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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant, or other professional adviser.

**If you have sold or transferred** all your shares in China Ruifeng Renewable Energy Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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This circular is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.

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**CHINA RUIFENG RENEWABLE ENERGY HOLDINGS LIMITED**

**中國瑞風新能源控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 00527)**

**(1) PROPOSED SUBSCRIPTION OF NEW SHARES  
UNDER SPECIFIC MANDATE;**

**(2) PROPOSED SUBSCRIPTION OF CONVERTIBLE BONDS  
UNDER SPECIFIC MANDATE;**

**AND**

**(3) NOTICE OF EGM**

**Financial Adviser to the Company**



**Lego Corporate Finance Limited**

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Capitalised terms used in this cover have the same meanings as defined in the section headed "Definitions" in this circular.

A letter from the Board is set out on pages 9 to 40 of this circular.

A notice convening the EGM to be held at Room 2801–2804, 28/F, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong at 11:00 a.m. on Friday, 6 March 2026 is set out on pages EGM-1 to EGM-3 of this circular. Whether or not you are able to attend the meeting in person, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, located at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as practicable but in any event not less than 48 hours before the time fixed for the holding of the meeting or any adjournment thereof. Completion and return of the accompanying form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof should you so wish.

10 February 2026

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## DEFINITIONS

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

“2022 CB Holder(s)”	the holder(s) of the 2022 Convertible Bonds, which is Filled Converge, a company incorporated under the laws of BVI with limited liability and wholly owned by Mr. Zhang as at the Latest Practicable Date
“2022 Convertible Bonds”	the 10% unsecured convertible bonds in the aggregate principal amount of HK\$356,375,000 matured in April 2025 issued by the Company to Filled Converge, details of which have been disclosed in the Company’s announcements dated 28 January 2022 and 28 April 2022
“2026 HKD CB Holder(s)”	the holder(s) of the 2026 HKD Convertible Bonds
“2026 HKD Convertible Bonds” (formerly known as 2024 HKD Convertible Bonds)	the convertible bonds in the principal amount of HK\$259,701,291 due on the 36 months of the date of issue of the 2026 HKD Convertible Bonds to be issued by the Company to Subscriber B and Subscriber C pursuant to Subscription Agreement B and CB Subscription Agreement C
“associate(s)”	has the meaning ascribed thereto in the Listing Rules or the Takeovers Code (as the case may be)
“Board”	the board of Directors
“Business Day(s)”	a day (excluding Saturday and Sunday and any day on which “extreme conditions” caused by super typhoons is announced by the Government of Hong Kong or a tropical cyclone warning signal no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 5:00 p.m. or on which a “black” rainstorm warning is hoisted or remains in effect between 9:00 a.m. and 5:00 p.m.) on which licensed banks in the PRC and Hong Kong are open for general business
“BVI”	the British Virgin Islands

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## DEFINITIONS

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“CB Subscription Agreement C”	the convertible bond subscription agreement dated 21 June 2024 entered into between the Company (as issuer) and Subscriber C (as subscriber), as amended and supplemented by Supplemental Agreement C, Second Supplemental Agreement C and Third Supplemental Agreement C
“CB Subscription B”	the subscription of the 2026 HKD Convertible Bonds by Subscriber B pursuant to the terms and conditions of Subscription Agreement B
“CB Subscription B Completion”	completion of CB Subscription B
“CB Subscription B Conditions”	the conditions precedent set out in Subscription Agreement B
“CB Subscription C”	the subscription of the 2026 HKD Convertible Bonds by Subscriber C pursuant to the terms and conditions of CB Subscription Agreement C
“CB Subscription C Completion”	completion of CB Subscription C
“CB Subscription C Conditions”	the conditions precedent set out in CB Subscription Agreement C
“CB Subscription C Long Stop Date”	30 June 2026, or such later date as may be agreed between Subscriber C and the Company in writing
“CB Subscription Completion”	CB Subscription B Completion and CB Subscription C Completion
“CB Subscriptions”	CB Subscription B and CB Subscription C
“Company”	China Ruifeng Renewable Energy Holdings Limited, an exempted company with limited liability incorporated under the laws of the Cayman Islands, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 527)
“connected person(s)”	has the meaning ascribed thereto in the Listing Rules

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## DEFINITIONS

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“controlling shareholder(s)”	has the meaning ascribed thereto in the Listing Rules
“Conversion Date”	the conversion date in respect of a 2026 HKD Convertible Bond
“Conversion Share(s)”	the Shares to be allotted and issued by the Company upon conversion of the 2026 HKD Convertible Bonds
“Diamond Era”	Diamond Era Holdings Limited, a company incorporated in the BVI with limited liability and a substantial Shareholder holding 216,206,900 Shares as at the Latest Practicable Date and is wholly owned by Mr. Zhang
“Director(s)”	the director(s) of the Company
“EGM”	an extraordinary general meeting of the Company to be convened and held at which resolutions will be proposed to consider, and, if thought fit, to approve, among other things, Subscription Agreement B, CB Subscription Agreement C and the respective transactions contemplated thereunder (including the Specific Mandates)
“Extension Announcements”	the announcements dated 2 January, 2 July and 31 December 2025 published by the Company in relation to the extension of Subscription B Long Stop Date and the CB Subscription C Long Stop Date
“Filled Converge”	Filled Converge Limited (贏匯有限公司), a company incorporated under the laws of BVI with limited liability and wholly owned by Mr. Zhang as at the Latest Practicable Date
“First Announcement”	the announcement dated 21 June 2024 published by the Company in relation to, among other things, Subscription B and the CB Subscription C
“Group”	the Company and its subsidiaries
“HK\$” or “HKD”	Hong Kong dollar(s), the lawful currency of Hong Kong

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## DEFINITIONS

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“HKD Conversion Price”	the price per Share at which the Conversion Shares will be issued upon conversion of the 2026 HKD Convertible Bond, with the initial conversion price being HK\$0.196 per Conversion Share (subject to adjustments)
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	third party(ies) independent of and not connected with the Company and any of its connected persons
“Last Trading Day”	26 January 2024, being the last full trading day of the Shares prior to the date of the release of the First Announcement on 21 June 2024
“Latest Practicable Date”	3 February 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Committee”	has the meaning ascribed thereto in the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Maturity Date”	36 months from the date of the issue of the 2026 HKD Convertible Bonds
“Mr. Yuan”	Mr. Yuan Wanyong, the chairman and an executive Director of the Company
“Mr. Zhang”	Mr. Zhang Zhixiang, an executive Director and chief executive officer of the Company
“New Share Option Scheme”	the share option scheme of the Company approved and adopted on 19 June 2025
“PRC”	The People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan

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## DEFINITIONS

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“Rights Issue”	the rights issue on the basis of five Rights Shares for every two consolidated shares announced by the Company on 12 May 2023
“Rights Share(s)”	the Share(s) allotted and issued pursuant to the Rights Issue
“RMB”	Renminbi, the lawful currency of the PRC
“Second Supplemental Agreement B”	the supplemental agreement dated 30 June 2025 entered into between the Company and Subscriber B in relation to Share Subscription B and CB Subscription B
“Second Supplemental Agreement C”	the supplemental agreement dated 30 June 2025 entered into between the Company and Subscriber C in relation to CB Subscription C
“SFC”	the Securities and Futures Commission
“SFO”	the Securities and Futures Ordinance (Cap 571 of the laws of Hong Kong)
“Share Options”	the share options granted by the Company pursuant to the New Share Option Scheme
“Share Subscription B”	the subscription of 119,437,859 Subscription Shares by Subscriber B pursuant to the terms and conditions of Subscription Agreement B
“Share Subscription B Completion”	completion of Share Subscription B
“Share Subscription Price B”	HK\$0.196 per Subscription Share
“Share(s)”	ordinary shares of a par value of HK\$0.05 each in the share capital of the Company
“Shareholder(s)”	holder(s) of issued Share(s)
“Specific Mandates”	Specific Mandate B and Specific Mandate C

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## DEFINITIONS

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“Specific Mandate B”	the specific mandate to be sought from the Shareholders at the EGM to authorise the Board for the allotment and issue of the Subscription Shares and the Conversion Shares under Subscription Agreement B
“Specific Mandate C”	the specific mandate to be sought from the Shareholders at the EGM to authorise the Board for the allotment and issue of the Conversion Shares under CB Subscription Agreement C
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriber B”	<p>Atlantis New Hong Kong Equity Fund Limited, an exempted company incorporated in the Cayman Islands with limited liability and is registered with the Cayman Islands Monetary Authority as a mutual fund under the laws of the Cayman Islands. Its management shares are wholly owned by Atlantis Investment Management Limited (“<b>Atlantis</b>”), a limited liability company incorporated in Hong Kong licensed to carry out Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO, which is also the investment manager of Subscriber B</p> <p>Atlantis is wholly 100% beneficially owned by Ms. Liu Yang</p>
“Subscriber C”	Great Praise Investment SPC – Growth Engine Fund SP (formerly known as TradArt Flagship Investment SPC – Growth Engine Fund SP), a segregated portfolio created by Great Praise Investment SPC (formerly known as TradArt Flagship Investment SPC), which is an exempted company incorporated with limited liability and registered as a segregated portfolio company under the laws of the Cayman Islands on 6 August 2021

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## DEFINITIONS

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“Subscription Agreement B”	the subscription agreement dated 21 June 2024 entered into between the Company (as issuer) and Subscriber B (as subscriber) in relation to Share Subscription B and CB Subscription B, as amended and supplemented by Supplemental Agreement B, Second Supplemental Agreement B and Third Supplemental Agreement B
“Subscription Agreements”	Subscription Agreement B and CB Subscription Agreement C
“Subscription B”	Share Subscription B and CB Subscription B
“Subscription B Completion”	Share Subscription B Completion and CB Subscription B Completion
“Subscription B Conditions”	the conditions precedent set out in Subscription Agreement B
“Subscription B Long Stop Date”	30 June 2026, or such later date as may be agreed between Subscriber B and the Company in writing
“Subscription Share(s)”	the new Shares to be subscribed by Subscriber B pursuant to Subscription Agreement B
“substantial shareholder(s)”	has the meaning ascribed thereto in the Listing Rules
“Supplemental Agreement B”	the supplemental agreement dated 31 December 2024 entered into between the Company and Subscriber B in relation to Share Subscription B and CB Subscription B
“Supplemental Agreement C”	the supplemental agreement dated 31 December 2024 entered into between the Company and Subscriber C in relation to CB Subscription C
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Third Supplemental Agreement B”	the supplemental agreement dated 31 December 2025 entered into between the Company and Subscriber B in relation to Share Subscription B and CB Subscription B

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## DEFINITIONS

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“Third Supplemental Agreement C”	the supplemental agreement dated 31 December 2025 entered into between the Company and Subscriber C in relation to CB Subscription C
“USD”	United States dollar(s), the lawful currency of the United States
“%”	per cent.

