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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
EXERCISE OF CALL OPTIONS AND ACQUISITION OF 26% EQUITY INTEREST IN THE TARGET COMPANIES

THE ACQUISITION

Reference is made to the Previous Announcement dated 20 December 2022 in relation to (i) the Previous Acquisition of 25% of the issued share capital in each of the Target Companies by the Purchaser from the respective Vendors and (ii) the granting of the Call Options by the Vendors to the Purchaser to require the respective Vendors to sell, 26% of the issued share capital in each of the Target Companies pursuant to the Call Option Deeds.

On 27 April 2023 (after trading hours), the Purchaser has notified the Vendors that it has decided to exercise the Call Options to acquire 26% of the issued share capital in each of the Target Companies. The Vendors have conditionally agreed to sell, and the Purchaser has conditionally agreed to purchase, 26% of the issued share capital in each of the Target Companies for a total consideration of approximately AUD196.5 million.

LISTING RULES IMPLICATIONS

The Acquisition, together with the Previous Acquisition, constitute a series of transactions made within a 12-month period and shall be aggregated pursuant to Rule 14.22 of the Listing Rules. As the highest applicable percentage ratio in respect of the Acquisition, when aggregated with those under the Previous Acquisition, exceeds 25% but is less than 100%, the Acquisition, when aggregated with the Previous Acquisition, constitutes a major transaction of the Company and is subject to the notification, announcement, circular and the Shareholders' approval requirements under Chapter 14 of the Listing Rules.

GENERAL

A general meeting will be convened by the Company to seek the Shareholders' approval of the Acquisition and the transactions contemplated thereunder.

A circular containing, among other things, (i) further details about the Acquisition and the transactions contemplated thereunder; (ii) the notice of general meeting; and (iii) other information as required under the Listing Rules, will be despatched by the Company to the Shareholders on or before 9 June 2023 as additional time is likely to be required for the Company to prepare and finalize certain information for inclusion in the circular.

INTRODUCTION

Reference is made to the Previous Announcement dated 20 December 2022 in relation to (i) the Previous Acquisition of 25% of the issued share capital in each of the Target Companies by the Purchaser from the respective Vendors and (ii) the granting of the Call Options by the Vendors to the Purchaser to require the respective Vendors to sell, 26% of the issued share capital in each of the Target Companies pursuant to the Call Option Deeds.

On 27 April 2023 (after trading hours), the Purchaser has notified the Vendors that it has decided to exercise the Call Options to acquire 26% of the issued share capital in each of the Target Companies. The Vendors have conditionally agreed to sell, and the Purchaser has conditionally agreed to purchase, 26% of the issued share capital in each of the Target Companies for a total consideration of approximately AUD196.5 million.

THE ACQUISITION

The principal terms of the Acquisition agreed by the Purchaser and the Vendors are summarized below:

Date: 27 April 2023 (after trading hours)

Parties: (i) The Purchaser

(ii) The Vendor (North) and the Vendor (South)

As at the date of this announcement, the Previous Acquisition has been completed and the Group is interested in 25% of the issued share capital of the Target Companies. Other than the abovementioned shareholding relationship, to the best of the Director's knowledge, information and belief having made all reasonable enquiries, each of the Vendors and their respective ultimate beneficial owners is an Independent Third Party as at the date of this announcement.

Subject matter:

The Purchaser conditionally agreed to purchase, and the respective Vendors have conditionally agreed to sell, 26% of the issued share capital in each of the Target Companies.

Consideration and payment:

It is intended by the Purchaser and the Vendors that the Acquisition shall be on a "cash free and debt free" basis, but on the condition that the Group would take up and settle the Vendor Group Debt Amount and subject to the Adjustment Amount. The total payment amount of the Consideration at the Completion is estimated to be approximately AUD196.5 million. Such amount shall be settled in cash by the Purchaser upon the Completion.

The Adjustment Amount shall be equivalent to 26% of the difference between the estimated and actual working capital of the Target Group, plus the net debt amount of the Target Group and less the estimated net debt amount of the Target Group. Among others:

(i) the estimated working capital amount of the Target Group shall be the Vendor's reasonable estimate of the actual working capital amount of the Target Group and notified to the Purchaser no later than five Business Days before the Completion;

(ii) the actual working capital amount of the Target Group shall be the amount of the working capital of the Target Group as at the Effective Time, as shown in the financial completion balance sheet of the Target Group to be provided by the Vendors;

(iii) the actual net debt amount of the Target Group shall be the aggregation of (a) the actual cash amount of the Target Group as at the Effective Time, as shown in the financial completion balance sheet of the Target Group to be provided by the Vendors, and (b) the actual debt amount of the Target Group as at the Effective Time, as shown in the financial completion balance sheet of the Target Group to be provided by the Vendors; and

(iv) the estimated net debt amount of the Target Group shall be the Vendor's reasonable estimate of the actual net debt amount of the Target Group and notified to the Purchaser no later than five Business Days before the Completion.

