable the Group to enter into the REITs management business which will generate a new and positive source of income.

The Infrastructure Fund will become a controlled entity and the Project Companies will remain as subsidiaries of the Group following completion of the Proposed Spin-off and the financial results of the Infrastructure Fund will be and the financial results of the Project Companies will continue to be consolidated into the accounts of the Group. As such, it is expected that the Proposed Spin-off will not have any material impact on the financial position of the Group.

The Board believes that there are clear commercial benefits to the Group under the Proposed Spin-off.

INFORMATION OF THE COMPANY

The Company is a company incorporated in Bermuda with limited liability and is an investment holding company operating its business through its subsidiaries. The Group is principally engaged in the development, investment, operation and management of power plants and other renewable energy projects. The Company's new energy projects cover the PRC and some overseas regions, including Inner Mongolia, Qinghai, Ningxia, Shanxi, Hubei, Xinjiang, Gansu, Yunnan, Shandong, Hebei, Guangdong and other places.

INFORMATION OF PROJECT COMPANIES AND THE FINANCIAL EFFECT OF THE PROPOSED SPIN-OFF

Jingtai Co is a company established in the PRC with limited liability and currently an indirect non wholly-owned subsidiary of the Company and upon completion of the Proposed Spin-off, Jingtai Co will be a 51% owned subsidiary of the Company. Jingtai Co is principally engaged in the development and operation of a solar power plant located in Hubei Province, the PRC, with an aggregate installed capacity of approximately 100MW.

Yulin Co is a company established in the PRC with limited liability and currently an indirect non wholly-owned subsidiary of the Company and upon completion of the Proposed Spin-off, Yulin Co will be a 51% owned subsidiary of the Company. Yulin Co owns a solar power plant of 300 MW in Yulin City, Shaanxi Province of the PRC, the construction of which has been completed and the power plant has been connected to the power grid.

The table below sets out the audited financial information of the Project Companies for the three financial years ended 31 December 2021 prepared in accordance with generally accepted accounting principles in the PRC:

	Jingtai Co			Yulin Co		
	Year ended 31 December 2021	Year ended 31 December 2020	Year ended 31 December 2019	Year ended 31 December 2021	Year ended 31 December 2020	Year ended 31 December 2019
	<i>RMB'million</i> <i>(Audited)</i>	<i>RMB'million</i> <i>(Audited)</i>	<i>RMB'million</i> <i>(Audited)</i>	<i>RMB'million</i> <i>(Audited)</i>	<i>RMB'million</i> <i>(Audited)</i>	<i>RMB'million</i> <i>(Audited)</i>
Profit before taxation	39.09	13.60	41.18	104.51	92.13	39.12
Profit after taxation	<u>29.36</u>	<u>11.93</u>	<u>34.27</u>	<u>96.65</u>	<u>85.26</u>	<u>39.12</u>

The audited net asset value of Jingtai Co as at 31 December 2021 was approximately RMB278.37 million. The audited net asset value of Yulin Co as at 31 December 2021 was approximately RMB1,382.51 million.

LISTING RULES IMPLICATIONS

Upon completion of the Proposed Spin-off, the Company's indirect interest in the Project Companies will decrease to 51%. As such, the Proposed Spin-off, if materialised, will constitute a deemed disposal under Chapter 14 of the Listing Rules. As the highest applicable percentage ratio in respect of the Proposed Spin-off calculated under Rule 14.07 of the Listing Rules exceeds 25% but is less than 75%, the Proposed Spin-off constitutes a major transaction for the Company and is therefore subject to the reporting, announcement, circular and the shareholders' approval requirements under Practice Note 15 and Chapter 14 of the Listing Rules.

The Company has submitted an application in relation to the Proposed Spin-off to the Stock Exchange pursuant to Practice Note 15 of the Listing Rules and the Stock Exchange has confirmed that the Company may proceed with the Proposed Spin-off.

