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If you have sold or transferred all your shares in Honbridge Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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HONBRIDGE HOLDINGS LIMITED

洪橋集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8137)

**(1) CONTINUING CONNECTED TRANSACTIONS IN RELATION TO
2026 SALES FRAMEWORK AGREEMENT;
(2) CONTINUING CONNECTED TRANSACTIONS IN RELATION TO
2026 PURCHASE FRAMEWORK AGREEMENT; AND
(3) NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

**Independent Financial Adviser to the Independent Board Committee and
the Independent Shareholders**

BALLAS
C A P I T A L

Capitalised terms used on this cover page shall have the same meanings as those defined in the section headed “Definitions” in this circular, unless the context requires otherwise.

A letter from the Board is set out on pages 5 to 25 of this circular and a letter from the Independent Board Committee to the Independent Shareholders is set out on pages 26 to 27 of this circular. A letter from Ballas Capital Limited, the Independent Financial Adviser, containing its advice to the Independent Board Committee and Independent Shareholders is set out on pages 28 to 48 of this circular.

A notice convening the EGM to be held at Unit 5402, 54th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Tuesday, 10 November 2026, at 10:00 a.m. is set out on pages EGM-1 to EGM-3 of this circular. Whether or not you intend to attend the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33rd Floor, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time scheduled for the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending or voting in person at the EGM or adjourned meeting thereof should you so wish.

This circular will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at www.hkexnews.hk for at least 7 days from the date of its publication. This circular will also be published on the Company’s website at www.8137.hk.

20 October 2026

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“2023 Purchase Framework Agreement”	the purchase framework agreement dated 11 September 2023 entered between the Company and Zhejiang Yaoning in relation to the purchase of lithium-ion battery cells, modules and related products
“2023 Sales Agreement”	the sales agreement dated 11 September 2023 entered into between the Company and Zhejiang Geely in relation to the sales of lithium-ion battery packs and related products
“2026 Purchase Framework Agreement”	the purchase framework agreement dated 31 August 2026 entered between the Company and Jianhu Yaoning in relation to the purchase of lithium-ion battery cells, modules and related products
“2026 Sales Framework Agreement”	the sales framework agreement dated 31 August 2026 entered into between the Company and Jiangsu Yaoning in relation to the sales of lithium-ion battery packs and related products
“Annual Caps”	collectively, the Sale Annual Caps and the Purchase Annual Caps
“associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors
“Company”	Honbridge Holdings Limited, a company incorporated in the Cayman Islands with limited liability whose shares are listed on the GEM (Stock code: 8137)
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“controlling shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company

DEFINITIONS

“EGM”	an extraordinary general meeting of the Company to be held at 10:00 a.m., on Tuesday, 10 November 2026 at Unit 5402, 54th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong to consider and, if thought fit, approve the 2026 Sales Framework Agreement, the 2026 Purchase Framework Agreement, the Annual Caps and the transactions contemplated thereunder
“Geely Automobile”	Geely Automobile Holdings Limited (吉利汽車控股有限公司), a company incorporated in the Cayman Islands with limited liability whose shares are listed on the Main Board of the Stock Exchange (stock codes: 175 (HKD counter) and 80175 (RMB counter))
“Geely International”	Geely International (Hong Kong) Limited (吉利國際(香港)有限公司), a company incorporated in Hong Kong
“Geely Technology”	Geely Technology Group Co., Ltd.* (吉利科技集團有限公司), a company established in the PRC and controlled by Mr. Li
“Geely Technology Group”	Geely Technology Group Co., Ltd. (吉利科技集團有限公司), a company established in the PRC and one of the controlling shareholders of the Company
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	the independent committee of the Board, comprising Dr. Wang Jiwei, Mr. Wang Baogang and Mr. Huang Yongzhong, all of whom are independent non-executive Directors, formed to advise the Independent Shareholders as to the 2026 Sales Framework Agreement and the 2026 Purchase Framework Agreement and the transactions contemplated thereunder (including the Annual Caps)

DEFINITIONS

“Independent Financial Adviser”	Ballas Capital Limited, a corporation licensed to carry out Type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities as defined under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) and the independent financial adviser appointed for the purpose of advising the Independent Board Committee and the Independent Shareholders in relation to the 2026 Sales Framework Agreement and the 2026 Purchase Framework Agreement and the transactions contemplated thereunder (including the Annual Caps)
“Independent Shareholders”	Shareholders who are not required to abstain from voting at the EGM, refer to shareholders other than Mr. Li, and his associates (including Ms. Wang Li (Mr. Li’s spouse), Hong Bridge Capital Limited, Geely International Technology Limited and Geely International) for the purpose of approving the 2026 Sales Framework Agreement, the 2026 Purchase Framework Agreement, the Annual Caps and the transactions contemplated thereunder
“independent third parties”	third party(ies) independent of the Company and its connected persons
“Jiangsu Yaoning”	江蘇耀寧新能源有限公司, transliterated as Jiangsu Yaoning New Energy Co., Ltd.*, a limited liability company established in the PRC
“Jiangsu Yaoning Group”	Jiangsu Yaoning and its subsidiaries
“Jianhu Yaoning”	建湖耀寧新能源科技有限公司 transliterated as, Jianhu Yaoning New Energy Technology Co., Ltd.*, a limited liability company established in the PRC
“Jianhu Yaoning Group”	Jianhu Yaoning and its subsidiaries
“Latest Practicable Date”	15 October 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Mr. Li”	Mr. Li Shufu, a controlling shareholder of the Company who together with his spouse and companies controlled by him, holds directly and indirectly approximately 67.70% interest in the Company and holds approximately 91.08% equity interest in Zhejiang Geely

DEFINITIONS

“PRC”	The People’s Republic of China, and for the purposes of this circular excluding Hong Kong, the Macau Special Administrative Region and Taiwan
“Purchase Annual Caps”	the maximum annual transaction amount of fees payable by the Group under the 2026 Purchase Framework Agreement for each of the year/period
“RMB”	Renminbi, the lawful currency of the PRC
“Sales Annual Caps”	the maximum annual transaction amount of fees receivable by the Group under the 2026 Sales Framework Agreement for each of the year/period
“Shareholder(s)”	the holder(s) of the share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Zhejiang Geely”	浙江吉利控股集團有限公司, transliterated as Zhejiang Geely Holding Group Co. Ltd.*, a limited liability company established in the PRC, which owns 100% equity interest in Geely International
“Zhejiang Geely Group”	Zhejiang Geely and its subsidiaries, including Jiangsu Yaoning and Jianhu Yaoning but excluding Geely Automobile and its subsidiaries
“Zhejiang Yaoning”	浙江耀寧科技集團有限公司, translated as Zhejiang Yaoning Technology Co. Ltd.*, a limited liability company established in the PRC
“%”	per cent

* *The English translation of the Chinese name is for identification purposes only and should not be regarded as the official English translation of such name.*

If there is any inconsistency in this circular between the Chinese and English versions, the English version shall prevail.

Certain amounts and percentage figures set out in this circular have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables and the currency conversion or percentage equivalents may not be an arithmetic sum of such figures.

LETTER FROM THE BOARD



HONBRIDGE HOLDINGS LIMITED

洪橋集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8137)

Executive Directors:

Mr. Xu Zhihao (*Chairman and CEO*)

Mr. Xu Bing

Mr. Chen Shengjie

Ms. Gu Wenting

Independent non-executive Directors:

Dr. Wang Jiwei

Mr. Wang Baogang

Mr. Huang Yongzhong

Registered office:

P.O. Box 31119

Grand Pavilion, Hibiscus Way

802 West Bay Road

Grand Cayman

KY1-1205

Cayman Islands

*Head office and principal place
of business in Hong Kong:*

Unit 5402, 54th Floor

Central Plaza

18 Harbour Road, Wanchai

Hong Kong

20 October 2026

To the Shareholders

Dear Sir or Madam,

- (1) CONTINUING CONNECTED TRANSACTIONS IN RELATION TO
2026 SALES FRAMEWORK AGREEMENT;
(2) CONTINUING CONNECTED TRANSACTIONS IN RELATION TO
2026 PURCHASE FRAMEWORK AGREEMENT; AND
(3) NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 31 August 2026 in relation to, among others, the entering into of the 2026 Sales Framework Agreement with Jiangsu Yaoning and the 2026 Purchase Framework Agreement with Jianhu Yaoning.

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An Independent Board Committee has been established to advise the Independent Shareholders in respect of the terms of the 2026 Sales Framework Agreement, the 2026 Purchase Framework Agreement, the Annual Caps and the transactions contemplated thereunder. In this respect, Ballas Capital Limited has been appointed as the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders.

The purpose of this circular is to provide you with, among others, (i) information on the 2026 Sales Framework Agreement, the 2026 Purchase Framework Agreement, the Annual Caps and the transactions contemplated thereunder; (ii) the advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders; (iii) the recommendation from the Independent Board Committee; and (iv) a notice of EGM.

THE 2026 SALES FRAMEWORK AGREEMENT

References are made to the announcement of the Company dated 11 September 2023 and the circular of the Company dated 19 October 2023 in relation to among others, the entering into of the 2023 Sales Agreement with Zhejiang Geely. The 2023 Sales Agreement will expire on 22 October 2026.

On 31 August 2026 (after trading hours), the Company entered into the 2026 Sales Framework Agreement with Jiangsu Yaoning, pursuant to which the Group will supply lithium-ion battery packs and related products to Jiangsu Yaoning Group in accordance with the terms and conditions thereunder. Principal terms of the 2026 Sales Framework Agreement are set out below:

Parties:	(1) the Company; and (2) Jiangsu Yaoning
Date:	31 August 2026 (after trading hours)
Term:	From 23 October 2026 to 31 December 2028
Subject matters:	Pursuant to the 2026 Sales Framework Agreement, the Group shall supply lithium-ion battery packs and related products to Jiangsu Yaoning Group. The exact model and volume of goods purchased by Jiangsu Yaoning Group from the Group and the dates of delivery will be provided in separate purchase orders.

LETTER FROM THE BOARD

Pricing basis:

The price of goods under the 2026 Sales Framework Agreement will be negotiated on an arm's length basis with reference to either: (i) the prevailing market price and determined in the ordinary course of business on normal commercial terms or on term no less favourable to the Company than those offered to independent third parties and will be specified in separate purchase orders (for further details, please refer to the section headed "Pricing principles of the 2026 Sales Framework Agreement and the 2026 Purchase Framework Agreement" set out below in this circular); or (ii) on a cost-plus basis if there is no prevailing market price, calculated with reference to the actual manufacturing costs incurred plus a margin rate, with reference to the range between the lower and the upper quartiles of the three-year weighted average cost-plus margin rates of the comparable companies providing similar services as stated in a transfer pricing analysis report prepared by an independent certified public accountant or a similarly qualified institution. The Company would then select margin rate within the lower-to-upper quartile range that is not less than 1% and best reflects the actual functions performed, assets used, risks assumed, transaction characteristics and prevailing commercial conditions of the relevant sales order, to ensure that the selected rate is no less favourable to the Company than those offered to independent third parties.

Payment terms:

Payments for the products under the 2026 Sales Framework Agreement shall be settled within 30 days from the date of receipt of the invoice. The payment terms under the 2026 Sales Framework Agreement are determined in the ordinary course of business. Although there had been no historical transaction of the latest lithium-ion battery pack model between the Group as supplier and independent third parties, since 2024, the Group has continued to sell lithium-ion battery packs to independent third parties generally. Furthermore, taking into account that the payment terms under the 2026 Sales Framework Agreement are according to the Group's guidelines which will apply to both connected persons of the Company and independent third parties, it is considered that the payment terms under the 2026 Sales Framework Agreement are on normal commercial terms or on terms no less favourable to the Company than those offered or available to independent third parties.

LETTER FROM THE BOARD

Conditions: The 2026 Sales Framework Agreement shall only become effective upon the Company having completed all necessary internal procedures (including obtaining approval of the Shareholders and/or the Board in accordance with the GEM Listing Rules), and having obtained all necessary approvals and consents from the Stock Exchange and other third parties (including relevant regulatory authorities, government or official authorities).

Historical Amounts for the 2023 Sales Agreement

The approved annual caps (excluding value-added tax) and historical amounts under the 2023 Sales Agreement for the specified years/periods are set out below:

	For the period from 23 October 2023 to 31 December 2023 <i>RMB'000</i>	For the year ended 31 December 2024 <i>RMB'000</i>	For the year ended 31 December 2025 <i>RMB'000</i>	For the period from 1 January 2026 to 22 October 2026 <i>RMB'000</i>
Approved annual caps	50,000	235,000	155,000	97,000
Historical actual amounts	18,900	61,900	12,200	7,300 ^{Note}

Note: The historical amount was unaudited and calculated for the period from 1 January 2026 to 30 June 2026.

The Company confirmed that the consideration receivables by the Company under the 2023 Sales Agreement for the period commencing from 1 January 2026 and up to the Latest Practicable Date are within the relevant maximum cap.

Reasons for Low Historical Utilisation

The low historical utilisation of the annual caps under the 2023 Sales Agreement was primarily attributable to a significant decline in orders for the relevant new energy vehicle model due to the challenging market conditions in new energy vehicle market at the time and the need for additional time for Zhejiang Geely Group to identify potential new market(s) and adapt its business and new energy vehicle towards the new market(s). As a result of the foregoing factors, the actual amounts were lower than the historical annual caps under the 2023 Sales Agreement.

