

CONNECTED TRANSACTIONS

OUR CONNECTED PERSONS

We engage in certain transactions with the following connected persons from time to time in our ordinary and usual course of business, which will constitute continuing connected transactions under Chapter 14A of the Listing Rules upon the [REDACTED]:

Connected persons	Connected relationships
Fujian Contemporary Nebula Technology Energy Co., Ltd. (“CNTE”)	As of the Latest Practicable Date, CNTE was indirectly controlled as to over 30% by our substantial shareholder, Mr. Huang Shilin. Therefore, CNTE is an associate of Mr. Huang Shilin and will become a connected person of our Company upon the [REDACTED].
Suzhou Contemporary Synland Technology Co., Ltd. (“Synland”)	As of the Latest Practicable Date, Synland was a non-wholly owned subsidiary of our Company, which was held by the Group as to approximately 87.99% and indirectly controlled as to 10% by our executive Director, Mr. Li Ping. Therefore, Synland is a connected subsidiary of our Company and will become a connected person of our Company upon the [REDACTED].
Ningbo Contemporary Brunp Lygend Co., Ltd. (“CBL”) . . .	As of the Latest Practicable Date, CBL was a non-wholly owned subsidiary of our Company, which was held by the Group as to approximately 75.43% and controlled as to approximately 12.57% by our substantial shareholder, Xiamen Ruiting. Therefore, CBL is a connected subsidiary of our Company and will become a connected person of our Company upon the [REDACTED].

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OUR FULLY-EXEMPT CONTINUING CONNECTED TRANSACTIONS

We engage in the following transactions with our connected persons from time to time and plan to continue these transactions after the [REDACTED]. The details of the relevant transactions are set out below:

Nature of the transactions	Counterparty	Pricing basis	Applicable Listing Rules
Procurement of commissioned processing services of energy storage related products . . .	CNTE	Determined after arm’s length negotiations with reference to the costs of providing such services.	14A.76(1)
Sales of ESS battery related products and accessories . . .	CNTE	Determined after arm’s length negotiations with reference to the market price.	14A.76(1)
Procurement of domain controller-related products and commissioned processing services	Synland	Determined after arm’s length negotiations with reference to the market price and/or the cost of providing such services.	14A.76(1)
Provision of administrative, human resources and technical consultation services	CBL and its subsidiaries	Determined after arm’s length negotiations with reference to the costs of providing such services.	14A.76(1)

As each of the above transactions is carried out on normal commercial terms and the highest applicable percentage ratio calculated under Chapter 14A of the Listing Rules is expected to be less than 0.1%, each of the above transactions will be fully exempt from the reporting, annual review, announcement, circular and independent Shareholders’ approval requirements under Chapter 14A of the Listing Rules.

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OUR PARTIALLY-EXEMPT CONTINUING CONNECTED TRANSACTION

We supply to Synland battery-related products and accessories (including but not limited to battery cells) as it may require from time to time (the “**Products Sale Transactions to Synland**”), and plan to continue these transactions after the [REDACTED]. The details of these transactions are set out below:

Nature of the transaction	Counterparty	Applicable Listing Rules	Waiver sought	Proposed annual cap for the year ending December 31, 2025
Sales of battery-related products and accessories . . .	Synland	14A.76(2)(a)	Announcement requirement	RMB480 million

Reasons for the Transaction

Synland is a non-wholly owned subsidiary of our Company, and is principally engaged in the R&D, manufacturing and sales of electric chassis of CV. We are familiar with the business requirements, quality standards and operational requirements of Synland for the relevant products and accessories. The supply to Synland facilitates the production and sales of its products, thereby expanding our Group’s sales scale and driving our revenue growth.

Pricing Policies

The fees to be charged by our Group for the battery-related products and accessories supplied to Synland shall be determined through commercial negotiation between the parties on an arm’s length basis, primarily based on prices of products of similar natures that our Group supplies to other Independent Third Parties in the market, and taking into account various factors including but not limited to product types, transaction volumes and production costs.

Historical Transaction Amounts

For the years ended December 31, 2022, 2023 and 2024, the historical transaction amounts for our supply of battery-related products and accessories to Synland were approximately RMB5.99 million, RMB14.83 million and RMB36.67 million, respectively.

Proposed Annual Cap and Basis of Determination

For the year ending December 31, 2025, the proposed annual cap of the transaction amount to be paid to us by Synland for its purchase of our battery-related products and accessories is expected to be not more than RMB480 million.

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During the Track Record Period, the battery related products and accessories procured by Synland were mainly for the R&D and testing of its new products. After several years of R&D preparations, certain new products of Synland will commence commercialization in 2025. For example, in March 2025, Synland released the “KunSpeed Chassis Solutions for Commercial Vehicles” and reached strategic development collaboration with several automotive OEMs. As a result, the historical transaction records between our Group and Synland are not considered a meaningful reference for determining the proposed annual cap of the connected transactions in 2025. Instead, the proposed annual cap has been determined with reference to, among others, the following factors:

- (i) the value of existing contracts and our anticipated supply of battery-related products and accessories to Synland in 2025, driven by its business development needs; and
- (ii) other factors, including but not limited to the projected unit prices of our battery-related products and accessories, which reflect costs and expenses including raw material costs, labor expenses, and prevailing market trends.

Listing Rules Implications

As the highest applicable percentage ratio calculated under Chapter 14A of the Listing Rules for the year ending December 31, 2025 is expected to exceed 0.1% but less than 5%, the Products Sale Transactions to Synland will constitute a partially-exempt continuing connected transaction of our Company after the [REDACTED] that are subject to the reporting, annual review and announcement requirements under Chapter 14A of the Listing Rules, but are exempt from the independent Shareholders’ approval requirements under Chapter 14A of the Listing Rules.

Waivers

As the Products Sale Transactions to Synland is expected to be conducted on a regular and ongoing basis as fully disclosed in this document, our Directors are of the view that compliance with the announcement requirements under Rule 14A.35 of the Listing Rules would be an unnecessary burden and in particular would create unnecessary administrative costs for our Company.

Accordingly, we have applied to the Stock Exchange and the Stock Exchange has [granted] a waiver for us from strict compliance with the announcement requirements under Chapter 14A of the Listing Rules in relation to the Products Sale Transactions to Synland, provided that the aggregate transaction amount of such continuing connected transactions for the year ending December 31, 2025 shall not exceed the proposed annual cap described above.

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Director’s Confirmation

Our Directors (including the independent non-executive Directors) are of the view that the above Products Sale Transactions to Synland have been and will continue to be entered into in our ordinary and usual course of business on normal commercial terms, the terms and proposed annual cap of which are fair and reasonable and in the interests of our Company and its Shareholders as a whole.

Confirmation from the Joint Sponsors

The Joint Sponsors have (i) reviewed the relevant documents and information provided by the Company in connection with the aforesaid Products Sale Transactions to Synland; and (ii) engaged in due diligence review and discussions with the management of the Company.

On the basis of the foregoing, the Joint Sponsors are of the view that the aforementioned Products Sale Transactions to Synland (in respect of which a waiver is sought) have been entered into in the ordinary and usual course of business on normal commercial terms or better, the terms and proposed annual cap of which are fair and reasonable and in the interests of the Company and its Shareholders as a whole.