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新特能源

XINTE ENERGY CO., LTD.

新特能源股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock code: 1799)

ANNOUNCEMENT

- (1) CONTINUING CONNECTED TRANSACTION — REVISION OF 2026 ANNUAL CAP UNDER THE EXISTING MISCELLANEOUS SERVICES FRAMEWORK AGREEMENT (TBEA);**
- (2) CONTINUING CONNECTED TRANSACTION — RENEWAL OF EXISTING FRAMEWORK AGREEMENTS;**
- (3) MAJOR TRANSACTION AND CONTINUING CONNECTED TRANSACTION — NEW FINANCIAL SERVICES FRAMEWORK AGREEMENT;**
- AND**
- (4) DISCLOSEABLE TRANSACTION AND CONTINUING CONNECTED TRANSACTION — NEW FACTORING SERVICES FRAMEWORK AGREEMENT**

REVISION OF 2026 ANNUAL CAP UNDER THE EXISTING MISCELLANEOUS SERVICES FRAMEWORK AGREEMENT (TBEA)

Considering that the amount of miscellaneous services to be procured by the Group from TBEA Group for 2026 is expected to exceed the existing annual cap for the year ending 31 December 2026 under the Existing Miscellaneous Services Framework Agreement (TBEA), on 15 October 2026, the Company entered into the 2026 Supplemental Agreement with TBEA to revise the relevant annual cap from RMB450,000,000 (exclusive of tax) to RMB700,000,000 (exclusive of tax). Save for the revision of the aforesaid annual cap, all other terms and conditions of the Existing Miscellaneous Services Framework Agreement (TBEA) shall remain unchanged.

Pursuant to Rule 14A.54 of the Listing Rules, the Company shall re-comply with the relevant requirements under Chapter 14A of the Listing Rules when it revises the 2026 annual cap under the Existing Miscellaneous Services Framework Agreement (TBEA). As the highest applicable percentage ratio in respect of the Revised 2026 Annual Cap (after aggregated with other annual caps under other Continuing Connected Transactions between the Group and TBEA Group for the year ending 31 December 2026) exceed 5%, the 2026 Supplemental Agreement and the Revised 2026 Annual Cap are subject to the reporting, annual review, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

RENEWAL OF EXISTING FRAMEWORK AGREEMENTS

In view of the expiration of the Existing TBEA Framework Agreement, the Existing Xinjiang Tebian Framework Agreement, the Existing Financial Services Framework Agreement and the Existing Factoring Services Framework Agreement on 31 December 2026, and in consideration of the developmental needs of the Group, the Board has resolved to renew the Existing Framework Agreements mentioned above and proposed to determine the annual caps for the three years ending 31 December 2029. On 15 October 2026, the Company entered into the New Framework Agreements.

LISTING RULES IMPLICATIONS

Continuing Connected Transactions

As (i) TBEA is the Controlling Shareholder of the Company (directly and indirectly interested in approximately 66.60% of the total issued share capital of the Company), TBEA Group is a Connected Person of the Company and (ii) the New TBEA Framework Agreements are entered into between the same parties, the transactions contemplated thereunder are required to be aggregated and treated as if one transaction pursuant to Rule 14A.81 of the Listing Rules. Accordingly, the annual caps under the New TBEA Framework Agreements are aggregated and used when calculating the relevant percentage ratios. As the highest applicable percentage ratio of the proposed annual caps for the transactions contemplated under the New TBEA Framework Agreements (as aggregated) calculated according to Rule 14.07 of the Listing Rules exceeds 5%, the proposed annual caps are subject to the reporting, annual review, announcement and the Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

As (i) Xinjiang Tebian is a 30%-controlled company held by Mr. Zhang Xin, a Director, Xinjiang Tebian is a Connected Person of the Company and (ii) the New Xinjiang Tebian Framework Agreements are entered into between the same parties, the transactions contemplated thereunder are required to be aggregated and treated as if one transaction pursuant to Rule 14A.81 of the Listing Rules. Accordingly, the annual caps under the New Xinjiang Tebian Framework Agreements are aggregated and used when calculating the relevant percentage ratios. As the highest applicable percentage ratio of the proposed annual caps for the transactions contemplated under the New Xinjiang Tebian Framework Agreements (as aggregated) calculated according to Rule 14.07 of the Listing Rules exceeds 5%, the proposed annual caps are subject to the reporting, annual review, announcement and the Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

MAJOR TRANSACTION AND CONTINUING CONNECTED TRANSACTION

TBEA Finance, being a subsidiary of TBEA, is a Connected Person of the Company, and the transactions conducted between the Group and TBEA Finance constitute Connected Transactions of the Company. As the highest applicable percentage ratio in respect of the proposed annual caps of the Deposit Services under the New Financial Services Framework Agreement exceeds 25% but is less than 100%, the Deposit Services under the New Financial Services Framework Agreement constitute a major transaction and a non-exempt Continuing Connected Transaction of the Company, and are subject to the reporting, announcement, circular and the Shareholders' approval requirements under Chapter 14 of the Listing Rules and the reporting, annual review, announcement and the Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

DISCLOSEABLE TRANSACTION AND CONTINUING CONNECTED TRANSACTION

Factoring Company is held by TBEA as to 100.00%, and TBEA is directly and indirectly interested in approximately 66.60% of the total issued share capital of the Company, and is thus the Controlling Shareholder of the Company. Therefore, Factoring Company is a Connected Person of the Company. As the highest applicable percentage ratio in respect of the proposed annual cap for the transactions contemplated under the New Factoring Services Framework Agreement is more than 5% but less than 25%, such transactions constitute discloseable transactions of the Company under Chapter 14 of the Listing Rules. Accordingly, such transactions are subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules and the reporting, announcement, annual review and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

GENERAL

The Independent Board Committee comprising all independent non-executive Directors has been established to advise the Independent Shareholders in respect of the 2026 Supplemental Agreement and the Revised 2026 Annual Cap as well as the terms of the New Framework Agreements, the transactions contemplated and the proposed annual caps thereunder. Kingsway Capital Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

A circular containing, among other things, further information on the 2026 Supplemental Agreement and the New Framework Agreements, the recommendation from the Independent Board Committee, the letter of advice from the Independent Financial Adviser, the financial information, the statement of indebtedness and the statement of sufficiency of working capital of the Group and the notice of the EGM was originally required under the Listing Rules to be despatched to the Shareholders within 15 business days after the date of this announcement. However, as additional time is required to prepare and finalise the information to be included in the circular, the Company expects to publish and despatch the circular to the Shareholders on or before 20 November 2026.

1. REVISION OF THE 2026 ANNUAL CAP UNDER THE EXISTING MISCELLANEOUS SERVICES FRAMEWORK AGREEMENT (TBEA)

1.1 Background

References are made to (i) the announcement of the Company dated 17 October 2023, the circular of the Company dated 14 November 2023 and the announcement of the poll results of the Company's general meeting dated 30 November 2023 of the Company in relation to, inter alia, the Existing Miscellaneous Services Framework Agreement (TBEA) entered into between the Company and TBEA, with effect from 1 January 2024 to 31 December 2026; and (ii) the announcement of the Company dated 14 October 2025, the circular of the Company dated 11 November 2025 and the announcement of the poll results of the Company's general meeting dated 2 December 2025 of the Company in relation to, inter alia, the revision of the annual cap under the Existing Miscellaneous Services Framework Agreement (TBEA) for the year ended 31 December 2025 from RMB450,000,000 (exclusive of tax) to RMB600,000,000 (exclusive of tax).

The Board has reviewed and assessed the Continuing Connected Transactions under the Existing Miscellaneous Services Framework Agreement (TBEA) and anticipates that the amount of miscellaneous services to be procured by the Group from TBEA Group for the year ending 31 December 2026 will exceed the previous forecasts such that the Existing 2026 Annual Cap will be insufficient to meet the business needs of the Group. Accordingly, on 15 October 2026, the Company entered into the 2026 Supplemental Agreement with TBEA to revise the annual cap under the Existing Miscellaneous Services Framework Agreement (TBEA) for the year ending 31 December 2026 from RMB450,000,000 (exclusive of tax) to RMB700,000,000 (exclusive of tax). Save for the revision of the aforesaid annual cap, all other terms and conditions of the Existing Miscellaneous Services Framework Agreement (TBEA) (including but not limited to the transaction types, pricing basis and payment terms) and the existing annual caps for other transactions under the Existing TBEA Framework Agreement shall remain unchanged.

1.2 2026 Supplemental Agreement

The principal terms of the 2026 Supplemental Agreement are summarised as follows:

Date: 15 October 2026

Parties: the Company and TBEA

Revision of annual cap: The annual cap for the year ending 31 December 2026 is revised from RMB450,000,000 (exclusive of tax) to RMB700,000,000 (exclusive of tax)

Effectiveness: The 2026 Supplemental Agreement shall become effective upon the approval of the Independent Shareholders at the EGM.

1.3 Historical Transaction Amount and the Revised 2026 Annual Cap

For the nine months ended 30 September 2026, the actual transaction amount under the Existing Miscellaneous Services Framework Agreement (TBEA) was approximately RMB356 million (exclusive of tax), representing approximately 79.11% of the Existing 2026 Annual Cap. As of the date of this announcement, such actual transaction amount has not exceeded the Existing 2026 Annual Cap.

The following table sets out the existing annual caps and the revised annual caps under other Continuing Connected Transactions between the Group and TBEA Group for the year ending 31 December 2026 (as aggregated):

(RMB100 million, exclusive of tax)

	Existing Annual Cap	Revised Annual Cap
Amount of miscellaneous services purchased by the Group from TBEA Group	4.50	7.00*
Amount of products purchased by the Group from TBEA Group	11.00	11.00
Amount of coal purchased by the Group from TBEA Group (including transportation cost)	7.50	7.50
Amount of products and services sold by the Group to TBEA Group	4.00	4.00
Total	<u>27.00</u>	<u>29.50</u>

* As revised by the 2026 Supplemental Agreement

1.4 Basis for determining the Revised 2026 Annual Cap

The factors taken into account by the Company in determining the Revised 2026 Annual Cap include, but are not limited to: (1) the actual transaction amount under the Existing Miscellaneous Services Framework Agreement (TBEA) for the nine months ended 30 September 2026; (2) the remaining transaction amount for the Group's projects awarded or under construction in the fourth quarter of 2026 (± 800 kV ultra-high voltage testing hall project); and (3) a reasonable buffer of approximately 10% to accommodate the expected demand for miscellaneous services from other new energy projects in 2026.