LETTER FROM THE BOARD

In mid-2025, Zhejiang Geely Group began to develop the Indonesian market. The period from the second half of 2025 to the first half of 2026 represented the initial development stage of the Indonesian business, during which sales volumes including orders made to the Group began to increase gradually.

Based on the circumstances, the Board has assessed that the reasons for the low historical utilisation will not continue. Given the potential for the Indonesian market as assessed by Zhejiang Geely Group and the Group plans to expand and further develop its lithium-ion battery-pack sales business, it is expected that the sales amounts under the 2026 Sales Framework Agreement will increase accordingly.

Proposed Sales Annual Caps for the 2026 Sales Framework Agreement

It is expected that for the period from 23 October 2026 ending 31 December 2026, and for the two years ending 31 December 2027 and 2028, the aggregate actual sales amounts of lithium-ion battery packs and related products to be supplied by the Group to Jiangsu Yaoning Group will not exceed the following respective amounts and such amounts have been set as the proposed caps for the relevant continuing connected transactions contemplated under the 2026 Sales Framework Agreement accordingly:

	For the period from 23 October 2026 to 31 December 2026 RMB'000	For the year ending 31 December 2027 RMB'000	For the year ending 31 December 2028 RMB'000
Proposed Sales Annual Caps	25,000	71,000	107,000

The proposed Sales Annual Caps were determined based on:

- (i) the historical sales volume of lithium-ion powered battery packs for recent years under the 2023 Sales Agreement ^{Note 1};
- (ii) an expected increase in the sales volume of lithium-ion powered battery packs for the period ending 31 December 2026, and for the years ending 31 December 2027 and 2028 respectively ^{Note 1};
- (iii) an expected increase in the demand for the products to be provided by the Group pursuant to the 2026 Sales Framework Agreement with reference to indicative sales demand from Jiangsu Yaoning Group. As the sales volume and market share of Zhejiang Geely Group's new energy vehicle products in the Indonesian market are expected to grow, and as the Group plans to expand and further develop its lithium-ion battery pack sales business as set out in the sub-paragraph headed

LETTER FROM THE BOARD

“Reasons for Low Historical Utilisation” above, it is expected that its demand for the Group’s lithium-ion powered battery packs, which are required in the new energy vehicle produced by Zhejiang Geely Group, will increase correspondingly ^{Note 1};

- (iv) the current market price of lithium-ion powered battery packs in the market for the period from 23 October 2026 ending 31 December 2026 and expect to remain stable for the two years ending 31 December 2027 and 2028 ^{Note 2}, having regard to the scale and integration of China’s lithium-ion battery supply chain and the ongoing development of the industry; and
- (v) buffer of 10% to the expected transaction amounts to cater for any possible increase in demand from Jiangsu Yaoning Group and/or fluctuation in the market price of lithium-ion battery packs.

Notes:

- (1) The proposed Sales Annual Cap for the period from 23 October 2026 to 31 December 2026 amounting to RMB25 million, represents a significant increase of RMB17.7 million from the historical sales amount for the six months ended 30 June 2026. In determining the annual cap for the period from 23 October 2026 to 31 December 2026, the Group has taken into account the historical sales orders for the six months ended 30 June 2026 and the expected demand for the products based on the sales orders or indication from, and discussion with, Jiangsu Yaoning Group. The Group has obtained demand indication from Jiangsu Yaoning Group providing the target number of lithium-ion battery packs and related products expected to be placed in such period and confirmed sales orders in July and September 2026. The proposed Sales Annual Cap for the year ending 31 December 2027 represents a significant increase of approximately RMB22.6 million, or 47%, when compared to the annualised amount based on the aggregate of historical sales amount for the six months ended 30 June 2026 and the proposed Sales Annual Cap for the period from 23 October 2026 to 31 December 2026. The proposed Sales Annual Cap for the year ending 31 December 2028 further increases by approximately RMB36 million, or 51%, when compared to the proposed Sales Annual Cap for the year ending 31 December 2027. The Sales Annual Caps for the two years ending 31 December 2027 and 2028 were determined based on discussion with Jiangsu Yaoning Group, which indicates that demand for lithium-ion powered battery packs will increase by 62% and 50% in the two years ending 31 December 2027 and 2028 on a year-on-year basis, representing a CAGR of approximately 56% from 2026 to 2028.

The reasons for the low utilisation rate of the annual caps under the 2023 Sales Agreement are discussed in the above sub-paragraph headed “Reasons for Low Historical Utilisation” in this circular. As mentioned therein, in mid-2025, Zhejiang Geely Group began to develop the Indonesian market. Based on the Association of Indonesian Automotive Industries (Gaikindo), which is a national association representing Indonesia’s automotive manufacturers and industry stakeholders, providing market data, industry insights and policy advocacy, the sales of Indonesia’s electric vehicle jumped from approximately 17,000 units in 2023 to approximately 43,000 units in 2024, representing a growth of approximately 153% and further surged approximately 142% to 103,900 units in 2025. Furthermore, an independent market research company, Research and Markets, forecasts the electric vehicles market in Indonesia to grow at a CAGR of 69.2% from 2026 to 2030 in terms of value. The period from the second half of 2025 to the first half of 2026 represented the initial development stage of the Indonesian business, during which sales volumes including orders made to the Group began to increase gradually and this trend is expected to continue.

- (2) Based on the information available on the website of TrendForce (Shenzhen) Consultant Co., Ltd., the market price of similar battery pack is RMB0.51/Watt-Hour in June 2026 and RMB0.52/Watt-Hour in September 2026, representing an increase of approximately 1.96% over the period.

LETTER FROM THE BOARD

Should the actual annual sales amount exceeds the proposed Sales Annual Caps set out above, the Company will revise the Sales Annual Caps in compliance with the relevant requirements under Chapter 20 of the GEM Listing Rules.

Reasons for and Benefits of Entering into the 2026 Sales Framework Agreement

The Group has been engaged by Zhejiang Geely Group to supply lithium-ion battery packs and related products since 2017. It is expected that the Group will continue to do so in its ordinary and usual course of business upon expiry of the 2023 Sales Agreement. The Directors are of the view that the entering into of the 2026 Sales Framework Agreement allows the Group to leverage Zhejiang Geely Group's sales network and distribution channels to expand its market coverage within the PRC, thereby improving lithium batteries sales and the Group's financial performance. Furthermore, the Directors consider that entering into the 2026 Sales Framework Agreement, which sets out the proposed Sales Annual Caps, is constructive for the Group to sell the products thereunder, thereby benefiting the Group.

In view of the above-mentioned reasons and taking into account: (i) the historical sales volume under the 2023 Sales Agreement; (ii) the estimated sales volume of lithium-ion powered battery packs for the period from 23 October 2026 to 31 December 2026, the two years ending 31 December 2027 and 2028, respectively; (iii) the expected demand for the products to be provided by the Group pursuant to the 2026 Sales Framework Agreement with reference to indicative sales demand from Jiangsu Yaoning Group; and (iv) the current market price of lithium-ion powered battery packs in the market for the period from 23 October 2026 ending 31 December 2026 and expect to remain stable for the two years ending 31 December 2027 and 2028; and (v) buffer of 10%, the terms of the 2026 Sales Framework Agreement were determined, and the Directors (excluding the independent non-executive Directors whose views will be given after considering the advice of the Independent Financial Adviser) are of the view that, the 2026 Sales Framework Agreement was entered into in the ordinary course of the Group's business and on normal commercial terms or on terms no less favourable to the Company than those offered to independent third parties, and the terms and Sales Annual Caps set out in the 2026 Sales Framework Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

THE 2026 PURCHASE FRAMEWORK AGREEMENT

On 31 August 2026 (after trading hours), the Company entered into the 2026 Purchase Framework Agreement with Jianhu Yaoning, pursuant to which the Group will purchase lithium-ion battery cells, modules and related products from Jianhu Yaoning Group in accordance with the terms and conditions thereunder.

Parties: (1) the Company; and
(2) Jianhu Yaoning

Date: 31 August 2026 (after trading hours)

LETTER FROM THE BOARD

Term:	From 31 August 2026 to 31 December 2028
Subject matters:	Pursuant to the 2026 Purchase Framework Agreement, the Group shall purchase lithium-ion battery cells, modules and related products from Jianhu Yaoning Group. The exact model and volume of goods sold by Jianhu Yaoning Group to the Group and the dates of delivery will be provided in separate purchase orders.
Pricing basis:	The price of goods under the 2026 Purchase Framework Agreement will be negotiated on an arm's length basis with reference to the prevailing market price and determined in the ordinary course of business on normal commercial terms or on terms no less favourable than those offered by independent third parties and will be specified in separate purchase orders. For further details, please refer to the section headed "Pricing principles of the 2026 Sales Framework Agreement and the 2026 Purchase Framework Agreement" set out below in this circular.
Payment terms:	Payments for the products under the 2026 Purchase Framework Agreement shall be settled within 30 days from the date of receipt of the invoice. The payment terms under the 2026 Purchase Framework Agreement are determined in the ordinary course of business on normal commercial terms or on terms no less favourable to the Company than those offered by independent third parties.
Conditions:	The 2026 Purchase Framework Agreement shall only become effective upon the Company having completed all necessary internal procedures (including obtaining approval of the Shareholders and/or the Board in accordance with the GEM Listing Rules), and having obtained all necessary approvals and consents from the Stock Exchange and other third parties (including relevant regulatory authorities, government or official authorities).

LETTER FROM THE BOARD

Historical Amounts for the 2023 Purchase Framework Agreement

The approved annual caps (excluding value-added tax) and the historical actual amounts under the 2023 Purchase Framework Agreement for the specified years/periods are set out below:

	For the period from 11 September 2023 to 31 December 2023 <i>RMB'000</i>	For the year ended 31 December 2024 <i>RMB'000</i>	For the year ended 31 December 2025 <i>RMB'000</i>	For the period from 1 January 2026 to 10 September 2026 <i>RMB'000</i>
Approved annual caps	42,000	103,000	129,000	72,000
Historical actual amounts	3,600	2,500	23,100	— <i>Note</i>

Note: On 27 October 2025, Zhejiang Yaoning transferred all its holding of 66.33% equity interest in Jiangsu Yaoning to Zhejiang Geely, and Jiangsu Yaoning and its subsidiaries, inter alios, Jianhu Yaoning Group, have become members of Zhejiang Geely Group. As such, the transaction amount between the Group and Zhejiang Yaoning in early 2026 is nil. For more details, please refer to the section headed “Reasons for and benefits of entering into the 2026 Purchase Framework Agreement” in this circular below. The unaudited historical transaction amounts with Jianhu Yaoning Group were approximately RMB761,000 for the period from 1 January 2026 to 30 June 2026.

Reasons for Low Historical Utilisation

The low historical utilisation of the annual caps under the 2023 Purchase Framework Agreement was primarily attributable to a significant decline in orders for the relevant new energy vehicle models. Due to lower-than-expected customer demand for new energy vehicles, the challenging market environment at the time, and a decrease in the production volumes of Zhejiang Geely Group, the Group’s purchases of lithium-ion battery packs and related products declined substantially in 2024. Accordingly, the actual transaction amounts remained below the historical annual caps under the 2023 Purchase Framework Agreement.

In mid-2025, Zhejiang Geely Group commenced expanding its business in Indonesia. As a result, purchase volumes of lithium-ion battery-packs from Zhejiang Geely Group gradually increased from the second half of 2025 through the first half of 2026.

The Board has assessed that the reasons for the low historical utilisation will not continue. Given the potential for the Indonesian market as assessed by Zhejiang Geely and as the Group plans to expand and further develop its lithium-ion battery-pack production business, it is expected that the purchase volume under the 2026 Purchase Framework Agreement will increase accordingly.

LETTER FROM THE BOARD

Proposed Purchase Annual Caps for the 2026 Purchase Framework Agreement

It is expected that for the period from 31 August 2026 ending 31 December 2026, and for the two years ending 31 December 2027 and 2028, the aggregate transaction amounts of lithium-ion battery cells, modules and related products to be purchased by the Group from Jianhu Yaoning Group will not exceed the following respective amounts and such amounts have been set as the proposed caps for the relevant continuing connected transactions contemplated under the 2026 Purchase Framework Agreement accordingly:

	For the period from 31 August 2026 to 31 December 2026 RMB'000	For the year ending 31 December 2027 RMB'000	For the year ending 31 December 2028 RMB'000
Proposed Purchase Annual Caps	25,000	54,000	80,000

The proposed Purchase Annual Caps were determined based on:

- (i) the historical purchase volume of lithium-ion powered battery cells, modules and related products for recent years under the 2023 Purchase Framework Agreement ^{Note 1};
- (ii) an expected increase in the purchase volume of lithium-ion powered battery cells, modules and related products for the period ending 31 December 2026, and for the two years ending 31 December 2027 and 2028, respectively with reference to the estimated sales volume of lithium-ion powered battery packs from Jiangsu Yaoning Group as set out in this circular ^{Note 1};
- (iii) the current market price of lithium-ion powered battery cells, modules and related products in the market for the period from 31 August 2026 ending 31 December 2026 and expect to remain stable for the two years ending 31 December 2027 and 2028 ^{Note 2}, having regard to the scale and integration of China's lithium-ion battery supply chain and the ongoing development of the industry; and
- (iv) buffer of 10% to the expected transaction amounts to cater for any possible increase in demand from Jiangsu Yaoning Group and/or fluctuation in the market price of lithium-ion battery cells, modules and related products.

