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(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 01250)

**DISCLOSEABLE TRANSACTIONS
IN RELATION TO
(1) THE ACQUISITION OF ECONOMIC INTEREST OF
A POWER PLANT; AND
(2) THE CALL OPTION**

THE AGREEMENT

On 19 March 2019, BEWP, an indirect non-wholly owned subsidiary of the Company, entered into the Agreement with CCB Trust, HBBJ and LXRG, pursuant to which (i) CCB Trust agreed to acquire the Economic Interest from HBBJ at a consideration of RMB450,000,000; (ii) BEWP undertook to acquire the Economic Interest upon the occurrence of any of the certain events at a maximum consideration amount of RMB469,575,000; and (iii) CCB Trust agreed to grant the Call Option to BEWP for a premium in the maximum amount of RMB58,725,000.

IMPLICATIONS UNDER THE LISTING RULES

The Acquisition

As one of the applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the Acquisition exceeds 5% and all of the applicable ratios are less than 25%, the Acquisition constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

The Call Option

As one of the applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the grant and the exercise of the Call Option exceeds 5% and all of the applicable percentage ratios are less than 25%, the grant and the exercise of the Call Option constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

THE AGREEMENT

On 19 March 2019, BEWP, an indirect non-wholly owned subsidiary of the Company, entered into the Agreement with CCB Trust, HBBJ and LXRG, pursuant to which (i) CCB Trust agreed to acquire the Economic Interest from HBBJ at a consideration of RMB450,000,000 (the “**Consideration**”); (ii) BEWP undertook to acquire the Economic Interest upon the occurrence of any of the certain events at a maximum consideration amount of RMB469,575,000; and (iii) CCB Trust agreed to grant the Call Option to BEWP for a premium in the maximum amount of RMB58,725,000.

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, CCB Trust, HBBJ, LXRG and their ultimate beneficial owners are independent of the Company and the connected persons of the Company.

The principal terms of the Agreement are set out below.

Purchase of the Economic Interest by CCB Trust

Pursuant to the Agreement, CCB Trust agreed to acquire the Economic Interest from HBBJ at the Consideration in the amount of RMB450,000,000. Upon receipt of the Consideration, HBBJ shall apply the Consideration towards the purposes of making capital injection to LXRG and the development of the Power Plant. CCB Trust shall be entitled to the Economic Interest upon completion of the payment of the Consideration.

The Acquisition

Pursuant to the Agreement, BEWP undertook that, during the period from the date of payment of the Consideration (the “**Investment Date**”) to the end of the second anniversary of the Investment Date (the “**Second Anniversary Date**”), upon the occurrence of any of the following events (the “**Triggering Events**”), BEWP or its nominee(s) is obliged to unconditionally acquire the Economic Interest from CCB Trust at a maximum consideration amount of RMB469,575,000 (the “**Acquisition**”):

- i. the aggregate operating cash flow of LXRG for the period from the Investment Date to the Second Anniversary Date is lower than RMB600,000,000;
- ii. the Consideration is utilised by HBBJ other than the purposes of capital injection to LXRG and the development of the Power Plant;
- iii. the inspection work for the construction and the grid connection of the Power Plant are not completed by the Second Anniversary Date;
- iv. BEWP does not settle the Call Option Premium in the manner as detailed in the section headed “The Call Option” below; and
- v. the warranties and representations given by HBBJ and LXRG are untrue and inaccurate.

The consideration for the Acquisition is payable within 5 business days upon the occurrence of any of the Triggering Events, and was determined after arm's length negotiations between the parties to the Agreement based on an annual rate at 8.7% on the Consideration for the period from the Investment Date to the earlier of (i) the Second Anniversary Date; and (ii) the date of the Acquisition, minus the amount of the Call Option Premium paid by BEWP. The consideration for the Acquisition will be financed by internal resources and/or bank borrowings of the Group.

The Economic Interest is deemed to be transferred from CCB Trust to BEWP or its nominee(s) upon completion of the payment of the consideration for the Acquisition. BEWP or its nominee(s) has the right to require HBBJ to transfer the entire equity interest in LXRG to BEWP or its nominee(s) for nil consideration within 13 business days thereafter.

The Call Option

Pursuant to the Agreement, CCB Trust agreed to grant the Call Option to BEWP exercisable within 30 business days after the Second Anniversary Date. If any of the Triggering Events does not occur on or before the Second Anniversary Date, BEWP shall have the right to acquire the Economic Interest from CCB Trust at a consideration amount of RMB499,275,000 (the "**Exercise Price**") payable within 5 business days after the date of the exercise notice from BEWP to CCB Trust. The Exercise Price was determined based on the Consideration and the agreed return to CCB Trust generated from LXRG.

In consideration for the grant of the Call Option by CCB Trust, BEWP has also agreed to pay a non-refundable premium in the maximum amount of RMB58,725,000 (the "**Call Option Premium**"), which is calculated based on an annual rate of 8.7% on the Consideration for the period from the Investment Date to the earlier of (i) the end of eighteenth month from the Investment Date; and (ii) the date of the Acquisition. The Call Option Premium will be payable in three equal instalments (with each instalment in the amount of RMB19,575,000) semi-annually from the Investment Date.

