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China Shuifa Singyes Energy Holdings Limited
中國水發興業能源集團有限公司

(incorporated in Bermuda with limited liability)

(Stock Code: 750)

MAJOR TRANSACTION
ACQUISITION OF 100% EQUITY INTEREST IN TARGET COMPANY

ACQUISITION OF 100% EQUITY INTEREST IN TARGET COMPANY

On 21 October 2025 (after trading hours), the Company, the Vendors and the Target Company entered into the Equity Transfer Agreement, pursuant to which (1) the Company has agreed to acquire, and the Vendors have agreed to sell, an aggregate of 100% equity interest in the Target Company at the consideration of RMB216,025,300 in cash; and (2) the Company has agreed to assume and repay the Debts of the Target Company owing to the Vendors in the total amount of RMB383,974,700 to the Vendors in cash. The total Consideration for the Acquisition is therefore RMB600,000,000.

FINANCIAL EFFECT OF THE ACQUISITION

After taking into account of the cash consideration for the Target Equity Interest of approximately RMB216 million, the appraised value of the Target Equity Interest in the amount of approximately RMB246 million and the debts of the Target Company owing to the Vendors in the amount of approximately RMB133 million waived by the Vendors, it is estimated that upon Completion, the net assets of the Group will increase by approximately RMB133 million and a gain before tax of approximately RMB163 million is expected to be recorded by the Group.

The above calculations are estimates for illustrative purpose only and do not represent the financial position of the Group upon Completion. The actual gain/loss on the Acquisition will be determined based on the financial position of the Group upon Completion and may differ from the above estimation.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios (as calculated under Rule 14.07 of the Listing Rules) in respect of the Acquisition and the transactions contemplated thereunder exceed 25% but all are less than 100%, the Acquisition and the transactions contemplated thereunder constitute a major transaction of the Company and is therefore subject to reporting, announcement, circular and shareholders' approval requirements under Chapter 14 of the Listing Rules.

Under Rule 14.44 of the Listing Rules, Shareholders' approval for the Acquisition and the transactions contemplated thereunder may be obtained by way of written shareholders' approval in lieu of holding a general meeting if (1) no Shareholder is required to abstain from voting if the Company were to convene a general meeting for the approval of the Acquisition and the transactions contemplated thereunder; and (2) written Shareholders' approval has been obtained from a Shareholder or a closely allied group of Shareholders who together hold more than 50% of the voting rights at that general meeting to approve the Acquisition and the transactions contemplated thereunder.

The Company will obtain written approval for the Acquisition and the transactions contemplated thereunder in accordance with Rule 14.44 of the Listing Rules from Water Development (HK) Holding Co., Limited, being the beneficial owner of 1,687,008,585 Shares, representing approximately 66.92% of the issued share capital of the Company.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Shareholders has any material interest in the Acquisition and the transactions contemplated thereunder, and hence none of them would be required to abstain from voting on the resolution approving the Acquisition and the transactions contemplated thereunder if the Company were to convene a general meeting. Accordingly, no general meeting will be held by the Company for approving the Acquisition and the transactions contemplated thereunder as is permitted under Rule 14.44 of the Listing Rules.

GENERAL

Pursuant to Rule 14.41(a) of the Listing Rules, a circular containing, amongst others, (i) details of the Acquisition and the transactions contemplated thereunder; and (ii) other information required to be included in the circular under the requirements of the Listing Rules is expected to be despatched to the Shareholders on or before 31 January 2026, as additional time is required for preparation of information to be included in the circular. The Company will apply to the Stock Exchange for a waiver from strict compliance with Rule 14.41(a) of the Listing Rules in respect of the delay in despatch of the circular.

INTRODUCTION

The Board is pleased to announce that on 21 October 2025 (after trading hours), the Company, the Vendors and the Target Company entered into the Equity Transfer Agreement, pursuant to which (1) the Company has agreed to acquire, and the Vendors have agreed to sell, an aggregate of 100% equity interest in the Target Company at the consideration of RMB216,025,300 in cash; and (2) the Company has agreed to assume and repay the Debts of the Target Company owing to the Vendors in the total amount of RMB383,974,700 to the Vendors in cash. The total Consideration for the Acquisition is therefore RMB600,000,000.