*In this circular, for the purpose of illustration only and unless otherwise stated, (i) amounts denominated in RMB in this circular have been translated into HK\$ at the rate of RMB1.00 = HK\$1.10; and (ii) amounts denominated in USD in this circular have been translated into HK\$ at the rate of USD1.00 = HK\$7.85. Such translation should not be construed as a representation that the amounts in question have been, could have been or could be converted at any particular rate or at all.*

\* *For identification purposes only*

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LETTER FROM THE BOARD

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**CHINA RUIFENG RENEWABLE ENERGY HOLDINGS LIMITED**  
**中國瑞風新能源控股有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 00527)**

*Executive Directors:*

Mr. Yuan Wanyong (*Chairman*)  
Mr. Zhang Zhixiang (*Chief Executive Officer*)

*Independent Non-executive Directors:*

Mr. Qu Weidong  
Ms. Hu Xiaolin  
Mr. Jiang Senlin

*Registered Office:*

Windward 3, Regatta Office Park  
PO Box 1350, Grand Cayman KY1-1108  
Cayman Islands

*Principal Place of Business in Hong Kong:*

Room 2801–2804, 28/F, Office Tower,  
Convention Plaza  
1 Harbour Road, Wanchai  
Hong Kong

10 February 2026

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED SUBSCRIPTION OF NEW SHARES  
UNDER SPECIFIC MANDATE;**  
**(2) PROPOSED SUBSCRIPTION OF CONVERTIBLE BONDS  
UNDER SPECIFIC MANDATE;**  
**AND**  
**(3) NOTICE OF EGM**

Reference is made to the First Announcement in relation to, among other things, (i) Subscription Agreement B entered into between the Company and Subscriber B, pursuant to which Subscriber B has conditionally agreed to subscribe for, and the Company has conditionally agreed to issue 119,437,859 Subscription Shares for a consideration of HK\$23,409,820 and the 2026 HKD Convertible Bonds in a principal amount of HK\$161,701,291 under Specific Mandate B; and (ii) CB Subscription Agreement C entered into between the Company and Subscriber C, pursuant to

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## LETTER FROM THE BOARD

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which Subscriber C has conditionally agreed to subscribe for, and the Company has conditionally agreed to issue the 2026 HKD Convertible Bonds in a principal amount of HK\$98,000,000 under Specific Mandate C.

Reference is also made to the Extension Announcements in relation to, among other things, the extension of Subscription B Long Stop Date and the CB Subscription C Long Stop Date.

The purpose of this circular is to provide you with information on (i) details of Subscription B and CB Subscription C; (ii) other information required under the Listing Rules; and (iii) a notice of the EGM.

### **A. PROPOSED SUBSCRIPTION B**

On 21 June 2024, the Company entered into Subscription Agreement B with Subscriber B, pursuant to which, among other things, Subscriber B has conditionally agreed to subscribe for, and the Company has conditionally agreed to issue (i) 119,437,859 Subscription Shares, representing approximately 6.5% of the enlarged issued share capital of the Company immediately after the completion of Share Subscription B, for a consideration of HK\$23,409,820; and (ii) the 2026 HKD Convertible Bonds in a principal amount of HK\$161,701,291, which may be converted into 825,006,585 Conversion Shares, representing approximately 31.0% of the enlarged issued share capital of the Company immediately after the completion of Subscription B, and assuming the 2026 HKD Convertible Bonds under Subscription B are converted in full, at the initial HKD Conversion Price of HK\$0.196 per Conversion Share under Specific Mandate B.

On 31 December 2024, 30 June 2025 and 31 December 2025, the Company and Subscriber B entered into Supplemental Agreement B, Second Supplemental Agreement B and Third Supplemental Agreement B, respectively, which, among other things, further extended the Subscription B Long Stop Date to 30 June 2025, 31 December 2025 and 30 June 2026, respectively.

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## LETTER FROM THE BOARD

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The principal terms of Subscription Agreement B are set out below:

### **Subscription Agreement B**

(as amended and supplemented by Supplemental Agreement B,  
Second Supplemental Agreement B and Third Supplemental Agreement B)

Date:	21 June 2024
Parties:	(1) the Company (as issuer); and  (2) Subscriber B (as subscriber).
Subscription Price:	HK\$0.196 per Subscription Share
Number of Subscription Shares:	119,437,859
Share Subscription Consideration:	HK\$23,409,820
Principal amount of 2026 HKD Convertible Bonds:	HK\$161,701,291
Conditions precedent:	Subscription B Completion is conditional upon the fulfilment, waiver or satisfaction of the following conditions before the Subscription B Long Stop Date or any other date as may be agreed in writing by the Company and Subscriber B:  (a) the passing of resolutions by the Shareholders at the EGM approving Subscription Agreement B and the transactions contemplated thereunder, including the issue of 2026 HKD Convertible Bonds under Subscription Agreement B and the grant of Specific Mandate B in respect of the issue and allotment of Subscription Shares and Conversion Shares under Subscription Agreement B;

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## LETTER FROM THE BOARD

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- (b) the Stock Exchange having granted the listing approval of, and permission to deal in, the Subscription Shares and the Conversion Shares under Subscription Agreement B and such approval and permission not subsequently having been revoked or withdrawn prior to completion of subscription;
- (c) Subscriber B having completed due diligence on the legal, financial and business aspects of the Group and is satisfied with the due diligence results; and
- (d) all warranties made by the Company remaining true, accurate, correct and complete in all material respects when they are made and will remain true, accurate, correct and complete and not misleading at the Subscription B Completion until the fulfilment of the last condition precedent.

The Conditions in paragraphs (c) and (d) may be waived by Subscriber B in its sole discretion. All the remaining conditions precedents cannot be waived by Subscriber B or the Company.

If any of the above conditions precedent has not been fulfilled or waived (where applicable) on or before the Subscription B Long Stop Date or any other date as may be agreed in writing by parties, Subscription Agreement B will be terminated. All rights and obligations of the parties under Subscription Agreement B will cease, save for any antecedent breaches.

Subscription B and CB Subscription C are not inter-conditional to each other.

As at the Latest Practicable Date, none of the Subscription B Conditions has been fulfilled or waived (as applicable).

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## LETTER FROM THE BOARD

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Payment of consideration: Subscriber B shall pay the consideration under Subscription B to the Company on the day of the Subscription B Completion.

### Subscription Price and Conversion Price

Share Subscription Price B of HK\$0.196 per Subscription Share and the initial HKD Conversion Price of HK\$0.196 represent:

- (a) a discount of approximately 21.28% to the closing price of HK\$0.249 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (b) a discount of approximately 21.28% to the average of the closing price of approximately HK\$0.249 per Share as quoted on the Stock Exchange for the last five (5) consecutive trading days immediately including the Last Trading Day;
- (c) a discount of approximately 28.99% to the average of the closing price of approximately HK\$0.276 per Share as quoted on the Stock Exchange for the last ten (10) consecutive trading days immediately including the Last Trading Day;
- (d) a discount of approximately 28.73% to the average of the closing price of approximately HK\$0.275 per Share as quoted on the Stock Exchange for the last thirty (30) consecutive trading days immediately including the Last Trading Day;
- (e) a discount of approximately 66.78% to the closing price of HK\$0.590 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (f) a premium of approximately 39.20% over the audited net asset value of the Group per Share of approximately RMB0.128 per Share as at 31 December 2023, with reference to the annual results of the Group for the year ended 31 December 2023;
- (g) a premium of approximately 256.36% over the audited net asset value of the Group per Share of approximately RMB0.05 per Share as at 31 December 2024, with reference to the annual results of the Group for the year ended 31 December 2024;
- (h) a premium of approximately 493.94% over the unaudited net asset value of the Group per Share of approximately RMB0.03 per Share as at 30 June 2025, with reference to the interim results of the Group for the six months ended 30 June 2025;

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## LETTER FROM THE BOARD

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- (i) a theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules), represented by a discount of approximately 1.64% of the theoretical diluted price of approximately HK\$0.255 per Share to the benchmarked price of HK\$0.260 per Share as defined under Rule 7.27B of the Listing Rules; and
- (j) a cumulative theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) (the aggregation effect of the Rights Issue on the basis of five rights shares for every two shares completed on 21 August 2023 (the “**Rights Issue**”), Subscription B and CB Subscription C) represented by a discount of approximately 22.09% of the cumulative theoretical diluted price of approximately HK\$0.195 per Share to the benchmarked price immediately before the twelve-month period of HK\$0.260 per Share as defined under Rule 7.27B of the Listing Rules.

The net price per Subscription Share, after deduction of all relevant expenses, is estimated to be approximately HK\$0.167.

