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BEP INTERNATIONAL HOLDINGS LIMITED

百靈達國際控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 2326)

SUPPLEMENTAL AGREEMENT TO THE SALE AND PURCHASE AGREEMENT FOR A MAJOR TRANSACTION

Reference is made to the announcements of BEP International Holdings Limited (the “**Company**”) dated 20 July 2015, 6 August 2015, 16 November 2015, 7 December 2015 and 21 December 2015 in relation to, among other things, the acquisition of the entire equity interests of the Power Company. Capitalised terms used herein shall have the same meanings as those defined in the said announcement dated 16 November 2015 (the “**S&P II Announcement**”) unless otherwise defined herein.

THE SUPPLEMENTAL AGREEMENT

As additional time is required for Vendor II to obtain certain approvals/licences/recordal confirmation for the Power Company (the “**Relevant Documents**”) which are required to be provided by Vendor II to Purchaser II as condition precedent to Power Completion (at which Hong Kong dollar equivalent of RMB14,262,000, being 10% of the consideration (the “**1st Instalment of Consideration**”) shall be paid by Purchaser II to Vendor II as the payment deadline is the Power Completion Date), on 8 January 2016 (after trading hours), Purchaser II entered into a supplemental agreement (the “**Supplemental Agreement**”) to the S&P II with Vendor II to amend certain terms and conditions of the S&P II.

Changes to the Terms of the S&P II

It was agreed under the Supplemental Agreement that

- (i) provision of the Relevant Documents and consequently completion of the corporate reorganization mentioned in the S&P II Announcement shall be a condition precedent to payment of Hong Kong dollar equivalent of RMB114,096,000, being 80% of the consideration (the “**2nd Instalment of Consideration**”) and the remaining balance of the consideration (the “**3rd Instalment of Consideration**”) but not the Power Completion also; and

- (ii) the 2nd Instalment of Consideration shall be payable within 6 months from the Power Completion Date instead of 30 Business Days from the Power Completion Date as provided in the S&P II.

Save for the amendments contained in the Supplemental Agreement as stated above and the corresponding and consequential changes, all other major terms and conditions of the S&P II shall remain in full force and effect.

The Board considers that such amendments and changes would not have any adverse impact on the business and performance of the Group and the terms of the Supplemental Agreement are in the interests of the Company and the Shareholders as a whole.

Completion of the Acquisition is subject to the satisfaction and/or waiver of the conditions precedent under the S&P II (as amended by the Supplemental Agreement) and therefore, the Acquisition may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

By Order of the Board
Zhang Honghai
Chairman

Hong Kong, 8 January 2016

As at the date of this announcement, the Board comprises Mr. Zhang Honghai (Chairman), Mr. Cheung Ming (Chief Executive Officer) and Mr. Ren Haisheng as Executive Directors and Mr. Chan Kwong Fat, George, Mr. Siu Hi Lam, Alick and Mr. Ng Tze Kin as Independent Non-executive Directors.

* *For identification purpose only*