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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)

**(1) UPDATE ON DISCLOSEABLE TRANSACTION –
NOVATION OF PURCHASE RIGHTS AND OBLIGATIONS UNDER
THE ENGINEERING, PROCUREMENT AND CONSTRUCTION
CONTRACT RELATING TO A 150MW AGRICULTURAL AND
PHOTOVOLTAIC COMPLEMENTARY POWER GENERATION
PROJECT IN THE GUANGXI ZHUANG AUTONOMOUS REGION
PROVINCE, THE PRC
AND
(2) DISCLOSEABLE TRANSACTION –
FINANCE LEASE AGREEMENT**

Reference is made to the announcement of the Company dated 30 June 2022 (the “**Announcement**”) in respect of the EPC Contract with the Consortium regarding, among others, the provision of EPC services to Pingguo Jingneng (a subsidiary of the Company). As disclosed in the Announcement, pursuant to the EPC Contract, the EPC services include, among others, procurement of the Equipment.

NOVATION AGREEMENT

On 25 July 2025, Pingguo Jingneng (as transferor) entered into the Novation Agreement with CCB Financial Leasing (as transferee) and the Consortium (as seller), pursuant to which, Pingguo Jingneng agreed to novate, and CCB Financial Leasing agreed to assume, the Purchase Rights and Obligations of Pingguo Jingneng in respect of the Equipment (including the obligation to pay a total consideration of approximately RMB234 million (tax inclusive) to the Consortium, for the procurement of the Equipment (the “**Purchase Price for the Equipment**”) and Pingguo Jingneng shall be released from and be discharged of, among others, its liabilities and obligations in respect of the payment of the Purchase Price for the Equipment to the Consortium, subject to the terms and conditions provided therein.

FINANCE LEASE AGREEMENT

On 25 July 2025, Pingguo Jingneng (as lessee) and CCB Financial Leasing (as lessor) entered into the Finance Lease Agreement, pursuant to which, CCB Financial Leasing agreed to lease the Leased Assets to Pingguo Jingneng, and Pingguo Jingneng agreed to pay lease payment of approximately RMB372 million to CCB Financial Leasing for leasing the Leased Assets, subject to the terms and conditions provided therein.

LISTING RULES IMPLICATION

This announcement is made pursuant to Rule 14.36 of the Listing Rules as the Novation Agreement constitutes material variations to the terms and conditions of the EPC Contract which were previously stated in the Announcement.

As the highest applicable percentage ratio in respect of the Finance Lease Agreement exceeds 5% but is less than 25%, the entering into of the Finance Lease Agreement constitutes a discloseable transaction of the Company and is therefore subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

INTRODUCTION

Reference is made to the announcement of the Company dated 30 June 2022 in respect of the EPC Contract with the Consortium regarding, among others, the provision of EPC services to Pingguo Jingneng (a subsidiary of the Company). Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the Announcement. Pursuant to the EPC Contract, the EPC services include, among others, procurement of the Equipment.

On 25 July 2025, Pingguo Jingneng (as transferor) entered into the Novation Agreement with CCB Financial Leasing and the Consortium, pursuant to which, Pingguo Jingneng agreed to novate, and CCB Financial Leasing agreed to assume, the Purchase Rights and Obligations of Pingguo Jingneng in respect of certain Equipment (including the obligation to pay a total consideration of approximately RMB234 million (tax inclusive) to the Consortium for the procurement of the Equipment) and Pingguo Jingneng shall be released from and be discharged of, among others, its liabilities and obligations in respect of the payment of the Purchase Price for the Equipment to the Consortium, subject to the terms and conditions provided therein.

On 25 July 2025, Pingguo Jingneng (as lessee) and CCB Financial Leasing (as lessor) entered into the Finance Lease Agreement, pursuant to which, CCB Financial Leasing agreed to lease the Leased Assets to Pingguo Jingneng, and Pingguo Jingneng agreed to pay lease payment of approximately RMB372 million to CCB Financial Leasing for leasing the Leased Assets, subject to the terms and conditions provided therein.

NOVATION AGREEMENT

The principal terms of the Novation Agreement are set out below:

- Date:** 25 July 2025
- Parties:**
- (1) Pingguo Jingneng (as transferor)
 - (2) CCB Financial Leasing (as transferee)
 - (3) The Consortium (as seller)
- Subject matter:** The Purchase Rights and Obligations in respect of certain Equipment under the EPC Contract.
- Consideration:** Pursuant to the Novation Agreement, CCB Financial Leasing agreed to assume all of the rights, benefits, liabilities and obligations of Pingguo Jingneng in respect of certain Equipment under the EPC Contract and CCB Financial Leasing shall pay the purchase price for such Equipment of approximately RMB234 million (tax inclusive) to the Consortium for the procurement of the Equipment under the EPC Contract. Upon signing of the Novation Agreement, Pingguo Jingneng shall be released and discharged of its liabilities and obligations in respect of the payment of Purchase Price for such Equipment under the EPC Contract, CCB Financial Leasing agreed to transfer other liabilities and obligations to Pingguo Jingneng, except for the obligation to pay the Purchase Price for the Equipment under the Novation Agreement and its right to invoice for the corresponding amount and obtain the legal title to the Equipment.
- Legal title:** CCB Financial Leasing shall own the legal title of the Equipment upon the Consortium's delivery of such Equipment.

