京能集团

北京京能清洁能源电力股份有限公司
Beijing Jingneng Clean Energy Co., Ltd.

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

(Stock Code: 00579)

ANNOUNCEMENT
CONTINUING CONNECTED TRANSACTIONS
DISCLOSEABLE TRANSACTIONS
AND
MAJOR TRANSACTIONS

CONTINUING CONNECTED TRANSACTIONS FRAMEWORK AGREEMENTS BETWEEN THE COMPANY AND BEH AND/OR ITS ASSOCIATES

References are made to the announcements of the Company dated 8 November 2022, 5 September 2024 and the circular of the Company dated 12 December 2022, in relation to, among others, certain continuing connected transactions framework agreements entered into between the Company or Shenzhen Jingneng Leasing and BEH and/or its associates. As such continuing connected transactions framework agreements will expire on 31 December 2025, the Company entered into the Continuing Connected Transactions Framework Agreements on 12 November 2025 with BEH and/or its associates, including: (i) the Framework Equipment Maintenance Agreement; (ii) the Framework Service Agreement; (iii) the EPC Framework Agreement; (iv) the Property Lease Framework Agreement (II); (v) the Integrated Energy Supply Framework Agreement; (vi) the Construction Framework Agreement; (vii) the Finance Leasing Framework Agreement (I); (viii) the Framework Heat Sale and Purchase Agreement; (ix) the Financial Services Framework Agreement; and (x) the Finance Leasing Business Framework Agreement. Each of the Continuing Connected Transactions Framework Agreements is for a term of three years commencing from 1 January 2026 and ending on 31 December 2028.

Reference is also made to the section headed "Connected Transactions" of the Prospectus, the announcements of the Company dated 19 March 2014, 25 October 2016, 16 October 2019, 8 November 2022 and 23 July 2024 respectively, in which the Company disclosed the annual caps for the respective three years of its continuing connected transactions with BEH and/or its associates contemplated under the Property Lease Framework Agreement dated 23 May 2011. On 12 November 2025, the Board resolved to set the annual caps for the continuing connected transactions under the Property Lease Framework Agreement for the three years ending 31 December 2028.

Furthermore, the Company entered into the Financial Assistance Framework Agreement with BEH on 12 November 2025, pursuant to which the Group agreed to provide financial assistance services to the connected subsidiaries of the Company partially owned by BEH.

Listing Rules Implications

As BEH directly and indirectly holds approximately 68.68% of the issued share capital of the Company as at the date of this announcement, it is a controlling shareholder of the Company and thus a connected person of the Company. Accordingly, the Continuing Connected Transactions Framework Agreements between the Group and BEH and/or its associates constitute continuing connected transactions of the Company under the Listing Rules.

BEH Exempted CCT Agreements

As each of the percentage ratio(s) applicable to the transactions under the BEH Exempted CCT Agreements, namely (i) the Framework Equipment Maintenance Agreement, (ii) the Framework Service Agreement, (iii) the EPC Framework Agreement (iv) the Property Lease Framework Agreement (II), (v) the Integrated Energy Supply Framework Agreement, (vi) the Construction Framework Agreement, and (vii) the Property Lease Framework Agreement, is more than 0.1% but less than 5% on an annual basis, respectively, such transactions under each of the respective framework agreements are subject to the reporting, annual review and announcement requirements but are exempted from the independent shareholders' approval requirement according to Chapter 14A of the Listing Rules.

Framework Heat Sale and Purchase Agreement

As the highest percentage ratio applicable to the transactions contemplated under the Framework Heat Sale and Purchase Agreement is more than 5% on an annual basis, such transactions are subject to the reporting, annual review, announcement and the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

Finance Leasing Framework Agreement (I) and Finance Leasing Business Framework Agreement

As the respective highest percentage ratios applicable to the transactions contemplated under the Finance Leasing Framework Agreement (I) and the Finance Leasing Business Framework Agreement exceed 5% but is less than 25% on an annual basis, such transactions constitute (i) continuing connected transactions of the Company which are subject to the reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules; and (ii) discloseable transactions of the Company which are subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

Financial Services Framework Agreement

As BEH Finance is a subsidiary of BEH, a controlling shareholder of the Company, BEH Finance is a connected person of the Company according to Chapter 14A of the Listing Rules. Therefore, the transactions contemplated under the Financial Services Framework Agreement constitute continuing connected transactions of the Company.

As the highest percentage ratio applicable to the deposit services contemplated under the Financial Services Framework Agreement is more than 25% on an annual basis, such transactions constitute (i) continuing connected transactions of the Company which are subject to the reporting, annual review, announcement and the independent shareholders' approval requirements under Chapter 14A of the Listing Rules; and (ii) major transactions of the Company which are subject to the reporting, announcement and the shareholders' approval requirements under Chapter 14 of the Listing Rules.

As the loan services to be provided by BEH Finance to the Group under the Financial Services Framework Agreement are on normal commercial terms, which are similar to or more favourable than those offered by Independent Third Parties for comparable services in the PRC, and no security over the assets of the Group are granted in respect thereof, pursuant to Rule 14A.90 of the Listing Rules, such loan services constitute financial assistance and are fully exempted from reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

As the highest percentage ratio applicable to the other financial services under the Financial Services Framework Agreement is less than 0.1% on an annual basis, such transactions are fully exempt from the reporting, annual review, announcement and independent shareholders' requirements under Chapter 14A of the Listing Rules.

Financial Assistance Framework Agreement

As the highest applicable percentage ratio for the transactions contemplated under the Financial Assistance Framework Agreement is more than 25% but less than 100% on an annual basis, such transactions constitute (i) continuing connected transactions of the Company which are subject to the reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules; and (ii) major transactions of the Company which are subject to the reporting, announcement and the shareholders' approval requirements under Chapter 14 of the Listing Rules.

CONTINUING CONNECTED TRANSACTIONS BETWEEN SHENZHEN JINGNENG LEASING AND BEH AND ITS ASSOCIATES

Operation Management Service Framework Agreement

Reference is made to the announcement of the Company dated 22 November 2022 in relation to, among others, the operation management service agreement entered into between Shenzhen Jingneng Leasing and Beijing Jingneng Leasing. As the operation management service agreement will expire on 31 December 2025, Shenzhen Jingneng Leasing and Beijing Jingneng Leasing entered into the Operation Management Service Framework Agreement on 12 November 2025, pursuant to which Beijing Jingneng Leasing has agreed to provide to Shenzhen Jingneng Leasing operation management services. The term of the Operation Management Service Framework Agreement is three years commencing from 1 January 2026 and ending on 31 December 2028.