THE EQUITY TRANSFER AGREEMENT

The principal terms of the Equity Transfer Agreement are set out below:

Date

21 October 2025 (after trading hours)

Parties

(i)	Purchaser:	the Company
(ii)	Vendor A:	Beijing Jingyuntong Technology Co., Ltd.* (北京京運通科技股份有限公司)
(iii)	Vendor B:	Beijing Shengyu Yuntong Photovoltaic Technology Co., Ltd.* (北京盛宇運通光伏科技有限公司)
(iv)	Target Company:	Guizhou Xingye Green Energy Technology Co., Ltd.* (貴州興業綠色能源科技有限公司)

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Vendors, the Target Company and their respective ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons.

Subject matter

Pursuant to the Equity Transfer Agreement, (1) the Company has agreed to acquire, and the Vendors have agreed to sell 100% equity interest in the Target Company at the consideration of RMB216,025,300 in cash; and (2) the Company has agreed to assume and repay the Debts of the Target Company owing to the Vendors in the total amount of RMB383,974,700 to the Vendors in cash.

Consideration

The total Consideration for the Acquisition shall be RMB600,000,000, comprising (1) the cash consideration for the Target Equity Interest of RMB216,025,300; and (2) the sum of RMB383,974,700 for the repayment of the Debts of the Target Company owing to the Vendors.

Basis of the Consideration

The Consideration was determined between the Company and the Vendors after arm's length negotiations with reference to, among others, the following factors: (i) the valuation of the Target Equity Interest in the amount of RMB246,025,300 set out in the Valuation Report prepared by the Valuer using income approach; (ii) the Equity Transfer Agreement represents a settlement proposal of the Litigation, through which the Company (after taking into account legal advice from the Group's PRC legal advisers) would be able to significantly reduce damages payable by the Group and save costs; and (iii) the amount of the Debts due to the Vendors in the sum of RMB383,974,700 (taking into account the fact that the Debts represent the net amount of debts of the Target Company owing to the Vendors after deducting debts in the amount of RMB133,125,800 waived by the Vendors).

Payment

The Consideration shall be payable by the Company to the Vendors in the following manner:

(1) After the effective date of the Equity Transfer Agreement, the Company shall pay RMB500,000,000 (the "**First Instalment**") into a custodian account maintained by the Company with a custodian bank, after which the Vendors shall transfer the Target Equity Interest to the Company.

(2) On the date of the commercial and industrial registration in respect of the transfer of the Target Equity Interest, the Vendors and the Company shall agree to the release of the First Instalment to the Vendors. In the event that the Vendors do not receive the First Instalment on 25 October 2025 released from the custodian account, the Vendors, the Company and the custodian bank shall conduct friendly negotiation; and each of the Vendors or the Company may terminate the Equity Transfer Agreement if the parties fail to reach a consent. On the date of release of the First Instalment, the Vendors shall pay interest fee of RMB4,000,000 to the Company by wiring transfer.

(3) Within 10 working days after the release of the First Instalment, the Vendors, the Target Company and Shuifa Green Energy shall lodge a written settlement agreement and application for release of preservation of assets in respect of the Litigation. The parties shall apply to the court for settlement and the release of all asset preservation measures against the cash accounts and equity interest held under the name of Shuifa Green Energy. In the event that the Vendors and the Target Company fail to lodge with the court a written settlement agreement and application, the Vendors shall return the First Instalment to the Company plus interest calculated at four (4) times of the loan prime rate.

(4) The remaining balance of RMB100,000,000 of the Consideration shall be paid in instalments. An amount equivalent to one-third of the national tariffs received by the Target Company shall be paid by the Company to the Vendors within three (3) working days after the receipt of each sum of such national tariffs.

Completion

Completion shall take place upon the completion of the commercial and industrial registration in respect of the transfer of the Target Equity Interest.

Transition audit

An accounting firm shall be jointly appointed by the Vendors and the Company to conduct a Completion audit on the Target Company for the period from 30 September 2024 to the date of Completion, which shall be completed within 30 working days after the date of Completion. The profit and loss of the Target Company, to be determined based on the Completion audit, shall be vested in the Company.