Share Subscription Price B and the initial HKD Conversion Price were determined after arm’s length negotiations between the Company and Subscriber B with reference to the following factors:

- (i) the prevailing trading price of the Shares: during the three-month period immediately preceding the Last Trading Day, the closing price of the Shares ranged between HK\$0.243 and HK\$0.325, representing discounts of approximately 19.3% to 39.7% to the closing price on the Last Trading Day. Such level of discount is intended to enhance the attractiveness of Share Subscription B to Subscriber B, having regard to the subscription size and prevailing market conditions;
- (ii) the prospects and financial position of the Group: the Group recorded net losses for each of the two financial years ended 31 December 2022 and 31 December 2023. Together with the year-on-year decline in the audited net asset value per Share, these factors placed constraints on the Group’s fundraising capacity;
- (iii) the prevailing market conditions at the time of Subscription Agreement B: at the time of entering into Subscription Agreement B, equity market conditions were characterised by cautious investor sentiment and heightened volatility. The broader Hong Kong equity market had also been trading at relatively depressed levels, reflecting a challenging fundraising environment; and

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## LETTER FROM THE BOARD

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- (iv) the benefits of Subscription B: it enables the Company to broaden and diversify its shareholder base through the introduction of an institutional investor. Details and background of Subscriber B are further disclosed in the section headed “Reasons for and benefits of Subscription B and CB Subscription C and use of proceeds”.

The Board also reviewed the Group’s audited results for the year ended 31 December 2024 to assess whether there had been any material improvement that would be inconsistent with the pricing basis adopted when Share Subscription Price B and the initial HKD Conversion Price were determined. In this regard, the Board noted that the Group continued to record a net loss of approximately RMB125.8 million for the year ended 31 December 2024, compared with a net loss of approximately RMB94.8 million for the year ended 31 December 2023, representing an increase of approximately 32.7%.

Although the Group reported operating profits in both years, operating profit declined materially from approximately RMB72.1 million for the year ended 31 December 2023 to approximately RMB31.4 million for the year ended 31 December 2024, indicating a weakening in underlying operating performance. Considering the continued net losses and the deterioration in operating results, the Board considered that the Group’s financial performance for the year ended 31 December 2024 remained broadly consistent with the financial constraints identified at the time when Share Subscription Price B and the initial HKD Conversion Price were fixed, and did not indicate any material improvement that would justify a re-determination of those prices.

In determining that Share Subscription Price B remains fair and reasonable notwithstanding the passage of time, the Board has taken into account, among other factors, (i) the Group’s continued deterioration in financial performance and financial position since the subscription price was agreed, including the sustained decline in the net asset value per Share; (ii) the absence of material improvement in the Group’s underlying fundamentals during the intervening period; (iii) that Share Subscription B was not structured as a new or separate fundraising exercise but formed part of the same fundraising originally structured in the first half of 2024; (iv) that Share Subscription Price B represented a premium over the net asset value per Share; and (v) the Board’s review of the Group’s audited financial results for the year ended 31 December 2024.

In assessing whether there had been any material improvement in the Group’s underlying fundamentals during the intervening period, the Board reviewed the Group’s historical financial information subsequent to the agreement of Share Subscription Price B and the initial HKD Conversion Price. The Board noted that audited net asset value per Share declined from approximately RMB0.128 as at 31 December 2023 to approximately RMB0.05 as at 31 December 2024, representing a decrease of approximately 61.0%.

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## LETTER FROM THE BOARD

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The Board also observed a continued deterioration in the Group's financial performance. The Group recorded an unaudited loss of approximately RMB21.8 million for the six months ended 30 June 2024, which increased to approximately RMB40.4 million for the six months ended 30 June 2025, representing an increase of approximately 85.3%. In parallel, the Group's financial position weakened over the same period, as evidenced by a substantial increase in its unaudited net debt-to-equity ratio from approximately 713% as at 30 June 2024 to approximately 3,476% as at 30 June 2025. Taken as a whole, these factors indicate that there has been no material improvement in the Group's underlying fundamentals since Share Subscription Price B and the initial HKD Conversion Price were fixed.

The Board wishes to clarify that Subscription B was negotiated as part of a single, integrated fundraising exercise agreed in the first half of 2024. The pricing terms were fixed with reference to the Group's financial condition and market conditions prevailing at that time. Although the market price of the Shares has subsequently traded higher than Share Subscription Price B, the Board does not consider such post-agreement movements to be a relevant basis for re-pricing. The subsequent financial results, as outlined above, confirm that there has been no material improvement in the Group's fundamentals. On this basis, the Board considers it appropriate to proceed on the originally agreed terms.

The Board also notes that the delay in completion of Share Subscription B was primarily attributable to procedural delays relating to a previously proposed subscription arrangement, in particular the extended internal approval process of the relevant investor. During the intervening period, the Company and Subscriber B entered into three supplemental agreements to extend the long stop date in order to preserve the agreed transaction structure and pricing. The Company's internal approval process in respect of Subscription B has been completed. Completion of Subscription B remains subject to the fulfilment, waiver or satisfaction of the conditions precedent before the Subscription B Long Stop Date.

During the period when the previously proposed subscription arrangement was under consideration, the Company was not in a position to pursue alternative fund-raising options. Against a backdrop of ongoing operating costs and continued pressure on liquidity, the Group's financial position further deteriorated, and a winding-up petition was subsequently presented by a creditor. As disclosed in the Company's announcement dated 22 January 2026, the winding-up petition was subsequently withdrawn. Notwithstanding such withdrawal, the circumstances that led to the presentation of such a petition reflected the Group's liquidity constraints during the relevant period. Accordingly, the Board considers that the completion of Share Subscription B is important to the Group's continued operations.

Having considered the above, the Board is of the view that Share Subscription Price B is fair and reasonable and is in the interests of the Company and the Shareholders as a whole.

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## LETTER FROM THE BOARD

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### **Subscription Shares**

As at the Latest Practicable Date, the Company had a total of 1,714,719,143 Shares in issue.

Assuming there will be no change in the issued share capital of the Company between the Latest Practicable Date and the Completion of Share Subscription B, the number of 119,437,859 Subscription Shares under Subscription Agreement B represents (i) approximately 7.0% of the existing issued share capital of the Company as at the Latest Practicable Date; and (ii) approximately 6.5% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares.

The aggregate nominal value of 119,437,859 Subscription Shares under Share Subscription B is HK\$5,971,892.95.

### **Conversion Shares under Subscription Agreement B**

Based on the initial HKD Conversion Price of HK\$0.196 per Conversion Share, an aggregate of 825,006,585 Conversion Shares represents approximately:

- (a) 48.1% of the issued share capital of the Company as at the Latest Practicable Date; and
- (b) 31.0% of the issued share capital of the Company as enlarged immediately upon allotment and issue of Subscription Shares and Conversion Shares under Subscription Agreement B.

### **Mandates to issue the Subscription Shares and the Conversion Shares under Subscription Agreement B**

The Subscription Shares and the Conversion Shares under Subscription Agreement B will be allotted and issued under Specific Mandate B to be approved by way of ordinary resolution by the Shareholders at the EGM. The Subscription Shares and the Conversion Shares under Subscription Agreement B will rank pari passu in all respects with the Shares.

### **Subscription B Completion**

The completion of Subscription B is expected to take place within 10 Business Days after the day on which the conditions as set out in the paragraph headed “A. Proposed Subscription B — Conditions precedents” are fulfilled or waived (or such other date as the Company and Subscriber B may agree in writing).

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## LETTER FROM THE BOARD

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### Application for listing

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Subscription Shares and the Conversion Shares under Subscription Agreement B. No application will be made for listing of, or permission to deal in, the 2026 HKD Convertible Bonds on the Stock Exchange or any other stock exchange.

### B. PROPOSED CB SUBSCRIPTION C

On 21 June 2024, the Company entered into CB Subscription Agreement C with Subscriber C, pursuant to which, among other things, Subscriber C has conditionally agreed to subscribe for, and the Company has conditionally agreed to issue, the 2026 HKD Convertible Bonds in a principal amount of HK\$98,000,000, which may be converted into 500,000,000 Conversion Shares, representing approximately 22.6% of the enlarged issued share capital of the Company immediately after the completion of CB Subscription C respectively, and assuming the 2026 HKD Convertible Bonds under CB Subscription C are converted in full, at the initial HKD Conversion Price of HK\$0.196 per Conversion Share under Specific Mandate C.

On 31 December 2024, 30 June 2025 and 31 December 2025, the Company and Subscriber C entered into Supplemental Agreement C, Second Supplemental Agreement C and Third Supplemental Agreement C, respectively, which, among other things, further extended the CB Subscription C Long Stop Date to 30 June 2025, 31 December 2025 and 30 June 2026, respectively.

The principal terms of CB Subscription Agreement C are set out below:

#### **CB Subscription Agreement C**

(as amended and supplemented by Supplemental Agreement C,  
Second Supplemental Agreement C and Third Supplemental Agreement C)

Date:	21 June 2024
Parties:	(1) the Company (as issuer); and (2) Subscriber C (as subscriber)
Principal amount:	HK\$98,000,000

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## LETTER FROM THE BOARD

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Conditions precedent:

The CB Subscription C Completion is conditional upon the fulfilment, waiver or satisfaction of the following conditions before the CB Subscription C Long Stop Date or any other date as may be agreed in writing by the Company and Subscriber C:

- (a) the passing of resolutions by the Shareholders at the EGM approving CB Subscription Agreement C and the transactions contemplated thereunder, including the issue of 2026 HKD Convertible Bonds under CB Subscription Agreement C and the grant of Specific Mandate C in respect of the issue and allotment of Conversion Shares under CB Subscription Agreement C;
- (b) the Listing Committee of the Stock Exchange having granted the listing of, and the permission to deal in the Conversion Shares under CB Subscription Agreement C and such approval and permission not subsequently having been revoked or withdrawn prior to completion of subscription;
- (c) Subscriber C having completed due diligence on the legal, financial and business aspects of the Group and is satisfied with the due diligence results; and
- (d) all warranties made by the Company remaining true, accurate, correct and complete in all material respects when they are made and will remain true, accurate, correct and complete and not misleading at the CB Subscription C Completion until the fulfilment of the last condition precedent.