Listing Rules Implications

As Beijing Jingneng Leasing is a wholly-owned subsidiary of BEH and Shenzhen Jingneng Leasing is a connected subsidiary of the Company, each of Shenzhen Jingneng Leasing and Beijing Jingneng Leasing is a connected person of the Company according to Chapter 14A of the Listing Rules. Therefore, the transactions contemplated under the Operation Management Service Framework Agreement constitute continuing connected transactions of the Company.

As the highest percentage ratio applicable to the transactions under the Operation Management Service Framework Agreement is more than 0.1% but less than 5% on an annual basis, such transactions constitute continuing connected transactions and are subject to the reporting, annual review and announcement requirements but are exempted from the independent shareholders' approval requirement according to Chapter 14A of the Listing Rules.

CONTINUING CONNECTED TRANSACTIONS BETWEEN THE COMPANY AND SHENZHEN JINGNENG LEASING

Finance Leasing Framework Agreement (II)

On 12 November 2025, the Company and Shenzhen Jingneng Leasing entered into the Finance Leasing Framework Agreement (II) pursuant to which Shenzhen Jingneng Leasing agrees to provide finance leasing services to the Company and its subsidiaries, pursuant to which the Company agreed to provide loan services and guarantee services to Shenzhen Jingneng Leasing.

The term of the Finance Leasing Framework Agreement (II) is three years commencing from 1 January 2026 and ending on 31 December 2028.

Listing Rules Implications

As Shenzhen Jingneng Leasing is a connected subsidiary of the Company pursuant to Rule 14A.16(1) of the Listing Rules, the respective transactions contemplated under the Finance Leasing Framework Agreement (II) constitute continuing connected transactions of the Company under the Listing Rules.

As the highest applicable percentage ratio for the transactions contemplated under the Finance Leasing Framework Agreement (II) is more than 25% but less than 100% on an annual basis, such transactions constitute (i) continuing connected transactions of the Company which are subject to the reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules; and (ii) major transactions of the Company which are subject to the reporting, announcement and the shareholders' approval requirements under Chapter 14 of the Listing Rules.

BOARD CONFIRMATION

The Board (including the independent non-executive Directors) is of the view that the terms of each of the Continuing Connected Transactions Framework Agreements, the Property Lease Framework Agreement, the Financial Assistance Framework Agreement, the Operation Management Service Framework Agreement and the Finance Leasing Framework Agreement (II) are arrived at after arm's length negotiations between the parties, entered into in the ordinary course of business of the Group; and that (i) the terms of each of the Continuing Connected Transactions Framework Agreements, the Property Lease Framework Agreement, the Financial Assistance Framework Agreement, the Operation Management Service Framework Agreement and the Finance Leasing Framework Agreement (II), (ii) the transactions contemplated under those framework agreements and (iii) the respective annual caps for the three years ending 31 December 2028 are on normal commercial terms, fair and reasonable and are also in the interest of the Company and its Shareholders as a whole.

As of the date of this announcement, save for Mr. Zhou Jianyu holding positions in BEH and Mr. Song Zhiyong holding position in BSCOMC, none of the Directors is a director or employee of the companies which have an interest or short position in the Shares and underlying shares of the Company. Due to their positions in BEH or BSCOMC, Mr. Zhou Jianyu and Mr. Song Zhiyong have all abstained from voting on the Board resolutions approving the aforementioned continuing connected transactions.

DESPATCH OF CIRCULAR

The Company will dispatch a circular in accordance with the requirements under the Listing Rules, which will contain, among others,

(a) details regarding the proposed continuing connected transactions under the CCT Approval Agreements;

(b) the recommendations from the Independent Board Committee in respect of the proposed continuing connected transactions contemplated under the CCT Approval Agreements;

(c) the advice from Independent Financial Adviser in respect of the proposed continuing connected transaction contemplated under the CCT Approval Agreements; and

(d) other information required to be provided with the Shareholders under the Listing Rules.

The Company expects that the circular will be dispatched on or around 3 December 2025, which is more than 15 business days after the publication of this announcement, as additional time is required to finalize the contents of the circular. The Shareholders and potential investors should refer to the circular for further information.

CONTINUING CONNECTED TRANSACTIONS, DISCLOSEABLE TRANSACTIONS AND MAJOR TRANSACTIONS

I. BACKGROUND AND GENERAL INFORMATION OF THE COMPANY AND ITS CONNECTED PERSONS

A. Background and General Information of the Company

The Company is a leading wind power and photovoltaic power operator in China and the largest gas-fired heat and power supplier in Beijing as well as an industry-leading clean energy service provider, which involves in wind power, photovoltaic power, gas-fired power generation and heating supply, small-to-medium-sized hydropower, energy storage and other clean energy generation businesses. The Company is directly and indirectly held as to approximately 68.68% by BEH.

B. Background and General Information of BEH and its Associates

The Group conduct connected transactions with BEH and/or its associates in the ordinary and usual course of business and on normal commercial terms. The information regarding the main connected persons under the Continuing Connected Transactions Framework Agreements, the Property Lease Framework Agreement and the Operation Management Service Framework Agreement are set out below:

- BEH is a limited liability company incorporated in the PRC and wholly-owned by BSCOMC, which was established and wholly-owned by State-owned Assets Supervision and Administration Commission of the People's Government of Beijing Municipality (北京市人民政府國有資產監督管理委員會). BEH is principally engaged in the businesses of heat, electricity, coal, health, culture and tourism. As of the date of this announcement, BEH is the controlling shareholder of the Company, directly and indirectly holds approximately 68.68% of the issued share capital of the Company as at the date of this announcement, and therefore is a connected person of the Company pursuant to Rule 14A.07(1) of the Listing Rules.

- BEH Finance is a limited liability company incorporated in the PRC, and principally engages in providing financial services, such as financial consulting, payment, bill acceptance and discounting, entrusted loans to its member units. As of the date of this announcement, BEH Finance is held as to 60% by BEH, 20% by the Company and 20% by Beijing Jingneng Electric Co., Ltd. (a company held by BEH directly and indirectly as to approximately 66.83%). BEH Finance is a subsidiary of BEH, and therefore is a connected person of the Company according to Rule 14A.07(4) of the Listing Rules.