Notes:

- (1) The proposed Purchase Annual Caps for the period from 31 August 2026 ending 31 December 2026 amounting to RMB25 million represents a significant increase of approximately RMB24.2 million as compared to the historical purchase amount for the six months ended 30 June 2026. The estimated

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purchase volume of lithium-ion powered battery cells, modules and related products for the period from 31 August 2026 ending 31 December 2026 is mainly determined based on the required quantities of lithium-ion powered battery cells, modules and related products to produce (i) a confirmed sales order, which is expected to be delivered in October 2026 under the 2023 Sales Agreement; and (ii) the estimated sales volume of lithium-ion powered battery packs for the proposed Sales Annual Cap for the period from 31 August 2026 ending 31 December 2026. The proposed Purchase Annual Cap for FY2027 represents a significant increase of approximately RMB19.7 million, or 57%, when compared to the annualised amount based on the aggregate of historical purchase amount for the six months ended 30 June 2026 and the proposed Purchase Annual Cap for the period from 31 August 2026 ending 31 December 2026. The proposed Purchase Annual Cap for the year ending 31 December 2028 further increases by approximately RMB26 million, or 48%, when compared to the proposed Purchase Annual Cap for the year ending 31 December 2027. Such increase is mainly attributable to the expected increase in purchase volumes of lithium-ion powered battery cells, modules and related products to produce the estimated sales volumes of lithium-ion powered battery packs for the two years ending 31 December 2027 and 2028, which increase by 38% and 50% in the two years ending 31 December 2027 and 2028 on a year-on-year basis.

- (2) Based on the information available on the website of TrendForce (Shenzhen) Consultant Co., Ltd., the market price of the similar battery cell is RMB0.39/Watt-Hour in June 2026 and RMB0.40/Watt-Hour in September 2026, representing an increase of approximately 2.56% over the period.

Should the actual annual purchase amount exceeds the proposed Purchase Annual Caps set out above, the Company will revise the Purchase Annual Caps in compliance with the relevant requirements under Chapter 20 of the GEM Listing Rules.

Reasons for and Benefits of Entering into the 2026 Purchase Framework Agreement

Jiangsu Yaoning and its subsidiaries are specialised in lithium battery production and has built up a good reputation in the industry. Jiangxi Anchi New Energy Technology Co., Ltd* (江西安馳新能源科技有限公司) (“ANC”), a subsidiary of Jiangsu Yaoning, is one of the top lithium battery manufacturers for trucks (物流車) in the PRC. It also produces lithium batteries for passenger vehicles and for energy storage purpose. Since 1 January 2023, Jiangsu Yaoning and its subsidiaries had supplied lithium-ion battery cells, modules and related products to the Company under the purchase framework agreement dated 11 September 2023 entered between the Company and Zhejiang Yaoning in relation to the purchase of lithium-ion battery cells, modules and related products.

On 27 October 2025, Zhejiang Yaoning transferred all its holding of 66.33% equity interest in Jiangsu Yaoning to Zhejiang Geely, and Jiangsu Yaoning and its subsidiaries, *inter alios*, Jianhu Yaoning Group, have become members of Zhejiang Geely Group. The transaction amount between the Group and Zhejiang Geely Group in early 2026 was less than HK\$3,000,000 and the applicable percentage ratios were less than 5%, and thus, constituted de minimis continuing connected transaction for the Company under Rule 20.74(1)(c) of the GEM Listing Rules and was not subject to announcement, reporting and Independent Shareholders’ approval requirements.

It is expected that the Group will continue to procure lithium-ion battery cells, modules and related products from them and subsequently assembles them into battery products suitable for various types of vehicles before selling them to customers. The Company

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thereafter thereby justifying the entering into of the 2026 Purchase Framework Agreement with the Purchase Annual Caps, which exceed the above-mentioned exemption threshold. The Company is therefore required to re-comply with the requirements under Chapter 20 of the GEM Listing Rules.

The transactions contemplated under the 2026 Purchase Framework Agreement between the Group and Jianhu Yaoning Group will be conducted in the ordinary and usual course of business of the Group. The products purchased from Jianhu Yaoning Group are a component part of the lithium-ion battery pack, and through the 2026 Purchase Framework Agreement, the Group will be able to leverage on this advantage and utilise these supply chain resources to secure a sizable and stable supply of lithium-ion battery cells, modules and related products. The 2026 Purchase Framework Agreement will also allow the Group to capture the synergy between Jianhu Yaoning Group and the Group, and contribute to the operational and business development of the Group.

In view of the above-mentioned reasons and taking into account: (i) the historical purchase volume of lithium-ion powered battery cells, modules and related products for recent years under the 2023 Purchase Framework Agreement; (ii) the estimated purchase volume of lithium-ion powered battery cells, modules and related products for the period ending 31 December 2026 and the two years ending 31 December 2028 respectively, with reference to the estimated sales volume of lithium-ion powered battery packs; (iii) the current market price of lithium-ion powered battery cells, modules and related products in the market for the period from 31 August 2026 ending 31 December 2026 and expect to remain stable for the two years ending 31 December 2027 and 2028; and (iv) buffer of 10%, the terms of the 2026 Purchase Framework Agreement were determined, and the Directors (excluding the independent non-executive Directors whose views will be given after considering the advice of the Independent Financial Adviser) are of the view that, the 2026 Purchase Framework Agreement was entered into in the ordinary course of the Group's business and on normal commercial terms or on terms no less favourable to the Company than those offered by independent third parties, and the terms and Purchase Annual Caps set out in the 2026 Purchase Framework Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

INFORMATION ON THE PARTIES

The Group

The Group is principally engaged in (i) research & development and production of lithium ion power batteries for new energy vehicles; and (ii) investment in the field of resources and resources exploration and trading and exploitation.

Zhejiang Geely

Zhejiang Geely Group is principally engaged in the sale of automobiles and related parts and components wholesale and retail business. Mr. Li is the controlling shareholder, founder, chairman of the board of directors of Zhejiang Geely. He has over 38 years of experience in

LETTER FROM THE BOARD

the investment and management of the automobile manufacturing business in the PRC. Mr. Li is a member of the Chinese People's Political Consultative Conference and was accredited as one of the "50 Most Influential Persons in China's Automotive Industry in the 50 Years" by China Automotive News (中國汽車報). Mr. Li is also a controlling shareholder of the Company.

Jiangsu Yaoning

Jiangsu Yaoning is a limited company incorporated in the PRC and is principally engaged in the research and development, manufacture, and sales of new energy equipment, batteries, motors, and automotive components, as well as providing related technical and testing services in the PRC. Mr. Li indirectly controls Zhejiang Jiyaotongxing Energy Technology Co., Ltd.* (浙江吉曜通行能源科技有限公司), which in turn is interested in approximately 66.33% of the equity interest in Jiangsu Yaoning.

Jianhu Yaoning

Jianhu Yaoning is a limited company incorporated in the PRC and is principally engaged in the research and development, manufacture, and sales of batteries, auto parts, and components, as well as the sales and import/export of vehicles (including new energy vehicles) and related products in the PRC. Jianhu Yaoning is wholly-owned by Jiangsu Yaoning.

RELIANCE ON ZHEJIANG GEELY AND ITS SUBSIDIARIES

As disclosed in the respective annual reports for the years ended 31 December 2023, 2024 and 2025, the Group sold approximately HK\$157.7 million, HK\$67.2 million and HK\$13.2 million of lithium-ion batteries to Zhejiang Geely Group for the years ended 31 December 2023, 2024 and 2025, respectively, which accounted approximately 69.47%, 86.7% and 5.7% of the revenue of the Group over the corresponding period, respectively. This reflects a significant downward trend in the scale of transactions between the Group and Zhejiang Geely. Nonetheless, the Group acknowledges that there may potentially be a level of reliance on the sales to companies under Zhejiang Geely. Specifically, amongst others, the entering into the 2026 Sales Framework Agreement and the 2026 Purchase Framework Agreement by the Group with Zhejiang Geely Group.

However, the Directors have carefully assessed the following factors and are of the view that the transactions contemplated under the 2026 Sales Framework Agreement and the 2026

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Purchase Framework Agreement would not result in undue reliance on Zhejiang Geely Group and would be in the interests of the Shareholders as a whole based on the following grounds:

(1) The Group is capturing the potential growth of the one of the top new energy vehicle manufacturers

The strategy of the Group is to get an advantage from the relations and cooperation with the world famous enterprise Zhejiang Geely, one of the top new energy vehicle manufacturers. Becoming the powered battery supplier of under Zhejiang Geely enables the Group to capture the potential growth of the fast growing new energy vehicle market and gain valuable experience in the industry. It can also increase the chance for the Group to get potential orders from other world's mainstream automobile manufacturers in the future after proving the quality and safety of the lithium-ion batteries produced by the Group.

(2) The industry landscape is dominated by a few players

The global powered battery industry is currently dominated by a few major suppliers. According to the market research firm SNE Research, the top ten powered battery manufacturers dominated approximately 89.4% of the global market share in 2025. In the PRC, according to 中國汽車動力電池產業創新聯盟 (China Automotive Battery Innovation Alliance), the top ten powered battery manufacturers accounted for around 94.18% of the market share in 2025. The business relationship between the powered battery manufacturer and the new energy vehicle manufacturers is stable, making it not easy for the companies in the industry to break off reliance on a major supplier or customer. To secure stable supply, the major new energy vehicle manufacturers are eager to form joint ventures and sign large purchase agreements with the top powered battery suppliers. As such, the business model cannot be easily changed to reduce the reliance.

(3) The reliance is mutual and complementary

Although there are various lithium battery manufacturers which may be able to produce lithium batteries with similar specifications in the PRC, it takes months or years for developing, testing and matching for a powered battery to be used in a new energy vehicle. Before proceeding with mass production and for sale, detailed specification of each vehicle model (including powered batteries used) are required to be submitted by the new energy vehicle manufacturers to the Ministry of Industry and Information Technology in the PRC for approval, which takes months or years. As a strategic business partner, the Group has been involved in the above processes with Zhejiang Geely Group in recent years. The Group has established good working relationship with the Zhejiang Geely Group and is familiar with their procedures. Based on the above, the Directors believe that Zhejiang Geely Group cannot find substitute suppliers easily within a short period of time taking into account: (i) the existing involvement of the Group in the processes of number of new energy vehicle of Zhejiang Geely Group, which would require significant difficulty to substitute; (ii) the long established relationship and mutual trust between the Group and the Zhejiang Geely Group, which would require new suppliers to demonstrate their ability to supply products of sufficient

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quantity, reliable quality and in a timely manner comparable to the Group to compete effectively with; and (iii) the Group's familiarity with Zhejiang Geely Group's procedures and ability to meet its standards, which would require new suppliers time and effort to accomplish. The Zhejiang Geely Group also benefits from the stable supply of quality products of the Group. Therefore, the reliance is mutual and complementary to the Group and the Zhejiang Geely Group.

Separately, the Group has also developed a mutual and complementary relationship with Geely Technology (which is also controlled by Mr. Li) in the field of resources exploration and exploitation. The Group has been engaged in resources exploration and exploitation since around 2010 with substantial experience and extensive network in this field. Geely Technology Group is engaged in various businesses, including the sale of bauxite-related products under its new materials business segment. It received ownership and mining rights in a bauxite mine in Baise City in Guangxi Province in the PRC with an estimated annual production capacity of bauxite of two million tonnes. On 27 January 2025, the Company and Geely Technology entered into the bauxite purchase framework agreement, pursuant to which Geely Technology Group shall supply bauxite related products to the Group (for further details, please refer to the Company's circular dated 28 February 2025).

The Company considers that such business relationship between the Group and Geely Technology Group is mutually beneficial as on the one hand, the Company will be able to secure a supply of bauxite related products and on the other hand, Geely Technology will be able to: (i) tap into the Company's experience in resources exploration and exploitation and the Company's network of customers for the sale of such products thereby creating additional sales channels for the sale of Geely Technology's bauxite related products; and (ii) benefit from the Company's reliability as a listed company on the Stock Exchange, with the listing status granting visibility and credibility in the market, which can reassure customers about product quality and corporate governance, thus building trust with potential customers and partners. This also allows the Group to capture the synergy between Geely Technology Group and the Group, contributing to the operational and business development of the Group in the resources exploration and exploitation business.

(4) The Group is capable of maintaining its revenue in light of the reliance

The Group has already begun diversifying its revenue. For the year ended 31 December 2025, the Group's newly commenced ore trading business segment in relation to bauxite recorded revenue of approximately HK\$205 million, representing approximately 89% of the Group's total revenue. The bauxite trading business commenced in the second half of 2025, with approximately 400,000 tonnes of bauxite delivered during the year.

As disclosed in the Company's 2025 Annual Report, the Group intends to gradually enhance its ore beneficiation capabilities and actively explore new customer segments to effectively expand its business scale and increase revenue.