WAIVER FROM STRICT COMPLIANCE WITH PARAGRAPH 3(F) OF PRACTICE NOTE 15 OF THE LISTING RULES

Furthermore, as advised by the PRC legal counsel of the Company, Beijing Han Kun Law Offices, according to relevant laws and regulations of the PRC, infrastructure securities investment funds are only available for sale (i) by way of placing to strategic investors, which refer to institutional professional investors, exclusive of the existing Shareholders of the Company or their respective related parties under common control; or (ii) by public offering to the offline investors or public investors. “Offline investors” herein refer to securities companies, fund management companies, trust companies, financial companies, insurance companies, qualified foreign institutional investors (QFII), commercial banks and their wealth management subsidiaries, qualified private equity fund managers, other professional institutional investors recognised by the CSRC, and security funds, such as the National Social Security Fund, basic pension insurance fund and annuity fund. As such, the Shareholders (exclusive of individual Shareholders) are not eligible to subscribe the units to be issued by the Infrastructure Fund in connection with the Proposed Spin-off unless and until they obtain the relevant approval from the CSRC to become QFII, so as to be qualified under scenario (ii) above. As a result, pursuant to the existing PRC laws, it is impracticable to preferentially allocate units in the Infrastructure Fund to the Shareholders.

Given the PRC legal impediments, it is not feasible for the Company to comply with Paragraph 3(f) of Practice Note 15 of the Listing Rules in connection with the Proposed Spin-off. The Directors, after considered the advice from the PRC legal counsel of the Company, were of the view the application for waiver from strict compliance with the requirement of Paragraph 3(f) of Practice Note 15 of the Listing Rules is in the best interests of the Company and its shareholders as a whole. Accordingly, the Company has applied for, and the Stock Exchange has granted, a waiver from strict compliance with the requirement of Paragraph 3(f) of Practice Note 15 of the Listing Rules.

GENERAL

The SGM will be convened and held for the Shareholders to consider and, if thought fit, to approve the Proposed Spin-off. As at the date of this announcement, none of the Shareholders and their respective associates has any material interest in the Proposed Spin-off and therefore no Shareholder will be required to abstain from voting on the resolution in respect of the Proposed Spin-off at the SGM.

The Independent Board Committee comprising Ms. Jin Xinbin, Ms. Li Hongwei and Mr. Zhu Jianbiao, being all the independent non-executive Directors, has been established to advise the Shareholders in respect of the Proposed Spin-off. Gram Capital has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Shareholders in this regard.

A circular containing, among other things (i) details of the Proposed Spin-off; (ii) the letter of recommendation of the Independent Board Committee to the Shareholders in respect of the Proposed Spin-off; (iii) the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Shareholders in respect of the Proposed Spin-off; (iv) financial information of the Group; (v) a notice convening the SGM; and (vi) other information as required under the Listing Rules, is expected to be despatched to the Shareholders on or before 12 August 2022.

THE FINANCIAL ADVISORY AGREEMENT

On 6 July 2022 (after trading hours), Beijing United Rongbang (an indirect subsidiary of the Company), the Fund Manager, the ABS Manager and China Merchants Securities entered into the Financial Advisory Agreement pursuant to which China Merchants Securities will be appointed as financial adviser to provide financial advisory services with respect to the Proposed Spin-off.

Principal terms of the Financial Advisory Agreement are set out below:

- Date:** 6 July 2022 (after trading hours)
- Parties:**
- 1) the Fund Manager
 - 2) the ABS Manager
 - 3) Beijing United Rongbang
 - 4) China Merchants Securities
- Scope of services:** China Merchants Securities agreed to provide financial advisory services with respect to the Proposed Spin-off as financial adviser, including due diligence, issuing the financial advisory report and handling the road show promotion, inquiry, pricing, placement and other business activities in respect of the Proposed Spin-off.
- Service fee:** 0.4% of the proceeds raised from the Proposed Spin-off inclusive of any value-added tax and any expenses incurred.
- Payment:** The service fee payable under the Financial Advisory Agreement will be deducted from the consideration to be paid by the ABS Manager to Beijing United Rongbang for the acquisition of the entire interest of the Project Companies within ten (10) working days (which means any day commercial banks are open for business other than statutory or authorised holiday or rest day) upon the completion of the Proposed Spin-off and separate listing of the Infrastructure Fund on the SSE.