Based on the foregoing factors, the Group anticipates that the transaction amount under the Existing Miscellaneous Services Framework Agreement (TBEA) for the full year of 2026 will exceed the Existing 2026 Annual Cap, but will not exceed the Revised 2026 Annual Cap of RMB700,000,000 (exclusive of tax).

1.5 Reasons for and benefits of Revising the 2026 Annual Cap

TBEA Group has constructed many power transmission and transformation full-package projects at home and overseas and has rich engineering construction experience, with strong advantages in service quality, pricing and construction schedule. The miscellaneous services provided by TBEA Group to the Group were mainly the construction of substations and step-up stations in polysilicon projects and PV and wind power projects. Such construction works are critical to ensuring stable power supply for polysilicon production and connecting PV and wind power stations to the main power grid. The revision of the Existing 2026 Annual Cap will facilitate the smooth progress of the Group's production and operations as well as its project construction.

Towards the end of 2025 and in 2026, the Group successively won bids for ultra-high voltage flexible DC converter valve projects of State Grid Corporation of China and China Southern Power Grid Co., Ltd., with aggregate value of order exceeding RMB2 billion. In addition, in order to enhance the Group's high-voltage insulation testing capability, improve the research and development efficiency of flexible DC converter valves to ensure project delivery, the Group has invested in the construction of a ± 800 kV ultra-high voltage testing hall project, which is expected to be completed in 2027. Through a tender process, the Group has determined that a subsidiary of TBEA shall undertake the construction of the project, with an aggregate winning bid amount of approximately RMB200 million.

The Existing 2026 Annual Cap was determined in 2023 by reference to the then project construction plans. Since then, as a result of the construction requirements of new energy power stations and the manufacturing testing hall, the Group's demand in 2026 for miscellaneous services such as engineering construction and the construction of substations and step-up stations has increased as compared with the original forecast.

The Group has maintained business relationships with TBEA Group for more than 18 years, and there has been no material dispute or complaint in relation to the services provided by TBEA Group in the past.

The pricing of the miscellaneous services will continue to be determined by way of bidding, competitive negotiation and other means in accordance with normal commercial terms and market conditions. Save for the revision of the Existing 2026 Annual Cap, the pricing policies and internal control measures under the Existing Miscellaneous Services Framework Agreement (TBEA) shall remain unchanged.

Upon entering into specific agreements for miscellaneous services, TBEA Group is required to submit monthly construction progress reports to the Group setting out the progress of the works in detail. The Group will make corresponding progress payments corresponding to the milestones reached until 95% of the total settlement amount has been paid, with the remaining 5% retained as a quality assurance deposit. Such quality assurance deposit will be released within one to three years after final acceptance of the project, provided that no quality issues or claims arise. The above payment terms are comparable to those applicable to the procurement of similar services by the Group from independent third-party suppliers.

Prior to the approval of the Revised 2026 Annual Cap under the 2026 Supplemental Agreement by the Independent Shareholders, the Group will ensure that the actual transaction amount under the Existing Miscellaneous Services Framework Agreement (TBEA) shall not exceed the Existing 2026 Annual Cap. As of the date of this announcement, the actual transaction amount under the Existing Miscellaneous Services Framework Agreement (TBEA) has not exceeded the Existing 2026 Annual Cap. Prior to the approval of the Revised 2026 Annual Cap by the Independent Shareholders, the Group will monitor the actual transaction amount on a monthly basis. The Group will also arrange construction works and payments under the specific agreements according to the progress of the works and, where necessary, defer entering into new specific agreements to ensure that such actual transaction amount does not exceed the Existing 2026 Annual Cap. In the event that the Independent Shareholders do not approve the Revised 2026 Annual Cap, the 2026 Supplemental Agreement

will not become effective, and the Group will continue to ensure that such actual transaction amount does not exceed the Existing 2026 Annual Cap.

RENEWAL OF EXISTING FRAMEWORK AGREEMENTS

BACKGROUND

References are made to (i) the announcements of the Company dated 17 October 2023, 31 March 2025, 14 October 2025 and 10 July 2026; and (ii) the circulars dated 14 November 2023, 27 May 2025, 11 November 2025 and 31 July 2026 in relation to, inter alia, the Company's non-exempt Continuing Connected Transactions with TBEA Group, Xinjiang Tebian Group, TBEA Finance and Factoring Company.

In view of the expiration of the Existing TBEA Framework Agreement, the Existing Xinjiang Tebian Framework Agreement, the Existing Financial Services Framework Agreement and the Existing Factoring Services Framework Agreement on 31 December 2026, and in consideration of the developmental needs of the Group, the Board has resolved to renew the Existing Framework Agreements mentioned above and proposed to determine the annual caps for the three years ending 31 December 2029. On 15 October 2026, the Company entered into the New Framework Agreements.

2. PRODUCT PROCUREMENT FRAMEWORK AGREEMENT WITH TBEA (CONTINUING CONNECTED TRANSACTIONS)

2.1 Background of the transaction

The Company entered into the New Product Procurement Framework Agreement (TBEA) with TBEA on 15 October 2026, under which the Group will procure transformers (including ancillary equipment), wires, cables and other equipment from TBEA Group. The New Product Procurement Framework Agreement (TBEA) is subject to the Independent Shareholders' approval and has a term of three years, commencing from 1 January 2027 and expiring on 31 December 2029, and may be extended subject to mutual consent and compliance with the Listing Rules. The relevant subsidiaries or associates of both parties will enter into separate agreements, which will set out specific terms and conditions (including pricing, settlement terms and quality standards) on the basis of the normal commercial terms provided in the New Product Procurement Framework Agreement (TBEA).

2.2 Reasons for and benefits of the transaction

In view of the Group's past collaborating experience with TBEA Group, TBEA Group's power transmission and transformation products are in a leading position in the industry, and its products are of high quality. In recent years, the Company has used TBEA Group's products such as transformers, wires and cables in the construction and production of the polysilicon projects and PV and wind power station construction, which has well ensured the construction and production of polysilicon projects and the construction quality and long-term stable operations of PV and wind power stations. As such products are necessities of the Group's business operations, it will generally purchase relevant equipment through bidding, competitive negotiations, etc., and determine relevant prices in accordance with normal commercial terms and market conditions. At the same time, in the process of Group's tender or competitive negotiation, due to the relative edge on product price, quality, delivery schedule and payment terms, TBEA Group has obtained some orders.

3. MISCELLANEOUS SERVICES FRAMEWORK AGREEMENT WITH TBEA (CONTINUING CONNECTED TRANSACTIONS)

3.1 Background of the transaction

The Company entered into the New Miscellaneous Services Framework Agreement (TBEA) with TBEA on 15 October 2026, under which TBEA Group will provide the Group with miscellaneous services, such as engineering construction and greenification services. The New Miscellaneous Services Framework Agreement (TBEA) is subject to the Independent Shareholders' approval and has a term of three years, commencing from 1 January 2027 and expiring on 31 December 2029, and may be extended subject to mutual consent and compliance with the Listing Rules. The relevant subsidiaries or associates of both parties will enter into separate agreements, which will set out specific terms and conditions (including pricing, settlement terms and quality standards) on the basis of the normal commercial terms provided in the New Miscellaneous Services Framework Agreement (TBEA).

3.2 Reasons for and benefits of the transaction

TBEA Group has constructed many power transmission and transformation full-package projects at home and overseas and has rich engineering construction experience. In the past production and operation, the miscellaneous services provided by TBEA Group to the Group were mainly the construction of substations and step-up stations in polysilicon projects and PV and wind power projects. The construction of these projects is the key for the connection of polysilicon projects and PV and wind power stations to the main power grid. The Group will purchase miscellaneous services by way of bidding and competitive negotiations, etc., and determine relevant prices in accordance with normal commercial terms and market conditions. The miscellaneous services provided by TBEA Group have a relatively strong edge in aspects such as price, construction quality, construction period and service capacity, which meets the Group's requirements for Qualified Suppliers, and are more able to understand the Group's needs for miscellaneous services compared to independent third parties.

4. PRODUCT AND SERVICE SALES FRAMEWORK AGREEMENT WITH TBEA (CONTINUING CONNECTED TRANSACTIONS)

4.1 Background of the transaction

The Company entered into the New Product and Service Sales Framework Agreement with TBEA on 15 October 2026, under which the Group will provide TBEA Group with products and services, including products such as electricity and inverters, as well as services relating to the design, construction, operation and maintenance of projects such as zero-carbon factories and direct green power supply. The New Product and Service Sales Framework Agreement is subject to the Independent Shareholders' approval and has a term of three years, commencing from 1 January 2027 and expiring on 31 December 2029, and may be extended subject to mutual consent and compliance with the Listing Rules. The relevant subsidiaries or associates of both parties will enter into separate agreements, which will set out specific terms and conditions (including pricing, settlement terms and quality standards) on the basis of the normal commercial terms provided in the New Product and Service Sales Framework Agreement.

4.2 Reasons for and benefits of the transaction

In order to respond to the “15th Five-Year Plan for the Construction of a New Energy System” issued by the National Development and Reform Commission and the National Energy Administration of the People’s Republic of China, facilitate the green and low-carbon transformation of industrial and construction sectors, and advance the installation of solar photovoltaic systems on the rooftops of existing and newly-built buildings, thereby lowering the cost of power supply, TBEA Group plans to promote zero-carbon factory and industrial park projects in more than 30 completed and newly-built industrial parks across the country in an orderly manner during the period from 2027 to 2029 by installing PV and energy storage systems on the rooftops of factories and office buildings, parking lots and other areas. In addition, in order to strengthen the management of carbon emissions and increase the proportion of “green power”, TBEA Group intends to explore power consumption models such as multi-user direct green power supply. The Group intends to leverage its experience in the design, construction, operation and maintenance of new energy power stations and zero-carbon factories and industrial parks, as well as its advantages in the production of inverters and other products and power supply, to provide services for projects such as zero-carbon factories and direct green power supply, inverters and other products and power sales for TBEA Group.

By selling the aforementioned products and services to TBEA Group, the Group can fully leverage its advantages in the production of products such as inverters and electricity, as well as its service capabilities in the field of new energy engineering to generate certain revenue for the Group. In addition, with the continuous advancement of the market-oriented reform of the national power sector, the scale and proportion of market-based electricity transactions have continued to increase. By selling electricity to TBEA Group through market-based electricity transactions, direct green power supply and other means, the Group may secure more favorable electricity prices and sell a greater volume of electricity, thereby further increasing the Group’s revenue.