As at the date of this announcement, based on the Vendors' calculation and assuming the Adjustment Amount is nil:

(i) the payment amount of the consideration in relation to the acquisition of 26% of the issued share capital of Target Company (North) is approximately AUD94.4 million, comprises (a) the 26%-net asset value of the Target Company (North) of approximately AUD43.3 million; and (b) the Vendor Group Debt Amount of the Target Company (North) of approximately AUD51.1 million; and

(ii) the payment amount of the consideration in relation to the acquisition of 26% of the issued share capital of Target Company (South) is approximately AUD102.1 million, comprises (a) the 26%-net asset value of the Target Company (South) of approximately AUD45.0 million; and (b) the Vendor Group Debt Amount of the Target Company (South) of AUD57.1 million.

Within 30 Business Days after the Completion Date, the Vendors must prepare the completion balance sheet and completion statement for the Target Group for the purpose of the determination of the Adjustment Amount. Within 15 Business Days after the Adjustment Amount is agreed among the parties, the Adjustment Amount must be paid:

(i) by the Purchaser to the Vendor if the Adjustment Amount results in the Consideration being adjusted upwards; or

(ii) by the Vendor to the Purchaser if the Adjustment Amount results in the Consideration being adjusted downwards.

Basis of the Consideration:

As disclosed above, it is intended by the Purchaser and the Vendors that the Acquisition shall be on a "cash free and debt free" basis, but on the condition that the Group would take up and settle the Vendor Group Debt Amount and subject to the Adjustment Amount. Accordingly, the Consideration was determined after arm's length negotiation between the Purchaser and the Vendors after considering various factors, among others, (i) the working capital amount of the Target Group, (ii) the amount of Vendor Group Debt incurred, (iii) the historical financial performance of the Target Companies, especially for the year ended 31 December 2022, (iv) the historical construction costs of the Moorabool Wind Farm incurred by the Vendors, (v) the revenue expected to be generated by the Target Group in the forthcoming years, (vi) the prospects of the wind farm industry in Australia, (vii) the recent market movements in electricity prices and long term expectations in the Group's risk assessment, as well as (viii) other factors set out in the paragraphs under "Reasons for and Benefits of the Acquisition" below. Furthermore, in determining the Consideration, the Company has engaged the Valuer to prepare the Valuation Report. See "Valuation Report" below for further details.

Conditions Precedent: Completion is subject to the following conditions precedent being fulfilled:

(a) the Company satisfying all the relevant legal and regulatory requirements, including but not limited to the Shareholders' approval as required under the Listing Rules;

(b) the Purchaser being satisfied that there has been no change of any relevant circumstances; and

(c) the Purchaser issuing a notice of exercise under the Call Option Deeds, together with completed Sale and Purchase Agreements.

Completion: Subject to the compliance with the requirements under all applicable laws and regulations (including the approval by the Shareholders as required under the Listing Rules), the Completion will take place on the 10th Business Day after the date of the Sale and Purchase Agreements, or such other date as the respective Vendors and Purchaser may agree in writing. Upon Completion, the Target Companies will be owned as to 51% by the Company and become the Company's indirect non-wholly owned subsidiaries.