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It is also expected that the sales of new energy vehicle in the PRC will grow steadily in the coming years. On the other hand, top traditional vehicles manufacturers in the world will strengthen their development in the new energy vehicle sector. The Group believes the new energy vehicle and powered battery industry will expand moderately in the coming years and the Group is ready to become one of the key players.

(5) The Group is making efforts to reduce the level of reliance

Notwithstanding the above, the Group is constantly negotiating and conducting products matching with major automobile enterprises, electric bicycle and commercial vehicle enterprises as well as potential customers in the energy storage field. The Group is also actively investing and exploring opportunities other than lithium-ion battery business. For example, the Group has been engaged in resources exploration and exploitation since around 2010 with substantial experience and extensive network in this field, including the trading of bauxite in recent years.

PRICING PRINCIPLES OF THE 2026 SALES FRAMEWORK AGREEMENT AND THE 2026 PURCHASE FRAMEWORK AGREEMENT

The price of products under the 2026 Sales Framework Agreement and the 2026 Purchase Framework Agreement will be negotiated on an arm's length basis and determined in the ordinary course of business on normal commercial terms or on terms no less favourable to the Company than those offered or available to/than those offered by independent third parties and will be specified in separate purchase orders. The price of products above would be set after making reference to: (i) the prevailing market price of same or substantially similar products; (ii) the prices of older product models or types are sold to or purchased from independent third parties; or (iii) by obtaining at least one quotation from other independent third party lithium-ion powered battery manufacturers on normal commercial terms and in the ordinary course of business. Generally, the Group in the ordinary course of business is aware of the prevailing market price of similar products through discussions with customers and suppliers. Subject to any future change in the internal control system and to serve as an additional check on whether the Group's then understanding of the market price of similar products deviates significantly from the actual prevailing market price, the Group would conduct market research on a quarterly basis and gather relevant information to assess the prevailing market price of similar products from time to time. Products price will be reviewed quarterly to ensure that the price set is consistent with the prevailing market price of similar products and is no less favourable to the price of similar products offered or available to/from the independent third parties.

The Company believes that considering either the prevailing market price by reference to quotations offered to and obtained from independent third parties or a cost-plus basis determined by reference to a transfer pricing analysis report prepared by an independent certified public accountant or a similarly qualified institution are both appropriate benchmarks for the following reasons. In considering the quotations obtained from independent third parties, the Group will adopt suitable selection criterias (scale, reputation, geographic and

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customer focus, similarity with Group's products, etc.) for the independent third party providing such quotations obtained to ensure that quotations are sufficiently representative of the market price. Alternatively, if such suitable quotations cannot be obtained the Group can rely on professional assessment of qualified institution. Under either methods, the Group will be able to supplement its existing awareness of prevailing market price from being an established player in the industry with objective benchmarks obtained from such sources thus ensuring the prices offered by the Group are no less favourable to the Company than those offered to independent third parties.

To ensure that the prices are not lower than the quotations offered by third party lithium-ion powered battery manufacturers, the Group's sales and procurement team on a quarterly basis will refer to the market prices of key raw materials as quoted online as operated by TrendForce (Shenzhen) Consultant Co., Ltd. (集邦諮詢顧問(深圳)有限公司) being a global high-tech industry research institution, to analyse the raw material costs with respect to the 2026 Sales Framework Agreement. The unit prices of the products quoted in individual purchase orders will then be adjusted periodically. In addition, the unit prices of the products may also be determined on a cost-plus basis if there is no prevailing market price, based on the actual manufacturing costs incurred plus a margin rate, with reference to the range between the lower and the upper quartiles of the three-year weighted average cost-plus margin rates of the comparable companies providing similar services as stated in a transfer pricing analysis report prepared by an independent certified public accountant or a similarly qualified institution.

The Directors consider that the above methods and systems ensure that the transactions contemplated under the 2026 Sales Framework Agreement and the 2026 Purchase Framework Agreement will be conducted on normal commercial terms without prejudice to the interests of the Company and its Shareholders.

INTERNAL CONTROL MEASURES

In order to comply with the pricing basis of the 2026 Sales Framework Agreement and the 2026 Purchase Framework Agreement and safeguard the interests of the Shareholders as a whole, the Company will take the following internal control measures.

The Group has formulated internal audit procedures to track, monitor and evaluate the transaction amounts under the 2026 Sales Framework Agreement and 2026 Purchase Framework Agreement on a monthly basis, so as to ensure the Annual Caps are not exceeded.

To conduct the market research on the prevailing market price, the Group will collect market information and keep track of the changes in the industry, especially the selling prices of similar lithium-ion batteries through different sources, including but not limited quotation(s) from independent third parties (if any) or transfer pricing analysis report(s) prepared by an independent certified public accountant or a similarly qualified institution, if there is no prevailing market price, to determine market rates for the products. The Group will also collect information regarding the profit margin and costs of raw materials in the market

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from popular websites. The finance and accounting department of the Group will also review the relevant cost items incurred by the Group for manufacturing the products, on a quarterly basis (or more frequently in the case of substantial market changes such as a material shortage of research personnel, coupled with the latest business developments of the Group), to ensure the accuracy of such costs.

If it is required to revise the selling price of the lithium-ion batteries and/or purchase price of the lithium-ion battery cells/modules, the sales and procurement and finance departments should hold a meeting to confirm and revise the selling/purchase price with reference to the market. The price should be reviewed and approved by at least two executive Directors or non-executive Directors.

The above internal control measures are supervised and monitored by the management of the Group to ensure the 2026 Sales Framework Agreement and the 2026 Purchase Framework Agreement are conducted on normal commercial terms, in the ordinary course of business and will not be prejudicial to the interests of the Company and its Shareholders as a whole.

The Group will conduct assessment at least annually on the internal control measures for all continuing connected transactions to ensure such internal control measures have been adhered to and are effective.

The independent non-executive Directors will also conduct a review on all continuing connected transactions each year and confirm that the transactions have been conducted in the ordinary and usual course of business of the Group, on normal commercial terms or better, and in accordance with the agreements governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

The Company will also engage its independent auditors to report on transactions under the 2026 Sales Framework Agreement and the 2026 Purchase Framework Agreement at the end of the financial year. The independent auditors will review and confirm in the annual report whether transactions under the 2026 Sales Framework Agreement and the 2026 Purchase Framework Agreement have been approved by the Board, are in compliance with the pricing policies of the relevant agreement governing the transactions, and have not exceeded the relevant Annual Caps.

The Board will consider the results from the above reviews and take action to further strengthen the internal control measures on all continuing connected transactions of the Group, where necessary.

IMPLICATIONS UNDER THE GEM LISTING RULES

Mr. Li, the controlling shareholder of the Company, holds approximately 91.08% equity interest in Zhejiang Geely. Mr. Li indirectly controls Zhejiang Jiyaotongxing Energy Technology Co., Ltd.* (浙江吉曜通行能源科技有限公司), which in turn is interested in approximately 66.33% of the equity interest in Jiangsu Yaoning. Jianhu Yaoning is wholly-

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owned by Jiangsu Yaoning. Therefore, Jiangsu Yaoning and Jianhu Yaoning are associates of Mr. Li, and therefore connected persons of the Company pursuant to Rule 20.07 of the GEM Listing Rules.

Accordingly, the transactions contemplated under the 2026 Sales Framework Agreement and the 2026 Purchase Framework Agreement constitute continuing connected transactions of the Company under Chapter 20 of the GEM Listing Rules.

As one or more of the applicable percentage ratios set out in Rule 19.07 of the GEM Listing Rules in respect of the 2026 Sales Framework Agreement and the 2026 Purchase Framework Agreement are more than 5%, the 2026 Sales Framework Agreement and the 2026 Purchase Framework Agreement are subject to the reporting, announcement, annual review and Independent Shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

EGM

The EGM will be held at Unit 5402, 54th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Tuesday, 10 November 2026, at 10:00 a.m. to seek the Independent Shareholder's approval for the 2026 Sales Framework Agreement, the 2026 Purchase Framework Agreement, the Annual Caps and the transactions contemplated thereunder.

Zhejiang Geely indirectly holds 1.72% of the total issued shares of the Company through Geely International and Mr. Li holds 91.08% equity interest in Zhejiang Geely and ultimately controls Geely Technology Group (which is the ultimate holding company of Hong Bridge Capital Limited and Geely International Technology Limited). Mr. Li, Ms. Wang Li (Mr. Li's spouse), Hong Bridge Capital Limited, Geely International Technology Limited and Geely International are each Shareholders of the Company holding 103,064,000 Shares, 50,000,000 Shares, 7,849,699,000 Shares, 1,600,000,000 Shares and 250,675,675 Shares, respectively, representing approximately 0.71%, 0.34%, 53.93%, 10.99% and 1.72% of the total issued share capital of the Company, respectively. As Mr. Li is considered to be interested in the 2026 Sales Framework Agreement and the 2026 Purchase Framework Agreement, Mr. Li and his associates are required to and will abstain from voting on the resolutions to be proposed at the EGM for approving the above matters.

Mr. Xu Zhihao, chairman and chief executive officer of the Company, holds 422,000,000 Shares, representing approximately 2.90% of the total issued share capital of the Company. As Mr. Xu is also serving as chief executive officer of Geely Technology Group and in order to avoid the perception of a conflict of interest, Mr. Xu will abstain from voting on the resolutions to be proposed at the EGM for approving the above matters.

As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief having made all reasonable enquiry, other than Mr. Li and his associates which held 9,853,438,675 Shares (representing approximately 67.70% of the total issued share capital of the Company) and Mr. Xu who held 422,000,000 Shares (representing

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approximately 2.90% of the total issued share capital of the Company), no other Shareholder will be required to abstain from voting on the resolutions approving the aforesaid matters at the EGM.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be made by the Company after the EGM in accordance with Rule 17.47(5) of the GEM Listing Rules.

A notice convening the EGM is set out on pages EGM-1 and EGM-3 of this circular. A proxy form for use at the EGM is enclosed herewith. If you are not able to attend the EGM, you are requested to complete the proxy form and return it to the Company's share registrar, Union Registrars Limited at Suites 3301-04, 33rd Floor, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

All of the executive Directors, namely Mr. Xu Zhihao, Mr. Xu Bing, Mr. Chen Shengjie and Ms. Gu Wenting, are currently senior management members in Geely Technology Group. In order to avoid the perception of a conflict of interest, each of them abstained from voting on the Board resolution(s) considering and approving the same.

For determining the entitlement of Shareholders to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, 5 November 2026 to Tuesday, 10 November 2026, both days inclusive, during which period no transfer of Shares will be registered. The record date to attend and vote at the EGM will be Tuesday, 10 November 2026. To be eligible to attend and vote at the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33rd Floor, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong no later than 4:00 p.m. on Wednesday, 4 November 2026.

INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee comprising all the independent non-executive Directors, namely Dr. Wang Jiwei, Mr. Wang Baogang and Mr. Huang Yongzhong, has been formed to advise the Independent Shareholders as to whether the 2026 Sales Framework Agreement, the 2026 Purchase Framework Agreement, the Annual Caps and the transactions contemplated thereunder are entered into on normal commercial terms, are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Ballas Capital Limited has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in relation to the 2026 Sales Framework Agreement, the 2026 Purchase Framework Agreement and the transactions contemplated thereunder (including the Annual Caps), in accordance with the GEM Listing Rules.

Your attention is drawn to the letter from the Independent Board Committee as set out on pages 26 to 27 of this circular which contains its recommendation to the Independent Shareholders as to voting at the EGM.

Your attention is also drawn to the letter from Independent Financial Adviser as set out on pages 28 to 48 of this circular, which contains its advice to the Independent Board Committee and the Independent Shareholders in relation to the 2026 Sales Framework Agreement, the 2026 Purchase Framework Agreement, the Annual Caps and the transactions contemplated thereunder.

RECOMMENDATION

Having considered the above, the Directors consider that the terms of the 2026 Sales Framework Agreement, the 2026 Purchase Framework Agreement, the Annual Caps and the transactions contemplated thereunder are fair and reasonable and in the interests of the Company and the Shareholders as a whole, and recommend the Independent Shareholders to vote in favour of the resolutions to be proposed at the EGM to approve the 2026 Sales Framework Agreement, the 2026 Purchase Framework Agreement, the Annual Caps and the transactions contemplated thereunder.

ADDITIONAL INFORMATION

Your attention is also drawn to the additional information contained in the appendix to this circular.

Yours faithfully,
On behalf of the Board
Honbridge Holdings Limited
Xu Zhihao
Chairman

* *For identification purpose only*



HONBRIDGE HOLDINGS LIMITED

洪橋集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8137)

20 October 2026

To the Independent Shareholders

Dear Sir or Madam,

**(1) CONTINUING CONNECTED TRANSACTIONS IN RELATION TO
2026 SALES FRAMEWORK AGREEMENT; AND
(2) CONTINUING CONNECTED TRANSACTIONS IN RELATION TO
2026 PURCHASE FRAMEWORK AGREEMENT**

We refer to the circular of the Company dated 20 October 2026 (the “**Circular**”), of which this letter forms part. Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the Circular.