- Beijing Jingneng Leasing is a limited liability company incorporated in the PRC, and primarily provides financial leasing services to the public and members of BEH. As of the date of this announcement, Beijing Jingneng Leasing is wholly owned by BEH, and therefore is a connected person of the Company according to Rule 14A.07(4) of the Listing Rules.

C. Background and General Information of Shenzhen Jingneng Leasing

Shenzhen Jingneng Leasing was incorporated in the PRC with limited liability, and primarily provides financial leasing services to the public and members of BEH. As of the date of this announcement, Shenzhen Jingneng Leasing is directly held as to approximately 84.68% by the Company and as to approximately 15.32% by BEI (HK), a wholly owned subsidiary of BEH, and therefore is a connected subsidiary of the Company pursuant to Rule 14A.16(1) of the Listing Rules.

II. CONTINUING CONNECTED TRANSACTIONS FRAMEWORK AGREEMENTS

A. Particulars of the Continuing Connected Transactions

(1) Framework Equipment Maintenance Agreement

Description of the Transaction

References are made to the announcement of the Company dated 8 November 2022 in relation to, among others, the framework equipment maintenance agreement entered into between the Company and BEH. As the framework equipment maintenance agreement will expire on 31 December 2025, in the ordinary and usual course of business, the Company entered into the Framework Equipment Maintenance Agreement with BEH on 12 November 2025, with a term of three years commencing from 1 January 2026 and ending on 31 December 2028, pursuant to which BEH and/or its associates has/have agreed to provide equipment maintenance services to the Group.

Pricing Policy

Under the Framework Equipment Maintenance Agreement, the maintenance fees shall be agreed following arm's length negotiations between the parties with reference to the prevailing market rates. Market rates refer to the rates at which the same or similar type of products or services are provided by Independent Third Parties under normal commercial terms.

When determining the pricing standard, to the extent practicable, management of the Company will take into account the rates of at least two similar and comparable transactions entered with or carried out by Independent Third Parties in the corresponding period of reference.

Historical Amounts, Annual Caps and Basis of Annual Caps

The Company estimates that the annual caps for the Framework Equipment Maintenance Agreement for each of the three years ending 31 December 2028 is RMB200 million, after taking into account the following considerations:

- the historical amounts of such continuing connected transactions for the two years ended 31 December 2024 and the six months ended 30 June 2025 being approximately RMB93.4 million, RMB100.4 million and RMB41.6 million, respectively;
- the market price of the services to be purchased; and
- the demand in maintaining equipment of the Company in the future.

Reasons for and Benefits of the Transactions

The Group is required to conduct maintenance for its power generation and heating supply equipment to comply with relevant PRC laws and regulations. During the ordinary courses of business, the Group conducts routine maintenance, regular inspections and repairs for its power generation and heating supply equipment. As BEH and/or its associates have extensive experience in the industry and are familiar with the equipment, the Company considers that the maintenance requirement of the Group could be better satisfied by entering such agreement with BEH and/or its associates.

Internal Control Measures

To safeguard the interests of the Shareholders as whole, including the minority Shareholders, the Company has adopted internal approval and monitoring procedures relating to the transactions under (i) Framework Equipment Maintenance Agreement; (ii) Framework Service Agreement; (iii) EPC Framework Agreement; (iv) Construction Framework Agreement; and (v) Property Lease Framework Agreement, which include the followings:

- the business planning department of the Company is responsible for collecting and monitoring the information under the underlying agreements. Prior to entering into individual contracts contemplated under the underlying agreements, the business planning department will compare the major terms and costs associated with such arrangements to, to the extent practicable, at least two similar and comparable transactions entered with or carried out by Independent Third Parties in the corresponding period of reference. Officers handling the relevant matters shall seek approval from the head of the business planning department and its supervising officers, which is subject to the preliminary and final review by them based on the relevant rules and regulations;

- the securities & capital operation department of the Company and other relevant operation departments of the Company are jointly responsible for conducting reviews on compliance with relevant laws, regulations, the Group's internal policies and the Listing Rules in respect of both continuing connected transactions and connected transactions. They are also jointly responsible for evaluating the transaction terms under the underlying agreements, in particular, the fairness and reasonableness of the pricing terms under each agreement, before each separate agreement under each of the underlying agreements is entered into;

- the independent non-executive Directors have also reviewed and will continue to review the transaction amounts under the underlying agreements on a monthly basis to ensure the proposed annual caps will not be exceeded;

- the finance management department of the Company will monitor the transactions under the underlying agreements on a monthly basis. Meanwhile, the business planning department of the Company will be in close contact with the Group's business teams responsible for relevant business so that the business planning department will be able to reasonably anticipate expected transaction amount in advance; and

- the independent non-executive Directors and auditors of the Company will conduct annual review of the transactions under the underlying agreements (including the rates and fees charged in respect of the transactions) and provide annual confirmations in accordance with the Listing Rules that the transactions are conducted in accordance with the terms of the agreement, on normal commercial terms and in accordance with the pricing policy.

As the Group has adopted a set of effective internal control measures to supervise the continuing connected transactions of the Group, the Directors consider that the procedures in place will ensure such transactions be conducted on normal commercial terms and not prejudicial to the interests of the Company and its minority Shareholders.

(2) Framework Service Agreement

Description of the Transaction

References are made to the announcements of the Company dated 8 November 2022 and 5 September 2024 in relation to, among others, the framework service agreement entered into between the Company and BEH. As the framework service agreement will expire on 31 December 2025, in the ordinary and usual course of business, the Company entered into the Framework Service Agreement with BEH on 12 November 2025, with a term of three years commencing from 1 January 2026 and ending on 31 December 2028, pursuant to which BEH and/or its associates has/have agreed to provide various services to the Group from time to time, including (i) property management services, including gardening and greening, cleaning, security and catering services; and (ii) administration services, including conference services and information management services; and the Group has agreed to provide operation and maintenance services, including operational maintenance and outsourced management services for enterprises, power plants, office facilities, software systems, etc. to BEH and/or its associates from time to time.

Pricing Policy

Under the Framework Services Agreement, the service fees are agreed based on the following pricing policy:

- the price to be agreed following arm's length negotiations between the relevant parties with reference to government guided price; or

- where no government guided price is involved, the price to be agreed following arm's length negotiations between the relevant parties with reference to the prevailing market rates. Market rates refer to the rates at which the same or similar type of products or services are provided by Independent Third Parties under normal commercial terms. When determining the pricing standard, to the extent practicable, management of the Company will take into account the rates of at least two similar and comparable transactions entered with or carried out by Independent Third Parties in the corresponding period of reference.