VALUATION

According to the Valuation Report, the appraised value of the market value of the Target Company was RMB246,025,300 as at 30 September 2024. In preparing the valuation, the Valuer applied the discounted cash flow analysis under the income approach based on certain assumptions to appraise the value of the Target Company, which constitutes a profit forecast under Rule 14.61 of the Listing Rules. The requirements under Rules 14.60A and 14.62 of the Listing Rules are therefore applicable.

Major assumptions

The following are the general and specific assumptions, upon which the Valuation Report is based:

General assumptions

1. Transaction assumption: the transaction assumption assumes that all assets to be appraised are already in the trading process, and the Valuer conducts valuation by market simulation based on transaction conditions of the assets to be appraised. The transaction assumption is a basic premise for an asset valuation.

2. Open market assumption: the open market assumption assumes that in respect of assets traded in the market, or assets to be traded in the market, both parties to the asset transaction have equal status and have the opportunity and time to obtain sufficient market information in order to make rational judgments about the functions, uses and transaction prices of the asset. The open market assumption is based on the assumption that assets can be traded openly in the market.

3. Continued use of assets assumption: the continued use of assets assumption assumes that the valuation method, parameters, and basis should be determined based on the continuing usage of the asset based on current use, manner of usage, scale, frequency, and conditions or on a changed basis of the asset being appraised.

4. Going concern assumption: the going concern assumption assumes that the overall assets of an enterprise will be the valuation target, i.e. the enterprise as an operating will continue as a going concern in accordance with its operating targets in the external environment that it is in; the operator of the enterprise is responsible for and capable of taking responsibilities; the enterprise operates in a legal manner and can obtain adequate profits in order to maintain its ability to continue as a going concern.

Specific assumptions

1. There having been no significant changes in the macroeconomic, industrial and development policies of the country and region in which the Target Company is located since the Valuation Date, other than those already known to the public.

2. There having been no material changes in the bases and rates of tax, policy-based levies, etc. related to the Target Company since the Valuation Date, other than those already known to the public.

3. The management of the Target Company's having performed their duties diligently as of the Valuation Date, and will continue to operate under its existing operating and management model.

4. The accounting policies adopted by the Target Company after the Valuation Date remain consistent in material respects with the accounting policies and accounting verification methods used in the Valuation Report.

5. The manner of the acquisition and utilization of the Target Company's production and business premises remain consistent and unchanged compared to those on the Valuation Date.

6. The enterprise shall continue its operations during the future operating period based on the composition of revenue and cost and operating strategy in accordance with the operating plan confirmed as of the Valuation Date. Future gains and losses resulting from changes in type of business due to changes in management, operating strategy and business environment have not been taken into account.

7. It is assumed that during the future operating period, the various expenses of the Target Company will continue to be incurred in accordance with the operating plan and business needs confirmed as of the Valuation Date.

8. It is assumed that there will be no other force majeure or unforeseen factors which will cause any material adverse effect to the Target Company during the forecast period.

9. The impact of inflation has not been considered in the valuation.

10. It is assumed that the basic information and financial information provided by the Target Company is true, accurate, and complete.

11. The scope of the valuation is based solely on the valuation declaration form provided by the Target Company; no regard has been given to contingent assets or contingent liabilities out of the list provided by the Target Company which may exist.

12. All assets in the valuation are based on actual inventory as of the Valuation Date, and the current market prices of the relevant assets are based on the domestic prices in effect as of the Valuation Date.

13. It is assumed that there are no matters that are undisclosed and not reflected in the books that would give rise to any compensation liability as of the Valuation Date.

14. The valuation assumes that prices of electricity will remain unchanged at the level on the Valuation Date throughout the forecast period.

15. It is assumed that the operating cycle in respect of 35MW capacity is consistent with that of 65MW capacity, with an income period until the end of 2041.

16. As of the Valuation Date, the actual installed capacity of the Liupanshui Wangjiazhai 100MW Photovoltaic Power Station Project (六盤水市汪家寨100MW光伏電站項目) was 65MW. According to relevant information provided by the client, the reconstruction in respect of the 35MW capacity will be completed by the client, Shuifa Green Energy, with investment cost of approximately RMB20 million and an estimated completion date of 31 December 2025. The valuation assumes that the aforementioned matters can be completed on schedule, meaning the 35MW project will feed electricity into the grid and generate revenue in 2026. This project is expected to increase capital expenditures by RMB20 million (excluding value-added tax) in 2025.