5. PRODUCT PROCUREMENT FRAMEWORK AGREEMENT WITH XINJIANG TEBIAN (CONTINUING CONNECTED TRANSACTIONS)

5.1 Background of the transaction

The Company entered into the New Product Procurement Framework Agreement (Xinjiang Tebian) with Xinjiang Tebian on 15 October 2026, under which the Group will procure products from Xinjiang Tebian Group, including towers, PV mountings and other products. The New Product Procurement Framework Agreement (Xinjiang Tebian) is subject to the Independent Shareholders' approval and has a term of three years, commencing from 1 January 2027 and expiring on 31 December 2029, and may be extended subject to mutual consent and compliance with the Listing Rules. The relevant subsidiaries or associates of both parties will enter into separate agreements, which will set out specific terms and conditions (including pricing, settlement terms and quality standards) on the basis of the normal commercial terms provided in the New Product Procurement Framework Agreement (Xinjiang Tebian).

5.2 Reasons for and benefits of the transaction

Xinjiang Tebian is a key manufacturer of transformer accessories in the industry. In recent years, it has also experienced rapid growth in the manufacturing of towers and PV mountings, with an annual production capacity of approximately 230,000 tonnes for towers and approximately 180,000 tonnes for mountings. In addition to supplying towers and PV mountings to the Group, Xinjiang Tebian Group also supplies towers and PV mounting products to other power station construction enterprises in the new energy industry. Compared with other suppliers in the market, Xinjiang Tebian Group's products have certain competitiveness. Xinjiang Tebian Group has successively won tower and mounting orders from the Group for five consecutive years, providing a stable supply of products to the Group of high-quality. As such products are necessities of the Group's business operations, it will generally purchase towers, PV mountings and other products through bidding, competitive negotiations, etc., and determine relevant prices in accordance with normal commercial terms and market conditions. At the same time, in the process of Group's tender or competitive negotiation, due to the relative edge on product price, quality, delivery schedule and payment terms, Xinjiang Tebian Group obtained some orders.

6. MISCELLANEOUS SERVICES FRAMEWORK AGREEMENT WITH XINJIANG TEBIAN (CONTINUING CONNECTED TRANSACTIONS)

6.1 Background of the transaction

The Company entered into the New Miscellaneous Services Framework Agreement (Xinjiang Tebian) with Xinjiang Tebian on 15 October 2026, under which Xinjiang Tebian Group will provide miscellaneous services (including engineering labour services, civil foundation construction, and decoration and renovation services) to the Group. The New Miscellaneous Services Framework Agreement (Xinjiang Tebian) is subject to the Independent Shareholders' approval and has a term of three years, commencing from 1 January 2027 and expiring on 31 December 2029, and may be extended subject to mutual consent and compliance with the Listing Rules. The relevant subsidiaries or associates of both parties will enter into separate agreements, which will set out specific terms and conditions (including pricing, settlement terms and quality standards) on the basis of the normal commercial terms provided in the New Miscellaneous Services Framework Agreement (Xinjiang Tebian).

6.2 Reasons for and benefits of the transaction

Xinjiang Tebian Group possesses rich experience in installations of civil works infrastructure and houses and buildings construction and renovation, and consistently provides quality ancillary services in civil works infrastructure construction, renovation and decoration. In recent years, such services are also required for the construction of preparatory works, peripheral walls and buildings of polysilicon projects and PV and wind power stations and the construction and renovation of buildings of the Group, and the Group will procure the miscellaneous services through bidding, competitive negotiations, etc. By virtue of the high quality of provided services and competitive prices, Xinjiang Tebian Group has participated in part of the tenders or competitive negotiations and obtained orders in the past.

7. FINANCIAL SERVICES FRAMEWORK AGREEMENT WITH TBEA FINANCE (MAJOR TRANSACTION AND CONTINUING CONNECTED TRANSACTIONS)

7.1 Background of the transaction

The Company entered into the New Financial Services Framework Agreement with TBEA Finance on 15 October 2026, under which TBEA Finance will provide the Group with Deposit Services. The New Financial Services Framework Agreement is subject to the Independent Shareholders' approval and has a term of three years, commencing from 1 January 2027 and expiring on 31 December 2029, and may be extended subject to mutual consent and compliance with the Listing Rules. The relevant subsidiaries or associates of both parties will enter into separate agreements, which will set out specific terms and conditions on the basis of the normal commercial terms provided in the New Financial Services Framework Agreement.

7.2 Reasons for and benefits of the transaction

TBEA Finance is regulated by the PBOC and the NFRA, and shall provide services in accordance with and in compliance with the rules and operational requirements of such regulatory authorities. TBEA Finance has adopted internal control and risk management measures to mitigate fund risks and guarantee fund safety, thereby protecting the overall interests of the Group. With the continuous business scale expansion, as the Group's capital size will remain relatively large, it is particularly important to improve the capital utilisation rate. The interest rate offered by TBEA Finance to the Group for the Deposit Services is the same as or more favourable than those offered by other Major Cooperative Commercial Banks in the PRC to the Group. The Group may obtain the financial services from TBEA Finance on more favorable terms, which enables the Group to secure deposit interest rates equal to or higher than those available in the market, thereby increasing interest income on deposits, and helping improve the overall standard of fund operation of the Group.

As a subsidiary of TBEA, TBEA Finance has a more thorough understanding of the Group's operations as compared to the Major Cooperative Commercial Banks and other financial institutions, and is familiar with the capital structure, business operation, financing needs, mode of cash flow and cash management of the Group, as well as the Group's financial management system, enabling TBEA Finance to communicate with the Group more efficiently to cater for its needs, as well as serving the Group in a more convenient and efficient manner than other commercial banks in the PRC. Therefore, TBEA Finance will be in an advantageous position to provide the Group with more appropriate, effective and flexible services as compared to the Major Cooperative Commercial Banks. The New Financial Services Framework Agreement is non-exclusive, with no restrictions on the Group's decision to select other commercial banks or financial

institutions, and TBEA Finance is only one of the many financial institutions which offers financial services to the Group. Having the ability to choose other financial services providers, the Group can encourage other financial services providers to provide more competitive terms for financial services.

In addition to the above, the Directors also considered the following factors:

- The deposit interest rate offered by TBEA Finance to the Group is not lower than the interest rate for deposits of the same term and type offered by other major commercial banks in China. As of 30 September 2026, the one-year fixed deposit interest rate offered by TBEA Finance to the Group was approximately 1.2% per annum, whereas the nominal interest rate for deposits of the same term and type offered by major commercial banks in China (such as Industrial and Commercial Bank of China, China Construction Bank and Bank of China) was approximately 0.95% per annum;
- TBEA Finance is regulated by the NFRA and is required to comply with regulatory indicators such as capital adequacy ratio and liquidity ratio. As at 31 December 2024, 31 December 2025 and 30 June 2026, the total assets of TBEA Finance were approximately RMB14.680 billion, RMB13.536 billion and RMB12.923 billion, respectively; its net assets were approximately RMB2.831 billion, RMB2.910 billion and RMB2.866 billion, respectively; its total deposits from customers were approximately RMB11.803 billion, RMB10.588 billion and RMB10.021 billion, respectively; and its capital adequacy ratio was approximately 33.02%, 33.40% and 32.74%, respectively, with no non-performing assets. TBEA Finance possesses sufficient financial resources and liquidity to provide Deposit Services;
- Since the establishment of TBEA Finance in 2018, all deposits placed by the Group with TBEA Finance have been withdrawable on demand, and there have been no instances of delayed payments or defaults;
- The Group is not required to pay any handling fees for the Deposit Services provided by TBEA Finance. The New Financial Services Framework Agreement is a non-exclusive arrangement and the Group may at its sole discretion determine the amount and timing of withdrawals of deposits, and is under no obligation to place deposits with TBEA Finance; and
- Leveraging the centralised capital management of TBEA Finance, the Group can broaden its capital management channels, improve cash management and optimise capital planning, as well as enhance capital settlement efficiency and capital returns.

8. FACTORING SERVICES FRAMEWORK AGREEMENT WITH THE FACTORING COMPANY (DISCLOSEABLE TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS)

8.1 Background of the transaction

The Company entered into the New Factoring Services Framework Agreement with the Factoring Company on 15 October 2026, under which the Factoring Company will provide the Group with the non-recourse factoring services for its accounts receivable. The New Factoring Services Framework Agreement is subject to the Independent Shareholders' approval and has a term of three years, commencing from 1 January 2027 and expiring on 31 December 2029, and may be extended subject to mutual consent and compliance with the Listing Rules. The relevant subsidiaries or associates of both parties will enter into separate agreements, which will set out specific terms and conditions (including pricing, settlement terms and quality standards) on the basis of the normal commercial terms provided in the New Factoring Services Framework Agreement.

8.2 Reasons for and benefits of the transaction

The Group's accounts receivable relating to national renewable energy subsidies, wind and PV power station construction and other businesses have a long recovery cycle. The factoring of accounts receivable with the Factoring Company will speed up the recovery of the Group's accounts receivable, decrease the amount of receivables, optimise the asset structure, accelerate the asset turnover rate, reduce the cost of managing accounts receivable, improve operating cash flows, increase the efficiency of capital utilization and enhance operational capabilities, broaden the financing channels and reduce the financing costs. The Group is not required to provide asset pledge or other guarantee in respect of such factoring business.

The Factoring Company is a commercial factoring company established with the approval of the Tianjin Municipal Financial Regulatory Bureau* (天津市地方金融管理局), and possesses relevant licenses for the provision of factoring services. It has conducted accounts receivable asset securitization business through the Shanghai Stock Exchange, and has completed the issuance of multiple asset-backed special plans, with an issuance scale exceeding RMB5.7 billion. The Factoring Company is a wholly-owned subsidiary of TBEA, which has a deep understanding of the business operations of the Group and is capable of providing more convenient, efficient and customized factoring services than other financial institutions. Additionally, it is more convenient for the Factoring

Company to integrate the resources of the TBEA Group at all levels and lower the factoring fees as compared with the Group carrying out its own commercial factoring business.