Historical Amounts, Annual Caps and Basis of Annual Caps

The historical amounts and proposed annual caps of each type of transactions under the Framework Service Agreement are set out below:

Transaction	**Historical amount** *(RMB millions)*			**Proposed annual caps** *(RMB millions)*		
	For the year ended 31 December		**For the six months ended 30 June**	**For the year ending 31 December**		
	2023	**2024**	**2025**	**2026**	**2027**	**2028**
Property management services	71.2	99.7	22.2	210	220	230
Administration services	67.3	54.7	41.1	160	160	160
Provision of operation and maintenance services	0	3.7	3.7	240	250	260
Total	**138.5**	**158.1**	**67.0**	**610**	**630**	**650**

In determining the above annual caps, the Company has considered (i) the historical transaction amounts; (ii) its future demand for such services in line with the development of the Company's business; and (iii) the estimated increase in market rates to be charged for these services to be received attributable to the increase in labor cost.

Reasons for and Benefits of the Transactions

The reasons for and benefits of entering into the Framework Service Agreement are:

(i) Jingneng Electricity Logistic Services Co., Ltd. (京能電力後勤服務有限公司), a subsidiary of BEH, is engaged in providing property management services and has been providing property management services on normal commercial terms or better to the Group since 2010. It is unnecessary for the Group to engage third parties to provide the same services;

(ii) a subsidiary of BEH, is engaged in providing information technology services and has been providing such services on normal commercial terms or better to the Group since 2018. It is unnecessary for the Group to engage third parties to provide the same services;

(iii) as BEH and/or its associates has/have conference centers in certain locations where the Group operates and their service charge is competitive, the Directors believe it is in the interest of the Company to receive such services from BEH and/or its associates;

(iv) operation and maintenance services provided by the Group to BEH and/or its associates enable better resource management. Given the long-standing business relationship, the Group is familiar with the requirements and specifications for the operation and maintenance services required by BEH. The Directors believe that entering into the service contract is beneficial to the long-term business relationship with BEH and will generate additional revenue.

Internal Control Measures

For details of the internal control measures relating to the transactions contemplated under the Framework Service Agreement, please refer to the paragraph headed "(1) Framework Equipment Maintenance Agreement – Internal Control Measures" in this announcement.

(3) EPC Framework Agreement

Description of the Transaction

References are made to the announcement of the Company dated 8 November 2022 in relation to, among others, the EPC framework agreement entered into between the Company and BEH. As the EPC framework agreement will expire on 31 December 2025, in the ordinary and usual course of business, the Company entered into the EPC Framework Agreement with BEH on 12 November 2025, with a term of three years commencing from 1 January 2026 and ending on 31 December 2028, pursuant to which BEH and/or its associates has/have agreed to provide energy performance contracting services to the Group.

Pricing Policy

Under the EPC Framework Agreement, the service fees are agreed following arm's length negotiations between the parties with reference to the prevailing market rates. Market rates refer to the rates at which the same or similar type of products or services are provided by and/or to Independent Third Parties under normal commercial terms. When determining the pricing standard, to the extent practicable, management of the Company will take into account the rates of at least two similar and comparable transactions entered with or carried out by Independent Third Parties in the corresponding period of reference.

Historical Amounts, Annual Caps and Basis of Annual Caps

The Company estimates that the proposed annual caps for the EPC Framework Agreement for each of the three years ending 31 December 2028 is RMB26.5 million, after taking into account:

- the historical amounts of such continuing connected transactions for the two years ended 31 December 2024 and the six months ended 30 June 2025 being approximately RMB6.9 million, RMB3.5 million and nil, respectively;

- the future demand of such service by the Company; and
- the estimated increase in market rates charged for providing such service.

Reasons for and Benefit of the Transactions

BEH and/or its associates have extensive knowledge and experience in energy management. The Directors believe that energy performance contracting services to be provided by BEH and/or its associates can help the Company to reduce operating costs and save energy.

Internal Control Measures

For details of the internal control measures relating to the transactions contemplated under the EPC Framework Agreement, please refer to the paragraph headed "(1) Framework Equipment Maintenance Agreement – Internal Control Measures" in this announcement.

(4) Property Lease Framework Agreement (II)

Description of the Transaction

Reference is made to the announcement of the Company dated 5 September 2024 in relation to, among others, the property lease framework agreement (II) entered into between BEH and the Company. As the property lease framework agreement (II) will expire on 31 December 2025, on 12 November 2025, in the ordinary and usual course of business, the Company and BEH entered into the Property Lease Framework Agreement (II), with a term of three years commencing from 1 January 2026 and ending on 31 December 2028, pursuant to which the Company has agreed to lease properties to BEH and/or its associates.

Pricing Policy

Under the Property Lease Framework Agreement (II), the rent shall be agreed following arm's length negotiations between the relevant parties with reference to the prevailing market rates. Market rates refer to the rates at which the same or similar type of products or services are provided by Independent Third Parties under normal commercial terms. Specifically, in considering the rent, the parties will refer to publicly available rental prices for offices and shops in the vicinity of relevant properties of the Group which are available for lease.

When determining the pricing standard, to the extent practicable, management of the Company will take into account the rates of at least two similar and comparable transactions entered with or carried out by Independent Third Parties in the corresponding period of reference.

Historical Amounts, Annual Caps and Basis of Annual Caps

The Company estimates that the proposed annual caps for the Property Lease Framework Agreement (II) for each of the three years ending 31 December 2028 is RMB40.0 million, which is the same with the applied annual caps for the two years ending 31 December 2025.

In determining the above annual caps, the Company has considered:

- the historical amounts of such continuing connected transactions for the year from ended 31 December 2024 and the six months ended 30 June 2025 being approximately RMB3.9 million and RMB30.0 million, respectively;
- rental areas of the Company's vacant properties available for lease;
- the proposed usage of the leased properties as production, operations and offices premises;
- the current market prices for leased premises under similar leases;
- the trend of increase in the rental prices of properties in the vicinity of relevant properties; and
- the recent development of the property market.

Reasons for and Benefits of the Transaction

By entering into the Property Lease Framework Agreement (II), the Group could make full use of its vacant properties, optimize assets allocation and generate additional income. Some of the vacant properties owned by the Group were originally used for production and operations in the energy industry and the decoration and facilities settings have certain characteristics of the energy industry. Due to the business relevance, these vacant properties could meet the needs of BEH and its associates.