17. According to information provided by the client and the Target Company, the 35MW reconstruction project requires relocation, and the land lease contract has not been signed as of the Valuation Date. Based on the data provided by the client, it is assumed that the lease of 622 mu of land at a rent of RMB500/mu will be required for the 35MW reconstruction project, with a 10% increase every five (5) years.

18. Assuming a three-year retrieval period for national tariff, all national tariffs paid prior to (but not including) 2023 will be retrieved in 2025. The valuation did not take into account the impact of changes in the aforementioned assumption on the valuation. If there is any material change to the retrieval period and circumstances of the retrieval, the adjusted appraised value should be recalculated.

19. As of the Valuation Date, the results of the national tariff review have not yet been announced. According to information provided by the enterprise, the main reason that the review approval of the project has not been announced is the dismantling of the 35MW capacity, such that full feed-in capacity has not been achieved. Upon completion of reconstruction in the second half of the year, it is expected that the review approval will be announced. Considering that factors affecting the national tariff review can be eliminated, the valuation assumes that the Liupanshui Wangjiazhai 100MW Photovoltaic Power Station Project (六盤水市汪家寨100MW光伏電站項目) will obtain approval in the national tariff review; and the national tariff will be calculated on a normal basis during the review period and payment will resume upon approval. If the national tariff review is not conducted in accordance with the assumptions or the review results are inconsistent with the assumptions, the adjusted appraised value should be recalculated.

20. It is assumed that the annual cash flow of the Target Company during the year after the Valuation Date are even inflows.

Confirmations

Rongcheng (Hong Kong) CPA Limited, being the Company's auditor, has reviewed and reported to the Directors in respect of the compilation of the discounted cash flows in connection with the valuation of the Target Company prepared by the Valuer used in the Valuation Report, which do not involve the adoption of accounting policies. The Directors confirm that the fair valuation of the Target Company as at the Valuation Date in the Valuation Report, which constitutes a profit forecast under Rule 14.61 of the Listing Rules, has been made after due and careful enquiry. A letter from Rongcheng (Hong Kong) CPA Limited in compliance with Rule 14.60A(2) of the Listing Rules is included in Appendix I to this announcement; and a letter from the Board in compliance with Rule 14.60A(3) of the Listing Rules is included in Appendix II to this announcement.

Experts and consents

The qualification of the experts who have given their opinions and advices in this announcement are as follows:

Name	**Qualification**
China United Assets Appraisal Group (Shandong) Co., Ltd.* (中聯資產評估集團山東有限公司)	Independent Qualified PRC Valuer
Rongcheng (Hong Kong) CPA Limited	Certified Public Accountants and Registered Public Interest Entity Auditor

As at the date of this announcement, each of the experts above does not have any shareholding, directly or indirectly, in any member of the Group or any right (whether legally enforceable or not) to subscribe for or to nominate person to subscribe for securities in any member of the Group.

To the best of the Directors' knowledge, information and belief, each of the experts above is a third party independent of and not connected with the Company and its connected persons.

Each of the experts above has consented to the inclusion of its name in the form and context in which they are included in this announcement.

FINANCIAL EFFECT OF THE ACQUISITION

After taking into account of the cash consideration for the Target Equity Interest of approximately RMB216 million, the appraised value of the Target Equity Interest in the amount of approximately RMB246 million and the debts of the Target Company owing to the Vendors in the amount of approximately RMB133 million waived by the Vendors, it is estimated that upon Completion, the net assets of the Group will increase by approximately RMB133 million and a gain before tax of approximately RMB163 million is expected to be recorded by the Group.

The above calculations are estimates for illustrative purpose only and do not represent the financial position of the Group upon Completion. The actual gain/loss on the Acquisition will be determined based on the financial position of the Group upon Completion and may differ from the above estimation.

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Equity Transfer Agreement represents a settlement proposal of the Litigation. Vendor A and the Target Company (as plaintiffs) have instigated the Litigation against Shuifa Green Energy (as defendant) in relation to alleged breaches of the EPC Documents in 2023.