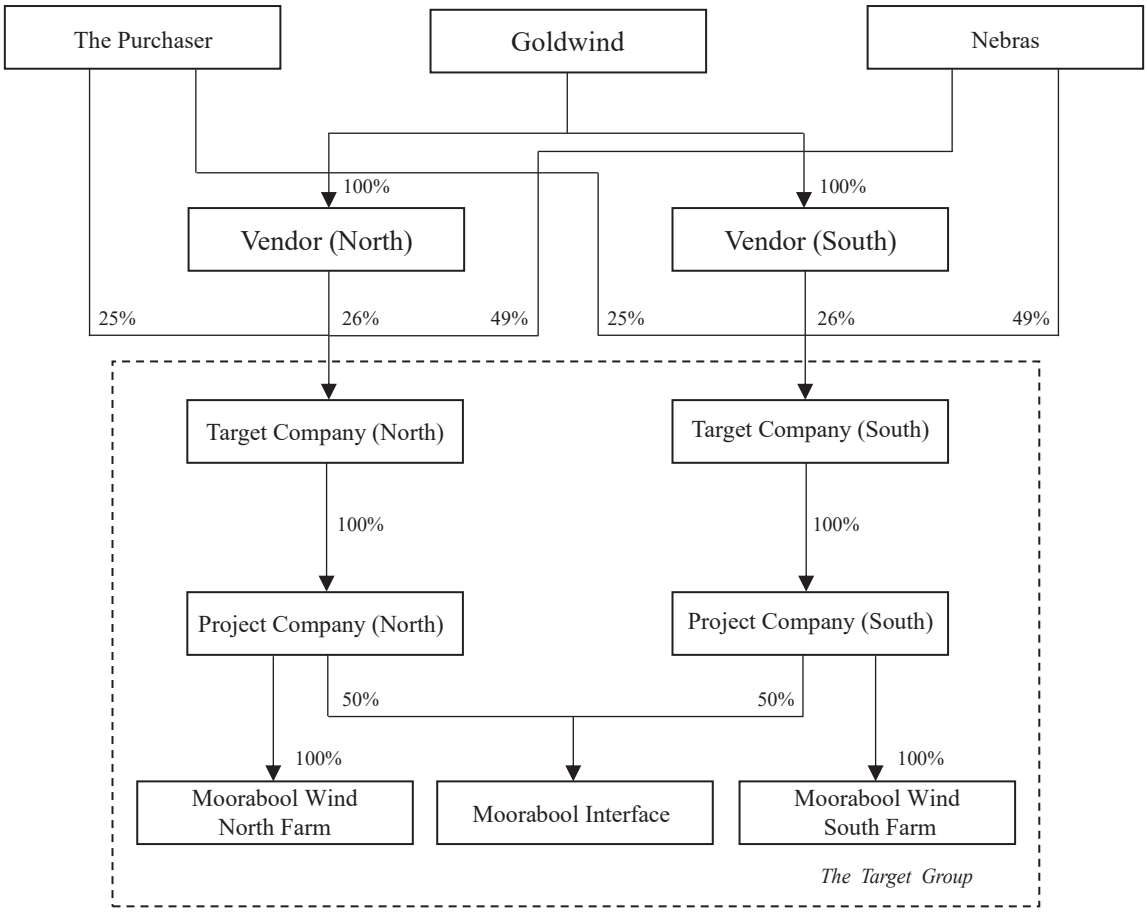
Indemnity: The respective Vendors agreed to indemnify the Purchaser against, and must reimburse and compensate the Purchaser for, among others, certain tax liabilities of the Target Group up to and including the Completion Date, subject to the terms and limitations to be set forth in the Sale and Purchase Agreements.

Sale and Purchase Agreements: The Sale and Purchase Agreements reflecting the terms of the Acquisition agreed between the Purchaser and the Vendors will be entered into between the Purchaser and the respective Vendors.