FINANCE LEASE AGREEMENT

The principal terms of the Finance Lease Agreement are summarised as follows:

Date: 25 July 2025

Parties: (1) Pingguo Jingneng (as lessee)
(2) CCB Financial Leasing (as lessor)

Subject matter to be leased: CCB Financial Leasing will purchase the Equipment from the Consortium under among others, the Novation Agreement and lease the Leased Assets, being among others, the Equipment, to Pingguo Jingneng for lease payment.

Lease term: The lease term under the Finance Lease Agreement will be for 48 months, subject to the terms and conditions provided therein.

Legal title: CCB Financial Leasing shall own the legal title of the Leased Assets during the lease term.

Lease payment: The total lease amount payable to CCB Financial Leasing under the Finance Lease Agreement, being the sum of the total purchase cost of the Lease Assets and the total estimated interests, is approximately RMB372 million.

The estimated interest is calculated at a floating rate and shall be adjusted with reference to the loan prime rate with a maturity of 5 years or more as promulgated by the National Interbank Funding Centre under the authority of the People's Bank of China from time to time minus 95 basis points (inclusive of tax).

The total lease amount payable shall be payable in 10 instalments.

Other terms: Upon maturity of the lease term and subject to the confirmation from CCB Financial Leasing that Pingguo Jingneng has fulfilled all of its obligations under the Finance Lease Agreement, the legal title of the Leased Assets will be automatically transferred to Pingguo Jingneng without any security from CCB Financial Leasing.

Security: The obligations of Pingguo Jingneng under the Finance Lease Agreement are secured by a pledge of Pingguo Jingneng's rights of receiving the electricity fee and other revenue generated therefrom to CCB Financial Leasing pursuant to the Charge over Receivables Agreement.

The terms of the Finance Lease Agreement, including the lease interest rate, were determined after arm's length negotiations between the respective parties with reference to the prevailing market rates for the similar finance leasing arrangement and consideration of other factors such as the geographical location, performance of operation and risk profile of the Leased Assets.

INFORMATION ON THE LEASED ASSETS

As at 31 May 2025, the Leased Assets were equipment used for construction in progress and the estimated carrying amount of the Leased Assets was approximately RMB54 million (tax exclusive). The Leased Assets did not record any revenue or profits for the years ended 31 December 2023 and 2024.

In accordance with the requirement of Hong Kong Financial Reporting Standards, the transactions contemplated under the Finance Lease Agreement as a whole shall be accounted for as a secured borrowing and therefore would not give rise to any gain or loss.

INFORMATION ON THE PARTIES

The Company is a company incorporated in Bermuda with limited liability, 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.

Pingguo Jingneng is a company established in the PRC with limited liability and a wholly-owned subsidiary of the Company. It is primarily engaged in the development and operation of photovoltaic power projects.

CCB Financial Leasing is a company established in the PRC with limited liability and is a primarily engaged in finance leasing, transfer and purchase of finance lease assets, and fixed income securities investment. As at the date of this announcement, to the best information of the Directors, CCB Financial Leasing is a wholly-owned subsidiary of China Construction Bank Corporation, a joint stock company established in the PRC with limited liability, the shares of which are listed on the Stock Exchange (stock code: 939) and the Shanghai Stock Exchange (stock code: 601939), respectively.

China Jikan Research Institute of Engineering Investigations and Design Co., Ltd.* (機械工業勘察設計研究院有限公司) is a company established in the PRC with limited liability. It is mainly engaged in the all-round and whole-process services of urban and rural planning, planning consultation, engineering survey, engineering design, engineering surveying and mapping, engineering inspection, engineering construction, project management and general contracting in relation to engineering construction. The ultimate beneficiary of China Jikan Research Institute of Engineering Investigations and Design Co., Ltd. is China National Machinery Industry Corporation* (中國機械工業集團有限公司), a state-owned enterprise wholly owned by the State Council of China.

Xi'an Boao Power Engineering Co., Ltd.* (西安博奧電力工程有限公司) is a company established in the PRC with limited liability. It is mainly engaged in general contracting, project management, survey and design and technical consulting services for power engineering and new energy engineering, and is a professional company integrating the sales of complete sets of electric power equipment. Xu Jin, Zhou Xiaogang and Xue Hui hold 55%, 37% and 8% of equity interests in Xi'an Boao Power Engineering Co., Ltd., respectively.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, CCB Financial Leasing, the Consortium and their ultimate beneficial owners are Independent Third Parties of the Company and not connected persons of the Company as at the date of this announcement.