Pursuant to the EPC Documents, it was agreed that, amongst others, (i) the Group shall provide EPC services to the Target Company at the contract price of approximately RMB705 million; and (ii) Vendor A shall provide an entrustment loan to the Target Company in the amount of approximately RMB343 million. Pursuant to the EPC Documents, Shuifa Green Energy has, amongst others, (i) undertaken to complete all governmental approval procedures and power generation feed-in procedures; and (ii) agreed to compensate Vendor A for all damages arising from issues relating to the occupation of land. The relevant authority has issued notices to the Target Company in 2020 and 2022 stating that the Target Company has occupied agricultural land with a total area of 800 mu without approval. In 2021 and 2022, the facilities in the Liupanshui Wangjiazhai 100MW Photovoltaic Power Station (六盤水市汪家寨100MW光伏電站) involving the aforementioned agricultural land have been demolished, after which the project was only operating in a 65MW capacity. Vendor A and the Target Company claimed in the Litigation for approximately RMB361 million, comprising: (i) losses

arising from the demolishment of power station in the amount of approximately RMB253 million; (ii) loss of electricity sales in the amount of approximately RMB57 million; (iii) liquidated damages for the delay in power generation feed-in in the amount of approximately RMB34 million; (iv) interest; and (v) costs.

Based on the legal advice from the Group's PRC legal advisers, having considered the evidence and merits of the case, it is likely that the Group will be liable for substantial compensation in the Litigation (in particular the losses arising from the demolishment of power station in the amount of approximately RMB253 million). It is the Company's view that the Acquisition represents substantially a rescission of the transactions under the EPC Documents, in relation to which the Company is only required to acquire the Target Equity Interest at its fair value and repay the Debts (which is the net amount of debts after deducting the waived debts owing to the Vendors in the amount of RMB133,125,800). The Company considers that the settlement in the form of the Acquisition would help significantly reduce damages payable by the Group and save costs if the Litigation is not to be settled. Moreover, the release of funds and equity interest in subsidiaries of the Company subject to assets preservation after the settlement of the Litigation by way of the Acquisition would improve the credit rating and alleviate pressure on the operations of the Group.

In addition, the Group is a professional renewable energy and green construction solution provider. The Board is of the view that the Acquisition will be complementary to the Group's existing business and will broaden its revenue stream through the increased productivity and business scale. Taking into account the discount in the Consideration against the appraised value of the Target Equity Interest and the waiver of debts of the Target Company in the amount of approximately RMB133 million owing to the Vendors, the Group is also expected record a gain before tax of approximately RMB163 million following Completion. As the Acquisition represents both a resolution of the Litigation and an acquisition with favourable terms to the Company, the Directors consider that the Acquisition is beneficial to the Group.

Based on the above, the Directors (including the independent non-executive Directors) are of the view that the terms of the Equity Transfer Agreement are determined after arm's length negotiations, on normal commercial terms, and the transactions contemplated thereunder are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

INFORMATION ON THE TARGET COMPANY

The Target Company is a company established in the PRC with limited liability. It is principally engaged in maintenance and management of photovoltaic power station and sale of electricity.

As at the date of this announcement, the registered capital and shareholding structure of the Target Company are as follows:

Name of shareholder	**Registered capital** *(RMB)*	**Shareholding proportion**
Vendor A	230,000,000	99.1379%
Vendor B	2,000,000	0.8621%
Total	**232,000,000**	**100%**

Set out below is the financial information of the Target Company for the two years ended 31 December 2023 and 31 December 2024, respectively:

	For the year ended 31 December	
	2023	**2024**
	RMB'000	*RMB'000*
	(audited)	(unaudited)
Net profits (before taxation)	14,473	15,513
Net profits (after taxation)	11,128	12,923

As at 30 September 2025, the unaudited net asset value of the Target Company was approximately RMB266 million.

Upon Completion, the Company will own 100% equity interest in the Target Company. The Target Company will become a wholly-owned subsidiary of the Company, and the financial results of the Target Company will be consolidated into the financial statements of the Group.