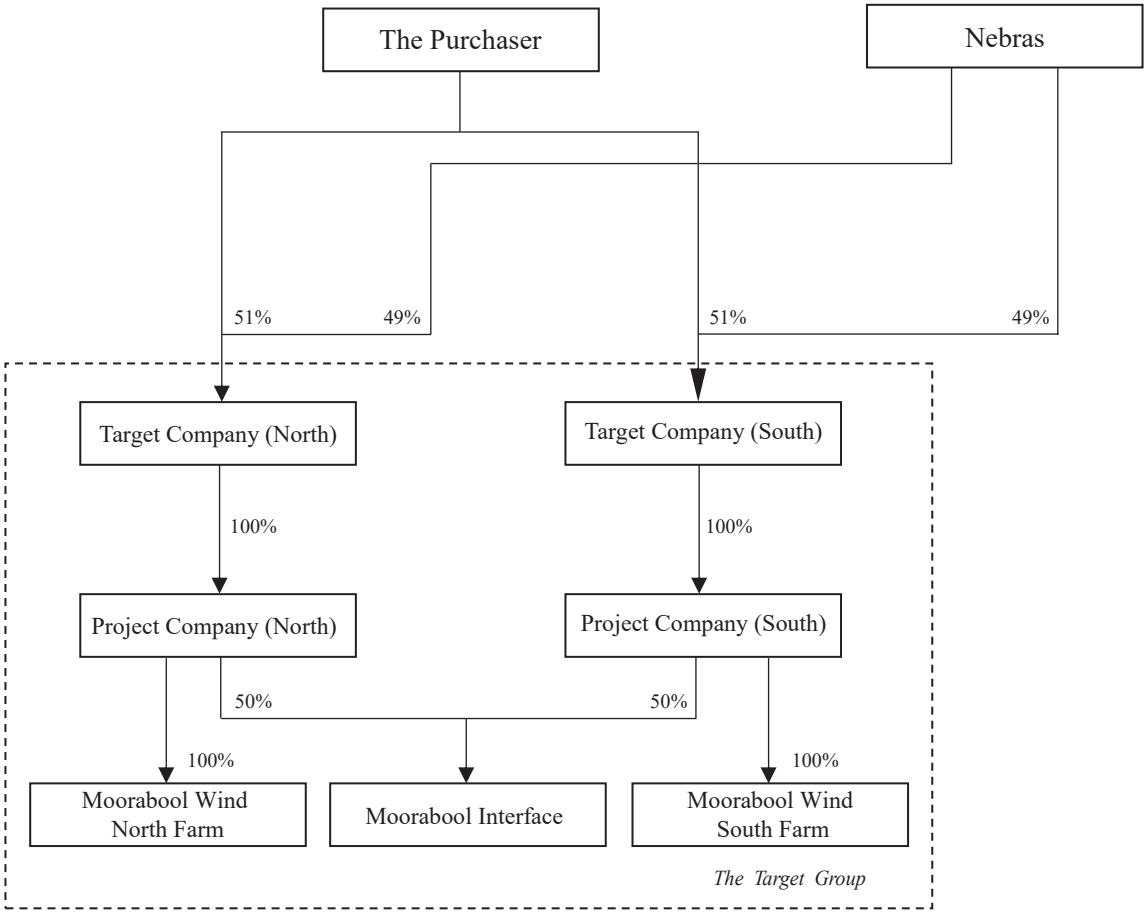
INFORMATION ABOUT THE TARGET COMPANIES

Each of the Target Company (North) and the Target Company (South) is a company incorporated in Australia and principally engaged in wind farm development, construction, operation and maintenance. Target Company (North) and Target Company (South) hold the entire issued share capital of the Project Company (North) and Project Company (South), which in turn hold Moorabool Wind North Farm and Moorabool Wind South Farm, respectively. As at the date of this announcement, the Target Companies are directly held by the respective Vendors as to 26%, by the Purchaser as to 25%, and by Nebras as to 49%. Set out below is the simplified shareholding structure of the Target Companies as at the date of this announcement:

The simplified shareholding structure of the Target Companies as at the date of this announcement



The simplified shareholding structure of the Target Companies immediately following the completion of the Acquisition



Moorabool Wind Farm is situated in the western region of Victoria, Australia. Moorabool Wind Farm comprises (i) Moorabool Wind North Farm, which is a wind farm located at Moorabool, Victoria, Australia with a total installed capacity of 150MW; and (ii) Moorabool Wind South Farm, which is a wind farm located at Moorabool, Victoria, Australia with a total installed capacity of 162MW. Moorabool Wind North Farm commenced commercial operation from 24 June 2022 and Moorabool Wind South Farm commenced commercial operation from 21 September 2022.

Set out below is the profit/(loss) before and after taxation of the Target Companies for the years ended 31 December 2020, 2021 according to their respective audited consolidated accounts and 2022 according to their unaudited consolidated accounts:

Target Company (North)	**For the year ended 31 December**		
	2020	2021	2022
	AUD'000	*AUD'000*	*AUD'000*
	(audited)	(audited)	(unaudited)
Profit/(loss) before taxation	–	7,427	26,245
Profit/(loss) after taxation	–	5,200	17,930

The unaudited net asset value of the Target Company (North) as at 31 December 2022 was approximately AUD132.9 million.

Target Company (South)	**For the year ended 31 December**		
	2020	2021	2022
	AUD'000	*AUD'000*	*AUD'000*
	(audited)	(audited)	(unaudited)
Profit/(loss) before taxation	(5)	(7)	35,151
Profit/(loss) after taxation	(4)	(5)	25,617

The unaudited net asset value of the Target Company (South) as at 31 December 2022 was approximately AUD137.6 million.

VALUATION REPORT

The fair valuation of Moorabool Wind Farm as at 31 December 2022 assessed in the Valuation Report was prepared using the discounted cash flow method of the income approach. As a result, such valuation constitutes a profit forecast under Rule 14.61 of the Listing Rules. The Valuation has been undertaken on the basis of market value. Market value refers to the estimated amount for which an asset should exchange, on the date of valuation, between a willing buyer and a willing seller in an arms' length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion. According to the Valuation Report, the indicative valuation of Moorabool Wind Farm reflects the equity in the legal entities being sold by the Vendors and the midpoint of the appraised total equity value amounted to approximately AUD336.9 million and the appraised total enterprise value amounted to approximately AUD756.3 million.

Assumptions

Details of the key assumptions used in determining the value of the entire equity interest in each of the Target Companies upon which the Valuation Report was issued are set out below:

1. The indicative valuation reflects the equity in the legal entities being sold by Goldwind as at 31 December 2022. The Valuer has not incorporated factors specific to the Group's deal structure.