Internal Control Measures

To safeguard the interests of the Shareholders as whole, including the minority Shareholders, the Company has adopted internal approval and monitoring procedures relating to the transactions under the Property Lease Framework Agreement (II) and the Integrated Energy Supply Framework Agreement, which include the followings:

- the securities & capital operation department of the Company and other relevant operation departments of the Company are jointly responsible for conducting reviews on compliance with relevant laws, regulations, the Group's internal policies and the Listing Rules in respect of both continuing connected transactions and connected transactions. They are also jointly responsible for evaluating the transaction terms under the underlying agreements, in particular, the fairness and reasonableness of the pricing terms under each agreement, before each separate agreement under each of the underlying agreements is entered into;

- to ensure the proposed annual caps for the transactions under the Property Lease Framework Agreement (II) and the Integrated Energy Supply Framework Agreement will not be exceeded, the business planning department of the Company will monitor the transactions under the agreements in accordance with their respective terms;

- the independent non-executive Directors will review the transaction amounts under the underlying agreements on a monthly basis to ensure the proposed annual caps will not be exceeded; and

- the independent non-executive Directors and auditors of the Company will conduct annual review of the transactions under the underlying agreements and provide annual confirmations in accordance with the Listing Rules that the transactions are conducted in accordance with the terms of the agreement, on normal commercial terms and in accordance with the pricing policy.

(5) Integrated Energy Supply Framework Agreement

Description of the Transaction

References are made to the announcement of the Company dated 5 September 2024 in relation to, among others, the integrated energy supply framework agreement entered into between the Company and BEH. As the integrated energy supply framework agreement will expire on 31 December 2025, in the ordinary and usual course of business, the Company entered into the Integrated Energy Supply Framework Agreement with BEH on 12 November 2025, with a term of three years commencing from 1 January 2026 and ending on 31 December 2028, pursuant to which, the Group has agreed to provide and BEH and/or its associates has/have agreed to purchase various energy (including cooling supply, heating supply, electricity, water resources and carbon assets) from the Group.

Pricing Policy

Under the Integrated Energy Supply Framework Agreement, the price is agreed following arm's length negotiations between the relevant parties with reference to government guided price, among which, the price of heating supply is determined and adjusted by the local development and reform commission on an annual basis; and the prices of water resources and electricity supply are determined and adjusted by local municipal commission of urban management and local electricity industry authorities from time to time and with respect to the price of cooling supply, with reference to the market price. Market price of the cooling supply refers to the average price of cooling supply transactions between the Group and Independent Third Parties over the past three years. In addition, carbon asset prices shall be determined with reference to the price published by the Shanghai Environment and Energy Exchange.

Historical Amounts, Annual Caps and Basis of Annual Caps

The Company estimates that the proposed annual caps for the Integrated Energy Supply Framework Agreement for each of the three years ending 31 December 2028 is RMB120 million, RMB125 million and RMB130 million, respectively, after taking into account the following considerations:

- the historical amounts of such continuing connected transactions for the year from ended 31 December 2024 and the six months ended 30 June 2025 being approximately RMB15.6 million and RMB9.8 million, respectively;

- the expected increase in demand for the Group's integrated energy supply, with a few more projects anticipated to commence in the coming years;

- the current prescribed unit price of the heat energy determined by the local development and reform commission;

- the water resources and electricity prices determined by the local municipal commission of urban management and local electricity industry authorities;

- the average market price of cooling supply;

- the average market price of carbon assets; and

- the estimated scale of use of cooling, heat, water resources and electricity supply.

Reasons for and Benefits of the Transaction

The provision of various energy under the Integrated Energy Supply Framework Agreement, to some extent, is ancillary to the lease of vacant properties to BEH and/or its associates under the Property Lease Framework Agreement (II). The Group provides with the appropriate minimum basic energy for the vacant properties, as part of the necessary maintenance of the properties. The lease of the vacant properties will result in a greater demand for various energy and by entering into the Integrated Energy Supply Framework Agreement, the Group could generate additional income.

Internal Control Measures

For details of the internal control measures relating to the transactions contemplated under the Integrated Energy Supply Framework Agreement, please refer to the paragraph headed "(4) Property Lease Framework Agreement (II) – Internal Control Measures" in this announcement.

(6) Construction Framework Agreement

Description of the Transaction

In the ordinary and usual course of business, the Company entered into the Construction Framework Agreement with BEH on 12 November 2025, with a term of three years commencing from 1 January 2026 and ending on 31 December 2028, pursuant to which the Group has agreed to engage BEH and/or its associates to provide engineering design and construction services for the Group's construction projects, including contracting and/or subcontracting of electrical works, construction works, municipal works and other auxiliary works.

Pricing policy

If the transaction contemplated under the Construction Framework Agreement is required to undergo a tender process in accordance with the relevant PRC laws and regulations, the Company and/or its subsidiaries shall act as the tendering party to conduct the tender for selecting providers of the related construction project engineering design and/or construction services. The Company shall comprehensively consider the qualifications, government prescribed price or guidance price, quotation, terms of service and other factors of the participants and determine the prices and select the final service providers in compliance with the Tendering and Bidding Law of the PRC (《中華人民共和國招標投標法》), the Price Law of the People's Republic of China (《中華人民共和國價格法》), and other relevant laws and regulations. If BEH and/or its associates (excluding the Group) successfully win the bid, the transaction price shall be the service price stipulated in their tender documents. Such transaction price is ultimately determined through the tendering process by applying the same objective standards.

If the transaction contemplated under the Construction Framework Agreement does not fall within the scope requiring tender under the relevant PRC laws and regulations, the price shall be determined by the parties involved through fair negotiations with reference to prevailing market rates (without regard to whether the counterparty is a connected person or an Independent Third Party). Prevailing market rates refer to the prices of the same or similar products or services offered by other independent third parties under normal commercial terms. In determining the pricing benchmark, business department will, to the extent practicable, refer to at least two comparable transactions concluded or conducted with Independent Third Parties within the corresponding period.

Historical Amounts, Annual Caps and Basis of Annual Caps

The Company estimates that the proposed annual caps for the Construction Framework Agreement for each of the three years ending 31 December 2028 is RMB550 million, RMB600 million and RMB650 million, respectively, after taking into account the following considerations:

- the historical transaction amounts for construction projects under the respective construction agreements between the Group and Beijing Jingneng Construction Group Co., Ltd. (北京京能建設集團有限公司), a wholly owned subsidiary of BEH. For details, please refer to the announcements of the Company dated 22 March 2024, 28 May 2024, 30 August 2024, 8 July 2025 and 15 July 2025;

- Based on the completion of the Group's investment in recent years and future plans, investment on clean energy construction is expected to maintain steady growth. Considering the proportion of survey, design, and construction costs in new energy power generation projects, the annual caps for the Construction Framework Agreement is set within a reasonable fluctuation range to ensure flexibility in funding arrangements and smooth project execution.