We have been appointed by the Board as members of the Independent Board Committee to consider the terms of the 2026 Sales Framework Agreement, the 2026 Purchase Framework Agreement, the Annual Caps and the transactions contemplated thereunder, to advise you as to whether such terms are fair and reasonable so far as the Company and the Independent Shareholders are concerned, and are in the interests of the Company and the Shareholders as a whole, and to recommend whether or not the Independent Shareholders should approve the 2026 Sales Framework Agreement, the 2026 Purchase Framework Agreement, the Annual Caps and the transactions contemplated thereunder. Ballas Capital Limited has been appointed as the Independent Financial Adviser to advise us and you in this regard.

We wish to draw your attention to the letter from the Board set out on pages 5 to 25 of this Circular and the letter from the Independent Financial Adviser set out on pages 28 to 48 of this Circular which contains its advice to us and Independent Shareholders in respect of the 2026 Sales Framework Agreement, the 2026 Purchase Framework Agreement, the Annual Caps and the transactions contemplated thereunder, and the additional information set out in the appendix to the Circular.

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

Having taking into account, among other things, the principal factors and reasons considered by and the opinion of the Independent Financial Adviser as stated in its letter of advice, we consider that the transactions contemplated under the 2026 Sales Framework Agreement and the 2026 Purchase Framework Agreement are in the ordinary and usual course of business and the terms of the 2026 Sales Framework Agreement, the 2026 Purchase Framework Agreement, the Annual Caps and the transactions contemplated thereunder are on normal commercial terms, fair and reasonable so far as the Company and the Independent Shareholders are concerned and are in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolutions to be proposed at the EGM to approve the 2026 Sales Framework Agreement, the 2026 Purchase Framework Agreement, the Annual Caps and the transactions completed thereunder.

Yours faithfully,

For and on behalf of the Independent Board Committee

Dr. Wang Jiwei

Mr. Wang Baogang

Mr. Huang Yongzhong

Independent non-executive Directors

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The following is the full text of the letter from the Independent Financial Adviser setting out its advice to the Independent Board Committee and the Independent Shareholders in respect of the 2026 Sales Framework Agreement, the 2026 Purchase Framework Agreement and the transactions contemplated thereunder (including the Annual Caps), which has been prepared for the purpose of inclusion in this circular.

BALLAS
C A P I T A L

Room 1005, Jubilee Centre
46 Gloucester Road
Wanchai, Hong Kong

20 October 2026

*To the Independent Board Committee and
the Independent Shareholders*

Dear Sir or Madam,

**(1) CONTINUING CONNECTED TRANSACTIONS IN RELATION
TO 2026 SALES FRAMEWORK AGREEMENT; AND
(2) CONTINUING CONNECTED TRANSACTIONS IN RELATION
TO 2026 PURCHASE FRAMEWORK AGREEMENT**

INTRODUCTION

We refer to our engagement as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the 2026 Sales Framework Agreement, the 2026 Purchase Framework Agreement and the transactions contemplated thereunder (including the Annual Caps), details of which are set out in the letter from the Board (the “**Letter from the Board**”) contained in the circular of the Company (the “**Circular**”) to the Shareholders dated 20 October 2026, of which this letter forms part. Capitalised terms used in this letter shall have the same meanings as those defined in the Circular unless the context otherwise requires.

Reference is also made to the announcement of the Company dated 31 August 2026. On 31 August 2026, the Company entered into the 2026 Sales Framework Agreement with Jiangsu Yaoning, pursuant to which the Group will supply lithium-ion battery packs and related products to Jiangsu Yaoning Group in accordance with the terms and conditions thereunder.

On 31 August 2026, the Company entered into the 2026 Purchase Framework Agreement with Jianhu Yaoning, pursuant to which the Group will purchase lithium-ion battery cells, modules and related products from Jianhu Yaoning Group in accordance with the terms and conditions thereunder.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

As at the Latest Practicable Date, Mr. Li, the controlling shareholder of the Company, holds approximately 91.08% equity interest in Zhejiang Geely. Mr. Li indirectly controls Zhejiang Jiyaotongxing Energy Technology Co., Ltd., which in turn is interested in approximately 66.33% of the equity interest in Jiangsu Yaoning. Jianhu Yaoning is wholly-owned by Jiangsu Yaoning. Therefore, Jiangsu Yaoning and Jianhu Yaoning are associates of Mr. Li, and therefore connected persons of the Company pursuant to Rule 20.07 of the GEM Listing Rules. Accordingly, the transaction contemplated under the 2026 Sales Framework Agreement and 2026 Purchase Framework Agreement constitutes continuing connected transactions of the Company.

As one or more of the applicable percentage ratios set out in Rule 19.07 of the GEM Listing Rules in respect of the 2026 Sales Framework Agreement and the 2026 Purchase Framework Agreement are more than 5%, the 2026 Sales Framework Agreement and the 2026 Purchase Framework Agreement are subject to the reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 20 of the GEM Listing Rules.

The Independent Board Committee comprising all the independent non-executive Directors has been established to advise the Independent Shareholders in relation to the 2026 Sales Framework Agreement and the 2026 Purchase Framework Agreement (including the Annual Caps).

INDEPENDENCE DECLARATION

We are not associated or connected with the Company, the counterparties of the continuing connected transactions or their respective core connected persons or associates. In the two years immediately preceding the Latest Practicable Date, we were appointed as the independent financial adviser of the Company in relation to certain continuing connected transactions as disclosed in its circular dated 28 February 2025 and this appointment in relation to the 2026 Sales Framework Agreement and the 2026 Purchase Framework Agreement (collectively, the **“IFA Engagements”**). We were also appointed as the independent financial adviser of Geely Automobile Holdings Limited (**“Geely Automobile”**), a company ultimately controlled by Mr. Li and listed on the main board of the Stock Exchange (Stock Code: 0175) in relation to (i) certain continuing connected transactions as disclosed in the circular of Geely Automobile dated 24 September 2024; (ii) a disclosable and connected transaction regarding the privatisation of ZEEKR by Geely Automobile as disclosed in the circular of Geely Automobile dated 18 August 2025; (iii) certain continuing connected transactions as disclosed in the circular of Geely Automobile dated 28 November 2025; and (iv) certain continuing connected transactions as disclosed in the announcement of Geely Automobile dated 23 September 2026 (collectively, the **“Other IFA Engagements”**). Save for the IFA Engagements and the Other IFA Engagements, we did not have any other relationship with or interests in the Company, the counterparties of the continuing connected transactions or their respective core connected persons or associates nor had we acted as an independent financial adviser to other transactions of the Company that could reasonably be

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regarded as hindrance to our independence as defined under the GEM Listing Rules. Furthermore, our remuneration (i) for each of the IFA Engagements and the Other IFA Engagements represented normal professional fees; and (ii) for the IFA Engagements and the Other IFA Engagements did not represent a significant percentage of our revenue in the relevant financial years and did not affect our independence. Accordingly, we consider we are eligible to give independent advice on the continuing connected transactions.

BASIS OF OUR OPINION

In formulating our recommendation, we have relied on the information and facts contained or referred to in the Circular as well as the representations made or provided by the Directors and the senior management of the Company.

The Directors have declared in a responsibility statement set out in the Circular that they collectively and individually accept full responsibility for the accuracy of the information contained and representations made in the Circular and that there are no other matters the omission of which would make any statement in the Circular misleading. We have also assumed that the information and the representations made by the Directors as contained or referred to in the Circular were true and accurate at the time they were made and continue to be so up to the date of the EGM. We have no reason to doubt the truth, accuracy and completeness of the information and representations provided to us by the Directors and the senior management of the Company. We have also been advised by the Directors and believe that no material facts have been omitted from the Circular.

We consider that we have reviewed sufficient information to reach an informed view, to justify reliance on the accuracy of the information contained in the Circular and to provide a reasonable basis for our recommendation. The documents we reviewed included (i) the annual report of the Company for the year ended 31 December 2025 (“**2025 Annual Report**”); (ii) the 2026 Sales Framework Agreement and the 2026 Purchase Framework Agreement; (iii) the calculation of the Annual Caps; and (iv) the Circular. We have not, however, conducted an independent verification of the information nor have we conducted any form of in-depth investigation into the businesses and affairs or the prospects of the Company, the counterparties of the 2026 Sales Framework Agreement and 2026 Purchase Framework Agreement or any of their respective subsidiaries or associates.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion and advice to the Independent Board Committee and the Independent Shareholders, we have considered the following principal factors and reasons:

1. Information on the parties

1.1 The Group

The Group is principally engaged in (i) research & development and production of lithium-ion power batteries for new energy vehicles; and (ii) investment in the field of resources and resources exploration and trading and exploitation.

1.2 Zhejiang Geely

Zhejiang Geely Group is principally engaged in the sale of automobiles and related parts and components wholesale and retail business. Mr. Li is the controlling shareholder, founder, chairman of the board of directors of Zhejiang Geely. He has over 38 years of experience in the investment and management of the automobile manufacturing business in the PRC. Mr. Li is a member of the Chinese People's Political Consultative Conference and was accredited as one of the "50 Most Influential Persons in China's Automotive Industry in the 50 Years" by China Automotive News. Mr. Li is also a controlling shareholder of the Company.

1.3 Jiangsu Yaoning

Jiangsu Yaoning is a limited company incorporated in the PRC and is principally engaged in the research and development, manufacture, and sales of new energy equipment, batteries, motors, and automotive components, as well as providing related technical and testing services in the PRC. Mr. Li indirectly controls Zhejiang Jiyaotongxing Energy Technology Co., Ltd., which in turn is interested in approximately 66.33% of the equity interest in Jiangsu Yaoning.

1.4 Jianhu Yaoning

Jianhu Yaoning is a limited company incorporated in the PRC and is principally engaged in the research and development, manufacture, and sales of batteries, auto parts, and components, as well as the sales and import/export of vehicles (including new energy vehicles) and related products in the PRC. Jianhu Yaoning is wholly-owned by Jiangsu Yaoning.

2. Background and Reasons for and benefits of entering into the 2026 Sales Framework Agreement

According to annual reports of the Company, the revenue of lithium battery production has been the major source of revenue of the Group since 2021, which accounted for 99%, 79%, 77%, and 100% for the years ended 31 December 2021, 2022, 2023, and 2024, respectively. However, the revenue of lithium battery production accounted for only 11% of the group's revenue for the year ended 31 December 2025 due to the decrease in the number of orders from a major customer and the shift of market demand to higher-grade products. With reference to 2025 Annual Report, the Group has been constantly negotiating and promoting products matching with automobile, commercial vehicle or electric bicycle manufacturers and also with potential new customers in the energy storage field and manufacturers which are planning to make a switch from lead acid battery to lithium battery for their vehicles. Zhejiang Geely Group, the holding company of Jiangsu Yaoning, is one of the existing key customers where the Group has been supplying with lithium-ion battery packs and related products since 2017. As set out in the Letter from the Board, it is expected that the Group will continue to do so in its ordinary and usual course of business upon expiry of the 2023 Sales Agreement. The Directors are of the view that securing such renowned customers can effectively improve the Group's financial performance and deliver a stable income to the Group given there will be different vehicle brands under Zhejiang Geely Group using the powered batteries. Furthermore, the Directors consider that entering into of the 2026 Sales Framework Agreement which sets out the proposed Sales Annual Caps is constructive for the Group to sell the products thereunder, thereby benefiting the Group.

Taking into account the fact that (i) the 2026 Sales Framework Agreement allows the Group to secure a stable income and accordingly improve the lithium batteries sales and the Group's financial performance; and (ii) our analysis and view on the major terms of the 2026 Sales Framework Agreement (as explained below), we concur with the Directors that the entering into of the 2026 Sales Framework Agreement is within the ordinary and usual course of the Group's business and in the interests of the Company and the Shareholders as a whole.

3. The 2026 Sales Framework Agreement

3.1 Principal terms of the 2026 Sales Framework Agreement

Major terms of the 2026 Sales Framework Agreement are summarised below:

Subject matter

Pursuant to the 2026 Sales Framework Agreement, the Group shall supply lithium-ion battery packs and related products to Jiangsu Yaoning Group. The exact model and volume of goods purchased by Jiangsu Yaoning Group from the Group and the dates of delivery will be provided in separate purchase orders.

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Term

The 2026 Sales Framework Agreement has a term of commencing from 23 October 2026 to 31 December 2028.

Payment terms

Payments for the products under the 2026 Sales Framework Agreement shall be settled within 30 days from the date of receipt of the invoice.

Conditions

The 2026 Sales Framework Agreement shall only become effective upon the Company having completed all necessary internal procedures (including obtaining approval of the Shareholders and/or the Board in accordance with the GEM Listing Rules), and having obtained all necessary approvals and consents from the Stock Exchange and other third parties (including relevant regulatory authorities, government or official authorities).

Pricing basis

The price of goods under the 2026 Sales Framework Agreement will be negotiated on an arm's length basis with reference to either: (i) the prevailing market price and determined in the ordinary course of business on normal commercial terms or on terms no less favourable to the Company than those offered or available to independent third parties and will be specified in separate purchase orders; or (ii) on a cost-plus basis if there is no prevailing market price, calculated with reference to the actual manufacturing costs incurred plus a margin rate, with reference to the range between the lower and the upper quartiles of the three-year weighted average cost-plus margin rates of the comparable companies providing similar services as stated in a transfer pricing analysis report prepared by an independent certified public accountant or a similarly qualified institution. The Company would then select margin rate within the lower-to-upper quartile range that is not less than 1% and best reflects the actual functions performed, assets used, risks assumed, transaction characteristics and prevailing commercial conditions of the relevant sales order, to ensure that the selected rate is no less favourable to the Company than those offered to independent third parties.