REASONS FOR AND BENEFITS OF THE TRANSACTIONS

China Merchants Securities is the largest securities firm of the State-owned Assets Supervision and Administration Commission of the State Council in the PRC. It provides a full range of financial services including wealth management and institutional business, investment banking, investment management and investment and trading and has built up significant competitive advantages. The Directors believe that the professional services to be provided by China Merchants Securities, meeting the current requirements and circumstances of the Group, would enable the Group to benefit from the expertise, experience and resources of China Merchants Securities. The service fee of China Merchants Securities is in line with the market standard which will be offered by the independent third party with comparable expertise and/or experience in the financial advisory business.

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

INFORMATION OF THE PARTIES TO THE FINANCIAL ADVISORY AGREEMENT

The Fund Manager is a company established in the PRC with limited liability, a CSRC licensed fund management company principally engaged in the business of asset management. The Fund Manager is 55% owned by the ABS Manager and 45% owned by Beijing Shougang Fund Co., Ltd.* (北京首鋼基金有限公司). Beijing Shougang Fund Co., Ltd. is indirectly wholly-owned by the State-owned Assets Supervision and Administration Commission of Beijing Municipality in the PRC.

The ABS Manager is a company established in the PRC with limited liability. It provides a diverse range of financial and investment consulting services including equity financing, bond financing, securities brokerage, underwriting and sponsorship, securities investment consulting and asset management in the PRC. The ABS Manager is approximately 71.71% and approximately 28.29% directly owned by AVIC Investment Holdings Co., Ltd.* (中航投資控股有限公司) and AVIC Industry-Finance Holdings Co., Ltd.* (中航工業產融控股股份有限公司) respectively. AVIC Investment Holdings Co., Ltd. is approximately 73.56% owned by AVIC Industry-Finance Holdings Co., Ltd., a company listed on the SSE (stock code: 600705).

The Fund Manager, the ABS Manager and their ultimate beneficial owners are third parties independent of the Company and connected persons of the Company as at the date of this announcement.

Beijing United Rongbang is a company established in the PRC with limited liability and an indirect subsidiary of the Company. It is principally engaged in the investment, development and operation of solar energy and other clean energy.

China Merchants Securities is a joint stock limited company incorporated in the PRC with limited liability, the H shares and A shares of which are listed on the main board of the Stock Exchange (stock code: 6099) and on the SSE (stock code: 600999), respectively. It is principally engaged in wealth management and institutional business, investment banking business, investment management business, and investment and trading business.

As Mr. Lu Zhenwei, being an executive Director, is a director of several companies controlled by the holding company of China Merchants Securities, he had abstained from voting on the Board resolution approving the Financial Advisory Agreement. Save and except for the aforesaid, none of the Directors has any material interest or was required to abstain from voting on the Board resolution in relation to the Financial Advisory Agreement.

LISTING RULES IMPLICATIONS

As at the date of this announcement, China Merchants Securities is an associate of China Merchants Group Limited, which is a substantial shareholder of the Company. Accordingly, China Merchants Securities is a connected person of the Company. Therefore, the entering into the Financial Advisory Agreement constituted a connected transaction of the Company under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio in respect of the Financial Advisory Agreement and the transaction contemplated thereunder exceeds 0.1% but is less than 5%, the Financial Advisory Agreement and the transaction contemplated thereunder constituted connected transactions of the Company, subject to the reporting and announcement requirements but exempt from the circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

Shareholders and potential investors of the Company should note that the Proposed Spin-off is subject to, among other things, the prevailing market conditions and approvals from relevant authorities, including the CSRC and the SSE. Accordingly, Shareholders and potential investors of the Company should be aware that the Proposed Spin-off may or may not occur. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the meanings as set out below:

“ABS”	an infrastructure asset-backed special purpose plan managed by the ABS Manager to securitise the Underlying Assets
“ABS Manager”	AVIC Securities Co., Ltd. (中航證券有限公司), a company established in the PRC with limited liability, the project manager of the ABS
“Beijing United Rongbang”	Beijing United Rongbang New Energy Technology Co., Ltd.* (北京聯合榮邦新能源科技有限公司), a company established in the PRC with limited liability, which is an indirect subsidiary of the Company
“Board”	the board of Directors
“China Merchants Securities”	China Merchants Securities Co., Ltd., a joint stock limited company incorporated in the PRC with limited liability
“Circular”	Circular on Work Related to Advancing the Pilot Program of Real Estate Investment Trusts for the Infrastructure Sector* (關於做好基礎設施領域不動產投資信託基金(REITs)試點項目申報工作的通知) jointly published by the CSRC and the NDRC on 30 April 2020
“Company”	Beijing Energy International Holding Co., Ltd., a company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange (stock code: 686)
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“Financial Advisory Agreement”	the financial advisory agreement entered into between Beijing United Rongbang, the Fund Manager, the ABS Manager and China Merchants Securities on 6 July 2022 in relation to the appointment of China Merchants Securities as financial adviser to provide financial advisory services with respect to the Proposed Spin-off