The specific benefits of conducting the factoring business are as follows:

- Non-recourse factoring can convert accounts receivable into monetary funds in advance, accelerate capital turnover and support the Group's project construction and daily operations. As at 31 December 2025 and 30 June 2026, the Group's accounts receivable balance amounted to approximately RMB6,149.48 million and RMB6,978.75 million, respectively. The proposed annual cap of RMB1 billion represents approximately 14.3% of the Group's accounts receivable balance as at 30 June 2026;
- The factoring fee rate charged by the Factoring Company to the Group is no less favourable than those offered by independent third parties. Since 2025, the factoring fee rates under the specific factoring contracts entered into between the Group and the Factoring Company have ranged from 2.8% to 3.2% per annum;
- As the factoring is on a non-recourse basis, the relevant accounts receivable will be derecognised upon transfer, which will help reduce the Group's accounts receivable balance and asset-liability ratio and optimise its asset structure;
- Conducting factoring business with the Factoring Company will help enhance the Group's bargaining power when conducting similar business with other commercial factoring companies or financial institutions; and
- In terms of financial impact, the Group will derecognise the relevant accounts receivable upon the transfer of such accounts receivable. The difference between the carrying amount of the accounts receivable and the transfer consideration (i.e. the factoring fee) will be recognised as a loss on derecognition of financial assets measured at amortised cost in the Group's consolidated income statement. The payment of factoring fees may result in a slight decrease in the Group's profit margin. However, the factoring fees only represent a small portion of the Group's earnings, while the Group will be able to recover the relevant amounts before their original due dates, thereby improving its financial position and enhancing the flexibility of its cash flow management. Accordingly, the Company does not expect the factoring services to have any material adverse impact on the Group's profitability, assets and liabilities. The proceeds from the factoring will be used as the Group's general working capital and for project construction.

OVERALL REASONS FOR AND BENEFITS OF ENTERING INTO THE NEW TBEA FRAMEWORK AGREEMENTS AND THE NEW XINJIANG TEBIAN FRAMEWORK AGREEMENTS

The transactions contemplated under the New TBEA Framework Agreements and the New Xinjiang Tebian Framework Agreements are entered into in the ordinary and usual course of business of the Group, and the terms thereof have been determined on normal commercial terms after arm's length negotiations. In reaching the above conclusion, the Directors have taken into account the following factors:

- The Group has established long-term cooperative relationships with TBEA Group and Xinjiang Tebian Group. Both parties are familiar with each other's operation plans, quality control and technical requirements. TBEA Group and Xinjiang Tebian Group have a thorough understanding of the Group's business and operation requirements in relation to polysilicon production and the construction of new energy power stations, and are able to respond to the Group's needs in a timely and cost-effective manner, thereby enhancing the Group's operation efficiency and reducing operation costs and risks;
- Maintaining a stable and high-quality supply of products and services is critical to the Group's production and operations as well as its project construction. Based on past cooperative experience, TBEA Group and Xinjiang Tebian Group possess strong performance capabilities. All specific contracts under the Existing Framework Agreements have been performed in accordance with their terms, and there has been no instance in which the Group has suffered loss as a result of a failure by the connected parties to perform;
- The prices of the products and services under the New Framework Agreements must be determined by reference to market prices through tender, competitive negotiation and other means. The New Framework Agreements are non-exclusive in nature. Should independent third parties offer more favourable terms, the Group is free to procure from such independent third parties, thereby ensuring that the relevant transactions are conducted on terms no less favourable than those available from independent third parties; and
- The sale by the Group to TBEA Group of products such as inverters and electricity, together with the provision of design, construction and operation and maintenance services for zero-carbon factory and direct green power supply projects, will generate additional business and revenue streams for the Group and assist the Group in accumulating experience in zero-carbon factories and parks as well as direct green power supply projects.

PRICING BASIS

1. The New Product Procurement Framework Agreement (TBEA), New Product Procurement Framework Agreement (Xinjiang Tebian), New Miscellaneous Services Framework Agreement (TBEA) and New Miscellaneous Services Framework Agreement (Xinjiang Tebian)

As no price stipulated by the government or guiding price is available, to ensure that the terms and prices provided by TBEA Group and Xinjiang Tebian Group are fair and reasonable and in line with market practices, the Group has and will continue to adopt the following tender and competitive negotiation process and principles to determine whether products shall be procured from TBEA Group or Xinjiang Tebian Group:

- (i) Business departments of the Group will on the basis of their business needs submit procurement needs to the Group's supply chain management department;
- (ii) Once the Group's supply chain management department receives the procurement needs, it will on the basis of the procurement needs extend the tender invitation to Qualified Suppliers to invite them to participate in bidding and competitive negotiations. For further details on the Company's assessment standards for Qualified Suppliers, please refer to the section headed "Assessment of Qualified Suppliers";
- (iii) Based on the Group's internal bidding procedure requirements, it will invite no less than five suppliers to participate in bidding (except for cases where there are less than five companies in the industry that meet the requirements). When there are no less than three assessable tenders, the Group will start the assessment process;
- (iv) The bid assessment committee, which consists of senior management from the supply chain management department, the supervisory department (including the finance, legal and audit departments), the equipment engineering department, the technical department, and other senior management staff (including the general manager, deputy general manager(s) and the chief accountant (excluding Connected Persons)), and representatives from the department which made the initial procurement needs, will consider factors such as product features and quality requirements, in order to consider the tender which best fits business needs and satisfies the tender requirements;
- (v) Based on the foregoing factors, the bid assessment committee (focused only on bid assessment) will assess the tender and make the final decision to accept the tender. For further details on the assessment procedures, please refer to the section headed "Assessment Factors and Process" below; and

- (vi) Once a tender is chosen, the Company's supply chain management department will contact the bidder and negotiate miscellaneous terms of the agreement. However, the price and quality terms of the products will not be further discussed, and the original bidding terms will be adopted in the final contract. Once the terms are finalised, the Group will enter into a contract with the supplier and arrange for delivery of the product.

In respect of the New Miscellaneous Services Framework Agreement (TBEA), if fewer than three assessable tenders are received, the Group will select the lowest-priced tender through competitive negotiations, and simultaneously evaluate the reasonableness of tenders by analyzing the cost structure of the services being procured and compare it against tenders accepted by the Group in the past.

2. New Product and Service Sales Framework Agreement (Continuing Connected Transactions)

- (i) The prices of products such as inverters are determined with reference to the quantity and quality of comparable orders, and the prices of the same or similar products provided by the Company to independent third party customers. If no comparable orders are available, the prices are determined with reference to the prevailing market prices published on relevant industry websites; and
- (ii) The prices for services related to the design, construction, operation and maintenance, and power supply services for zero-carbon factories and parks, as well as direct green power supply, are determined with reference to the prices of the same or similar services provided by the Company to independent third parties, and also with comprehensive reference to the technical difficulty of the specific projects, the scale of the power stations, the construction plans and electricity consumption.

3. New Financial Services Framework Agreement (Major Transaction and Continuing Connected Transaction)

The deposits placed by the Group with TBEA Finance shall not bear an interest rate that is lower than (i) the deposit interest rates offered by other major commercial banks in the PRC; and (ii) the deposit interest rates offered to any member companies of TBEA (excluding the Group) with same credit ratings for comparable deposits for the same term.

4. New Factoring Services Framework Agreement (Discloseable Transaction and Continuing Connected Transaction)

The transfer consideration payable by the Factoring Company to the Group for the accounts receivable shall be equal to the book value of the accounts receivable less the factoring fees to be paid by the Group to the Factoring Company. The Group shall, after arm's length negotiations with the Factoring Company and taking into account the prevailing market conditions, enter into specific contracts with the Factoring Company on agreed terms during the term of the New Factoring Services Framework Agreement to determine the consideration for the transfer of the accounts receivable, the specific calculation method and payment terms of the factoring fees and other details. The transactions under the New Factoring Services Framework Agreement shall follow the fair market principle and be conducted on terms not less favorable than the relevant terms offered under similar categories, tenors, and conditions by (i) an independent third party to the Group; and (ii) the Factoring Company to the TBEA Group (excluding the Group).

HISTORICAL TRANSACTION AMOUNTS UNDER THE EXISTING FRAMEWORK AGREEMENTS

The Group's historical transaction amounts for transactions conducted pursuant to the Existing TBEA Framework Agreements are as follows:

	Year ended 31 December		For the nine months period ended 30 September
	2024	2025	2026
	(RMB100 million)	(RMB100 million)	(RMB100 million)
Amount of products purchased by the Group from TBEA Group	9.34	7.58	4.12
Amount of miscellaneous services purchased by the Group from TBEA Group	0.94	5.37	3.56
Amount of products and services sold by the Group to TBEA Group	0.94	0.82	0.15
Total transaction amount with TBEA Group (tax exclusive)	11.22	13.77	7.83

Note: It is expected that the purchase volumes of the products and miscellaneous services by the Group will increase significantly in the fourth quarter of 2026, which is the peak period for new energy power stations construction and equipment procurement.

The Group's historical transaction amounts for transactions conducted pursuant to the Existing Xinjiang Tebian Framework Agreements are as follows:

	Year ended 31 December		For the nine months period ended 30 September
	2024	2025	2026
	(RMB100 million)	(RMB100 million)	(RMB100 million)
Amount of products purchased by the Group from Xinjiang Tebian Group	3.36	3.06	4.58
Amount of miscellaneous services purchased by the Group from Xinjiang Tebian Group	1.62	1.21	0.73
Total transaction amount with Xinjiang Tebian Group (tax exclusive)	4.98	4.27	5.31

Note: It is expected that the purchase volumes of the products and miscellaneous services by the Group will increase significantly in the fourth quarter of 2026, which is the peak period for new energy power stations construction and equipment procurement.

The Group's historical transaction amounts for transactions conducted pursuant to the Existing Financial Services Framework Agreement are as follows:

	Year ended 31 December		For the nine months period ended 30 September
	2024	2025	2026
	(RMB100 million)	(RMB100 million)	(RMB100 million)
Deposit Services (Daily maximum deposit balance (including accrued interest))	29.82	29.80	29.80

The Group's historical transaction amounts for transactions conducted pursuant to the Existing Factoring Services Framework Agreement are as follows:

	Year ended 31 December 2025 (RMB100 million)	For the nine months period ended 30 September 2026 (RMB100 million)
Amount of accounts receivables transferred by the Group to the Factoring Company	<u>7.89</u>	<u>0.33</u>

ANNUAL CAPS UNDER THE NEW FRAMEWORK AGREEMENTS

1. New TBEA Framework Agreements

The proposed annual caps with respect to the New TBEA Framework Agreements for the three years ending 31 December 2029 are as follows:

	Year ending 31 December 2027 (RMB100 million)	2028 (RMB100 million)	2029 (RMB100 million)
Amount of products purchased by the Group from TBEA Group	10.00	12.00	14.00
Amount of miscellaneous services purchased by the Group from TBEA Group	7.00	8.50	10.00
Amount of products and services sold by the Group to TBEA Group	<u>4.00</u>	<u>4.00</u>	<u>4.00</u>
Total annual caps for transactions with TBEA Group (tax exclusive)	<u><u>21.00</u></u>	<u><u>24.50</u></u>	<u><u>28.00</u></u>

New Product Procurement Framework Agreement (TBEA) (Continuing Connected Transactions)

TBEA's products in the power transmission and transformation industry are in a leading position in the industry, and its products are of high quality. In recent years, the Group has used TBEA's products such as transformers, wires, cables and switch enclosures in the construction and production of the polysilicon projects and PV and wind power station construction, which has well ensured the production of polysilicon and the construction quality and long-term stable operations of PV and wind power stations.