The Conditions in paragraphs (c) and (d) may be waived by Subscriber C in its sole discretion. All the remaining conditions precedents cannot be waived by Subscriber C or the Company.

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## LETTER FROM THE BOARD

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If any of the above conditions precedent has not been fulfilled on or before the CB Subscription C Long Stop Date or any other date as may be agreed in writing by the Company and Subscriber C, CB Subscription Agreement C shall be terminated.

Subscription B and CB Subscription C are not inter-conditional to each other.

As at the Latest Practicable Date, none of the CB Subscription C Conditions has been fulfilled or waived (as applicable).

Payment of consideration: Subscriber C shall pay the consideration under CB Subscription C to the Company on the day of the CB Subscription C Completion.

The Company's internal approval process in respect of CB Subscription C has been completed. Completion of CB Subscription C remains subject to the fulfilment, waiver or satisfaction of the conditions precedent before the CB Subscription C Long Stop Date.

### **Conversion Price**

The initial HKD Conversion Price of HK\$0.196 represent:

- (a) a discount of approximately 21.28% to the closing price of HK\$0.249 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (b) a discount of approximately 21.28% to the average of the closing price of approximately HK\$0.249 per Share as quoted on the Stock Exchange for the last five (5) consecutive trading days immediately including the Last Trading Day;
- (c) a discount of approximately 28.99% to the average of the closing price of approximately HK\$0.276 per Share as quoted on the Stock Exchange for the last ten (10) consecutive trading days immediately including the Last Trading Day;
- (d) a discount of approximately 28.73% to the average of the closing price of approximately HK\$0.275 per Share as quoted on the Stock Exchange for the last thirty (30) consecutive trading days immediately including the Last Trading Day;

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## LETTER FROM THE BOARD

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- (e) a discount of approximately 66.78% to the closing price of HK\$0.590 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (f) a premium of approximately 39.20% over the audited net asset value of the Group per Share of approximately RMB0.128 per Share as at 31 December 2023, with reference to the annual results of the Group for the year ended 31 December 2023;
- (g) a premium of approximately 256.36% over the audited net asset value of the Group per Share of approximately RMB0.05 per Share as at 31 December 2024, with reference to the annual results of the Group for the year ended 31 December 2024; and
- (h) a premium of approximately 493.94% over the unaudited net asset value of the Group per Share of approximately RMB0.03 per Share as at 30 June 2025, with reference to the interim results of the Group for the six months ended 30 June 2025.

The initial HKD Conversion Price was arrived at after arm's length negotiations between the Company and Subscriber C with reference to (i) the prevailing trading price of the Shares; (ii) the prospects and financial position of the Group; (iii) the prevailing market conditions at the time of CB Subscription Agreement C; and (iv) the benefits of CB Subscription C.

In determining that the initial HKD Conversion Price remains fair and reasonable notwithstanding the passage of time, the Board has taken into account, among other factors, (i) the Group's continued deterioration in financial performance and financial position since the initial HKD Conversion Price was agreed, including the sustained decline in the net asset value per Share; (ii) the absence of material improvement in the Group's underlying fundamentals during the intervening period; (iii) that CB Subscription C was not structured as a new or separate fundraising exercise but formed part of the same fundraising originally structured in the first half of 2024; (iv) that the initial HKD Conversion Price represented a premium over the net asset value per Share; and (v) the Board's review of the Group's audited financial results for the year ended 31 December 2024.

For further details about the factors considered by the Board in assessing whether there had been any material improvement in the Group's underlying fundamentals during the intervening period, please refer to the section headed "A. PROPOSED SUBSCRIPTION B — Subscription Price and Conversion Price" in this circular.

The Board also wishes to clarify that CB Subscription C was negotiated as part of a single, integrated fundraising exercise agreed in the first half of 2024. The pricing terms were fixed with reference to the Group's financial condition and market conditions prevailing at that time. Although the market price of the Shares has subsequently traded higher than the initial HKD

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## LETTER FROM THE BOARD

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Conversion Price, the Board does not consider such post-agreement movements to be a relevant basis for re-pricing. The subsequent financial results confirm that there has been no material improvement in the Group's fundamentals. On this basis, the Board considers it appropriate to proceed on the originally agreed terms.

The Board also notes that the delay in completion of CB Subscription C was primarily attributable to procedural delays relating to a previously proposed subscription arrangement, in particular the extended internal approval process of the relevant investor. During the intervening period, the Company and Subscriber C entered into three supplemental agreements to extend the long stop date in order to preserve the agreed transaction structure and pricing.

Given the proceeds from CB Subscription C, the discount percentage was anticipated to be appealing to Subscriber C. The Company evaluated the Group's financial position, particularly its existing indebtedness and the need to enhance liquidity. The proceeds from CB Subscription C will allow the Group to strengthen its capital base and financial position.

Having considered the above, the Board is of the view that the initial HKD Conversion Price is fair and reasonable and is in the interests of the Company and the Shareholders as a whole.

Please also refer to the section headed "Reasons for and benefits of Subscription B and CB Subscription C and use of proceeds" below for details.

### **Conversion Shares under CB Subscription Agreement C**

Based on the initial HKD Conversion Price of HK\$0.196 per Conversion Share, an aggregate of 500,000,000 Conversion Shares represents approximately:

- (a) 29.2% of the issued share capital of the Company as at the Latest Practicable Date; and
- (b) 22.6% of the issued share capital of the Company as enlarged immediately upon allotment and issue of Conversion Shares under CB Subscription Agreement C.

### **CB Subscription C Completion**

The completion of CB Subscription C is expected to take place within 10 Business Days after the day on which the respective conditions as set out in the paragraph headed "B. Proposed CB Subscription C — Conditions precedents" are fulfilled or waived (or such other date as the Company and Subscriber C (if applicable) may agree in writing).

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## LETTER FROM THE BOARD

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### **Mandates to issue the Conversion Shares under CB Subscription Agreement C**

The Conversion Shares under CB Subscription Agreement C will be allotted and issued under Specific Mandate C to be approved by way of ordinary resolution by the Shareholders at the EGM. The Conversion Shares to be allotted and issued under CB Subscription C will rank pari passu in all respects with the Shares.

### **Application for listing**

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Conversion Shares. No application will be made for listing of, or permission to deal in, the 2026 HKD Convertible Bonds on the Stock Exchange or any other stock exchange.

### **PRINCIPAL TERMS OF THE 2026 HKD CONVERTIBLE BONDS**

The principal terms of the 2026 HKD Convertible Bonds are set out below:

Type:	2026 HKD Convertible Bonds
Issuer:	the Company
Denomination:	HK\$1,000 each
Interest rate and payment of interest:	The 2026 HKD Convertible Bonds shall carry coupon interest at the rate of 5.5% per annum payable every three months from the issue date of 2026 HKD Convertible Bonds in arrears.
Default interest:	12% per annum payable on any outstanding amount due under the 2026 HKD Convertible Bonds accrued from the due date to the date of payment in full.

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## LETTER FROM THE BOARD

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- Status: The 2026 HKD Convertible Bonds constitute general, unsubordinated, direct, unconditional and unsecured obligations of the Company and shall at all times rank *pari passu* and without any preference or priority among themselves. The payment obligations of the Company under the 2026 HKD Convertible Bonds shall, subject to such exceptions as may be provided by applicable laws, rank at least *pari passu* with all its other present and future unsecured, unconditional and unsubordinated obligations.
- Maturity and redemption: The maturity date falls on the 36 months of the date of issue of the 2026 HKD Convertible Bonds.
- Unless previously redeemed, converted or cancelled, the 2026 HKD Convertible Bonds will be redeemed on the Maturity Date at such amount equivalent to 110% of the principal amount of the outstanding 2026 HKD Convertible Bonds plus any accrued and unpaid interest.
- Conversion Price and adjustment: The number of Shares to be issued upon conversion of a 2026 HKD Convertible Bond will be determined by dividing the principal amount of the 2026 HKD Convertible Bond to be converted by HK\$0.196 per Conversion Share (but will be subject to adjustment described below) in effect at the Conversion Date.
- The initial HKD Conversion Price shall be HK\$0.196 per Conversion Share, subject to adjustment which includes consolidation, sub-division and reclassification of the Shares, capitalisation issue, capital distributions, rights issues of Shares or options over Shares or other securities of the Company, issue of Shares or other securities of the Company at less than 80% of the prevailing market price.
- The Conversion Price may not be reduced so that, on conversion of the 2026 HKD Convertible Bonds, Shares would fall to be issued at a discount to their par value. As at the Latest Practicable Date, the par value of the Share is HK\$0.05.
- Conversion rights: The 2026 HKD CB Holders shall have the right (the “**Conversion Right**”) to convert the whole or part (must be in multiples of HK\$1,000) of the principal amount of the 2026 HKD Convertible Bonds into Conversion Shares before the Maturity Date.

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## LETTER FROM THE BOARD

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**Conversion Shares:** Assuming full conversion of the 2026 HKD Convertible Bonds at the initial Conversion Price, the 2026 HKD Convertible Bonds will be converted into a total of 1,325,006,585 Conversion Shares, representing approximately 77.3% of the existing issued share capital of the Company and approximately 41.9% of the issued share capital of the Company as enlarged immediately upon allotment and issue of Conversion Shares.

The Conversion Shares issued upon conversion of the 2026 HKD Convertible Bonds will in all respects rank pari passu with the Shares as at the date of issue of Conversion Shares and be entitled to any dividends and other distributions the record date of which falls on or after the date on which the Conversion Shares are issued.

**Conversion restrictions:** The 2026 HKD CB Holders can only exercise their conversion rights on the condition that (i) they will comply with the obligation under Rule 26 of the Takeovers Code upon exercising of the conversion rights (if applicable); and (ii) no Listing Rule, including the minimum public float requirements of the Company under the Listing Rules, will be breached as a result of an exercise of conversion rights. Any exercise of conversion rights shall be subject to all applicable laws, rules and regulations, including but not limited to the Listing Rules and the Takeovers Code.