2. Each of the Target Companies has secured two power purchase agreements (the "**PPAs**") to sell 60% of their generated electricity. The PPAs commenced in January 2023 and are valid for eight years. In forecasting the revenue of the Target Companies, the Valuer has considered the prices of electricity generated as well as the expected annual growth rate of electricity price set out in the PPAs for the period from 2023 to 2030.

3. In forecasting the revenue of the Target Companies after 2030, the Valuer has considered the estimated merchant electricity price provided by an independent energy market research consultant prepared in September 2022.

4. In forecasting the revenue of the Target Companies, the Valuer has included the revenue from sales of large-scale generator certificate ("**LGC**") until 2030. No revenue has been projected for sale of LGCs after 2030, as the large-scale renewable energy target is only valid till 2030.

5. In forecasting the revenue of the Target Companies, the Valuer has considered the net energy yield of the Target Companies set forth under an energy yield assessment made by an independent energy market research consultant.

6. In forecasting the revenue of the Target Companies, the Valuer has considered the margin loss factor and economic curtailment forecasted by an independent energy market research consultant.

7. In forecasting the cash flows of the Target Companies, the Valuer has adopted a forecasted cost of debt ranging from 5.3% to 6.4%.

8. In forecasting the cash flows of the Target Companies, the Valuer has agreed with the Group to adopt a short-term inflation rate assumption of 3.1% to 6.1% in 2023, and long-term inflation rate of 2.5% from 2024.

Confirmations

Grant Thornton Hong Kong Limited, being the Company's auditor, has reviewed and reported to the Directors in respect of the compilation of the discounted future cash flows in connection with the valuation of the Target Companies prepared by the Valuer used in the Valuation Report, which do not involve the adoption of accounting policies.

The Directors confirm that the fair valuation of Moorabool Wind Farm as at 31 December 2022 in the Valuation Report, which constitutes a profit forecast under Rule 14.61 of the Listing Rules, has been made after due and careful enquiry. A report from Grant Thornton Hong Kong Limited in compliance with Rule 14.62(2) of the Listing Rules is included in Appendix I to this announcement and a letter from the Board in compliance with Rule 14.62(3) of the Listing Rules is included in Appendix II to this announcement.

Experts and consents

The qualifications of the experts who have given their statements in this announcement are as follows:

Name	Qualification
RSM Australia Pty Ltd	Independent valuer
Ernst & Young Australia	Certified Public Accountants Independent Reporting Accountants
Grant Thornton Hong Kong Limited	Certified Public Accountants Registered Public Interest Entity Auditor

As at the date of this announcement, each of the Valuer, Ernst & Young Australia and Grant Thornton Hong Kong Limited does not have any shareholding, directly or indirectly, in any member of the Group or any right (whether legally enforceable or not) to subscribe for or to nominate person to subscribe for securities in any member of the Group. To the best of the Directors' knowledge, information and belief, each of the Valuer, Ernst & Young Australia and Grant Thornton Hong Kong Limited is an independent third party.

Each of the Valuer and Grant Thornton Hong Kong Limited has consented to the inclusion of its independent report on calculations of discounted cash flows in this announcement and the references to its name in the form and context in which they are included.

INFORMATION OF THE VENDORS

Vendor (North) is a company incorporated in Hong Kong with limited liability and is an indirect wholly-owned subsidiary of Goldwind. Vendor (North) is mainly engaged in investment holding.

Vendor (South) is a company incorporated in Hong Kong with limited liability and is an indirect wholly-owned subsidiary of Goldwind. Vendor (South) is mainly engaged in investment holding.

Goldwind is a joint stock limited company established in the PRC, the H shares of which are listed on the main board of the Stock Exchange (stock code: 2208) and the A shares of which are listed on the Shenzhen Stock Exchange (stock code: 002202.SZ). Goldwind and its subsidiaries are mainly engaged in the research and development of wind turbine generators, manufacturing and sales, wind power services, and wind farm investment and development.

INFORMATION ABOUT THE PURCHASER AND THE GROUP

The Company is a limited liability company incorporated in Bermuda, whose shares are listed on the main board of the Stock Exchange (stock code: 686), 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 clean energy projects.

The Purchaser is a company incorporated in Australia with limited liability and an indirect wholly-owned subsidiary of the Company. It is principally engaged in, among others, wind farm investment and development in Australia.

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Group, principally engaged in the development, investment, operation and management of power plants and other clean energy projects, has been identifying suitable investment opportunities to acquire clean energy projects with good prospects and potential for stable returns.