With years of experience in the new energy industry, the Group will seize the opportunities of rapid development of new energy and accelerate the development of wind and solar resources. It is projected that the newly installed capacity for wind and PV projects will be approximately 3GW in 2027, with a year-on-year growth rate of approximately 20% from 2028 to 2029. It is expected that the amount of products purchased by the Group from TBEA Group will be RMB1.0 billion, RMB1.2 billion and RMB1.4 billion for each year from 2027 to 2029, respectively.

In determining the proposed annual caps, the Group has considered the Group and TBEA Group's historical transaction amounts of product procurement, the planned scale of PV and wind power station construction, and the daily operation and technological upgrading needs of polysilicon production. Nonetheless, if an independent third party provides similar products with more favourable terms, conditions or prices, the Group's supply chain management department will base on the Group's internal guidelines and bid assessment standards to select the bid and source the products from such independent third party. Thus, the actual amount of products procured may be lower than the proposed annual caps.

New Miscellaneous Services Framework Agreement (TBEA) (Continuing Connected Transactions)

TBEA has constructed many power transmission and transformation full-package projects at home and overseas and has rich engineering construction experience. In the past production and operation, the miscellaneous services provided by TBEA to the Group were mainly the construction of substations and step-up stations in polysilicon projects and PV and wind power projects. The construction of these projects is the key for the connection of substations of polysilicon projects and PV and wind power stations to the main power grid. TBEA has a relatively strong edge in aspects such as price, construction quality, and delivery period. It is expected that the amount of miscellaneous services purchased by the Group from TBEA Group will be RMB700 million, RMB850 million and RMB1,000 million (exclusive of tax) for each year from 2027 to 2029, respectively.

When determining the proposed annual caps, the Group has taken into account the historical amounts incurred for miscellaneous services between the Group and TBEA Group, the planned scale of PV and wind power station construction, and the daily operation and technological upgrading needs of polysilicon production. Nonetheless, if any independent third party provides similar services with more favourable terms, conditions or prices than those provided by TBEA Group, then the Group's supply chain management department will base on the Group's internal guidelines and bid assessment standards to select the bid and source the miscellaneous services from the independent third party. Thus, the actual amount of miscellaneous services procurement may be lower than the proposed annual caps.

New Product and Service Sales Framework Agreement (Continuing Connected Transactions)

To promote its own green and low-carbon development, TBEA plans to promote zero-carbon factories and industrial park projects, and try electricity consumption models such as direct green power supply for multiple users. The Group intends to leverage its experience in the design, construction, operation and maintenance of new energy power stations and zero-carbon factories and industrial parks, as well as its production advantages in products such as inverters and power supply, to provide TBEA with services and product sales for projects such as zero-carbon factories and direct green power supply. It is expected that sales in respect of the products and services to be provided by the Group to TBEA Group will be approximately RMB400 million (exclusive of tax) for each year from 2027 to 2029.

In determining the proposed annual caps, the Group has considered factors such as the historical transaction amounts of product sales by the Group to TBEA, the market prices of related products and services, and the future business development needs of TBEA. For electricity sales, the Group has also taken into account the current market conditions, the electricity reference prices published by local power grids and electricity trading platforms, the electricity generation plan of the Group for the three years ending 31 December 2029, and a reasonable expectation for the scale of electricity market-oriented transactions.

2. New Xinjiang Tebian Framework Agreements

The proposed annual caps with respect to the New Xinjiang Tebian Framework Agreements for the three years ending 31 December 2029 are as follows:

	Year ending 31 December		
	2027	2028	2029
	<i>(RMB100 million)</i>	<i>(RMB100 million)</i>	<i>(RMB100 million)</i>
Amount of products purchased by the Group from Xinjiang Tebian Group	8.00	10.00	12.00
Amount of miscellaneous services purchased by the Group from Xinjiang Tebian Group	3.00	4.00	5.00
Total annual caps for transactions with Xinjiang Tebian Group (tax exclusive)	11.00	14.00	17.00

New Product Procurement Framework Agreement (Xinjiang Tebian) (Continuing Connected Transactions)

Xinjiang Tebian Group's production capacity of towers and PV supports has increased rapidly, and it has successively won the bidding projects bids of the Group in recent years and provided good product supply. It is expected that the amount of products purchased by the Group from Xinjiang Tebian Group will be RMB800 million, RMB1,000 million and RMB1,200 million (exclusive of tax) for each year from 2027 to 2029, respectively.

In determining the proposed annual caps, the Group has taken into account historical transaction amounts between the Group and Xinjiang Tebian Group as well as the planned scale of wind and PV power station construction. Nonetheless, if an independent third party provides similar products with more favourable terms, conditions or prices than those provided by Xinjiang Tebian Group, then the Group's supply chain management department will base on the Group's internal guidelines and bid assessment standards to select the bid and source the products from the independent third party. Thus, the actual amount of product procurement may be lower than the proposed annual caps.

New Miscellaneous Services Framework Agreement (Xinjiang Tebian) (Continuing Connected Transactions)

Xinjiang Tebian Group possesses rich experience in installations of civil works infrastructure construction and renovation, and consistently provides quality ancillary services in civil works infrastructure construction, renovation and installation. In recent years, due to the advantages of Xinjiang Tebian Group in service quality and price, the Group has purchased various miscellaneous services such as civil works infrastructure construction, renovation and installation services from Xinjiang Tebian Group for the construction of polysilicon projects and PV and wind power stations. It is expected that the amount of miscellaneous services purchased by the Group from Xinjiang Tebian Group will be RMB300 million, RMB400 million and RMB500 million (exclusive of tax) for each year from 2027 to 2029, respectively.

In determining the proposed annual caps, the Group has taken into account the historical transaction amounts between the Group and Xinjiang Tebian Group, the planned scale of PV and wind power station construction, and the daily operation and technological upgrading needs of polysilicon production. Nonetheless, if an independent third party provides similar services with more favourable terms, conditions or prices than those provided by Xinjiang Tebian Group, the Group's supply chain management department will base on the Group's internal guidelines and bid assessment standards to select the bid and source the miscellaneous services from the independent third party. Thus, the actual amount and value of miscellaneous services procured may be lower than the proposed annual caps.

3. New Financial Services Framework Agreement (Major Transaction and Continuing Connected Transaction)

The proposed annual caps with respect to the New Financial Services Framework Agreement for the three years ending 31 December 2029 are as follows:

	Year ending 31 December		
	2027 (RMB100 million)	2028 (RMB100 million)	2029 (RMB100 million)
Deposit Services (daily maximum deposit balance (including accrued interest))	<u>30.00</u>	<u>30.00</u>	<u>30.00</u>

To improve the efficiency of capital utilization, the Group carries out deposit financial services with TBEA Finance. In accordance with the relevant regulations of the PBOC and the NFRA, TBEA Finance's clients are limited to members of TBEA. Compared with commercial banks and other financial institutions, TBEA Finance has a deeper understanding of the Group's operations, thus being able to provide the Group with more convenient and efficient services as well as more competitive interest rates than major commercial banks in China. The annual caps in respect of the Group's Deposit Services with TBEA Finance for 2027 to 2029 are all estimated to be RMB3 billion.

In determining the proposed annual caps for the Deposit Services to be carried out under the New Financial Services Framework Agreement, the Group has taken into account the following factors: (i) the historical and future levels of monetary funds of TBEA Finance's Deposit Services; (ii) the demand for funds and various financial services arising from future business development; and (iii) the Group's future financing plans and related deposit interests, etc.

For the years ended 31 December 2024 and 2025, the daily maximum deposit balance (including accrued interests) of deposits placed by the Group with TBEA Finance was approximately RMB2.982 billion and RMB2.980 billion, respectively, representing approximately 99.4% and 99.3% of the respective annual caps. As at 31 December 2024, 31 December 2025 and 30 June 2026, the balance of deposits placed by the Group with TBEA Finance was approximately RMB469.28 million, RMB2,083.25 million and RMB2,990.71 million, respectively, while the Group's monetary funds balance stood at approximately RMB11,663.08 million, RMB9,246.57 million and RMB13,125.86 million, respectively. The proposed annual caps of RMB3 billion represent approximately 22.9% of the Group's monetary funds balance as at 30 June 2026.

Financial Impact and Risk Assessment of the Deposit Services

Deposits placed by the Group with TBEA Finance will be presented as the monetary funds in the Group's consolidated financial statements, and interests earned will be recognised as interest income. The Directors expect that the Deposit Services will not have any material adverse impact on the assets, liabilities and profits of the Group.

The Company has considered the default risk, regulatory risk and corporate governance risk involved in the Deposit Services. With regard to the default risk, TBEA Finance is a non-bank financial institution established with the approval of the NFRA. Its operations are required to comply with regulatory indicators such as capital adequacy ratio and liquidity. With regard to the regulatory risk, TBEA Finance shall submit regulatory returns to the NFRA on a regular basis and notify the Company in writing within two business days following the occurrence of any event that may jeopardise the security of the Group's deposits. With regard to the corporate governance risk, the Company has established a leading team for the disposal of deposit and loan risks, which regularly reviews TBEA Finance's internal controls, financial statements and risk indicators, and submits risk assessment reports to the Board.

4. New Factoring Services Framework Agreement (Discloseable Transaction and Continuing Connected Transaction)

The proposed annual caps with respect to the New Factoring Services Framework Agreement for the three years ending 31 December 2029 are as follows:

	Year ending 31 December		
	2027	2028	2029
	<i>(RMB100 million)</i>	<i>(RMB100 million)</i>	<i>(RMB100 million)</i>
Amount of accounts receivable transferred by the Group to the Factoring Company	<u>10.00</u>	<u>10.00</u>	<u>10.00</u>

To accelerate the recovery of the Group's accounts receivable, improve the efficiency of capital utilization, broaden financing channels and reduce financing costs, the Group carries out non-recourse accounts receivable factoring business with the Factoring Company. As of 30 June 2026, the Group had approximately 4GW of wind and PV operational power station projects that have achieved grid-connected power generation. Some of these projects are eligible for national renewable energy subsidies.