INFORMATION OF THE PARTIES

Information of the Group

The Company is a company incorporated in Bermuda with limited liability. The Group is a professional renewable energy and green construction solution provider. Its principal businesses are design, construction, operation and maintenance of curtain wall, green building and renewable energy projects (including Building Integrated Photovoltaic (BIPV), distributable and concentrated solar projects and wind power projects). The Group also has certain solar power station projects, which provide stable cash flow for the Group.

Information of the Vendors

Vendor A is a joint stock company established in the PRC with limited liability which is listed on the Shanghai Stock Exchange (stock code: 601908). It is principally engaged in high-end equipment manufacturing, new energy power generation and new materials operations. Based on public information, the ultimate beneficial owner of Vendor A is Mr. Feng Huanpei (馮煥培) who is interested in approximately 45.97% of the equity interest in Vendor A.

Vendor B is a company established in the PRC with limited liability and a wholly-owned subsidiary of Vendor A. It is principally engaged in the provision of technical service.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios (as calculated under Rule 14.07 of the Listing Rules) in respect of the Acquisition and the transactions contemplated thereunder exceed 25% but all are less than 100%, the Acquisition and the transactions contemplated thereunder constitute a major transaction of the Company and is therefore subject to reporting, announcement, circular and shareholders' approval requirements under Chapter 14 of the Listing Rules.

Under Rule 14.44 of the Listing Rules, Shareholders' approval for the Acquisition and the transactions contemplated thereunder may be obtained by way of written shareholders' approval in lieu of holding a general meeting if (1) no Shareholder is required to abstain from voting if the Company were to convene a general meeting for the approval of the Acquisition and the transactions contemplated thereunder; and (2) written Shareholders' approval has been obtained from a Shareholder or a closely allied group of Shareholders who together hold more than 50% of the voting rights at that general meeting to approve the Acquisition and the transactions contemplated thereunder.

The Company will obtain written approval for the Acquisition and the transactions contemplated thereunder in accordance with Rule 14.44 of the Listing Rules from Water Development (HK) Holding Co., Limited, being the beneficial owner of 1,687,008,585 Shares, representing approximately 66.92% of the issued share capital of the Company.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Shareholders has any material interest in the Acquisition and the transactions contemplated thereunder, and hence none of them would be required to abstain from voting on the resolution approving the Acquisition and the transactions contemplated thereunder if the Company were to convene a general meeting. Accordingly, no general meeting will be held by the Company for approving the Acquisition and the transactions contemplated thereunder as is permitted under Rule 14.44 of the Listing Rules.

GENERAL

Pursuant to Rule 14.41(a) of the Listing Rules, a circular containing, amongst others, (i) details of the Acquisition and the transactions contemplated thereunder; and (ii) other information required to be included in the circular under the requirements of the Listing Rules is expected to be despatched to the Shareholders on or before 31 January 2026, as additional time is required for preparation of information to be included in the circular. The Company will apply to the Stock Exchange for a waiver from strict compliance with Rule 14.41(a) of the Listing Rules in respect of the delay in despatch of the circular.

DEFINITIONS

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

"Acquisition"	the acquisition of the Target Equity Interest
"associate(s)"	has the meaning ascribed to it under the Listing Rules
"Board"	the board of Directors
"Company"	China Shuifa Singyes Energy Holdings Limited (中國水發興業能源集團有限公司), a company incorporated in Bermuda with limited liability, and the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 750)
"Completion"	completion of the Acquisition in accordance with the terms and conditions of the Equity Transfer Agreement
"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"Consideration"	the total consideration for the Acquisition in the sum of RMB600,000,000, comprising (1) the cash consideration for the Target Equity Interest of RMB216,025,300; and (2) the sum of RMB383,974,700 for the repayment of the Debt of the Target Company owing to the Vendors
"Debts"	outstanding debts of the Target Company (being interests, dividends and account payable) in the aggregate amount of RMB383,974,700 due to the Vendors
"Director(s)"	the director(s) of the Company
"EPC"	engineering, procurement and construction