“Fund Manager”	AVIC Fund Management Co., Ltd.* (中航基金管理有限公司), a company established in the PRC with limited liability, the project manager of the Infrastructure Fund
“Gram Capital” or “Independent Financial Adviser”	Gram Capital Limited, a licensed corporation permitted to carry on Type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), being the independent financial adviser appointed for the purpose of advising the Independent Board Committee and the Shareholders on the Proposed Spin-off
“Group”	the Company and its subsidiaries
“Guidelines”	Guidance on Public Offering of Infrastructure Securities Investment Fund (Trial)* (公開募集基礎設施證券投資基金指引(試行)) published by the CSRC on 7 August 2020
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	an independent committee of the Board, comprising all the independent non-executive Directors, established for the purpose of advising the Shareholders on the Proposed Spin-off
“Infrastructure Fund”	a publicly-offered infrastructure-backed securities investment fund to be established pursuant to the Circular and the Guidelines
“Jingtai Co”	Hubei Jingtai Photovoltaic Power Co., Ltd.* (湖北晶泰光伏電力有限公司), a company established in the PRC with limited liability, which is an indirect subsidiary of the Company and owns 100MW photovoltaic power generation project in Hubei Province, the PRC as at the date of this announcement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“MW”	megawatt(s), which equals 1,000,000 watts
“NDRC”	the National Development and Reform Commission

“PRC”	the People’s Republic of China, which for the purposes of this announcement (unless otherwise defined), excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Project Companies”	collectively, Yulin Co and Jingtai Co
“Proposed Spin-off”	the proposed spin-off of Project Companies and separate listing of the units of Infrastructure Fund on a domestic stock exchange in the PRC, tentatively the SSE
“REIT(s)”	real estate investment trust(s)
“Remaining Business”	the business of the Remaining Group after completion of the Proposed Spin-off, principally in development, investment, operation and management of power plants and other renewable energy projects (excluding the business engaged by Project Companies)
“Remaining Group”	the Group excluding the Project Companies
“RMB”	Renminbi, the lawful currency of the PRC
“SGM”	the special general meeting of the Company to be convened and held for the Shareholders to consider and, if thought fit, approve the resolution(s) in relation to the Proposed Spin-off
“Shareholder(s)”	shareholder(s) of the Company
“SSE”	Shanghai Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	shall have the meaning assigned to this expression by section 15 of the Companies Ordinance (Cap. 622 of the Laws of Hong Kong), save that any reference therein to a company shall be deemed to include a body corporate incorporated or established outside Hong Kong or under any other ordinances of Hong Kong and to any unincorporated body of persons

“Underlying Assets”	collectively, (i) 300MW photovoltaic power generation project in Yulin City, Shaanxi Province, the PRC; and (ii) 100MW photovoltaic power generation project in Hubei Province, the PRC
“Yulin Co”	Yulin City Jiangshan Yongchen New Energy Co., Limited* (榆林市江山永宸新能源有限公司), a company established in the PRC with limited liability, which is an indirect subsidiary of the Company and owns 300MW photovoltaic power generation project in Yulin City, Shaanxi Province, the PRC as at the date of this announcement
“%”	per cent

For an on behalf of
Beijing Energy International Holding Co., Ltd.
Zhang Ping
Chairman of the Board

Hong Kong, 6 July 2022

As at the date of this announcement, the executive directors of the Company are Mr. Zhang Ping (Chairman) and Mr. Lu Zhenwei; the non-executive directors of the Company are Mr. Su Yongjian, Mr. Zhao Bing and Mr. Li Hao; and the independent non-executive directors of the Company are Ms. Jin Xinbin, Ms. Li Hongwei and Mr. Zhu Jianbiao.

* *For the purposes of identification only*