REASONS FOR AND BENEFITS OF ENTERING INTO THE NOVATION AGREEMENT AND THE FINANCE LEASE AGREEMENT

The Company is an investment holding company and the Group is principally engaged in the development, investment, operation and management of power plants and other clean energy projects. The Novation Agreement and the Finance Lease Agreement and the transactions contemplated thereunder provide the Group with more financial resources for development of projects and working capital of Pingguo Jingneng, which also allows the Group to make more efficient utilisation of internal resources.

Having considered the above, the Directors (including the independent non-executive Directors) are of the view that the transactions contemplated under the Novation Agreement and the Finance Lease Agreement are entered into on normal commercial terms, and the terms set out in the Novation Agreement and the Finance Lease Agreement are fair and reasonable and in the interests of the Company and its shareholders as a whole.

LISTING RULES IMPLICATIONS

This announcement is made pursuant to Rule 14.36 of the Listing Rules as the Novation Agreement constitutes material variations to the terms and conditions of the EPC Contract which were previously stated in the Announcement.

As the highest applicable percentage ratio in respect of the Finance Lease Agreement exceeds 5% but is less than 25%, the entering into of the Finance Lease Agreement constitutes a discloseable transaction of the Company and is therefore subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

DEFINITIONS

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

“Board”	the board of Directors of the Company
“CCB Financial Leasing”	CCB Financial Leasing Co., Ltd.* (建信金融租賃有限公司), a company incorporated in the PRC with limited liability
“Charge over Receivables Agreement”	the charge over receivables agreement entered into between Pingguo Jingneng and CCB Financial Leasing on 25 July 2025

“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)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Consortium”	a consortium consisting of China Jikan Research Institute of Engineering Investigations and Design Co., Ltd.* (機械工業勘察設計研究院有限公司) and Xi’an Boao Power Engineering Co., Ltd.* (西安博奧電力工程有限公司)
“Director(s)”	the director(s) of the Company
“EPC”	engineering, procurement and construction
“EPC Contract”	the EPC contract entered into between Pingguo Jingneng and the Consortium dated 30 June 2022 in relation to the construction of the EPC Project
“EPC Project”	the agricultural and photovoltaic complementary power generation project located in the Guangxi Zhuang Autonomous Region, the PRC with a total planned construction capacity of 150MW
“Equipment”	the equipment in relation to the EPC Contract, which is expected to be procured and delivered by the Consortium to Pingguo Jingneng pursuant to the EPC Contract
“Finance Lease Agreement”	the finance lease agreement entered into between Pingguo Jingneng and CCB Financial Leasing on 25 July 2025, pursuant to which CCB Financial Leasing agreed to lease the Leased Assets to Pingguo Jingneng
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

“Independent Third Party(ies)”	a person, or in the case of a company, the company or its ultimate beneficial owner(s), who is independent of and not connected with the Group and its connected persons and their respective ultimate beneficial owner(s) or their respective associates
“Leased Assets”	certain photovoltaic power generation equipment, including the Equipment, that is leased by CCB Financial Leasing (as lessor) to Pingguo Jingneng (as lessee) under the Finance Lease Agreement
“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
“Novation Agreement”	the novation agreement entered into between Pingguo Jingneng, CCB Financial Leasing and the Consortium on 25 July 2025, pursuant to which Pingguo Jingneng agreed to novate its rights and obligations in and under the EPC Contract in respect of certain equipment and materials and CCB Financial Leasing agreed to assume all of the rights and obligation in and under the EPC Contract in respect of such equipment and materials, subject to the terms and conditions provided therein
“Pingguo Jingneng”	Guangxi Pingguo Jingneng United New Energy Co., Ltd.* (廣西平果京能聯合新能源有限公司), a company established in the PRC with limited liability and a wholly-owned subsidiary of the Company
“PRC”	the People’s Republic of China, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan for the purpose of this announcement
“Purchase Rights and Obligations”	the rights and obligations in relation to the purchase by Pingguo Jingneng of the equipment and materials to be procured by the Consortium under the EPC Contract

“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holder(s) of the issued share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	percent

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

Hong Kong, 25 July 2025

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. Liu Guoxi, Mr. Su Yongjian, Mr. Li Hao, Mr. Huang Jiao and Mr. Wang Cheng; and the independent non-executive directors of the Company are Ms. Jin Xinbin, Mr. Zhu Jianbiao, Mr. Zeng Ming and Mr. Liu Jingwei.

* *For identification purpose only*