"EPC Documents"	the EPC transaction documents entered into between, amongst others, Vendor A, Shuifa Green Energy and the Target Company in respect of, amongst others, the provision of EPC services by the Group to the Target Company, as amended and supplemented from time to time
"Equity Transfer Agreement"	the equity transfer agreement dated 21 October 2025 and entered into between the Company, the Vendors and the Target Company in relation to the Acquisition, as amended and supplemented from time to time
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Litigation"	the litigation instigated by Vendor A and the Target Company (as plaintiffs) against Shuifa Green Energy (as defendant) in relation to alleged breaches of the EPC Documents
"PRC"	the People's Republic of China, which, for the purpose of this announcement, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan region
"RMB"	Renminbi, the lawful currency of the PRC
"Share(s)"	ordinary share(s) of US$0.01 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Shuifa Green Energy"	Shuifa Green Energy Co., Ltd.* (水發綠色能源股份有限公司), a company established in the PRC with limited liability and a wholly-owned subsidiary of the Company as at the date of this announcement
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Target Company"	Guizhou Xingye Green Energy Technology Co., Ltd.* (貴州興業綠色能源科技有限公司), a company established in the PRC with limited liability

"Target Equity Interest"	registered capital in the amount of RMB232 million in the Target Company held by the Vendors, representing 100% of the equity interest in the Target Company
"Valuation Date"	30 September 2024
"Valuation Report"	the valuation report prepared by the Valuer on the fair market value of the Target Equity Interest
"Valuer"	China United Assets Appraisal Group (Shandong) Co., Ltd.* (中聯資產評估集團山東有限公司)
"Vendor A"	Beijing Jingyuntong Technology Co., Ltd.* (北京京運通科技股份有限公司), a joint stock company established in the PRC with limited liability, which is listed on the Shanghai Stock Exchange (stock code: 601908)
"Vendor B"	Beijing Shengyu Yuntong Photovoltaic Technology Co., Ltd.* (北京盛宇運通光伏科技有限公司), a company established in the PRC with limited liability
"Vendors"	collectively, Vendor A and Vendor B
"%"	per cent.

By order of the Board
China Shuifa Singyes Energy Holdings Limited
Zhou Guangyan
Vice Chairman and Executive Director

Hong Kong, 21 October 2025

As at the date of this announcement, the executive Directors are Mr. Zhou Guangyan (Vice Chairman and assuming the duties of the Chairman), Mr. Guo Peidong and Mr. Chen Fushan, the non-executive Directors are Ms. Wang Suhui and Mr. Hu Xiao, and the independent non-executive Directors are Mr. Jimmy Sun, Mr. Wang Jin and Dr. Tan Hongwei.

* *For identification purpose only*

The following is the text of a letter received from the Company's auditor, Rongcheng (Hong Kong) CPA Limited, Certified Public Accountants and Registered Public Interest Entity Auditor, for inclusion in this announcement.

容诚 | RCHK

INDEPENDENT ASSURANCE REPORT ON THE CALCULATIONS OF DISCOUNTED FUTURE ESTIMATED CASH FLOWS IN CONNECTION WITH THE VALUATION OF THE 100% EQUITY INTERESTS IN GUIZHOU XINGYE GREEN ENERGY TECHNOLOGY CO., LTD.*

TO THE BOARD OF DIRECTORS OF
CHINA SHUIFA SINGYES ENERGY HOLDINGS LIMITED

We have examined the calculations of the discounted future estimated cash flows on which the valuation prepared by China United Assets Appraisal Group (Shandong) Co., Ltd.* (中聯資產評估集團山東有限公司) dated 2 June 2025, of the 100% equity interests in Guizhou Xingye Green Energy Technology Co., Ltd.* (貴州興業綠色能源科技有限公司) (the "**Target Company**") as at 30 September 2024 (the "**Valuation**") is based. The Target Company is a company incorporated in the People's Republic of China with limited liability and is principally engaged in the maintenance and management of photovoltaic power station and sale of electricity. The Valuation based on the discounted future estimated cash flows is regarded as a profit forecast under Rule 14.61 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and set out in the announcement of China Shuifa Singyes Energy Holdings Limited (the "**Company**") dated 21 October 2025 in connection with the acquisition of the 100% equity interests in the Target Company (the "**Announcement**").