The Board is of the view that the Acquisition will be complementary to the Group's existing clean power plant portfolio and enables the Group to further expand its scale of business in the clean energy sector to enhance return to the Shareholders. The Acquisition is therefore considered by the Board to be a good opportunity to expand the Group's existing clean energy business. Having considered (i) Moorabool Wind North Farm and Moorabool Wind South Farm first generated electricity while undergoing testing in December 2020 and April 2022, respectively; (ii) Moorabool Wind North Farm and Moorabool Wind South Farm commenced grid connected power generation from 24 June 2022 and 21 September 2022, respectively; (iii) Moorabool Wind North Farm and Moorabool Wind South Farm recorded operating revenue of approximately AUD43.3 million (unaudited) and AUD45.3 million (unaudited) for the year ended 31 December 2022; and (iv) Moorabool Wind North Farm and Moorabool Wind South Farm recorded profit before tax of approximately AUD26.2 million (unaudited) and AUD35.1 million (unaudited) for the year ended 31 December 2022, the Board believes that the Target Group has a reasonable potential to create new overseas income streams for the Company in the future. In addition, as the Board has noticed the recent upward movements in the National Electricity Market (which comprised of various physically connected regions on the east coast of Australia), the Board holds an optimistic view towards the prospects of the wind farm industry in Australia in long run.

The Directors (including the independent non-executive Directors) consider that the Acquisition was negotiated on normal commercial terms, and the terms and conditions of the Acquisition are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

The Acquisition, together with the Previous Acquisition, constitute a series of transactions made within a 12-month period and shall be aggregated pursuant to Rule 14.22 of the Listing Rules. As the highest applicable percentage ratio in respect of the Acquisition, when aggregated with those under the Previous Acquisition, exceeds 25% but is less than 100%, the Acquisition, when aggregated with the Previous Acquisition, constitutes a major transaction of the Company and is subject to the notification, announcement, circular and the Shareholders' approval requirements under Chapter 14 of the Listing Rules.

A general meeting will be convened by the Company to seek the Shareholders' approval of the Acquisition and the transactions contemplated thereunder.

A circular containing, among other things, (i) further details about the Acquisition and the transactions contemplated thereunder; (ii) the notice of general meeting; and (iii) other information as required under the Listing Rules, will be despatched by the Company to the Shareholders on or before 9 June 2023 as additional time is likely to be required for the Company to prepare and finalize certain information for inclusion in the circular.

Shareholders and potential investors of the Company should note that the Completion is subject to a number of conditions precedents which may or may not be fulfilled, as such the Acquisition may or may not proceed, Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the securities of the Company.

DEFINITION

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

"Acquisition"	the acquisition of 26% of the issued share capital in each of the Target Companies by the Purchaser from the respective Vendors
"Adjustment Amount"	the amount equal to 26% of the difference between the estimated and actual working capital of the Target Group, plus the net debt amount of the Target Group, and less the estimated net debt amount of the Target Group (the net debt amount, if less than AUD0, will be expressed as a negative number), as further described under "The Acquisition – Consideration and Payment" in this announcement
"AUD"	Australian dollars, the lawful currency of Australia
"Board"	the board of Directors of the Company
"Business Day"	a day which is not a Saturday, Sunday or a public holiday in Victoria, Australia
"Call Option Deeds"	Collectively, (i) the call option deed dated 20 December 2022 granted by the Vendor (North) to Purchaser, under which Vendor (North) irrevocably grants to the Purchaser (or any other person nominated by the Purchaser) an option for the Purchaser to purchase, and require Vendor (North) to sell to the Purchaser, 26% of the issued share capital of Target Company (North); and (ii) the call option deed dated 20 December 2022 granted by the Vendor (South) to Purchaser, under which Vendor (South) irrevocably grants to the Purchaser (or any other person nominated by the Purchaser) an option for the Purchaser to purchase, and require the Vendor (South) to sell to the Purchaser, 26% of the issued share capital in Target Company (South)

"Call Options"	the irrevocably rights of the Purchaser to purchase from, and to require the respective Vendors to sell, 26% of the issued share capital in each of the Target Companies pursuant to the respective Call Option Deeds
"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)
"Completion"	the completion of the Acquisition
"Completion Date"	the date on which Completion takes place
"Consideration"	the aggregate consideration for the Acquisition, being approximately AUD196.5 million, which is subject to adjustments
"Director(s)"	the director(s) of the Company
"Effective Time"	11:59 p.m. on the day immediately prior to the Completion Date
"Goldwind"	Xinjiang Goldwind Science & Technology Co., Ltd.* (新疆金風科技股份有限公司), a joint stock limited company established in the PRC, the H shares of which are listed on the main board of the Stock Exchange (stock code: 02208.HK) and the A shares of which are listed on the Shenzhen Stock Exchange (stock code: 002202.SZ)
"Group"	the Company and its subsidiaries
"Hong Kong"	Hong Kong Special Administrative Region of the PRC
"Independent Third Party(ies)"	party or parties that, to the best of our Directors' knowledge, information and belief, having made all reasonable enquiries, is or are not our connected person(s), within the meaning of the Listing Rules
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time