Our view on pricing basis

To ascertain whether the sale price of lithium-ion battery pack was determined with reference to either the prevailing market price or on a cost-plus basis if there is no prevailing market price according to the pricing basis, we have obtained from the Company and reviewed the transaction documents of the two largest transactions in terms of transaction amounts for each of the three financial years ended 31

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December 2023 (“FY2023”), 2024 (“FY2024”) and 2025 (“FY2025”), being a total of six selected samples, relating to the Company’s historical transactions with Zhejiang Geely under the 2023 Sales Agreement for FY2023, FY2024 and FY2025 (together, the “Review Period”). We consider that the selected samples are fair and representative for the purpose of our assessment, given that they represented the largest transactions for each of the relevant years during the Review Period and were selected by us independently from the historical transaction list for the 2023 Sales Agreement during the Review Period. Based on our review of the selected samples, we noted that the sale price of lithium-ion battery pack was determined with reference to the prevailing market price and on terms no less favourable to the Company than those offered to the independent third parties.

Based on the above, we concur with the view of the Directors that the terms of the 2026 Sales Framework Agreement are fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

3.2 *Fairness and reasonableness of the 2026 Sales Framework Agreement Annual Caps*

Historical transaction amounts

The table below sets out (i) the approved annual caps (excluding value-added tax); and (ii) the historical actual amounts under the 2023 Sales Agreement for the following periods:

	For the period from 23 October 2023 to 31 December 2023 RMB'000	For the year ended 31 December 2024 RMB'000	For the year ended 31 December 2025 RMB'000	For the period from 1 January 2026 to 22 October 2026 RMB'000
Approved annual caps	50,000	235,000	155,000	97,000
Historical actual amounts	18,900	61,900	12,200	7,300 ^(Note)

Note: The historical amount was unaudited and calculated for the period from 1 January 2026 to 30 June 2026.

As stated in the Letter from the Board, the low historical utilisation of the annual caps under the 2023 Sales Agreement was primarily attributable to a significant decline in orders for the relevant new energy vehicle model due to the

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challenging market conditions in new energy vehicle market at the time and the need for additional time for Zhejiang Geely Group to identify potential new market(s) and adapt its business and new energy vehicle towards the new market(s). As a result of the foregoing factors, the actual amounts were lower than the historical annual caps under the 2023 Sales Agreement. In mid-2025, Zhejiang Geely Group began to develop the Indonesian market. The period from the second half of 2025 to the first half of 2026 represented the initial development stage of the Indonesian business, during which sales volumes including orders made to the Group began to increase gradually.

Proposed Sales Annual Caps for the 2026 Sales Framework Agreement

It is expected that, for the period from 23 October 2026 to 31 December 2026 (“**Oct-PE2026**”) and for the two years ending 31 December 2027 (“**FY2027**”) and 2028 (“**FY2028**”), the aggregate actual sales amounts of lithium-ion battery packs and related products to be supplied by the Group to Jiangsu Yaoning Group will not exceed the respective amounts set out below. These amounts have accordingly been set as the proposed caps for the relevant continuing connected transactions contemplated under the 2026 Sales Framework Agreement:

	For the period from 23 October 2026 to 31 December 2026 RMB'000	For the year ending 31 December 2027 RMB'000	For the year ending 31 December 2028 RMB'000
Proposed Sales Annual Caps	25,000	71,000	107,000

As set out in the Letter from the Board, the proposed Sales Annual Caps were determined based on (i) the historical sales volume of lithium-ion powered battery packs for recent years under the 2023 Sales Agreement; (ii) an expected increase in the sales volume of lithium-ion powered battery packs for Oct-PE2026, FY2027 and FY2028, respectively; (iii) an expected increase in the demand for the products to be provided by the Group pursuant to the 2026 Sales Framework Agreement with reference to indicative sales demand from Jiangsu Yaoning Group. As the sales volume and market share of Zhejiang Geely Group’s new energy vehicle products in the Indonesian market are expected to grow, and as the Group plans to expand and further develop its lithium-ion battery pack sales business, it is expected that its demand for the Group’s lithium-ion powered battery packs, which are required in the new energy vehicle produced by Zhejiang Geely Group, will increase correspondingly; (iv) the current market price of lithium-ion powered battery packs in the market for Oct-PE2026 and expect to remain stable for FY2027 and FY2028;

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and (v) buffer of 10% to the expected transaction amounts to cater for any possible increase in demand from Jiangsu Yaoning Group and/or fluctuation in the market price of lithium-ion battery packs.

In our assessment of the fairness and reasonableness of the proposed Sales Annual Caps, we have reviewed and discussed with management of the Company on the underlying calculation. From our review of the aforesaid documents and discussion with management of the Company, we have taken into consideration the following:

- *Oct-PE2026*: We noted that the proposed Sales Annual Cap for Oct-PE2026 amounting to RMB25 million, represents a significant increase of RMB17.7 million from the historical sales amount for the six months ended 30 June 2026. When determining the estimated sales volume of lithium-ion powered battery packs for Oct-PE2026, the Group has taken into account the historical sales orders for the six months ended 30 June 2026 and the expected demand for the products based on the sales orders or indication from, and discussion with, Jiangsu Yaoning Group. The Group has obtained demand indication from Jiangsu Yaoning Group providing the target number of lithium-ion battery packs and related products expected to be placed in Oct-PE2026 and confirmed sales orders in July and September 2026 (the “**Confirmed Sales Orders**”). We have obtained and reviewed the Confirmed Sales Orders, which are equal to the estimated sales volume of lithium-ion powered battery packs for Oct-PE2026 and are expected to be delivered during that period. As the estimated sales volume of lithium-ion powered battery packs for Oct-PE2026 is determined with reference to the historical sales orders for the six months ended 30 June 2026 and supported by the Confirmed Sales Orders for Oct-PE2026, we consider the estimated sales volume of lithium-ion powered battery packs for Oct-PE2026 is reasonable.

FY2027 and FY2028: The proposed Sales Annual Cap for FY2027 represents a significant increase of approximately RMB22.6 million, or 47%, when compared to the annualised amount based on the aggregate of historical sales amount for the six months ended 30 June 2026 and the proposed Sales Annual Cap for Oct-PE2026. The proposed Sales Annual Cap for FY2028 further increases by approximately RMB36 million, or 51%, when compared to the proposed Sales Annual Cap for FY2027. We understand from the management of the Company that the proposed Sales Annual Caps for FY2027 and FY2028 were determined based on discussion with Jiangsu Yaoning Group, which indicates that demand for lithium-ion powered battery packs will increase by 62% and 50% in FY2027 and FY2028 on a year-on-year basis, representing a CAGR of approximately 56% from 2026 to 2028.

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We understand from the management of the Company that the lithium-ion battery packs will be mainly supplied to the electric vehicle manufacturers in the Indonesian market to produce electric vehicles through the Jiangsu Yaoning Group since Zhejiang Geely Group began to develop the Indonesian market in mid-2025. In light of the fact that the demand of the lithium-ion battery packs supplied by the Group is primarily driven by the Indonesian market, we have performed research from the public domain on the electric vehicles market in Indonesia. Based on the Association of Indonesian Automotive Industries (Gaikindo) (“**Gaikindo**”), which is a national association representing Indonesia’s automotive manufacturers and industry stakeholders, providing market data, industry insights and policy advocacy (<https://www.gaikindo.or.id/en/electric-car-sales-in-indonesia-improving-byd-achieves-threefold-increase-since-2023/#>), the sales of Indonesia’s electric vehicle jumped from approximately 17,000 units in 2023 to approximately 43,000 units in 2024, representing a growth of approximately 153% and further surged approximately 142% to 103,900 units in 2025. Furthermore, an independent market research company, Research and Markets (“**Research and Markets**”), forecasts the electric vehicles market in Indonesia to grow at a CAGR of 69.2% from 2026 to 2030 in terms of value (<https://www.researchandmarkets.com/reports/6241789/indonesia-electric-vehicle-market-size-and#tag-pos-401>). In view of the positive outlook of electric vehicles market in Indonesia, we consider that there is sufficient market demand to support the Group’s estimated sales volume of lithium-ion powered battery packs for FY2027 and FY2028. We consider that both Gaikindo and Research and Markets provide reliable source of data for understanding the Indonesian electric vehicle market as (i) Gaikindo has over 20 years of experience in providing online market data for Indonesian automotive sector and is regarded as a strategic partner by the Indonesian government in providing comprehensive data as a basis for formulating regulation; and (ii) Research and Markets being one of the world’s largest market research store possesses over 20 years of experience.

- In assessing the fairness and reasonableness of the current and forecast transaction prices of lithium-ion powered battery pack, we noted that the Group estimated the transaction price of lithium-ion powered battery pack for the proposed Sales Annual Caps for Oct-PE2026, FY2027 and FY2028 based on prevailing market prices of lithium-ion powered battery pack from the website of TrendForce (Shenzhen) Consultant Co., Ltd. (“**TrendForce**”), which is an independent global high-tech industry research institution providing industry-related information including market quotes, latest development, insight and analysis of the technology industry. TrendForce is widely regarded as an industry platform for monitoring market dynamics and industry trends. We consider that the

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website of TrendForce is a reputable source for the Group to estimate the transaction price of lithium-ion powered battery pack for the purpose of determining proposed Sales Annual Caps.

Given the above, we consider the estimated transaction price of lithium-ion powered battery pack, which is determined based on the public information extracted from TrendForce, used in estimating the proposed Sales Annual Caps for Oct-PE2026, FY2027 and FY2028 is fair and reasonable.

- The Company also applied a buffer of 10% to the expected transaction amounts to cater for any possible increase in demand from Jiangsu Yaoning Group and/or fluctuation in the market price of lithium-ion battery packs for the proposed Sales Annual Caps for Oct-PE2026, FY2027 and FY2028. To ascertain if the buffer is fair and reasonable, we have performed research, on best effort basis, on the market price of lithium-ion battery pack for 2024 to 2026 as available from the website of TrendForce and Shanghai Metals Market (“SMM”) and noted that the annual fluctuation of such price was approximately 7% to 19%, we consider the buffer of 10% under the 2026 Sales Framework Agreement is within the range and is fair and reasonable. We consider TrendForce to be a reliable source, as explained above. We also regard SMM as a reliable source to provide market price data as it is a globally recognised integrated service portal for the non-ferrous metal industry, providing benchmark prices, analysis and industry information, and has served as an industry benchmark for over 20 years.

Our view

Having considered the above, in particular, (i) the fact that the estimated sales volume of lithium-ion powered battery packs for Oct-PE2026 is mainly determined with reference to the historical sales orders and the Confirmed Sales Orders; and (ii) the estimated sales volume of lithium-ion powered battery packs for FY2027 and FY2028 are estimated with reference to the historical sales orders and the potential for the electric vehicles market in Indonesia, we concur with the Directors’ view that it is fair and reasonable and in the interests of both the Company and the Shareholders to set the proposed Sales Annual Caps at the proposed levels. However, as the Sales Annual Caps relate to future events and are based on assumptions that may or may not remain valid for the whole period up to 31 December 2028, we express no opinion as to how closely the transactions contemplated under the 2026 Sales Framework Agreement shall correspond to the Sales Annual Caps.

4. Background and Reasons for and benefits of entering into the 2026 Purchase Framework Agreement

As stated in the Letter from the Board, Jiangsu Yaoning and its subsidiaries are specialised in lithium battery production and has built up a good reputation in the industry. Since 1 January 2023, Jiangsu Yaoning and its subsidiaries had supplied lithium-ion battery cells, modules and related products to the Company under the purchase framework agreement dated 11 September 2023 entered into between the Company and Zhejiang Yaoning. On 27 October 2025, Zhejiang Yaoning transferred all its holding of 66.33% equity interest in Jiangsu Yaoning to Zhejiang Geely, and Jiangsu Yaoning and its subsidiaries, inter alios, Jianhu Yaoning Group, have become members of Zhejiang Geely Group. It is expected that the Group will continue to procure lithium-ion battery cells, modules and related products from them and subsequently assembles them into battery products suitable for various types of vehicles before selling them to customers. The products purchased from Zhejiang Geely Group are a component part of the lithium-ion battery pack, and through the 2026 Purchase Framework Agreement, the Group will be able to leverage on this advantage and utilise these supply chain resources to secure a sizable and stable supply of lithium-ion battery cells, modules and related products. The 2026 Purchase Framework Agreements will also allow the Group to capture the synergy between Jianhu Yaoning Group and the Group, and contribute to the operational and business development of the Group.

Taking into account the fact that (i) the 2026 Purchase Framework Agreement allows the Group to secure a sizable and stable supply of lithium-ion battery cells, modules and related products; and (ii) our analysis and view on the major terms of the 2026 Purchase Framework Agreement (as explained below), we concur with the Directors that the entering into of the 2026 Purchase Framework Agreement is within the ordinary and usual course of the Group's business and in the interests of the Company and the Shareholders as a whole.