Directors' Responsibility for the Discounted Future Estimated Cash Flows

The directors of the Company are responsible for the preparation of the discounted future estimated cash flows in accordance with the bases and assumptions determined by the directors and set out in the Announcement (the "**Assumptions**"). This responsibility includes carrying out appropriate procedures relevant to the preparation of the discounted future estimated cash flows for the Valuation and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

Our Independence and Quality Management

We have complied with the independence and other ethical requirements of the "Code of Ethics for Professional Accountants" issued by the Hong Kong Institute of Certified Public Accountants (the "**HKICPA**"), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

Our firm applies Hong Kong Standard on Quality Management 1 "Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements" issued by the HKICPA, which requires our firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting Accountants' Responsibility

Our responsibility is to express an opinion on whether the calculations of the discounted future estimated cash flows have been properly compiled, in all material respects, in accordance with the Assumptions on which the Valuation is based and to report solely to you, as a body, as required by Rule 14.60A(2) of the Listing Rules, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Our engagement was conducted in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" issued by the HKICPA. This standard requires that we comply with ethical requirements and plan and perform the assurance engagement to obtain reasonable assurance on whether the discounted future estimated cash flows, so far as the calculations are concerned, have been properly compiled, in all material aspects, in accordance with the Assumptions. Our work was limited primarily to making inquiries of the Company's management, considering the analyses and assumptions on which the discounted future estimated cash flows are based and checking the arithmetic accuracy of the compilation of the discounted future estimated cash flows. Our work does not constitute any valuation of the Target Company.

Because the Valuation relates to discounted future estimated cash flows, no accounting policies of the Company have been adopted in its preparation. The Assumptions include hypothetical assumptions about future events and management actions which cannot be confirmed and verified in the same way as past results and these may or may not occur. Even if the events and actions anticipated do occur, actual results are still likely to be different from the Valuation and the variation may be material. Accordingly, we have not reviewed, considered or conducted any work on the reasonableness and the validity of the Assumptions and do not express any opinion whatsoever thereon.

Opinion

Based on the foregoing, in our opinion, so far as the calculations are concerned, the discounted future estimated cash flows have been properly compiled, in all material respects, in accordance with the Assumptions.

Rongcheng (Hong Kong) CPA Limited
Certified Public Accountants
Leung Man Kit
Practising Certificate Number: P08413
Hong Kong, 21 October 2025

* *For identification purpose only*

The following is the full text of the letter from the Board for inclusion in this announcement.

21 October 2025

The Board of Directors
China Shuifa Singyes Energy Holdings Limited

Dear Sirs,

Re: Major Transaction in relation to the acquisition of 100% equity interest in Guizhou Xingye Green Energy Technology Co., Ltd.* (貴州興業綠色能源科技有限公司) (the "Target Company")

Reference is made to the announcement of China Shuifa Singyes Energy Holdings Limited (the "**Company**") dated 21 October 2025 concerning the captioned transaction (the "**Announcement**"). Unless the context otherwise requires, terms defined in the Announcement shall have the same meanings when used herein.

We refer to the Valuation Report prepared by the Valuer in relation to the valuation of the market value of the Target Company as at 30 September 2024. The valuation of the Target Company based on discounted cash flow analysis under the income approach is regarded as a profit forecast (the "**Profit Forecast**") under Rule 14.61 of the Listing Rules.

For the purpose of preparing this letter, the Board has (i) considered the letter from Rongcheng (Hong Kong) CPA Limited regarding the calculations of the Profit Forecast upon which the valuation of the Target Company is based; (ii) reviewed the Profit Forecast upon which the valuation of the Target Company has been made; (iii) discussed with the relevant senior management of the Company regarding the bases and assumptions upon which the Profit Forecast regarding the Target Company in the valuation has been prepared, the relevant work conducted by the senior management, and the historical performance of the Target Company; and (iv) reviewed the reports to the Directors from the senior management regarding the calculations of the future cash flows used in the valuation.

Based on the foregoing, pursuant to the requirements of Rule 14.60A(3) of the Listing Rules, the Board confirms that the Profit Forecast was made after due and careful enquiry.

Yours faithfully,
For and on behalf of
the Board of Directors of
China Shuifa Singyes Energy Holdings Limited
Zhou Guangyan
Vice Chairman and Executive Director

* *For identification purpose only*