**Events of Default:** If any of the events specified below occurs, the 2026 HKD CB Holders can give redemption notice to the Company, with an effect that the 2026 HKD Convertible Bonds are immediately due and payable, in the amount of 110% of the principal amount of the 2026 HKD Convertible Bonds and any accrued and unpaid interest thereon:

- (a) the failure of the Company or its subsidiaries to perform or comply with, or breach any of the terms of, or its obligations under the 2026 HKD Convertible Bonds or Subscription Agreement B or CB Subscription Agreement C (as the case maybe), and failure to rectify or remedy such breach within fourteen (14) Business Days from the date on which the 2026 HKD CB Holders give notice thereof to the Company;

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## LETTER FROM THE BOARD

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- (b) the delisting of all the issued Shares on the Stock Exchange, save as in the event that the offer to the holders of the Shares to acquire all or any proportion of the Shares becomes unconditional;
- (c) an effective resolution passed by the Shareholders or an order is made by any courts with valid jurisdictions for any bankruptcy, dissolution or winding up of the Company or any subsidiaries or any distribution in connection with the disposition of all or substantially all of the assets of the Company or any of its subsidiaries, unless such bankruptcy, dissolution, winding up or distribution is in consequence of, or in connection with, or is immediately followed by, any merger, merger by absorption, consolidation or reorganisation, as the case may be; and
- (d) the Company's performance with any one or more of its obligations under the 2026 HKD Convertible Bonds becoming unlawful.

Transferability:	The 2026 HKD Convertible Bonds are transferable in integral multiple of HK\$1,000, except to connected persons (as defined in the Listing Rules) or direct competitors of the Company, which is subject to prior written consent from the Company.
Listing:	The 2026 HKD Convertible Bonds will not be listed on the Stock Exchange or any other stock exchange.
Voting:	The 2026 HKD CB Holders are not entitled to receive notices of, attend or vote at any meetings of the Company by reason only of it being a holder of the 2026 HKD Convertible Bonds.
Jurisdiction:	The 2026 HKD Convertible Bonds to be issued to Subscriber B and Subscriber C shall be governed by and construed in accordance with the laws of the Hong Kong.

For details of Subscriber B and Subscriber C, please refer to the paragraph headed "Information on the parties to Subscription Agreement B and CB Subscription Agreement C" in this circular.

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## LETTER FROM THE BOARD

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### FILING REQUIREMENTS IN THE PRC

As advised by our PRC legal adviser, the issue of Subscription Shares and the 2026 HKD Convertible Bonds is subject to the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》), which was promulgated by the China Securities Regulatory Commission on 17 February 2023 and took effect on 31 March 2023. The Company is required to fulfil all filing and registration obligations arising from the Subscription Agreements. The Company will fulfil all the required filing and registration as and when appropriate.

### INFORMATION ON THE PARTIES TO SUBSCRIPTION AGREEMENT B AND CB SUBSCRIPTION AGREEMENT C

#### Subscriber B

Subscriber B is a Cayman Islands exempted company incorporated with limited liability and is registered with the Cayman Islands Monetary Authority as a mutual fund under the laws of the Cayman Islands. Its management shares (the “**Subscriber B’s Management Shares**”) are wholly owned by Atlantis Investment Management Limited (“**Atlantis**”), a limited liability company incorporated in Hong Kong licensed to carry out Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO, which is also the investment manager of Subscriber B. Notwithstanding that the total par value of all Subscriber B’s Management Shares represents less than 50% of the total issued share capital of Subscriber B, Atlantis, owning all Subscriber B’s Management Shares, holds the control over the board of Subscriber B due to the right to receive notice of, attend, and vote at general meetings of Subscriber B only conferred on the holders of Subscriber B’s Management Shares pursuant to the Subscriber B’s articles of association.

Liu Yang (“**Ms. Liu**”) is the chairperson and chief investment officer of Atlantis. Ms. Liu is also solely responsible and authorised to make investment decisions on behalf of Subscriber B. She was head of China equity at First State Investment Management (HK). Prior to this, in 1993, she joined CMG CH China Investments Ltd, where she was CIO and investment manager of the CMG CH China Fund (renamed New Era PRC Fund). In 1988, Ms. Liu embarked on her investment career with CITIC Group in Beijing. She graduated in 1988 from Central University of Finance and Economics in Beijing with a Bachelor of Arts in Economics. She also received a Graduate Diploma in Applied Finance and Investment from the Securities Institute of Australia in 1998.

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## LETTER FROM THE BOARD

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Subscriber B, with approximately USD10.0 million (equivalent to approximately HK\$78.5 million) of assets under management as at the date of the First Announcement, invests mainly in a portfolio of listed equities but may also invest in equity related instruments including convertible bonds and derivatives, and its investors consist of professional institutions and professional individual investors.

The principal investment objective of Subscriber B is to seek to achieve long term capital appreciation by investing primarily in listed companies in Hong Kong that, in the opinion of the Investment Manager, embrace the concept of “new economy, new Hong Kong stocks and new trends”, namely the New Hong Kong Stocks (“**NHKS**”). The definition of NHKS includes, among others, companies engaged in business which is in line with the targets set out in the “14th Five-Year Plan” for the National Economic and Social Development of the PRC. This plan emphasises, among other things, the importance of the five years under the “14th Five-Year Plan” as an intensive period of accelerating its green and low-carbon energy transformation and actively pursuing its national goal of making a self-driven contribution to the global fight against climate change. This national goal also facilitates the Group’s business, as a renewable energy enterprise specialised in wind power, with a view of expanding into new business sectors and striving for a solid foothold in the renewable energy industry.

According to the disclosure of interests publicly available on the website of the Stock Exchange, Subscriber B previously invested in the shares of Zhong Ji Longevity Science Group Ltd. (Stock Code: 767). Atlantis, on behalf of the funds it manages, with over USD1.0 billion (equivalent to approximately HK\$7.85 billion) of assets under management as at date of the First Announcement, (i) previously made various investments in securities issued by including, among others, King Stone Energy Group Limited (Stock Code: 663) and other companies listed on the Main Board, in which Atlantis were interested in 5% or more of any class of voting shares; and (ii) has interest in, among others, the shares in Apollo Future Mobility Group Ltd. (Stock Code: 860) and Changyou Alliance Group Ltd. (Stock Code: 1039) as at the Latest Practicable Date.

Subscriber B, Atlantis, Ms. Liu and their respective concert parties are not parties in concert with (i) Mr. Yuan, his nominees and his controlled companies; and (ii) Mr. Zhang, his nominees and his controlled companies. There are also no business or other relationships between (i) Subscriber B and its respective beneficial owners; and (ii) (a) Mr. Yuan, his nominees and his controlled companies; and (b) Mr. Zhang, his nominees and his controlled companies.

Atlantis is indirectly wholly-owned by Ms. Liu. Each of Subscriber B, Atlantis and Ms. Liu is (i) is an Independent Third Party and (ii) hold no securities of the Company.

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## LETTER FROM THE BOARD

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### Subscriber C

Subscriber C is a segregated portfolio created by Great Praise Investment SPC (formerly known as TradArt Flagship Investment SPC) (“**Great Praise SPC**”), which is a Cayman Islands exempted company incorporated with limited liability and registered as a segregated portfolio company. Great Praise SPC, incorporated in 2021, is established to operate as an investment fund, with over HK\$280.0 million of assets under management as at the date of the First Announcement.

TradArt Asset Management Co., Limited (“**TradArt**”), a limited liability company incorporated in Hong Kong licensed to carry out Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO, is the investment manager of Great Praise SPC (on behalf of and for the account of Subscriber C), managing the investment on a discretionary basis. At as the Latest Practicable Date, all of the founder shares of Great Praise SPC (the “**SPC Founder Shares**”) are owned by TradArt Intelligent Selection Limited (“**TradArt Intelligent**”), a limited liability company registered in BVI, which is in turn beneficially owned 80% as to Mr. Hu Chao (“**Mr. Hu**”) and 20% as to Mr. Wong Chiu (“**Mr. Wong**”).

Notwithstanding that the total par value of all SPC Founder Shares represents less than 50% of the total issued share capital of Great Praise SPC, TradArt Intelligent, owning all SPC Founder Shares, holds the control over the board of Great Praise SPC, given that the right to receive notice of, attend, and vote at general meetings of Great Praise SPC is only conferred on the holders of SPC Founder Shares pursuant to the Great Praise SPC’s articles of association. TradArt Intelligent, holding the control over Great Praise SPC’s board of directors, can influence the selection of Great Praise SPC’s investment manager.

Mr. Hu and Mr. Wong are responsible officers and directors of TradArt, which is beneficially owned as to 34% by Mr. Hu, 33% by Mr. Wong and 33% by Mr. Liu Dayuan (“**Mr. Liu**”).

Mr. Hu has more than twenty years of experience in the financial industry. Before joining TradArt, he was the responsible officer of Harvest International Securities Company Limited. Prior to that, he was the general manager of the family office of Wonderland International Asset Management Limited. Mr. Hu holds a master’s degree in Business Administration from the School of Business of Sun Yat-sen University.

Mr. Wong has more than fourteen years of experience in the financial industry. Before joining TradArt, he was the deputy director of the capital market department of Harvest International Securities Company Limited. Prior to that, he was the manager of the capital market department of Wonderland International Asset Management Limited. Mr. Wong holds a bachelor’s degree in Economics from the School of Economics of Fudan University.

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## LETTER FROM THE BOARD

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Mr. Liu has more than twenty years of experience in the financial industry. He is also the general manager of Zhuhai Kuanquan Private Fund Management Partnership (Limited Partnership). Before joining TradArt, he was the director of Harvest International Securities Company Limited. Prior to that, he was the deputy general manager of Harvest Capital Management Co., Ltd. Mr. Liu holds a bachelor's degree in Investment from the School of Management Science and Engineering, Central University of Finance and Economics.