"Moorabool Interface"	Moorabool Wind Farm Interface Company Pty Ltd, a company incorporated in Australia with limited liability and is held as to 50% by Project Company (North) and 50% by Project Company (South)
"Moorabool Wind Farm"	collectively, Moorabool Wind North Farm and Moorabool Wind South Farm
"Moorabool Wind North Farm"	the Moorabool wind farm located in Moorabool, Victoria, Australia with an installed capacity of 150MW
"Moorabool Wind South Farm"	the Moorabool wind farm located in Moorabool, Victoria, Australia with an installed capacity of 162MW
"Nebras"	Nebras Power Australia Pty Ltd, a company incorporated in Australia with limited liability and an Independent Third Party
"PRC"	the People's Republic of China, which for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
"Previous Acquisition"	the acquisition of 25% the issued share capital in each of the Target Companies by the Purchaser from the respective Vendors
"Previous Announcement"	the announcement of the Company dated 20 December 2022 in relation to the Previous Acquisition of 25% of the issued share capital in each of the Target Companies by the Purchaser from the respective Vendors and the granting of the Call Options by the Vendors to the Purchaser to require the respective Vendors to sell, 26% of the issued share capital in each of the Target Companies pursuant to the Call Option Deeds

"Project Company (North)"	Moorabool Wind Farm Pty Ltd, a company incorporated in Australia with limited liability and a direct wholly-owned subsidiary of Target Company (North)
"Project Company (South)"	Moorabool Wind South Farm Pty Ltd, a company incorporated in Australia with limited liability and a direct wholly-owned subsidiary of Target Company (South)
"Purchaser"	MNS Wind Finance Pty Ltd, a company incorporated in the Australia with limited liability and an indirect wholly-owned subsidiary of the Company
"Sale and Purchase Agreements"	collectively, Sale and Purchase Agreement (North) and Sale and Purchase Agreement (South), each a "Sale and Purchase Agreement"
"Sale and Purchase Agreement (North)"	the sale and purchase agreement to be entered into between the Purchaser and the Vendor (North) for the exercise of Call Options pursuant to the Call Option Deeds in respect of the acquisition of 26% of the issued share capital in Target Company (North)
"Sale and Purchase Agreement (South)"	the sale and purchase agreement to be entered into between the Purchaser and the Vendor (South) for the exercise of Call Options pursuant to the Call Option Deeds in respect of the acquisition of 26% of the issued share capital in Target Company (South)
"Shareholder(s)"	shareholder(s) of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Target Companies"	collectively, Target Company (North) and Target Company (South), each a "Target Company"
"Target Company (North)"	Moorabool Wind Farm (Holding) Pty Ltd, a company incorporated in Australia with limited liability
"Target Company (South)"	Moorabool Wind South Farm (Holding) Pty Ltd, a company incorporated in Australia with limited liability

"Target Group"	the Target Companies, their respective subsidiaries (i.e., the Project Company (North) and Project Company (South)) and Moorabool Interface
"Valuer"	RSM Australia Pty Ltd
"Valuation Report"	the report dated 23 March 2023 prepared by the Valuer on the indicative fair valuation of Moorabool Wind Farm as at 31 December 2022 using the discounted cash flow method of the income approach
"Vendors"	collectively, Vendor (North) and Vendor (South), each a "Vendor"
"Vendor Group Debt"	the amount owed by the Target Companies to the Vendors and/or its related bodies corporate as at the Effective Time, but excludes any amounts between the Target Companies
"Vendor Group Debt Amount"	26% of the amount of the Vendor Group Debt
"Vendor (North)"	Goldwind International Moorabool Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of Goldwind
"Vendor (South)"	Goldwind International Moorabool South Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of Goldwind

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

Hong Kong, 27 April 2023

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. Zhao Bing, Mr. Su Yongjian, Mr. Li Hao and Mr. Lu Xiaoyu; and the independent non-executive directors of the Company are Ms. Jin Xinbin, Ms. Li Hongwei and Mr. Zhu Jianbiao.

** For identification purpose only*

APPENDIX I – REPORT FROM GRANT THORNTON HONG KONG LIMITED

The following is the text of a report from Grant Thornton Hong Kong Limited, the reporting accountants of the Company, for the purpose of inclusion in this announcement.