Taking into account the projected electricity sales of the projects and the historical recovery of subsidy receivables, the Group estimates that the annual amount of newly-added national renewable energy subsidy receivables in the next 3 years will be approximately RMB600 million. Meanwhile, the Group closely follows national policy directions, seizes development opportunities in the new energy industry, intensifies efforts to acquire wind and PV resources, and vigorously develops its manufacturing business for electrical equipment such as inverters, SVGs, energy storage and flexible direct current transmission converter valves. It is anticipated that the installed capacity of PV and wind power construction projects to be completed and recognised as revenue in 2027 will be approximately 3GW, while the shipment volume of electrical equipment such as inverters will exceed 20GW. Revenue generated from power station construction and electrical equipment in 2028 and 2029 is expected to grow by 20% over the previous year. Estimated based on the historical ratio of accounts receivable to revenue for each business segment, the Group expects that the annual incremental accounts receivable arising from new energy power station construction and electrical equipment sales for 2027 to 2029 will be approximately RMB0.9 billion, RMB1.05 billion and RMB1.2 billion, respectively. The amount of accounts receivable transferred to the Factoring Company for each of the three years ending 31 December 2029 will not exceed RMB1 billion.

In determining the proposed annual cap for the factoring services to be carried out under the New Factoring Services Framework Agreement, the Company has considered factors including the historical transaction amounts of the accounts receivable factoring business between the Group and the Factoring Company, the current balance and composition of accounts receivable, future additions to accounts receivable, the Group's cash position and funding requirements. However, if the Group has sufficient funds for its operations such that the accounts receivable factoring business is not required, or if an independent third party offers similar services on more favorable terms or at lower rates than those offered by the Factoring Company, the Group may carry out the factoring services with such independent third party. Accordingly, the actual amount of factoring services may be lower than the proposed annual cap.

BOARD CONFIRMATION

As at the date of this announcement, each of Mr. Zhang Xin, Mr. Hu Youcheng and Mr. Yang Xiaodong, being Directors, holds positions at and/or interests in TBEA, TBEA Finance and/or the Factoring Company, and they are deemed to have material interest and have abstained from voting at the Board meeting with respect to the review and approval of the transactions concerning the 2026 Supplemental Agreement, New TBEA Framework Agreements, New Financial Services Framework Agreement and New Factoring Services Framework Agreement.

Mr. Zhang Xin, holds a position at and/or has interests in Xinjiang Tebian, is deemed to have material interest and has abstained from voting at the Board meeting with respect to the review and approval of the transactions concerning the New Xinjiang Tebian Framework Agreements.

The Directors (excluding Directors required to abstain and the independent non-executive Directors, who will express their opinion after taking into account the recommendations of the Independent Financial Adviser) are of the view that the 2026 Supplemental Agreement is in the ordinary and usual course of business of the Group and on normal commercial terms, and its terms and the Revised 2026 Annual Cap are fair and reasonable and in the interest of the Company and the Shareholders as a whole; the transactions contemplated under the New Framework Agreements are in the ordinary and usual course of business of the Group and on normal commercial terms, and are fair and reasonable and in the interest of the Company and the Shareholders as a whole; the proposed annual caps under the New Framework Agreements are fair and reasonable and in the interest of the Company and the Shareholders as a whole.

Save for the disclosed above, none of the Directors have any material interests in the transactions contemplated under the 2026 Supplemental Agreement and the New Framework Agreements.

LISTING RULES IMPLICATIONS

As at the date of this announcement, to the best of the Company's knowledge, TBEA is directly and indirectly interested in approximately 66.60% of the total issued share capital of the Company, and is thus the Controlling Shareholder of the Company. Accordingly, TBEA is a Connected Person of the Company, and the transactions conducted between the Group and TBEA Group constitute Connected Transactions of the Company.

As at the date of this announcement, Xinjiang Tebian is a 30%-controlled company held by Mr. Zhang Xin, a Director. Therefore, Xinjiang Tebian is a Connected Person of the Company. Accordingly, the transactions between the Group and Xinjiang Tebian Group constitute Connected Transactions of the Company.

As at the date of this announcement, TBEA directly and indirectly holds 99.18% of the equity interests in TBEA Finance. Therefore, TBEA Finance, being a subsidiary of TBEA, is a Connected Person of the Company, and the transactions conducted between the Group and TBEA Finance constitute Connected Transactions of the Company.

As at the date of this announcement, TBEA directly holds 100.00% of the equity interests in the Factoring Company. Therefore, the Factoring Company, being a subsidiary of TBEA, is a Connected Person of the Company, and the transactions conducted between the Group and the Factoring Company constitute Connected Transactions of the Company.

Continuing Connected Transactions

Pursuant to Rule 14A.54 of the Listing Rules, the Company shall re-comply with the relevant requirements under Chapter 14A of the Listing Rules when it revises the 2026 annual cap under the Existing Miscellaneous Services Framework Agreement (TBEA). As the Existing TBEA Framework Agreements and the existing coal procurement framework agreement are entered into between the same parties, according to Rule 14A.81 of the Listing Rules, the transactions contemplated thereunder are required to be aggregated and treated as if they were one transaction. As the highest applicable percentage ratio in respect of the Revised 2026 Annual Cap (after aggregated with other annual caps under other Continuing Connected Transactions between the Group and TBEA Group for the year ending 31 December 2026) exceed 5%, the 2026 Supplemental Agreement and the Revised 2026 Annual Cap are subject to the reporting, annual review, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

As (i) TBEA is the Controlling Shareholder of the Company (directly and indirectly interested in approximately 66.60% of the total issued share capital of the Company), TBEA Group is a Connected Person of the Company and (ii) the New TBEA Framework Agreements are entered into between the same parties, the transactions contemplated thereunder are required to be aggregated and treated as if one transaction pursuant to Rule 14A.81 of the Listing Rules. Accordingly, the annual caps under the New TBEA Framework Agreements are aggregated and used when calculating the relevant percentage ratios. As the highest applicable percentage ratio of the proposed annual caps for the transactions contemplated under the New TBEA Framework Agreements (as aggregated) calculated according to Rule 14.07 of the Listing Rules exceeds 5%, the proposed annual caps are subject to the reporting, annual review, announcement and the Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

As (i) Xinjiang Tebian is a 30%-controlled company held by Mr. Zhang Xin, a Director, Xinjiang Tebian is a Connected Person of the Company and (ii) the New Xinjiang Tebian Framework Agreements are entered into between the same parties, the transactions contemplated thereunder are required to be aggregated and treated as if one transaction pursuant to Rule 14A.81 of the Listing Rules. Accordingly, the annual caps under the New Xinjiang Tebian Framework Agreements are aggregated and used when calculating the relevant percentage ratios. As the highest applicable percentage ratio of the proposed annual caps for the transactions contemplated under the New Xinjiang Tebian Framework Agreements (as aggregated) calculated according to Rule 14.07 of the Listing Rules exceeds 5%, the proposed annual caps are subject to the reporting, annual review, announcement and the Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

MAJOR TRANSACTION AND CONTINUING CONNECTED TRANSACTION — DEPOSIT SERVICES UNDER THE NEW FINANCIAL SERVICES FRAMEWORK AGREEMENT

The placement of deposits by the Group with TBEA Finance constitutes financial assistance under the Listing Rules. As the highest applicable percentage ratio in respect of the proposed annual caps of the Deposit Services under the New Financial Services Framework Agreement exceeds 25% but is less than 100%, the Deposit Services under the New Financial Services Framework Agreement constitute a major transaction and a non-exempt Continuing Connected Transaction of the Company, and are subject to the reporting, announcement, circular and the Shareholders' approval requirements under Chapter 14 of the Listing Rules and the reporting, annual review, announcement and the Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

DISCLOSEABLE TRANSACTION AND CONTINUING CONNECTED TRANSACTION — NEW FACTORING SERVICES FRAMEWORK AGREEMENT

As the highest applicable percentage ratio in respect of the proposed annual cap for the transactions contemplated under the New Factoring Services Framework Agreement is more than 5% but less than 25%, such transactions constitute discloseable transactions of the Company under Chapter 14 of the Listing Rules. Accordingly, such transactions are subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules and the reporting, announcement, annual review and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

ASSESSMENT OF QUALIFIED SUPPLIERS

The Qualified Suppliers assessment committee of the Group's supply chain management department will conduct regular assessments of the suppliers on the Qualified Suppliers list. The Group's supply chain management department is responsible for seeking Qualified Suppliers according to the Group's needs, and collect market data (including price trends of raw materials of the relevant products) from the Qualified Suppliers for conducting industrial studies. New suppliers may approach the Group with a Qualified Supplier Application, which would put their company on the qualified list for tender and bidding considerations. Upon receiving a Qualified Supplier Application, the supply chain management department will send a requirement list and collect background information of the applicant. Suppliers shall submit their applications through the information platform according to supplier management regulations, including product specifications and price range for new applicants.

The relevant supplier assessment committee of the Group (including departments related to tender and procurement, finance, quality, equipment engineering management, and audit and inspection), the supply chain management department and the technical department will consider applications on the basis of technical level and standards assessments, and will arrange on-site inspections, to conduct further due diligence, and suppliers who satisfy such conditions will be added to the Group's Qualified Suppliers list. From the Qualified Suppliers list, the Group will invite not less than five Qualified Suppliers (except for cases where there are less than 5 companies in the industry that meet the requirements) to participate in each bidding. The Group will consider the following factors in selecting the five Qualified Suppliers to participate in bidding, including their ability to satisfy specific requirements of procurement orders, geographical location, transportation costs and time, in order to determine whether procurement volumes can be satisfied on time, so as to avoid risks with delays.

At the end of each year, the Group will conduct an assessment of existing Qualified Suppliers and new suppliers on the Qualified Suppliers list who won the bids in the tender process. The Qualified Suppliers assessment committee will ensure that all Qualified Suppliers and suppliers on the Qualified Suppliers list possess the necessary bidding qualifications.

ASSESSMENT FACTORS AND PROCESS

In order to assess the best tender that can satisfy the business needs of the Group, the bid assessment committee of the Group will assess the tenders according to internal guidelines and bid assessment weights. The Group will consider the tender prices to maintain actual cost control. If bid prices of similar ranges are made by different suppliers, the Group will also consider other factors such as product quality, supplier background, warranty terms and period, product rate of return, timely delivery and payment terms. Please refer to the following for the Group's internal guidelines and bid assessment weights.