The primary objective of Subscriber C, with approximately HK\$9.0 million of assets under management as at the date of the First Announcement, is to generate investment returns through investments in companies focused on mass consumption, healthcare, hard technology, new economy and new energy. Great Praise SPC has the flexibility to invest in a wide range of instruments including, but not limited to, pre-initial public offerings (Pre-IPOs), initial public offerings (IPOs), securities of all kinds, collective investment schemes, notes convertible into stocks or shares, equity-related instruments, all kinds of derivative instruments, either be exchange-traded or over-the-counter. In Hong Kong, Great Praise SPC (on behalf of and for the account of one of its segregated portfolios), as a cornerstone investor, subscribed shares in 3D Medicines Inc. (Stock Code: 1244), YH Entertainment Group (Stock Code: 2306) and STAR CM Holdings Limited (Stock Code: 6698), the shares of which are listed on the Main Board of the Stock Exchange.

Subscriber C, Great Praise SPC, TradArt, TradArt Intelligent, and their respective beneficial owners are not parties acting in concert with (i) Mr. Yuan, his nominees and his controlled companies; and (ii) Mr. Zhang, his nominees and his controlled companies. There are also no business or other relationships between (i) Great Praise SPC and its respective beneficial owners; and (ii) (a) Mr. Yuan, his nominees and his controlled companies; and (b) Mr. Zhang, his nominees and his controlled companies. Investors of Subscriber C consist of high net worth individuals and corporations.

Each of TradArt, Great Praise SPC, their respective ultimate beneficial owners, Subscriber C, other segregated portfolios under Great Praise SPC, their respective investment managers, Mr. Hu, Mr. Wong and Mr. Liu (i) is an Independent Third Party; and (ii) hold no securities of the Company.

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## LETTER FROM THE BOARD

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### REASONS FOR AND BENEFITS OF SUBSCRIPTION B AND CB SUBSCRIPTION C AND USE OF PROCEEDS

Subscription B and CB Subscription C form part of the Company's ongoing efforts to strengthen the Group's financial position and enhance its liquidity in light of its current operational and financial circumstances. Subscription B and CB Subscription C will allow the Company to raise additional funds for (i) the repayment of the Group's debt securities, borrowings, and other payable, (ii) the support of the Group's ongoing business operations, and (iii) the provision of general working capital.

As disclosed in the Company's prior announcements, the overall subscription process in respect of Subscription B and CB Subscription C has been delayed for a prolonged period due to extensions of the relevant long stop dates, during which time the Group's funding priorities have significantly changed. Following the termination of a previously proposed subscription arrangement (the "**Terminated Subscription**"), Subscription B and CB Subscription C have continued and are now proceeding.

As at 30 November 2025, the Group had outstanding debt securities, borrowings and other payables of approximately RMB2,509.1 million (equivalent to approximately HK\$2,760.0 million). As at 30 June 2025, the Group had outstanding debt securities, borrowings and other payables of approximately RMB2,314.7 million (equivalent to approximately HK\$2,546.2 million) falling due within two years, details of which are set out below:

	<b>From connected persons/related parties</b>	<b>From Independent Third Parties</b>
Falling due within one year	RMB419.6 million (equivalent to approximately HK\$461.6 million)	RMB387.8 million (equivalent to approximately HK\$426.6 million)
Falling due between one and two years	—	RMB1,507.3 million (equivalent to approximately HK\$1,658.0 million)
Total:	RMB419.6 million (equivalent to approximately HK\$461.6 million)	RMB1,895.1 million (equivalent to approximately HK\$2,084.6 million)

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## LETTER FROM THE BOARD

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Having considered the Group's existing indebtedness and overall financial position, the Board considers it appropriate and prudent for the Company to secure additional funding to enable the Group to address its existing financial obligations, mitigate the further accrual of liabilities (including default interest), and reduce potential legal and financial risks, thereby stabilising the Group's financial position and supporting its continued operations.

The Board notes that the termination of the Terminated Subscription does not affect the commercial rationale of Subscription B and CB Subscription C, which are independent of the Terminated Subscription. The Board considers that the continuation of Subscription B and CB Subscription C remains in the interests of the Company and the Shareholders as a whole, having regard to the Group's current funding needs and financial position.

The Board considers it in the Company's best interests to diversify its shareholder base. Share Subscription B has provided the Company with the opportunity to introduce a well-known institutional investor as a Shareholder. The participation of such a well-recognized investor is expected to enhance the Company's reputation and brand image by reinforcing market confidence in the Group's business and prospects. Its involvement reflects positive external recognition of the Group's strategy and growth potential. Furthermore, the funds of approximately HK\$283.1 million raised from Subscriber B and Subscriber C can also fulfill the Group's funding requirements. This strategic move not only strengthens the Group's financial position but also elevates its brand reputation by associating it with renowned institutional investors, which have participated in diverse investments in Hong Kong's listed issuers through share subscription, convertible bonds subscription and cornerstone investment, indicating their confidence in the Group's business and prospects. The Group's management members were primarily involved in road shows, discussions, and negotiations with both Subscriber B and Subscriber C, under the guidance and supervision of the Board. No Directors directly participated in the road shows, discussions, and negotiations with both Subscriber B and Subscriber C. All Directors fulfilled their routine responsibilities to the Board and the Company in respect of Subscription Agreement B and CB Subscription Agreement C.

In an attempt to strengthen its capital base and address its substantial funding needs, the Board had considered different funding solutions and concluded that Subscription B and CB Subscription C represent an appropriate and feasible means for the Group to raise additional funds in light of its current financial position and circumstances. With respect to other equity financing solutions, the Board considered the possibility of raising additional funds from existing Shareholders by way of a rights issue or open offer. However, the Board was of the view that such fund-raising methods would involve a higher degree of uncertainty because they typically require a

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## LETTER FROM THE BOARD

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longer lead time to implement and their success is inherently contingent on the level of take-up by the Shareholders and prevailing market conditions at the relevant time. Accordingly, the Board considers that they may not represent the most suitable fund-raising option for the Company at this stage.

In particular, the Board has taken into account the outcome of the rights issue conducted in August 2023, which was not fully subscribed by the then-existing Shareholders and required a substantial portion of the shares to be placed by a placing agent. This reflects a relatively cautious sentiment among Shareholders and prevailing market conditions, indicating that reliance on a further rights issue or open offer may carry uncertainties in terms of subscription levels, timing and fund-raising certainty.

In addition, the Board notes that pursuing alternative equity financing methods would likely involve additional costs and time, including the engagement of underwriters or placing agents, negotiation of underwriting or placing terms, and the preparation of further regulatory and compliance documentation. Having regard to the Group's current funding needs and financial position, the Board therefore considers that Subscription B and CB Subscription C offer a more predictable and timely fundraising solution compared with such alternatives.

The Board, after due enquiries and careful consideration, has also concluded that Subscription B and CB Subscription C represent an appropriate and feasible means for the Group to raise additional funds as compared with other alternative means of debt financing, such as borrowings from banks and other financial institutions, with a view to strengthening the Group's capital base. Considering that (i) bank borrowings would result in the Company being subject to a higher interest burden due to the prevailing high interest rate environment; and (ii) having considered the continuous loss-making position of the Group, banks or other financial institutions would likely require the Group to provide collateral or pledge of assets, and the Board believes that borrowings from banks and other financial institutions may not be a feasible and beneficial way of fund raising available and applicable to the Group.

The Board further considers that the financing structure comprising Subscription B and CB Subscription C provides the Company with an appropriate degree of funding flexibility by combining equity and convertible debt financing. Such a structure allows the Company to raise funds in a manner that aligns with its current financial position and funding requirements, while maintaining flexibility in managing its capital structure. The Board considers that this financing structure represents a reasonable and balanced approach having regard to the Group's prevailing circumstances.

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## LETTER FROM THE BOARD

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The Board considers that the terms of Subscription Agreement B and CB Subscription Agreement C are on normal commercial terms, fair and reasonable, and are in the interests of the Company and the Shareholders as a whole.

The gross proceeds from Subscription B and CB Subscription C amount to approximately HK\$185.1 million and approximately HK\$98.0 million, respectively, and the net proceeds, after deduction of all relevant expenses, amount to an aggregate of approximately HK\$279.6 million. The Group intends to apply the proceeds as follows:

Use of proceeds	Percentage of the net proceeds from Subscription B and CB Subscription C	Amount of the net proceeds from Subscription B and CB Subscription C	Expected timeline for utilisation
1. to repay the Group's debt securities, borrowings, and other payable	Approximately 70.0%	Approximately HK\$195.7 million (equivalent to approximately RMB177.9 million)	By December 2026
2. to use for the future business development of the Group	Approximately 20.0%	Approximately HK\$55.9 million (equivalent to approximately RMB50.8 million)	By December 2026
3. to replenish the Group's working capital	Approximately 10.0%	Approximately HK\$28.0 million (equivalent to approximately RMB25.5 million)	By December 2026
<b>Total</b>	<b>100%</b>	Approximately HK\$279.6 million (equivalent to approximately RMB254.2 million)	

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## LETTER FROM THE BOARD

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The net proceeds to be received by the Company from Subscription B and CB Subscription C are intended to be applied primarily towards the repayment and settlement of certain outstanding indebtedness of the Group, including outstanding convertible bonds, debt securities, borrowings and other payables, in order to reduce the Group's overall liabilities and ongoing financial burden.