Reasons for and Benefits of the Transactions

Beijing Jingneng Construction Group Co., Ltd. (北京京能建設集團有限公司), a wholly owned subsidiary of BEH, is mainly engaged in general construction contracting, construction project management, engineering survey and design. With necessary qualifications and extensive experience, it has participated in several construction projects, which will help to ensure the quality and cycle of the project construction and bring economic benefits to the Group.

Internal Control Measures

For details of the internal control measures relating to the transactions contemplated under the Construction Framework Agreement, please refer to the paragraph headed "(1) Framework Equipment Maintenance Agreement – Internal Control Measures" in this announcement.

(7) Finance Leasing Framework Agreement (I)

Description of the Transaction

References are made to the announcement of the Company dated 8 November 2022 and the circular of the Company dated 12 December 2022 in relation to, among others, the finance leasing framework agreement (I) entered into between the Company and Beijing Jingneng Leasing. As the finance leasing framework agreement (I) will expire on 31 December 2025, in the ordinary and usual course of business, the Company entered into the Finance Leasing Framework Agreement (I) on 12 November 2025 with Beijing Jingneng Leasing, with a term of three years commencing from 1 January 2026 and ending on 31 December 2028, pursuant to which, Beijing Jingneng Leasing has agreed to provide financial lease services to the Group.

Financial Lease Services

Pursuant to the Finance Leasing Framework Agreement (I), Beijing Jingneng Leasing will provide finance lease services, including but not limited to, direct leasing and leaseback services to the Group.

In respect of the direct leasing service, as requested or instructed by the Group, Beijing Jingneng Leasing will provide financial leasing solutions to the Group for the purchase of equipment. Beijing Jingneng Leasing will make the payment for the equipment to the suppliers in accordance with the conditions set by the Group and charge the Group with the lease rental for such equipment according to the schedule.

In respect of the leaseback service, based on the financing needs of the Group, Beijing Jingneng Leasing will purchase equipment owned by the Group which is in accordance with the requirement of the leaseback service within the extent permitted by laws, and lease such equipment back to the Group with the lease rental. The equipment leased under the Finance Leasing Framework Agreement (I) is large equipment and of high value such as wind turbine set and photovoltaic generator equipment.

In respect of each finance lease, the relevant member(s) of the Group will enter into separate implementation contract(s) with Beijing Jingneng Leasing. The terms of each implementation contract will be in line with the terms of the Finance Leasing Framework Agreement (I), and each implementation contract shall be subject to and conditional upon the Finance Leasing Framework Agreement (I) continuing to be in force.

Lease Consideration

The lease consideration consists of the principal amount and lease interests. The lease consideration will be determined by the Group and Beijing Jingneng Leasing after arm's length negotiations and with reference to the market price of the same type of financial leasing assets. When determining the pricing standard, to the extent practicable, management of the Company will take into account the rates of at least two similar and comparable transactions entered with or carried out by Independent Third Parties in the corresponding period of reference.

Cost in respect of such financing services of the Company (including relevant rent plus handling fees and excluding other costs may be saved according to favorable terms, such as deductible VAT) shall be not higher than the consolidated cost (including relevant rent plus handling fees and excluding other costs may be saved according to favorable terms, such as deductible VAT) incurred from similar transactions with Independent Third Parties during the relevant period.

Implication of IFRS 16 (Leases) on the financial lease services

The Company adopted, among others, International Financial Reporting Standards ("**IFRS**") 16 (Leases) in its consolidated statement of financial position in connection with leases and finance leases with effect from the beginning of its accounting period on 1 January 2019.

For the direct leasing service, pursuant to the IFRS 16 (Leases), the Company recognizes right-of-use assets at the commencement date of the lease period (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at the amount of cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. At the commencement date of the lease period, the Company recognizes lease liabilities measured at the present value of lease payments that have not been paid. In calculating the present value of lease payments, the Company uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

Accordingly, under IFRS 16 (Leases), the Company will recognize the leased assets of relevant direct lease(s) representing its right to use the leased assets (except short-term leases and low-value leases), subject to the specific lease terms and conditions to be set out in each of the lease agreement. For the sale-and-leaseback, the relevant transactions will be accounted for as a financing arrangement by the Company.

Historical Amounts, Annual Caps and Basis for the Annual Caps

The annual caps for the Finance Leasing Framework Agreement (I) comprises of (i) as to the direct leasing transactions, the expected total value of the right-of-use assets for the newly added direct leasing agreements for the year, and (ii) as to sale and leaseback transactions, the total of the expected principal, interest and other fees for the newly added sale and leaseback agreements for the year.

The historical amounts of the transactions under the Finance Leasing Framework Agreement (I) for the two years ended 31 December 2024 and the six months ended 30 June 2025 have been nil, nil and nil, respectively, primarily due to prevailing market conditions.

The Company estimates the proposed annual caps for the Finance Leasing Framework Agreement (I) for each of the three years ending 31 December 2028 is RMB1,000.0 million, after taking into account the following consideration:

- the expected demand for the financial leasing service of the Group aligns with the Company's current business strategy with several major projects anticipated to commence in the coming years;

- the capacity of providing financial lease services by Beijing Jingneng Leasing.

Reasons for and Benefits of the Transaction

Beijing Jingneng Leasing has been providing financial lease services to the Group and has a thorough understanding of the operations and development needs of the Group. The reason for entering into the Finance Leasing Framework Agreement (I) is to avoid large amount of capital expenditure for the purchase of large machinery equipment, since the Company is paying for the cost of equipment by installments. The entering into of the Finance Leasing Framework Agreement (I) and participation in the finance lease business will expand the financing channels of the Company, enable the Company to control financing risk and lower the financing cost for the follow-on construction projects of the Company as well as satisfy its demand of funds for project construction in a timely manner.