Factor	Weight	Assessment standards and procedures
Price	30–40%	The lowest bid price among suppliers is set as the benchmark price, and for every percentage point the bid price is higher than the benchmark price, 2 points will be deducted.
Technical level, safety and quality	50–60%	• Whether product specifications and service standards satisfy technical requirements; • Whether products and miscellaneous services satisfy the Group's commitment to delivery time;

Factor	Weight	Assessment standards and procedures
		• Whether the bidder has obtained the necessary quality accreditation; • Whether the bidder's tender contains preferential commitments such as equipment, payment, and construction period; and • Whether the supplier can timely discover and resolve the Group's questions and difficulties, and provide excellent after-sale services.
Business operations	10%	• Whether the bidder's registered capital and return on net assets meet the requirements and whether it has sound performance capability; • Whether the tender satisfies delivery requirements; • Whether the bidder has sales performance of similar products and services in the last three years; • Results; • Historical records of delayed delivery; and • Payment terms provided by the bidder.

INTERNAL CONTROL MEASURES

To ensure the Group's consistency with the above pricing basis, the Group has adopted a series of internal control measures for its daily operations. Such measures will be implemented and supervised by various units of the Company:

1. New TBEA Framework Agreements and New Xinjiang Tebian Framework Agreements (Continuing Connected Transactions)

- (i) Business departments of the Group are required to conduct updates of separate agreements for the Continuing Connected Transactions, and all separate Connected Transaction agreements shall obtain approval from the headquarters of the Company before being entered into. Also, members of the senior management of the Company will collectively monitor the actual transaction amount of the Group's Continuing Connected Transactions;

- (ii) The secretary of the Board will collect information on Continuing Connected Transactions at the beginning of each month, impose control on the actual transaction amount of Continuing Connected Transactions, and focus on controlling the separate amount of each type of Continuing Connected Transactions;
- (iii) The Group has continuously strengthened training in relation to the review and decision-making processes and information disclosure requirements of Connected Transactions, promoting awareness among the relevant business departments in the corresponding compliance requirements;
- (iv) The Audit Committee is responsible for the data collection and monitoring of Connected Transactions, and for conducting evaluation on the fairness of the transaction terms and pricing terms. It is responsible for reviewing the determination of the annual caps and execution status of the Connected Transactions. It will also report to the Board on the Group's Connected Transactions on quarterly basis. When the actual transaction amount of Continuing Connected Transactions reaches 80% of the relevant annual cap, or other circumstances arise that cause the senior management to believe that there is a need to revise the annual caps, the Company will conduct the relevant assessment and comply with the relevant requirements under the Listing Rules to issue an announcement, and/or seek Independent Shareholders' approval after the Board's review and approval; and
- (v) The independent non-executive Directors have reviewed and will continue to review the non-exempt Continuing Connected Transactions to ensure such agreements are entered into on normal commercial terms, are fair and reasonable, and are carried out pursuant to the terms of such agreements. The auditors of the Company will also conduct an annual review on the transaction amount and annual caps of such non-exempt Continuing Connected Transactions.

2. New Financial Services Framework Agreement (Major Transaction and Continuing Connected Transaction)

- (1) To ensure the safety of deposit funds and the implementation of pricing principles in respect of the Continuing Connected Transactions under the New Financial Services Framework Agreement, the Group has adopted the following internal control procedures:
 - (i) The finance department of the Group will closely monitor the daily aggregate deposit balance placed by the Group with TBEA Finance to ensure that it does not exceed the relevant annual cap;

- (ii) Before entering into any specific Deposit Services agreement under the New Financial Services Framework Agreement, the Group's internal approval shall be obtained. Multiple internal departments of the Group (including but not limited to the finance, legal and audit departments) are jointly responsible for assessing the terms of the specific agreement, in particular the fairness of the pricing policy and the utilization of the cap;
 - (iii) Before placing deposits with TBEA Finance, the Group will inquire about the deposit interest rates offered by at least two Major Cooperative Commercial Banks for deposits of the same term and type, and will require TBEA Finance to provide information on the deposit interest rates offered by TBEA Finance to other member companies (excluding the Group) in the TBEA Group with same credit ratings for deposits of the same term and type (if applicable); and
 - (iv) If the interest rate for Deposit Services offered by TBEA Finance to the Group is lower than the deposit interest rates offered by other Major Cooperative Commercial Banks for deposits of the same term and type, or lower than the deposit interest rates offered by TBEA Finance to other member companies (excluding the Group) in the TBEA Group with same credit ratings for deposits of the same term and type (if applicable), the Group shall be entitled to engage other third parties to provide Deposit Services.
- (2) TBEA Finance has adopted the following internal control procedures:
- (i) TBEA Finance shall strictly comply with and implement the risk management regulations for finance companies promulgated by the NFRA, and its gearing ratio, current ratio and other ratios shall comply with the requirements of the NFRA and other PRC laws and regulations as amended from time to time;
 - (ii) TBEA Finance will closely monitor the Group's total daily deposit balance and will set up early warnings in the settlement system through information technology to ensure that the daily deposit balance remains below the annual cap;
 - (iii) TBEA Finance will ensure the secure operation of its fund management information system. The system has passed security testing with the online interfaces of other commercial banks and adopts digital certificate authentication to ensure the safety and normal use of the Group's funds;

- (iv) TBEA Finance shall monitor its credit risk at all times and implement risk control measures. If any specific event occurs that may affect the safety of the Group's deposits with TBEA Finance, or any other circumstances arise that require such deposits to be closely monitored, TBEA Finance shall, within two business days after such event or circumstance occurs, issue a written notice to the Group and take measures to avoid or control any loss; and
- (v) TBEA Finance is obliged to cooperate with the Group in providing relevant information (including but not limited to its internal controls, financial statements, risk indicators, business qualifications, business and risk conditions), so that the Group can monitor and review its operating conditions and thereby determine whether there are any risks that may affect the safety of deposits.

3. New Factoring Services Framework Agreement (Discloseable Transactions and Continuing Connected Transactions)

- (i) The finance department of the Group shall collect and review prices for the same period and other relevant terms offered by at least two independent third parties (if any) before entering into a specific factoring agreement separately and ensure that the terms offered by the Factoring Company are fair and reasonable and comparable to those offered by at least two independent third parties. The Company will accept the services of an independent third party if the terms offered by the independent third party are more favourable to the Company;
- (ii) The finance department of the Group shall regularly review and verify the transaction process of the relevant continuing connected transactions. In particular, they shall verify and assess whether the proposed transactions to be entered into are expected to exceed the annual caps, and, where necessary, bring the matter to the attention of the Board together with the proposed revised annual caps and other relevant information, to enable the Board to consider and comply with the applicable Listing Rules (if applicable) in relation to the revised annual caps;
- (iii) After entering into specific factoring agreements separately pursuant to the New Factoring Services Framework Agreement, the Group will review annually the pricing of the transactions and the factoring service rates charged under such specific factoring agreements separately entered into to ensure that such pricing and charges are conducted in accordance with the principles under the New Factoring Services Framework Agreement; and

- (iv) The independent non-executive Directors shall review the transactions under the New Factoring Services Framework Agreement (including the fees charged for the transactions) to ensure such agreements are entered into on normal commercial terms, are fair and reasonable, and are carried out pursuant to the terms of such agreements. The auditors of the Company will also conduct an annual review on the transaction amount and annual cap of new factoring services connected transactions.

INFORMATION OF THE PARTIES

The Company is an industry leading manufacturer of polysilicon as well as developer and operator of wind power and PV resources. Its main businesses include the production of polysilicon and the provision of engineering and construction contracting and operating services for PV and wind power projects. The Company is also engaged in the manufacturing of supporting equipment (mainly inverters, energy storage, flexible direct current and static VAR generators).

TBEA is a joint stock company incorporated in the PRC with limited liability on 26 February 1993, and listed on the Shanghai Stock Exchange (stock code: 600089). As at the date of this announcement, TBEA directly and indirectly holds approximately 66.60% of the Company's total issued share capital, and is the Controlling Shareholder of the Company. As at the date of this announcement, its registered capital is RMB5,020,248,734. TBEA and its close associates (excluding the Group) are mainly engaged in: (i) production and sales of transformers, inductors, wires, cables and other electrical and machinery equipment; (ii) construction and contracting of domestic and international power transmission and transformation projects, hydro and geothermal power projects; and (iii) generation and sales of electricity and heat, etc.

Xinjiang Tebian is a company with limited liability incorporated in the PRC on 27 January 2003. As at the date of this announcement, its registered capital is RMB75,000,000. The main business of Xinjiang Tebian is the production and sales of transformer assembly components, production and sales of wind and solar power equipment components and parts, providing engineering services, real estate development and sales, mineral resources development and sales, and industrial investment. As of the date of this announcement, to the knowledge of the Company, Mr. Zhang Xin directly holds 40.08% equity interest in Xinjiang Tebian and indirectly holds 24.04% equity interest in Xinjiang Tebian through Tianjin Hongyuan Innovation Enterprise Management Co., Ltd.* (天津宏遠創新企業管理有限公司), which is wholly owned by Mr. Zhang Xin. Xinjiang Xingze Enterprise Management Limited Partnership* (新疆興則企業管理有限合夥企業) holds 32.95% equity interest in Xinjiang Tebian. Its general partner is 70% held by Mr. Zhang Xin and 20% and 10% held respectively by two other employees of Xinjiang Tebian, so Xinjiang

Xingze Enterprise Management Limited Partnership* (新疆興則企業管理有限合夥企業) is ultimately controlled by Mr. Zhang Xin. As at the date of this announcement, no limited partners of Xinjiang Xingze Enterprise Management Limited Partnership* (新疆興則企業管理有限合夥企業) holds 30% or more of the equity in partnership. To the best knowledge, information and belief of the Directors having made all reasonable enquiries, save as the equity interests held by Mr. Zhang Xin in Xinjiang Tebian above, the ultimate beneficial owners of Xinjiang Tebian are not Connected Persons of the Company nor connected with the Connected Persons of the Company.

TBEA Finance is a company with limited liability incorporated in the PRC on 29 November 2018 and is a subsidiary of TBEA, with a registered capital of RMB2,000,000,000 as at the date of this announcement. As a non-bank financial institution approved by the NFRA, TBEA Finance has qualifications to provide financial services to members of corporate groups.

The Factoring Company is a company incorporated in the PRC with limited liability on 26 January 2022 and is a wholly-owned subsidiary of TBEA. As at the date of this announcement, its registered capital is RMB400 million. The principal business of the Factoring Company is the operation of commercial factoring business.