5. The 2026 Purchase Framework Agreement

5.1 Principal terms of the 2026 Purchase Framework Agreement

Major terms of the 2026 Purchase Framework Agreement are summarised below:

Subject matter

Pursuant to the 2026 Purchase Framework Agreement, the Group shall purchase lithium-ion battery cells, modules and related products from Jianhu Yaoning Group. The exact model and volume of goods sold by Jianhu Yaoning Group to the Group and the dates of delivery will be provided in separate purchase orders.

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Term

The 2026 Purchase Framework Agreement has a term of commencing from the 31 August 2026 to 31 December 2028.

Payment terms

Payments for the products under the 2026 Purchase Framework Agreement shall be settled within 30 days from the date of receipt of the invoice.

Conditions

The 2026 Purchase Framework Agreement shall only become effective upon the Company having completed all necessary internal procedures (including obtaining approval of the Shareholders and/or the Board in accordance with the GEM Listing Rules), and having obtained all necessary approvals and consents from the Stock Exchange and other third parties (including relevant regulatory authorities, government or official authorities).

Pricing basis

The price of goods under the 2026 Purchase Framework Agreement will be negotiated on an arm's length basis with reference to the prevailing market price and determined in the ordinary course of business on normal commercial terms or on terms no less favourable than those offered by independent third parties and will be specified in separate purchase orders.

Our view on pricing basis

To ascertain whether the purchase price of lithium-ion battery cells, modules and related products was determined with reference to the prevailing market price according to the pricing basis, we have obtained from the Company and reviewed the transaction documents of the two largest transactions in terms of transaction amounts for each of FY2023, FY2024 and FY2025, being a total of six selected samples, relating to the Company's historical transactions with Zhejiang Yaoning under the 2023 Purchase Framework Agreement for the Review Period. We consider that the selected samples are fair and representative for the purpose of our assessment, given that they represented the largest transactions for each of the relevant years during the Review Period and were selected by us independently from the historical transaction list for the 2023 Purchase Framework Agreement during Review Period. Based on our review of the selected samples, we noted that the purchase price of lithium-ion battery cells, modules and related products was determined with reference to the prevailing market price and on terms no less favourable to the Company than those offered by the independent third parties.

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Based on the above, we concur with the view of the Directors that the terms of the 2026 Purchase Framework Agreement are fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

5.2 Fairness and reasonableness of the 2026 Purchase Framework Agreement Annual Caps

The table below sets out (i) the approved annual caps (excluding value-added tax); and (ii) the historical actual amounts in respect of the 2023 Purchase Framework Agreement for the following periods:

	For the period from 11 September 2023 to 31 December 2023 RMB'000	For the year ended 31 December 2024 RMB'000	For the year ended 31 December 2025 RMB'000	For the period from 1 January 2026 to 10 September 2026 RMB'000
Approved annual caps	42,000	103,000	129,000	72,000
Historical actual amounts	3,600	2,500	23,100	— ^{Note}

Note: On 27 October 2025, Zhejiang Yaoning transferred all its holding of 66.33% equity interest in Jiangsu Yaoning to Zhejiang Geely, and Jiangsu Yaoning and its subsidiaries, *inter alios*, Jianhu Yaoning Group, have become members of Zhejiang Geely Group. As such, the transaction amount between the Group and Zhejiang Yaoning in early 2026 is nil. The unaudited historical transaction amounts with Jianhu Yaoning Group were approximately RMB761,000 for the period from 1 January 2026 to 30 June 2026.

As stated in the Letter from the Board, the low historical utilisation of the annual caps under the 2023 Purchase Framework Agreement was primarily attributable to a significant decline in orders for the relevant new energy vehicle models. Due to lower-than-expected customer demand for new energy vehicles, the challenging market environment at the time, and a decrease in the production volumes of Zhejiang Geely Group, the Group's purchases of lithium-ion battery packs and related products declined substantially in 2024. Accordingly, the actual transaction amounts remained below the historical annual caps under the 2023 Purchase Framework Agreement. In mid-2025, Zhejiang Geely Group commenced expanding its business in Indonesia. As a result, purchase volumes of lithium-ion battery-packs from Zhejiang Geely Group gradually increased from the second half of 2025 through the first half of 2026.

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It is expected that for the period from 31 August 2026 ending 31 December 2026 (“**Sep-PE2026**”), FY2027 and FY2028, the aggregate transaction amounts of lithium-ion battery cells, modules and related products to be purchased by the Group from Jianhu Yaoning Group will not exceed the following respective amounts and such amounts have been set as the proposed caps for the relevant continuing connected transactions contemplated under the 2026 Purchase Framework Agreement accordingly:

	For the period from 31 August 2026 to 31 December 2026 RMB'000	For the year ending 31 December 2027 RMB'000	For the year ending 31 December 2028 RMB'000
Proposed Purchase Annual Caps	25,000	54,000	80,000

As set out in the Letter from the Board, the proposed Purchase Annual Caps were determined based on (i) the historical purchase volume of lithium-ion powered battery cells, modules and related products for recent years under the 2023 Purchase Framework Agreement; (ii) an expected increase in the purchase volume of lithium-ion powered battery cells, modules and related products for Sep-PE2026, FY2027 and FY2028, respectively, with reference to the estimated sales volume of lithium-ion powered battery packs from Jiangsu Yaoning Group; (iii) the current market price of lithium-ion powered battery cells, modules and related products in the market for Sep-PE2026 and expect to remain stable for FY2027 and FY2028; and (iv) buffer of 10% to the expected transaction amounts to cater for any possible increase in demand from Jiangsu Yaoning Group and/or fluctuation in the market price of lithium-ion battery cells, modules and related products for the proposed Purchase Annual Caps of Sep-PE2026, FY2027 and FY2028.

In our assessment of the fairness and reasonableness of the proposed Purchase Annual Caps, we have reviewed and discussed with management of the Company on the underlying calculation. From our review of the aforesaid documents and discussion with management of the Company, we have taken into consideration the following:

- The estimated purchase volume of lithium-ion powered battery cells, modules and related products for Sep-PE2026, FY2027 and FY2028 are mainly determined based on the estimated sales volumes of lithium-ion powered battery packs for the respective periods as discussed in the above section headed “3.2 Fairness and reasonableness of the 2026 Sales Framework Agreement Annual Caps”.

Sep-PE2026: We noted that the proposed Purchase Annual Caps for Sep-PE2026 amounting to RMB25 million represents a significant increase of approximately RMB24.2 million as compared to the historical purchase amount for the six months ended 30 June 2026. We understand that the estimated purchase volume of lithium-ion powered battery cells, modules and related products for Sep-PE2026 is mainly determined based on the required quantities of lithium-ion powered battery cells, modules and related products to produce (i) a confirmed sales order, which is expected to be delivered in October 2026 under the 2023 Sales Agreement (the “**Confirmed Sales Order B**”); and (ii) the estimated sales volume of lithium-ion powered battery packs for the proposed Sales Annual Cap for Oct-PE2026. We have obtained and reviewed the Confirmed Sales Order B, which represents approximately 24% of the proposed Purchase Annual Cap for Sep-PE2026. On such basis and as the estimated purchase volume of lithium-ion powered battery cells, modules and related products is based on the estimated sales volume of lithium-ion powered battery packs for Sep-PE2026, we consider the estimated purchase volume of lithium-ion powered battery cells, modules and related products for Sep-PE2026 is fair and reasonable.

FY2027 and FY2028: The proposed Purchase Annual Cap for FY2027 represents a significant increase of approximately RMB19.7 million, or 57%, when compared to the annualised amount based on the aggregate of historical purchase amount for the six months ended 30 June 2026 and the proposed Purchase Annual Cap for Sep-PE2026. The proposed Purchase Annual Cap for FY2028 further increases by approximately RMB26 million, or 48%, when compared to the proposed Purchase Annual Cap for FY2027. We note that such increase is mainly attributable to the expected increase in purchase volumes of lithium-ion powered battery cells, modules and related products to produce the estimated sales volumes of lithium-ion powered battery packs for FY2027 and FY2028, which increase by 38% and 50% in FY2027 and FY2028 on a year-on-year basis. For the analysis of the market growth in supporting the estimated sales growth in FY2027 and FY2028, please refer to above section headed “3.2 Fairness and reasonableness of the 2026 Sales Framework Agreement Annual Caps”.

- In assessing the fairness and reasonableness of the current and forecast transaction prices of lithium-ion powered battery cells, modules and related products, we noted that the Group estimated the purchase price of lithium-ion powered battery cells, modules and related products for the proposed Purchase Annual Caps for Sep-PE2026, FY2027 and FY2028 based on the prevailing market prices of lithium-ion powered battery cells, modules and related products from the website of TrendForce, which is an independent global high-tech industry research institution providing industry-related information including market quotes, latest development, insight and analysis of the

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technology industry. TrendForce is widely regarded as an industry platform for monitoring market dynamics and industry trends. We consider that the website of TrendForce is a reputable source for the Group to estimate the transaction price of lithium-ion powered battery cells, modules and related products for the purpose of determining proposed Purchase Annual Caps.

Given the above, we consider the estimated transaction price of lithium-ion powered battery cell modules and related products, which is determined based on the public information extracted from TrendForce, used in estimating the proposed Purchase Annual caps for Sep-PE2026, FY2027 and FY2028 is fair and reasonable.

- The Company applied a buffer of 10% to the expected transaction amounts to cater for any possible increase in demand from Jiangsu Yaoning Group and/or fluctuation in the market price of lithium-ion battery cells, modules and related products for the proposed Purchase Annual Caps of Sep-PE2026, FY2027 and FY2028. To ascertain if the buffer is fair and reasonable, we have performed research, on best effort basis, on the market price of lithium-ion battery cells for 2024 to 2026 as available from the website of TrendForce and SMM and noted that the annual fluctuation of price was approximately 7% to 11%, we consider the buffer of 10% under the 2026 Purchase Framework Agreement is within the range and is fair and reasonable.

Our view

Based on the factors, reasons and our analysis explained above and our review of the underlying calculations from the Company, we concur with the Directors' view that it is fair and reasonable and in the interests of both the Company and the Shareholders to set the proposed Purchase Annual Caps at the proposed levels. However, as the Purchase Annual Caps relate to future events and are based on assumptions that may or may not remain valid for the whole period up to 31 December 2028, we express no opinion as to how closely the transactions contemplated under the 2026 Purchase Framework Agreement shall correspond to the Purchase Annual Caps.

6. Internal control measures

For details of the Group's internal control measures, please refer to the paragraph headed "*Internal Control Measures*" in the Letter from the Board.

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Our view

Based on our discussion with the management of the Company on the internal control measures that govern the transaction contemplated under the 2026 Sales Framework Agreement and 2026 Purchase Framework Agreement and our review of the internal control procedures that include:

- (i) the Group has formulated internal audit procedures to track, monitor and evaluate the transaction amounts under the 2026 Sales Framework Agreement and the 2026 Purchase Framework Agreement on a monthly basis, so as to ensure the Annual Caps are not exceeded;
- (ii) to conduct the market research on the prevailing market price, the Group will collect market information and keep track of the changes in the industry, especially the selling prices of similar lithium-ion batteries through different sources, including but not limited to quotation(s) from independent third parties (if any) or transfer pricing analysis report(s) prepared by an independent certified public accountant or a similarly qualified institution, if there is no prevailing market price to determine market rates for the products. The Group will also collect information regarding the profit margin and costs of raw materials in the market from popular websites. The finance and accounting department of the Group will also review the relevant cost items incurred by the Group for manufacturing the products, on a quarterly basis (or more frequently in the case of substantial market changes such as a material shortage of research personnel, coupled with the latest business developments of the Group), to ensure the accuracy of such costs;
- (iii) if it is required to revise the selling price of the lithium-ion batteries and/or purchase price of the lithium-ion battery cells/modules, the sales and procurement and finance departments should hold a meeting to confirm and revise the selling/purchase price with reference to the market. The price should be reviewed and approved by at least two executive Directors or non-executive Director;
- (iv) the above internal control measures are supervised and monitored by the management of the Company to ensure the 2026 Sales Framework Agreement and the 2026 Purchase Framework Agreement are conducted on normal commercial terms, in the ordinary course of business and will not be prejudicial to the interests of the Company and the Shareholders as a whole;
- (v) the Group will conduct assessment at least annually on the internal control measures for all continuing connected transactions to ensure such internal control measures have been adhered to and are effective;

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- (vi) the independent non-executive Directors will also conduct a review on all continuing connected transactions each year and confirm that the transactions have been conducted in the ordinary and usual course of business of the Group, on normal commercial terms or better, and in accordance with the agreements governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole; and
- (vii) the Company will also engage its independent auditors to report on transactions under the 2026 Sales Framework Agreement and the 2026 Purchase Framework Agreement at the end of each financial year. The independent auditors will review and confirm in the annual report whether transactions under the 2026 Sales Framework Agreement and the 2026 Purchase Framework Agreement have been approved by the Board, are in compliance with the pricing policies of the relevant agreement governing the transactions, and have not exceeded the relevant Annual Caps. The Board will consider the results from the above reviews and take action to further strengthen the internal control measures on all continuing connected transactions of the Group, where necessary.

we consider that the Company has sufficient and effective internal control measures in place to ensure that (i) the proposed Sales Annual Caps and the proposed Purchase Annual Caps will not be exceeded (or if it is expected to be exceeded, the Company will consider measures to be taken in a timely manner, which include restricting the amount of the continuing connected transactions or re-complying with disclosure and independent shareholders' approval requirement under the GEM Listing Rules); and (ii) the selling price and purchase prices will be determined on normal commercial terms or on terms no less favourable to the Group than those offered by independent third parties (through adopting internal procedures to compare the terms offered to Jianhu Yaoning Group or by Jiangsu Yaoning Group with quotations or data on market prices).