In particular, part of the proceeds is intended to be used for the repayment and settlement of the 2022 Convertible Bonds, which have reached their original maturity and remain outstanding as at the Latest Practicable Date. The 2022 Convertible Bonds held by Filled Converge Limited, a company wholly owned by Mr. Zhang, was matured in April 2025. Default interest has continued to accrue on the outstanding principal amount, and the aggregate amount payable thereunder amounted to approximately HK\$454.9 million (equivalent to approximately RMB413.5 million) as at 30 June 2025. The Board considers that the repayment and settlement of part of the 2022 Convertible Bonds would mitigate the further accrual of liabilities and reduce potential legal and financial risks to the Group. As the proceeds will not be sufficient to fully discharge the outstanding amount payable under the 2022 Convertible Bonds, the remaining balance will be managed having regard to the Group's liquidity position, financial performance and future cash flows. The Company may engage in negotiation with the holder of the 2022 Convertible Bonds to grant an extension of the maturity date of the remaining part of the 2022 Convertible Bonds, or to explore the possibility of conversion of such 2022 Convertible Bonds into Shares.

The Group intends to use 20% of the net proceeds, being approximately HK\$55.9 million, for the future business development of the Group, including the second phase of the grid-side independent energy storage power station project invested in and constructed by the Company's subsidiary, with construction expected to commence in 2026. For details of the power station project, please refer to the Company's announcement dated 30 October 2025. The remaining 10% of the net proceeds will be allocated as follows: (i) approximately HK\$21.6 million for directors' emoluments and staff salaries; and (ii) approximately HK\$6.4 million for office and administrative expenses.

The Board has reviewed the Group's indebtedness falling due within one year, taking into account the expected completion of Subscription B and CB Subscription C. Although the proceeds from these fundraising activities will not be applied exclusively to the repayment of such indebtedness, the Board is of the view that the Group will have access to adequate resources to meet its repayment obligations as they fall due, provided that the following liquidity measures are successfully implemented:

- (i) the Group has been in discussions with the relevant creditors in respect of indebtedness maturing within one year, with the aim of seeking extensions to repayment schedules or other mutually acceptable arrangements;

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## LETTER FROM THE BOARD

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- (ii) the Group will actively consider additional financing options, which may include negotiating the renewal of existing credit facilities, subject to prevailing market conditions; and
- (iii) the Group may undertake further equity fundraising activities if, and when, the Board considers it appropriate having regard to the Group's financial position and capital requirements at the relevant time.

In determining the allocation of proceeds, the Board has taken into account the need to maintain sufficient working capital and support the Group's ongoing operations. Allocating substantially all of the proceeds to debt repayment would materially constrain liquidity and adversely affect the Group's ability to continue operations and generate cash flows. The Board therefore considers it appropriate to allocate a portion of the proceeds to future business development and working capital in order to support operational stability and enhance the Group's longer-term repayment capacity.

As disclosed in the First Announcement published approximately 20 months ago, the proceeds from the then proposed subscriptions were intended to be applied mainly towards upgrading the Group's generators and related equipment and investing in new equipment, and were not intended to be used for the repayment and settlement of certain outstanding indebtedness of the Group at that time. Such intended application reflected the scale and structure of the subscription arrangements contemplated at the relevant time. Due to the prolonged delay in completion of Subscription B and CB Subscription C, the Terminated Subscription, and the changes in the Group's financial position and funding priorities since then, the Board considers it appropriate to update the intended use of proceeds to better reflect the Group's current circumstances and funding needs. Save as disclosed above, the Company's overall business strategies and direction remain unchanged.

### **FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS**

The Company did not conduct any fund-raising activities in the 12 months immediately preceding the Latest Practicable Date.

### **POSSIBLE ADJUSTMENTS RELATING TO THE 2022 CONVERTIBLE BONDS**

As at the Latest Practicable Date, there are 2022 Convertible Bonds with an aggregate principal amount of HK\$356,375,000 convertible into 494,278,779 Shares, at the conversion price of HK\$0.721 per Share.

## LETTER FROM THE BOARD

The instrument of the 2022 Convertible Bonds contains adjustment provisions that may be triggered by (i) Share issuances at prices below 95% of the prevailing market price as defined in the aforesaid instrument; and (ii) issuance of securities convertible into Shares at effective prices below 95% of the prevailing market price as defined in the aforesaid instrument.

The allotment and issue of the Subscription Shares and Conversion Shares may lead to adjustments to the conversion price the 2022 Convertible Bonds as set out above. The Company will make further announcement(s) on such adjustment(s) as and when appropriate.

### EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

For illustration purposes only, the table below illustrates the shareholding structure of the Company (i) as at the Latest Practicable Date; (ii) immediately after allotment and issue of the Subscription Shares and before conversion of any of the 2026 HKD Convertible Bonds; (iii) immediately upon allotment and issue of the Subscription Shares and Conversion Shares; (iv) immediately upon allotment and issue of the Subscription Shares and Conversion Shares of Subscriber B only (subject to its conversion restrictions); (v) immediately upon allotment and issue of the Conversion Shares of Subscriber C only; (vi) immediately upon allotment and issue of the Subscription Shares, Conversion Shares, and Shares converted from the 2022 Convertible Bonds:

	As at the Latest Practicable Date		Immediately after allotment and issue of the Subscription Shares and before conversion of any of the 2026 HKD Convertible Bonds		Immediately upon allotment and issue of the Subscription Shares and Conversion Shares		Immediately upon allotment and issue of the Subscription Shares and Conversion Shares of Subscriber B only (subject to its conversion restrictions)		Immediately upon allotment and issue of the Conversion Shares of Subscriber C only		Immediately upon allotment and issue of the Subscription Shares, Conversion Shares, and Shares converted from the 2022 Convertible Bonds	
	Number of Shares	%	Number of Shares	%	Number of Shares	%	Number of Shares	%	Number of Shares	%	Number of Shares	%
Subscriber B (Note 1, 2, and 3)	—	—	119,437,859	6.5%	944,444,444	29.9%	944,444,444	35.5%	—	—	944,444,444	25.9%
Subscriber C (Note 2 and 3)	—	—	—	—	500,000,000	15.8%	—	—	500,000,000	22.6%	500,000,000	13.7%
<b>Sub-total of the Subscribers</b>	<b>—</b>	<b>—</b>	<b>119,437,859</b>	<b>6.5%</b>	<b>1,444,444,444</b>	<b>45.7%</b>	<b>944,444,444</b>	<b>35.5%</b>	<b>500,000,000</b>	<b>22.6%</b>	<b>1,444,444,444</b>	<b>39.6%</b>
<b>Mr. Xu (Note 4)</b>	<b>227,966,663</b>	<b>13.3%</b>	<b>227,966,663</b>	<b>12.4%</b>	<b>227,966,663</b>	<b>7.2%</b>	<b>227,966,663</b>	<b>8.6%</b>	<b>227,966,663</b>	<b>10.3%</b>	<b>227,966,663</b>	<b>6.2%</b>
<b>The Directors:</b>												
Mr. Zhang and his concert parties:												
Mr. Zhang (Note 5 and 6)	6,492,000	0.4%	6,492,000	0.4%	6,492,000	0.2%	6,492,000	0.2%	6,492,000	0.3%	6,492,000	0.2%
Diamond Era (Note 5)	216,206,900	12.6%	216,206,900	11.8%	216,206,900	6.8%	216,206,900	8.1%	216,206,900	9.8%	216,206,900	5.9%
Filled Converge (Note 5 and 6)	—	—	—	—	—	—	—	—	—	—	494,278,779	13.5%
<b>Sub-total of Mr. Zhang and his concert parties</b>	<b>222,698,900</b>	<b>13.0%</b>	<b>222,698,900</b>	<b>12.2%</b>	<b>222,698,900</b>	<b>7.0%</b>	<b>222,698,900</b>	<b>8.3%</b>	<b>222,698,900</b>	<b>10.1%</b>	<b>716,977,679</b>	<b>19.6%</b>
Mr. Yuan Wanyong	—	—	—	—	—	—	—	—	—	—	—	—
Mr. Qu Weidong	1,713,920	0.1%	1,713,920	0.1%	1,713,920	0.1%	1,713,920	0.1%	1,713,920	0.1%	1,713,920	0.0%
Ms. Hu Xiaolin	—	—	—	—	—	—	—	—	—	—	—	—
Mr. Jiang Senlin	1,704,000	0.1%	1,704,000	0.1%	1,704,000	0.1%	1,704,000	0.1%	1,704,000	0.1%	1,704,000	0.0%
<b>Sub-total of the Directors</b>	<b>226,116,820</b>	<b>13.2%</b>	<b>226,116,820</b>	<b>12.4%</b>	<b>226,116,820</b>	<b>7.2%</b>	<b>226,116,820</b>	<b>8.5%</b>	<b>226,116,820</b>	<b>10.3%</b>	<b>720,395,599</b>	<b>19.6%</b>
<b>Public Shareholders</b>	<b>1,260,635,660</b>	<b>73.5%</b>	<b>1,260,635,660</b>	<b>68.7%</b>	<b>1,260,635,660</b>	<b>39.9%</b>	<b>1,260,635,660</b>	<b>47.4%</b>	<b>1,260,635,660</b>	<b>56.8%</b>	<b>1,260,635,660</b>	<b>34.6%</b>
<b>Total</b>	<b>1,714,719,143</b>	<b>100.0%</b>	<b>1,834,157,002</b>	<b>100.0%</b>	<b>3,159,163,587</b>	<b>100.0%</b>	<b>2,659,163,587</b>	<b>100.0%</b>	<b>2,214,719,143</b>	<b>100.0%</b>	<b>3,653,442,366</b>	<b>100.0%</b>