Internal Control Measures

To safeguard the interests of the Shareholders as whole, including the minority Shareholders, the Company has adopted internal approval and monitoring procedures relating to the transactions under the Finance Leasing Framework Agreement (I), which include the followings:

- the finance management department of the Company is responsible for collecting and monitoring the information under the Finance Leasing Framework Agreement (I). Prior to entering into individual lease contracts under the Finance Leasing Framework Agreement (I), the finance management department will compare the major terms and financing costs associated with such arrangements to, to the extent practicable, at least two similar and comparable transactions entered with or carried out by Independent Third Parties in the corresponding period of reference. Officers handling the relevant matters shall seek approval from the head of the finance management department and the chief financial officer of the Company, which is subject to the preliminary and final review by them based on the relevant rules and regulations;

- the securities & capital operation department of the Company and other relevant operation departments of the Company are jointly responsible for conducting reviews on compliance with relevant laws, regulations, the Group's internal policies and the Listing Rules in respect of both continuing connected transactions and connected transactions. They are also jointly responsible for evaluating the transaction terms under each underlying agreement of the Finance Leasing Framework Agreement (I), in particular, the fairness and reasonableness of the pricing terms under each agreement, before each separate agreement under the Finance Leasing Framework Agreement (I) is entered into;

- the independent non-executive Directors have also reviewed and will continue to review the transaction amounts under the Finance Leasing Framework Agreement (I) on a monthly basis to ensure the proposed annual caps will not be exceeded;

- the finance management department of the Company will monitor the financial lease transactions under the Finance Leasing Framework Agreement (I) on a monthly basis. Meanwhile, the business planning department of the Company will be in close contact with the Group's business teams responsible for financial lease so that the business planning department will be able to reasonably anticipate expected transaction amount in advance; and

- the independent non-executive Directors and auditors of the Company will conduct annual review of the transactions under the Finance Leasing Framework Agreement (I) (including the rates and fees charged in respect of the transactions) and provide annual confirmations in accordance with the Listing Rules that the transactions are conducted in accordance with the terms of the agreement, on normal commercial terms and in accordance with the pricing policy.

As the Group has adopted a set of effective internal control measures to supervise the continuing connected transactions of the Group, the Directors consider that the procedures in place will ensure such transactions be conducted on normal commercial terms and not prejudicial to the interests of the Company and its minority Shareholders.

(8) Framework Heat Sale and Purchase Agreement

Description of the Transaction

References are made to the announcement of the Company dated 8 November 2022 and the circular of the Company dated 12 December 2022 in relation to, among others, the framework heat sale and purchase agreement entered into between the Company and BEH. As the framework heat sale and purchase agreement will expire on 31 December 2025, in the ordinary and usual course of business, the Company entered into the Framework Heat Sale and Purchase Agreement with BEH on 12 November 2025, with a term of three years commencing from 1 January 2026 and ending on 31 December 2028, pursuant to which, the Group agrees to sell, and BEH and/or its associates agree to purchase, from time to time, heat generated by power plants of the Group.

Pricing Policy

Heating is the basic living needs of Beijing urban and rural residents in winter, and heat supply is infrastructural public service directly relating to the public interests. The transaction under the Framework Heat Sale and Purchase Agreement is conducted at state-prescribed unit price, which is determined by Beijing Municipal Commission of Development and Reform from time to time.

The Company is of the view that the pricing in respect of the transactions under the Framework Heat Sale and Purchase Agreement is reasonable and sufficient to cover the costs incurred by the Company after taking into account the following considerations:

- according to the Interim Measures for the Price Control of Urban Heat Supply (FA GAI JIA GE [2007] No.1195) (《城市供熱價格管理暫行辦法》(發改價格[2007] 1195號)), the state-prescribed unit price is determined by reference to, among others, the costs incurred by the heat suppliers (such as the price of natural gas, electricity, water, fixed asset depreciation, repairs, wages), the consideration for the profitability of the heat suppliers and the tax imposed on the heat suppliers; and

- the gas-fired power and heat energy generation business of the Company based on the operation model of "heat-power cogeneration" (熱電聯產) is profitable as evidenced by the historical financial results of the Company.

Historical Amounts, Annual Caps and Basis of Annual Caps

The Company estimates that the proposed annual caps for the Framework Heat Sale and Purchase Agreement is RMB2,351.8 million for each of the three years ending 31 December 2028, after taking into account the following considerations:

- the historical amounts of such transactions for the two years ended 31 December 2024 and the six months ended 30 June 2025 being approximately RMB1,800.2 million, RMB1,808.6 million and RMB1,080.6 million, respectively;

- the total production capacity and historical heat supply volume (in GJ) of the power plants of the Group;

- the current state-prescribed unit price of the heat energy;

- the prescribed 4-month heat supply period in Beijing, which is from 15 November to 15 March next year, as stipulated in the Administrative Measures of Heat Supply and Heating of Beijing Municipality (《北京市供熱採暖管理辦法》); and

- relatively stable prices of heat energy.

The Company currently operates seven gas-fired cogeneration plants in Beijing. The Group's heat sale business conducted with BEH primarily involves heating supply through the centralized heating network in Beijing's urban areas. As the construction of the heating network in Beijing's urban areas has been largely completed and the regional heating load has basically stabilized, the relevant heating supply business are unlikely to experience significant fluctuations over the next three years. Historically the heat supply volume (in GJ) of the gas-fired cogeneration plants of the Company in total remained stable from 2023 to 2024. As such, the Company expects that the heat supply volume (in GJ) of the gas-fired cogeneration plants of the Group for each of the three years ending 31 December 2028 would remain the same level as for the year ended 31 December 2024 (i.e. approximately 26.5 million GJ). The Beijing-prescribed unit prices of heat supply period of 2023 to 2025 were at a range between RMB90.4/GJ to RMB91.6/GJ, which is prescribed by Beijing Municipal Commission of Development and Reform (北京市發展和改革委員會). Based on the historical trend, the Beijing-prescribed unit price is expected to be stable with minor fluctuations. Therefore, the maximum amount payable by BEH and/or its associates (the proposed annual caps) in each year is approximately RMB2,351.8 million.

The Company considers such annual caps, based on the abovementioned factors are reasonable, taking into account the following circumstances: (i) the implementation of the relevant clean-air action plans of Beijing Municipal, which will further reduce the coal-fired heat supply and increase the use of gas-fired heat in Beijing; (ii) the Company's objective to make full use of the current production capacity so as to increase utilization rate and improve production efficiency; and (iii) the public policy reasons associated with this transaction given the heat supplied to BEH and/or its associates is used for heating during winter times for citizens in Beijing.

Reasons for and Benefits of the Transactions

The gas-fired power and heat energy generation business of the Company based on the operation model of "heat-power cogeneration" (熱電聯產) can make full use of power plants of the Group and is more profitable compared to the single power generation or single heat generation business model.