7. Requirements by the GEM Listing Rules Regarding the Continuing Connected Transactions

Pursuant to Rules 20.53 to 20.57 of the GEM Listing Rules, the transactions contemplated under the 2026 Sales Framework Agreement and 2026 Purchase Framework Agreement are subject to the following annual review requirements:

- (a) each year the independent non-executive Directors must review the transactions contemplated under the 2026 Sales Framework Agreement and 2026 Purchase Framework Agreement and confirm in the annual report that the transactions contemplated under the 2026 Sales Framework Agreement and 2026 Purchase Framework Agreement have been entered into:
 - in the ordinary and usual course of business of the Company;
 - on normal commercial terms or better; and

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- according to the agreement governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole.
- (b) each year the auditors of the Company must provide a letter to the Board confirming that the transactions contemplated under the 2026 Sales Framework Agreement and 2026 Purchase Framework Agreement:
- have received the approval of the Board;
 - are, in all material respects, in accordance with the pricing policies of the Company if the transactions involve provision of goods or services by the Company;
 - have been entered into, in all material respects, in accordance with the relevant agreement governing the transactions contemplated under the 2026 Sales Framework Agreement and 2026 Purchase Framework Agreement; and
 - have not exceeded the Sales Annual Caps and Purchase Annual Caps.
- (c) the Company must allow, and ensure that the relevant counterparty to the transactions contemplated under the 2026 Sales Framework Agreement and 2026 Purchase Framework Agreement allows, the Company's auditors sufficient access to their records for the purpose of reporting on the transactions contemplated under the 2026 Sales Framework Agreement and 2026 Purchase Framework Agreement. The Board must state in the annual report whether its auditors have confirmed the matters stated in paragraph (b) above; and
- (d) the Company must promptly notify the Stock Exchange and publish an announcement in accordance with the GEM Listing Rules if it knows or has reason to believe that the independent non-executive Directors and/or the auditors of the Company cannot confirm the matters set out in paragraphs (a) and/or (b) above respectively.

In light of the reporting requirements attached to the transactions contemplated under the 2026 Sales Framework Agreement and 2026 Purchase Framework Agreement, in particular, (i) the restriction of the value of the transactions contemplated under the 2026 Sales Framework Agreement and 2026 Purchase Framework Agreement by way of the Sales Annual Caps and Purchase Annual Caps; and (ii) the ongoing review by the independent non-executive Directors and the auditors of the Company on the terms of the transactions contemplated under the 2026 Sales Framework Agreement and 2026 Purchase Framework Agreement and the Sales Annual Caps and Purchase Annual Caps not being exceeded, we are of the view that appropriate measures are in place to govern the conduct of the transactions contemplated under the 2026 Sales Framework Agreement and 2026 Purchase Framework Agreement and safeguard the interests of the Company and the Shareholders as a whole.

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CONCLUSION AND RECOMMENDATION

Based on our analysis and work done set out above, we consider that the entering into of the 2026 Sales Framework Agreement and 2026 Purchase Framework Agreement and the continuing connected transactions contemplated thereunder (including the Annual Caps) are on normal commercial terms, fair and reasonable, in the ordinary and usual course of business of the Group and in the interests of the Company and the Shareholders as a whole.

We advise the Independent Board Committee to recommend, and we ourselves recommend, the Independent Shareholders to vote in favour of the ordinary resolutions to be proposed at the EGM in relation to the 2026 Sales Framework Agreement and 2026 Purchase Framework Agreement and the transactions contemplated thereunder (including the Annual Caps).

Yours faithfully,

For and on behalf of

Ballas Capital Limited

Alex Lau

Michelle Tse

Managing Director

Director

Note: Mr. Alex Lau has been a responsible officer of Type 6 (advising on corporate finance) regulated activity since 2003 and Miss Michelle Tse has been a licensed representative of Type 6 (advising on corporate finance) regulated activity from 2010 to 2015 and since 2019.

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in this circular misleading.

2. DISCLOSURE OF INTERESTS

(a) Interests and short positions of the Directors and chief executives in the shares, the underlying shares and debentures of the Company or any associated corporation

As at the Latest Practicable Date, the interests and short positions of the Directors and the chief executives of the Company in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to Rule 5.46 to 5.67 of the GEM Listing Rules, relating to the required standards of dealing by directors of listed issuers, to be notified to the Company and the Stock Exchange were as follows:

Long positions in the Shares and underlying shares of the Company

Number of directors	Number of shares in the Company			Total	Approximate percentage of shareholding (%)
	Beneficial owner	Interest of spouse	Interest of controlled corporation		
Xu Zhihao	422,000,000	—	—	422,000,000	2.90

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or chief executives of the Company or their associates had, any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which are notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under the provisions of the SFO), or which are required,

pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required pursuant to Rule 5.46 to 5.67 of the GEM Listing Rules to be notified to the Company and the Stock Exchange.

(b) Substantial Shareholders' and other persons' interests and short positions in the shares and underlying shares of the Company

As at the Latest Practicable Date, the following persons, other than the Directors or chief executives of the Company, had interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of Part XV of the SFO:

Long positions and short positions of Substantial Shareholders in the ordinary shares of HK\$0.001 each of the Company

Name of shareholder	Number of shares in the Company				Approximate percentage of shareholding (%)
	Beneficial owner	Interest of spouse	Interest of controlled corporation	Total	
Mr. Li (Note 1)	103,064,000	50,000,000	9,700,374,675	9,853,438,675(L)	67.70
Geely International Technology Limited (Note 1)	1,850,675,675	—	7,849,699,000	9,700,374,675(L)	66.65
Hong Bridge Capital Limited	7,849,699,000	—	—	7,849,699,000(L)	53.93
Geely International (Note 2)	250,675,675	—	—	250,675,675(S)	1.72
Zhejiang Geely (Note 2)	—	—	250,675,675	250,675,675(S)	1.72

Notes:

1. Mr. Li holds 91.08% equity interest of Zhejiang Geely and ultimately controls Geely Technology Group (which is the ultimate holding company of Hong Bridge Capital Limited and Geely International Technology Limited).
2. Zhejiang Geely holds 100% equity interest of Geely International.

Save as disclosed above, as at the Latest Practicable Date, the Company had not been notified by any other persons (other than the Directors or chief executives of the Company) who had interests or short positions in the shares or underlying

shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

3. INTEREST IN ASSETS

As at the Latest Practicable Date, none of the Directors had any interest, direct or indirect, in any asset which has been, since 31 December 2025, being the date to which the latest published audited financial statements of the Company were made up, acquired or disposed of by or leased to any member of the Group, or was proposed to be acquired or disposed of by or leased to any member of the Group.

4. INTERESTS IN CONTRACTS

As at the Latest Practicable Date, no contracts or arrangements were subsisting in which a Director was materially interested and which were significant in relation to the business of the Group.

5. INTERESTS IN COMPETING BUSINESS

As at the Latest Practicable Date, in so far as the Directors were aware of, none of the Directors, controlling Shareholders and their respective close associates was interested in any business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

6. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors has any existing or proposed service contract with any member of the Group which is not expiring or terminable by the Group within one year without payment of compensation (other than statutory compensation).

7. LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation or arbitration of material importance and no litigation or claim of material importance was known to the Directors to be pending or threatened by or against any member of the Group.

8. MATERIAL ADVERSE CHANGE

The Directors confirm that there has been no material adverse change in the overall financial or trading position or outlook of the Group since 31 December 2025, being the date to which the latest published audited consolidated financial statements of the Group were made up, up to and including the Latest Practicable Date.

9. EXPERT AND CONSENT

The following expert's statements were issued on the date of this circular and were made for incorporation or reference (as the case may be) in this circular.

The following is the qualification of the expert who has given opinions in this circular:

Name	Qualification
Ballas Capital Limited	A corporation licensed to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO

The above expert has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its letter and reference to its name in the form and context in which it appears.

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, as at the Latest Practicable Date, the above expert did not have any shareholding in any member of the Group, nor did it have any right, whether legally enforceable or not, to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, as at the Latest Practicable Date, the expert named above did not have any direct or indirect interest in any assets which had since 31 December 2025, being the date to which the latest published audited accounts of the Group were made up, been acquired or disposed of by, or leased to any member of the Group, or were proposed to be acquired or disposed of by, or leased to, any member of the Group.

10. DOCUMENTS ON DISPLAY

Copies of the following documents will be published on the website of the Stock Exchange (<https://www.hkexnews.hk>) and the Company (<https://www.8137.hk>) for a period of 14 days from the date of this circular.

- a. the letter of recommendation from the Independent Board Committee to the Independent Shareholders, the text of which is set out in the section headed "Letter from the Independent Board Committee" of this circular;
- b. the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders, the text of which is set out in the section headed "Letter from the Independent Financial Adviser" of this circular;
- c. the written consent referred to under the paragraph headed "9. Expert and Consent" in this appendix;

- d. the 2026 Sales Framework Agreement;
- e. the 2026 Purchase Framework Agreement; and
- f. this circular.

11. GENERAL

- (a) The registered office of the Company is situated at P.O. Box 31119, Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205, Cayman Islands.
- (b) The head office and principal place of business of the Company in Hong Kong is situated at Unit 5402, 54th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong.
- (c) The secretary of the Company is Mr. Li Yat Ming, who is a Certified Public Accountant in Hong Kong and is a fellow member of the Hong Kong Institute of Certified Public Accountants. Mr. Li is also a member of Hong Kong Securities and Investment Institute and the Hong Kong Investor Relations Association.
- (d) The branch share registrar and transfer office of the Company in Hong Kong is Union Registrars Limited, Suites 3301-04, 33rd Floor, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong.
- (e) This circular is prepared in both English and Chinese. In the event of inconsistency, the English text shall prevail.

NOTICE OF EXTRAORDINARY GENERAL MEETING



HONBRIDGE HOLDINGS LIMITED

洪橋集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8137)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Honbridge Holdings Limited (the “**Company**”) will be held at Unit 5402, 54th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Tuesday, 10 November 2026 at 10:00 a.m. for the purpose of considering and, if thought fit, pass the following resolutions with or without amendments as an ordinary resolutions of the Company. Capitalised terms defined in the circular dated 20 October 2026 issued by the Company (the “**Circular**”) shall have the same meanings when used herein unless otherwise specified:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the 2026 Sales Framework Agreement (a copy of which is tabled at the meeting and marked A and initialled by the chairman of the meeting for identification purpose), the Sales Annual Caps and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary be and is/are hereby authorised to execute all such other documents, instruments and agreements and to do all such acts or thing deemed by him/her to be incidental to, ancillary to or in connection with the 2026 Sales Framework Agreement, the Sales Annual Caps and the matters and transactions contemplated thereunder.”

2. “**THAT:**

- (a) the 2026 Purchase Framework Agreement (a copy of which is tabled at the meeting and marked B and initialled by the chairman of the meeting for identification purpose), the Purchase Annual Caps and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (b) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary be and is/are hereby authorised to execute all such other documents, instruments and agreements and to do all such acts or thing deemed by him/her to be incidental to, ancillary to or in connection with the 2026 Purchase Framework Agreement, the Purchase Annual Caps and the matters and transactions contemplated thereunder.”

Yours faithfully,
On behalf of the Board
Honbridge Holdings Limited
Xu Zhihao
Chairman

Hong Kong, 20 October 2026

Notes:

1. For determining the entitlement of Shareholders to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, 5 November 2026 to Tuesday, 10 November 2026, both days inclusive, during which period no transfer of Shares will be registered. The record date to attend and vote at the EGM will be Tuesday, 10 November 2026.
2. In order to be eligible to attend and vote at the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33rd Floor, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration no later than 4:00 p.m. on Wednesday, 4 November 2026.
3. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. Shareholders may consider appointing the chairman of the EGM as his/her proxy to vote on the resolutions, instead of attending the EGM in person. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy needs not be a shareholder of the Company.
4. In order to be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33rd Floor, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude any member from attending and voting in person at the meeting or any adjourned meeting thereof should he so wish.
5. In case of joint shareholdings, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholdings.
6. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the EGM, the meeting will be postponed. The Company will post an announcement on the website of Company at www.8137.hk and on the website of the Stock Exchange at www.hkexnews.hk to notify shareholders of the date, time and place of the rescheduled meeting.

NOTICE OF EXTRAORDINARY GENERAL MEETING

As at the date of this notice, the Board comprises Mr. Xu Zhihao, Mr. Xu Bing, Mr. Chen Shengjie and Ms. Gu Wenting as executive Directors; Dr. Wang Jiwei, Mr. Wang Baogang and Mr. Huang Yongzhong as independent non-executive Directors.