GENERAL

The Company will seek approval from the Independent Shareholders at the EGM in respect of the 2026 Supplemental Agreement and the Revised 2026 Annual Cap as well as the transactions contemplated under the New Framework Agreements and the proposed annual caps. Such resolution will be put forward by way of an ordinary resolution and decided by way of poll at the EGM. TBEA Group shall abstain from voting on the resolution at the EGM relating to the approval of the transactions contemplated under the 2026 Supplemental Agreement, the New TBEA Framework Agreements, the New Financial Services Framework Agreement and the New Factoring Services Framework Agreement as well as the proposed annual caps. Xinjiang Tebian Group shall abstain from voting on the resolution at the EGM relating to the approval of the transactions contemplated under the New Xinjiang Tebian Framework Agreements as well as the proposed annual caps. The above matters (including the 2026 Supplemental Agreement and the Revised 2026 Annual Cap, the New TBEA Framework Agreements, the New Xinjiang Tebian Framework Agreements, the New Financial Services Framework Agreement and the New Factoring Services Framework Agreement as well as their respective proposed annual caps) will also be proposed for consideration at the EGM in the form of separate ordinary resolutions and will be set out in the same circular to be despatched to the Shareholders. To the best knowledge, information and belief of the Directors having made all reasonable enquiries, save as mentioned above, no other Shareholders are required to abstain from voting on the relevant resolutions at the EGM.

The Independent Board Committee comprising all independent non-executive Directors has been established to advise the Independent Shareholders in respect of the 2026 Supplemental Agreement and the Revised 2026 Annual Cap as well as the terms of the New Framework Agreements, the transactions contemplated and the proposed annual caps thereunder. Kingsway Capital Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

The EGM will be held to seek Independent Shareholders' approval for, among other things, the Revised 2026 Annual Cap under the 2026 Supplemental Agreement as well as the transactions contemplated under the New Framework Agreements and the proposed annual caps. A circular containing, among other things, (i) further information on the Revised 2026 Annual Cap under the 2026 Supplemental Agreement, and the proposed annual caps under the New Framework Agreements; (ii) the recommendation from the Independent Board Committee to the Independent Shareholders; (iii) the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders; (iv) the financial information, the statement of indebtedness and the statement of sufficiency of working capital of the Group; (v) the notice of the EGM; and (vi) other information as required by the Listing Rules, was originally required under the Listing Rules to be despatched to the Shareholders within 15 business days after the date of this announcement. However, as additional time is required to prepare and finalise the information to be included in the circular (including the statement of indebtedness and the statement of sufficiency of working capital of the Group), the Company expects to publish the circular on the website of the Stock Exchange of Hong Kong (www.hkexnews.hk) and the website of the Company (www.xinteenenergy.com) on or before 20 November 2026 and despatched to the Shareholders who have elected to receive printed copies.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms and expressions have the meanings as set forth below:

“30%-controlled company”	has the meaning as ascribed to it under the Listing Rules
“2026 Supplemental Agreement”	the miscellaneous services supplemental framework agreement II entered into between the Company and TBEA on 15 October 2026 to revise the annual cap for the year ending 31 December 2026 under the Existing Miscellaneous Services Framework Agreement (TBEA)

“associate(s)”	has the meaning as ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors of the Company
“China” or “PRC”	the People’s Republic of China, which, for the purpose of this announcement, excludes Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan
“Company”	Xinte Energy Co., Ltd. (新特能源股份有限公司), a company with limited liability incorporated in the PRC on 20 February 2008, which was transformed into a joint stock limited company on 16 October 2012, the H shares of which are listed on the Main Board of the Stock Exchange (Stock code: 1799)
“Connected Person(s)”	has the meaning as ascribed to it under the Listing Rules.
“Continuing Connected Transaction(s)”	has the meaning as ascribed to it under the Listing Rules
“Controlling Shareholder(s)”	has the meaning as ascribed to it under the Listing Rules
“Deposit Services”	the deposit services to be provided by TBEA Finance to the Group under the New Financial Services Framework Agreement
“Director(s)”	the director(s) of the Company
“EGM”	the fourth extraordinary general meeting of 2026 of the Company to be convened and held as soon as practicable to consider and, if thought fit, approve, among other things, the 2026 Supplemental Agreement and the Revised 2026 Annual Cap as well as the New Framework Agreements and the proposed annual caps thereunder
“Existing 2026 Annual Cap”	the existing annual cap of RMB450,000,000 (exclusive of tax) for the year ending 31 December 2026 under the Existing Miscellaneous Services Framework Agreement (TBEA)

“Existing Factoring Services Framework Agreement”	the factoring services framework agreement dated 31 March 2025 entered into between the Company and the Factoring Company in respect of the non-recourse factoring services by the Factoring Company to the Group
“Existing Financial Services Framework Agreement”	the financial services framework agreement entered into between the Company and TBEA Finance on 17 October 2023
“Existing Framework Agreements”	the Existing TBEA Framework Agreement, the Existing Xinjiang Tebian Framework Agreement, the Existing Financial Services Framework Agreement and the Existing Factoring Services Framework Agreement
“Existing Miscellaneous Services Framework Agreement (TBEA)”	the miscellaneous services framework agreement (as revised by the supplemental framework agreement entered into between the Company and TBEA on 14 October 2025) entered into between the Company and TBEA on 17 October 2023
“Existing TBEA Framework Agreement”	the product procurement framework agreement (TBEA), the miscellaneous services framework agreement (TBEA) and the product and service sales framework agreement entered into between the Company and TBEA on 17 October 2023, under which the annual cap for the year ending 31 December 2025 under the Existing Miscellaneous Services Framework Agreement (TBEA) was revised by the supplemental framework agreement entered into between the Company and TBEA on 14 October 2025
“Existing Xinjiang Tebian Framework Agreement”	the product procurement framework agreement (Xinjiang Tebian) and the miscellaneous services framework agreement (Xinjiang Tebian) entered into between the Company and Xinjiang Tebian on 17 October 2023, under which the annual cap for the year ending 31 December 2026 under the product procurement framework agreement (Xinjiang Tebian) was revised by the supplemental agreement entered into between the Company and Xinjiang Tebian on 10 July 2026
“Factoring Company”	Tianjin Sanyang Silu Commercial Factoring Co., Ltd.* (天津三陽絲路商業保理有限公司), a company incorporated in the PRC with limited liability on 26 January 2022, and it is held by TBEA as to 100% and is a Connected Person of the Company as at the date of this announcement

“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	the independent board committee comprising all independent non-executive Directors established to advise the Independent Shareholders in respect of the New Framework Agreements and the proposed annual caps thereunder
“Independent Financial Adviser”	Kingsway Capital Limited, a licensed corporation to carry out type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and the independent financial adviser appointed to advise the Independent Board Committee and the Independent Shareholders with regard to the New Framework Agreements and the proposed annual caps thereunder
“Independent Shareholders”	Shareholders other than TBEA Group and/or Xinjiang Tebian Group (as the case may be)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Major Cooperative Commercial Banks”	major state-owned commercial banks and national joint stock commercial banks in the PRC that cooperate with the Group
“New Factoring Services Framework Agreement”	the factoring services framework agreement entered into between the Company and the Factoring Company on 15 October 2026
“New Financial Services Framework Agreement”	the financial services framework agreement entered into between the Company and TBEA Finance on 15 October 2026
“New Framework Agreements”	the New TBEA Framework Agreements, the New Xinjiang Tebian Framework Agreements, the New Financial Services Framework Agreement and the New Factoring Services Framework Agreement
“New Miscellaneous Services Framework Agreement (TBEA)”	the miscellaneous services framework agreement entered into between the Company and TBEA on 15 October 2026

“New Miscellaneous Services Framework Agreement (Xinjiang Tebian)”	the miscellaneous services framework agreement entered into between the Company and Xinjiang Tebian on 15 October 2026
“New Product and Service Sales Framework Agreement”	the product and service sales framework agreement entered into between the Company and TBEA on 15 October 2026
“New Product Procurement Framework Agreement (TBEA)”	the product procurement framework agreement entered into between the Company and TBEA on 15 October 2026
“New Product Procurement Framework Agreement (Xinjiang Tebian)”	the product procurement framework agreement entered into between the Company and Xinjiang Tebian on 15 October 2026
“New TBEA Framework Agreements”	the New Product Procurement Framework Agreement (TBEA), the New Miscellaneous Services Framework Agreement (TBEA) and the New Product and Service Sales Framework Agreement
“New Xinjiang Tebian Framework Agreements”	the New Product Procurement Framework Agreement (Xinjiang Tebian) and the New Miscellaneous Services Framework Agreement (Xinjiang Tebian)
“NFRA”	the National Financial Regulatory Administration of the PRC, formerly known as the China Banking and Insurance Regulatory Commission (CBIRC). The NFRA is an agent directly under the State Council established on the basis of the CBIRC. In March 2023, the CPC Central Committee and the State Council issued the Plan on Reform of Party and State Institutions, and decided to establish the NFRA on the basis of the CBIRC which was no longer retained. The NFRA was established on 18 May 2023
“PBOC”	the People’s Bank of China
“percentage ratios”	has the meaning ascribed to that term in Chapter 14 of the Listing Rules

“PV”	photovoltaic
“Qualified Supplier(s)”	supplier(s) assessed as qualified and included in qualified supplier(s) list
“Qualified Supplier Application”	application as a Qualified Supplier submitted during the Company’s Qualified Supplier assessment process
“Revised 2026 Annual Cap”	the revised annual cap of RMB700,000,000 (exclusive of tax) for the year ending 31 December 2026 under the 2026 Supplemental Agreement
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	share(s) in the share capital of the Company with a nominal value of RMB1.00 each, including domestic Shares and H Shares
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning as ascribed to it under the Listing Rules
“TBEA”	TBEA Co., Ltd. (特變電工股份有限公司), a joint stock company incorporated in the PRC with limited liability on 26 February 1993 and listed on the Shanghai Stock Exchange (stock code: 600089)
“TBEA Finance”	TBEA Finance Co., Ltd. (特變電工集團財務有限公司), a company incorporated in the PRC with limited liability on 29 November 2018 as well as a non-bank financial institution approved by the NFRA and a subsidiary of TBEA
“TBEA Group”	TBEA and its associates (excluding the Group)
“Xinjiang Tebian”	Xinjiang Tebian Group Co., Ltd. (新疆特變電工集團有限公司), a company with limited liability incorporated in the PRC on 27 January 2003

“Xinjiang Tebian Group” Xinjiang Tebian and its associates

“%” per cent

By order of the Board
Xinte Energy Co., Ltd.
Huang Hanjie
Chairman

Xinjiang, the PRC
15 October 2026

As at the date of this announcement, the Board consists of Mr. Huang Hanjie, Mr. Wang Bin and Ms. Huang Fen as executive Directors; Mr. Zhang Xin, Mr. Yang Xiaodong and Mr. Hu Youcheng as non-executive Directors; Mr. Sin, Kin On Johnny, Mr. Cui Xiang and Mr. Tam, Kwok Ming Banny as independent non-executive Directors.

* *For identification purpose only*