The payments of the Exercise Price and the Call Option Premium will be financed by internal resources and/or bank borrowings of the Group.

The Economic Interest is deemed to be transferred from CCB Trust to BEWP upon completion of the payment of the Exercise Price. BEWP has the right to require HBBJ to transfer the entire equity interest in LXRG to BEWP for nil consideration within 13 business days thereafter.

INFORMATION OF THE GROUP, THE COMPANY AND BEWP

The principal activity of the Company is investment holding. The Group is principally engaged in the investment, development, construction, operation and management of photovoltaic power businesses, wind power businesses and clean heat supply businesses in the PRC.

BEWP is an indirect 70%-owned subsidiary of the Company and is principally engaged in the investment, development and operation of clean energy power-related projects, including wind power generation.

INFORMATION OF CCB TRUST

CCB Trust is a limited liability company established in the PRC and is principally engaged in the provision of trust and advisory services.

INFORMATION OF HBBJ AND LXRG

HBBJ is a company established in the PRC and is principally engaged in the wind power generation businesses. LXRG is a company established in the PRC and is principally engaged in the development, operation and management of the Power Plant. LXRG is wholly-owned by HBBJ as at the date of this announcement.

Based on the unaudited financial information provided by LXRG for the financial year ended 31 December 2018, the net asset value and total asset value of LXRG amounted to approximately RMB2 million and approximately RMB1,714 million respectively.

The table below sets forth the unaudited net losses before and after taxation of LXRG for the two financial years ended 31 December 2018 provided by LXRG:

	For the financial year ended 31 December 2018 (RMB'000)	For the financial year ended 31 December 2017 (RMB'000)
Loss before taxation	(47)	-
Loss after taxation	(47)	-

Upon completion of the Acquisition or the exercise of the Call Option by BEWP, LXRG will become an indirect 70%-owned subsidiary of the Company and its financial results will be consolidated into the financial results of the Group.

REASONS FOR AND BENEFITS OF THE ACQUISITION AND THE CALL OPTION

LXRG owns the Power Plant which is in operation. The Power Plant is listed in the national development plan for wind power projects under the “13th Five-Year Plan” and has construction-related approval. The Directors consider that the transactions contemplated under the Agreement enable HBBJ and its ultimate beneficial owners obtain additional funding for the development and operation of the Power Plant, and provide the Group a potential opportunity to invest in LXRG and the Power Plant to expand its portfolio of wind power business in the PRC.

The Directors are of the view that the terms of the Agreement are fair and reasonable, on normal commercial terms, and in the interests of the Company and its Shareholders as a whole.

IMPLICATIONS UNDER THE LISTING RULES

The Acquisition

As one of the applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the Acquisition exceeds 5% and all of the applicable ratios are less than 25%, the Acquisition constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

The Call Option

As one of the applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the grant and the exercise of the Call Option exceeds 5% and all of the applicable percentage ratios are less than 25%, the grant and the exercise of the Call Option constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

DEFINITIONS

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

“Agreement”	the agreement dated 19 March 2019 entered into between BEWP, CCB Trust, HBBJ and LXRG with respect to the Acquisition and the Call Option
“Board”	the board of Directors
“BEWP”	北控風力發電有限公司 (Beijing Enterprises Wind Power Generation Company Limited*), a company established in the PRC with limited liability and an indirect 70%-owned subsidiary of the Company as at the date of this announcement
“Call Option”	the right of BEWP to acquire the Economic Interest at a consideration amount of RMB499,275,000 pursuant to the Agreement
“CCB Trust”	建信信託有限責任公司 (CCB Trust Co., Ltd.*), a company established in the PRC with limited liability
“Company”	Beijing Enterprises Clean Energy Group Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the meanings ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company

“Economic Interest”	the underlying economic interest derived from the entire equity interest in LXRG
“Group”	the Company and its subsidiaries
“HBBJ”	河北炳傑新能源開發有限公司 (Hebei Bingjie New Energy Development Company Limited*), a company established in the PRC with limited liability
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“LXRG”	臨西縣潤廣新能源科技有限公司 (Linxi County Runguang New Energy Technology Company Limited*), a company established in the PRC with limited liability and a wholly-owned subsidiary of HBBJ as at the date of this announcement
“MW”	megawatts, equivalent to 1,000,000 watts
“Power Plant”	a 200MW wind power plant in Hebei Province, the PRC
“PRC”	the People’s Republic of China which, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) of HK\$0.001 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

By Order of the Board
Beijing Enterprises Clean Energy Group Limited
Hu Xiaoyong
Chairman

Hong Kong, 19 March 2019

As at the date of this announcement, the Board comprises eight Directors, namely Mr. Hu Xiaoyong, Mr. Shi Xiaobei, Mr. Huang Weihua, Mr. Wang Ye and Mr. Wen Hui as executive Directors; and Mr. Li Fujun, Mr. Xu Honghua and Mr. Chiu Kung Chik as independent non-executive Directors.

* for identification purposes only