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## LETTER FROM THE BOARD

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*Notes:*

1. Assuming (i) only Subscription B was completed; and (ii) the conversion right of Subscriber B's 2026 HKD Convertible Bonds were exercised in full, a total of 944,444,444 Shares would be issued to Subscriber B, representing approximately 35.5% of the total issued Shares of the Company. In such event, pursuant to the conversion restrictions under the 2026 HKD Convertible Bonds, Subscriber B shall comply with the obligations under Rule 26 of the Takeovers Code.
2. Assuming (i) Subscription B and CB Subscription C were completed; and (ii) the conversion right of Subscriber B's and Subscriber C's 2026 HKD Convertible Bonds were exercised in full, the total of 944,444,444 and 500,000,000 Shares would be issued to Subscriber B and Subscriber C, respectively, representing approximately 29.9% and 15.8% of the total issued Shares of the Company, respectively.
3. Any of Subscriber B, Atlantis, and Ms. Liu (together, the "**Subscriber B Concert Group**") on the one hand and any of Subscriber C, Great Praise SPC, TradArt, TradArt Intelligent, and their respective beneficial owners (together, the "**Subscriber C Concert Group**") on the other hand are not parties acting in concert. Each is managed by a different and independent investment manager, Subscriber B by Atlantis and Subscriber C by TradArt, respectively, each operating under its own separate investment mandate. Subscriber B and Subscriber C each made their respective investment decision, namely Subscription B and CB Subscription C, independently, without any formal or informal agreement, understanding, or coordination between them. Each of the Subscriber B Concert Group and the Subscriber C Concert Group has confirmed that (i) any decision to exercise conversion rights will be made solely having regard to its respective investment mandate, strategy, and the prevailing market conditions at the relevant time; and (ii) there is no arrangement or agreement between any members of each of the Subscriber B Concert Group and the Subscriber C Concert Group regarding the timing, manner, or extent of conversion or any post-conversion matters. For the avoidance of doubt, Subscription B and CB Subscription C are also not inter-conditional to each other.
4. The information of any number of Shares held by such Shareholder are based on the disclosure of interest filings made by him. Xu Yingjie ("**Mr. Xu**") is considered as a substantial shareholder of the Company, pursuant to the Listing Rules.
5. Mr. Zhang is the beneficial owner of the entire issued shares of Diamond Era. As at the Latest Practicable Date, Diamond Era was interested in 216,206,900 shares. Mr. Zhang is deemed, or taken to be, interested in the shares of the Company in which Diamond Era is interested for the purpose of the SFO.
6. Filled Converge is wholly-owned by Mr. Zhang. Filled Converge is the holder of the 2022 Convertible Bonds issued by the Company on 28 April 2022 in the principal amount of HK\$356,375,000. Assuming the conversion right of the 2022 Convertible Bonds were exercised in full, the total of 494,278,779 new shares would be issued to Filled Converge.
7. The percentages in the table above are expressed as percentages of the total issued Shares of the Company at the relevant time and are subject to rounding adjustments.

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## LETTER FROM THE BOARD

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### INFORMATION ON THE COMPANY

The Company is a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange. The Group is principally engaged in the business of wind power generation in the PRC.

### IMPLICATIONS UNDER THE LISTING RULES

Share Subscription B will not result in a theoretical dilution effect of 25% of more on its own. As such, the theoretical dilution impact of Share Subscription B is in compliance with Rule 7.27B of the Listing Rules.

### EGM

Set out on pages EGM-1 to EGM-3 of this circular is a notice of the EGM to be held at Room 2801–2804, 28/F, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Friday, 6 March 2026 for the purpose of considering and, if thought fit, passing the resolutions to approve, among other things, (i) Subscription Agreement B and the transactions contemplated thereunder (including Specific Mandate B); and (ii) CB Subscription Agreement C and the transactions contemplated thereunder (including Specific Mandate C). The voting in relation to resolutions to be proposed at the EGM will be conducted by way of a poll.

Any Shareholders who are interested in or involved in the above matters shall abstain from voting on the resolution(s) in relation thereto to be proposed at the EGM. At the date of this letter, no Shareholder is materially interested in or involved in Subscription B and CB Subscription C and will be required to abstain from voting on the resolution(s) to the Subscription Agreement B and CB Subscription Agreement C and their respective transactions thereunder (including Specific Mandate B and Specific Mandate C).

### CLOSURE OF REGISTER OF MEMBERS OF THE COMPANY

In order to determine the entitlements of the Shareholders to attend and vote at the EGM, the transfer books and register of members will be closed from Tuesday, 3 March 2026 to Friday, 6 March 2026, both days inclusive, during which period no transfer of Shares will be registered.

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## LETTER FROM THE BOARD

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In order to be eligible for attending and voting at the EGM, all transfers of Shares (together with the relevant share certificates and instruments of transfer) must be lodged with the Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by not later than 4:30 p.m. on Monday, 2 March 2026. The record date for the attending and voting at the meeting is on Friday, 6 March 2026.

### RECOMMENDATION

The Board considers that Subscription B, CB Subscription C, Subscription Agreement B, CB Subscription Agreement C and the transactions contemplated thereunder, including the proposed grant of Specific Mandate B and Specific Mandate C, are on normal commercial terms, fair and reasonable and are in the best interest of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolutions to be proposed at the EGM.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 herein or this circular misleading.

### MISCELLANEOUS

In the event of any inconsistency, the English texts of this circular and the accompanying form of proxy shall prevail over their respective Chinese texts.

**Each of Subscription B and CB Subscription C is subject to a number of conditions, which may or may not be fulfilled. Shareholders and investors are advised to exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.**

By Order of the Board of  
**China Ruifeng Renewable Energy Holdings Limited**  
**Zhang Zhixiang**  
*Executive Director and Chief Executive Officer*

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## NOTICE OF EGM

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**CHINA RUIFENG RENEWABLE ENERGY HOLDINGS LIMITED**  
**中國瑞風新能源控股有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 00527)**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**Meeting**”) of China Ruifeng Renewable Energy Holdings Limited (the “**Company**”) will be held at Room 2801–2804, 28/F, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Friday, 6 March 2026 at 11:00 a.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, passing (with or without amendment) the following resolutions as ordinary resolution(s) (as the case may be) of the Company. Unless otherwise specified, terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 10 February 2026 (the “**Circular**”).

### **ORDINARY RESOLUTIONS**

1. “**THAT**

- (a) (A) Share Subscription B pursuant to Subscription Agreement B and (B) CB Subscription B pursuant to Subscription Agreement B, and the transactions contemplated thereunder be and are hereby approved, confirmed, and ratified in all respects;
- (b) subject to the Listing Committee of The Stock Exchange of Hong Kong Limited granting and not having withdrawn the approval for the listing of, and the permission to deal in the Subscription Shares under Share Subscription B and the Conversion Shares under CB Subscription B, the Directors be and are hereby granted Specific Mandate B to exercise the powers of the Company to allot and issue the Subscription Shares under Share Subscription B and the Conversion Shares under CB Subscription B in accordance with the terms and conditions of Subscription Agreement B; and
- (c) any one or more Directors be and are hereby authorised to do all such acts and execute all such other documents generally and unconditionally as he/she may consider necessary, expedient or desirable in connection with or to give effect to paragraphs (a) to (b) of this resolution, including, without limitation, the allotment and issue of the Subscription Shares under Share Subscription B and the Conversion Shares under CB Subscription B.”

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## NOTICE OF EGM

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2. “**THAT**

- (a) CB Subscription C pursuant to CB Subscription Agreement C and the transactions contemplated thereunder be and are hereby approved, confirmed, and ratified in all respects;
- (b) subject to the Listing Committee of The Stock Exchange of Hong Kong Limited granting and not having withdrawn the approval for the listing of, and the permission to deal in the Conversion Shares under CB Subscription C, the Directors be and are hereby granted Specific Mandate C to exercise the powers of the Company to allot and issue the Conversion Shares under CB Subscription C in accordance with the terms and conditions of CB Subscription Agreement C; and
- (c) any one or more Directors be and are hereby authorised to do all such acts and execute all such other documents generally and unconditionally as he/she may consider necessary, expedient or desirable in connection with or to give effect to paragraphs (a) to (b) of this resolution, including, without limitation, the allotment and issue of the Conversion Shares under CB Subscription C.”

By order of the Board of  
**China Ruifeng Renewable Energy Holdings Limited**  
**Zhang Zhixiang**  
*Executive Director and Chief Executive Officer*

Hong Kong, 10 February 2026

*Registered office:*  
Windward 3, Regatta Office Park  
P.O. Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

*Principal place of business in Hong Kong:*  
Room 2801–2804, 28/F  
Office Tower, Convention Plaza  
1 Harbour Road, Wanchai  
Hong Kong

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## NOTICE OF EGM

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*Notes:*

1. Voting at the EGM will be taken by poll as required under the Listing Rules.
2. The register of members of the Company will be closed from Tuesday, 3 March 2026 to Friday, 6 March 2026 (both days inclusive). During this period, no transfer of shares will be effected. To be eligible to attend and vote at the extraordinary general meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 2 March 2026. The record date for the attending and voting at the meeting is on Friday, 6 March 2026.
3. Any member entitled to attend and vote at the meeting of the Company shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the meeting of the Company. A proxy need not be a member of the Company.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorized to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
5. The instrument appointing a proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
6. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
7. Where there are joint holders of any share any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
8. The English text of this notice of extraordinary general meeting shall prevail over the Chinese text in case of inconsistency.
9. References to time and dates in this notice are to Hong Kong time and dates.
10. If a black rainstorm warning signal, a tropical cyclone warning signal no. 8 or above or “extreme conditions” caused by super typhoons is in force at or at any time after 7:00 a.m. on the date of the meeting, the meeting will be postponed. The Company will publish an announcement on the Company’s website at [www.c-ruifeng.com](http://www.c-ruifeng.com) and the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) to notify members of the date, time and place of the rescheduled meeting.
11. If member has any particular access requirements or needs special arrangements for participating at the meeting, please contact the Hong Kong branch share registrar and transfer office of the Company.
12. As at the date hereof, the executive Directors are Mr. Yuan Wanyong (Chairman) and Mr. Zhang Zhixiang (Chief Executive Officer); and the independent non-executive Directors are Mr. Jiang Senlin, Mr. Qu Weidong and Ms. Hu Xiaolin.