REPORT ON CALCULATIONS OF DISCOUNTED FUTURE ESTIMATED CASH FLOWS IN CONNECTION WITH THE VALUATION OF THE EQUITY INTEREST IN MOORABOOL WIND FARM (HOLDING) PTY LTD AND MOORABOOL WIND SOUTH FARM (HOLDING) PTY LTD

To the board of directors of Beijing Energy International Holding Co., Ltd. (the "Company")

We have examined the calculations of the discounted future estimated cash flows on which the valuation dated 23 March 2023 prepared by RSM Australia Pty Ltd. in respect of the entire equity interest in Moorabool Wind Farm (Holding) Pty Ltd and Moorabool Wind South Farm (Holding) Pty Ltd (collectively "**Target Companies**") as at 31 December 2022 is based (the "**Valuation**"). The Valuation based on the discounted future estimated cash flows is regarded as a profit forecast under Rule 14.61 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and reference to the Valuation will be included in an announcement dated 27 April 2023 issued by the Company in connection with acquisition of the Target Company (the "**Announcement**").

Directors' responsibilities

The directors of the Company are responsible for the reasonableness and validity of the assumptions as set out in the Announcement (the "**Assumptions**"), based on which the discounted future estimated cash flows and the Valuation are prepared.

Our independence and quality control

We have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants issued by the Hong Kong Institute of Certified Public Accountants ("**HKICPA**"), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

Our firm applies Hong Kong Standard on Quality Control 1 "Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements" issued by the HKICPA, and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting accountants' responsibilities

It is our responsibility to form an opinion on the arithmetical accuracy of the calculations of the discounted future estimated cash flows on which the Valuation is based and to report solely to you, as a body, as required by Rule 14.62(2) of the Listing Rules, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Our engagement was conducted in accordance with the Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" issued by the HKICPA. This standard requires that we comply with ethical requirements and plan and perform the assurance engagement to obtain reasonable assurance on whether the discounted future estimated cash flows, so far as the arithmetical calculations are concerned, have been properly compiled in accordance with the Assumptions. Our work does not constitute any valuation of equity interest in Target Company.

Because the Valuation relates to discounted future estimated cash flows, no accounting policies of the Company or Target Company have been adopted in its preparation. The Assumptions include hypothetical assumptions about future events and management actions which cannot be confirmed and verified in the same way as past results and these may or may not occur. Even if the events and actions anticipated do occur, actual results are still likely to be different from the Valuation and the variation may be material. Accordingly, we have not reviewed, considered or conducted any work on the reasonableness and the validity of the Assumptions and do not express any opinion whatsoever thereon.

Opinion

Based on the foregoing, in our opinion, the discounted future estimated cash flows, so far as the calculations are concerned, have been properly compiled, in all material respects in accordance with the Assumptions.

Yours faithfully

Grant Thornton Hong Kong Limited
Certified Public Accountants
Hong Kong

27 April 2023

27 April 2023
The Stock Exchange of Hong Kong Limited
12th Floor,
Two Exchange Square,
8 Connaught Place,
Central, Hong Kong

Dear Sirs or Madams,

MAJOR TRANSACTION – ACQUISITION OF 26% OF THE ISSUED SHARE CAPITAL IN EACH OF THE TARGET COMPANIES OWING MOORABOOL WIND FARM IN BALLARAT, AUSTRALIA

We refer to the announcement of the Company dated 27 April 2023 (the "**Announcement**"). Unless the context otherwise requires, terms defined in the Announcement shall have the same meanings in this letter when used herein.

We refer to the Valuation Report dated 23 March 2023 prepared by the Valuer in relation to valuations of (i) the entire issued share capital in Target Company (North); and (ii) the entire issued share capital in Target Company (South) as at 31 December 2022 using the discounted cash flow method of the income approach (the "**Valuations**"). The Valuations are regarded as a profit forecast under Rule 14.61 of the Listing Rules (the "**Forecast**").

We hereby confirm that we have discussed with the Valuer about different aspects and reviewed information and documents in relation to the basis and assumptions based upon which the discounted cash flows in the Valuations has been prepared, and reviewed the Valuations prepared by the Valuer for which the Valuer is responsible for. We have also reviewed the calculations for the discounted cash flow in the Valuation Report issued by the Valuer. We have also considered the report from Grant Thornton Hong Kong Limited, the auditor of the Company, the reporting accountants of the Company, as set out in Appendix I to the Announcement regarding the calculations of the discounted cash flows in the Valuations upon which the Forecast has been made.

On the basis of the foregoing, in accordance with the requirements under Rule 14.62(3) of the Listing Rules, we confirm that the Forecast has been made after due and careful enquiry by us.

By order of the Board
Beijing Energy International Holding Co., Ltd.
Zhang Ping
Chairman of the Board