According to Administrative Measures of Heat Supply and Heating of Beijing Municipality (《北京市供熱採暖管理辦法》), heat supply should comply with the principle of unified planning and localized management. As Beijing District Heating (Group) Co., Ltd. (the "**BDHG**"), a wholly-owned subsidiary of BEH, is the only central heat supply company whose network covers the area where power plants of the Group are located and thus, the Company must sell the heat energy through BDHG network in the absence of any alternative purchasers, and more importantly, the Company must sell heat energy generated by power plants to BDHG in order to meet the requirement of "subject to the unified schedule by BDHG based on heat supply standard".

As heating is the basic living needs of Beijing urban and rural residents in winter, and heat supply is infrastructural public service directly relating to the public interests, heat supply during the heat supply period is the Group's yearly permanent and stable source of income. As such, the Board is of the view that the entering into of the Framework Heat Sale and Purchase Agreement is in the interest of the Company and the Shareholders as a whole.

Internal Control Measures

To safeguard the interests of the Shareholders as a whole, including the minority Shareholders, the Company has adopted internal approval and monitoring procedures relating to the transactions under the Framework Heat Sale and Purchase Agreement, which include the followings:

- the securities & capital operation department of the Company and other relevant operation departments of the Company are jointly responsible for conducting reviews on compliance with relevant laws, regulations, the Group's internal policies and the Listing Rules in respect of both continuing connected transactions and connected transactions. They are also jointly responsible for evaluating the transaction terms under the agreements, in particular, the fairness and reasonableness of the pricing terms under each agreement, before each separate agreement under the agreements is entered into;

- to ensure the proposed annual caps for the transaction under the Framework Heat Sale and Purchase Agreement will not be exceeded, the Company will monitor the transactions under the Framework Heat Sale and Purchase Agreement in accordance with its terms;

- the independent non-executive Directors will review the transaction amounts under the Framework Heat Sale and Purchase Agreement on a monthly basis to ensure the proposed annual caps will not be exceeded; and

- the independent non-executive Directors and auditors of the Company will conduct annual review of the transactions under the Framework Heat Sale and Purchase Agreement and provide annual confirmations in accordance with the Listing Rules that the transactions are conducted in accordance with the terms of the agreement, on normal commercial terms and in accordance with the pricing policy.

(9) Financial Services Framework Agreement

Description of the Transaction

References are made to the announcement of the Company dated 8 November 2022 and the circular of the Company dated 12 December 2022 in relation to, among others, the financial services framework agreement entered into between the Company and BEH Finance. As the financial services framework agreement will expire on 31 December 2025, BEH Finance and the Company entered into the Financial Services Framework Agreement on 12 November 2025, with a term of three years commencing from 1 January 2026 and ending on 31 December 2028, pursuant to which, BEH Finance has agreed to provide the Group with deposit services, loan services and other financial services, subject to the terms and conditions provided therein.

Principal Terms and Pricing Policy

Pursuant to the Financial Services Framework Agreement, BEH Finance shall provide the following financial services to the Group on normal commercial terms no less favorable than those available to the Group from Independent Third Parties:

(i) Deposit Services

The Group may from time to time deposit cash with BEH Finance. The terms (including the interest rates and commission charged) offered by BEH Finance in respect of the transactions under the Financial Services Framework Agreement shall be no less favorable than those offered by independent domestic commercial banks for provision of similar services to the Group and the interest to be paid by BEH Finance for the Group's deposits with BEH Finance shall not be lower than the deposit interest rate in the market.

(ii) Loan Services

The Group may from time to time request BEH Finance to provide loan services to it. The interest rate for loans granted to the Group by BEH Finance shall refer to the benchmark interest rates and should not be higher than the interest rates granted by independent commercial banks which provide similar service on the same conditions.

(iii) Other Financial Services

The other financial services which may be provided by BEH Finance to the Group include but not limited to, accounting and financing consulting service, credits and related consulting and agency, acceptance and discount of bills, entrusted loans and underwriting of corporate bonds.

BEH Finance charges commission for the other financial services provided to the Group. The other financial services to be provided by BEH Finance to the Group shall be made on normal commercial terms and on terms similar to or no less favorable than those offered by Independent Third Parties for same services in the PRC.

Historical Amounts, Annual Caps and Basis of Annual Caps

(i) Deposit Services

The Company estimates that the proposed annual caps for the maximum daily deposit balance (including any interest accrued thereon) with BEH Finance are RMB12.0 billion, RMB13.5 billion and RMB15.0 billion, respectively, for the three years ending 31 December 2028.

The proposed annual caps of the deposit services under the Financial Services Framework Agreement for the three years ending 31 December 2028 are determined after taking into account: (i) the maximum daily deposit balance (including interest accrued thereon) for the two years ended 31 December 2024 and the six months ended 30 June 2025 were approximately RMB6,433.2 million, RMB8,547.4 million and RMB8,799.8 million, respectively; (ii) the anticipated increase in the daily outstanding balances of deposits of the Group attributable to the expected increase in revenue, which is in line with the increase in revenue in recent years and the expected increase of the Group's business operation; (iii) the sudden increase in the fund balance raised from the Company's issuance of corporate bonds, medium-term notes, short-term financing bonds and ultra-short-term financing bonds from time to time; and (iv) the cash and equivalents and trade and bills receivable (which will convert into cash if such trade receivables are settled) of the Group due to the nature of business, the concentrated settlement arrangements and internal funds allocation requirements of the Group. Given that BEH Finance has a more thorough understanding of the business operation and development of the Group and can provide the financial services in a more timely manner and at comparable or better terms to the Group, the Company intends to place more deposit with BEH Finance to further strengthen its capital management.

(ii) Loan Services

As the loan services provided by BEH Finance to the Group are on normal commercial terms which are similar to or no less favorable than those offered by Independent Third Parties for comparable services in the PRC, and no security over the assets of the Group will be granted in respect of such loan services, the loan services are exempted from reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules. As such, no cap has been set for such services.

(iii) Other Financial Services

The proposed annual cap for the other financial services under the Financial Services Framework Agreement for each of the three years ending 31 December 2028 is RMB5.0 million, which are determined after taking into account: (i) the historical transaction amount of such services for the two years ended 31 December 2024 and the six months ended 30 June 2025 being approximately RMB0.4 million, RMB0.3 million and nil, respectively; and (ii) the need for larger and more flexible capital investment and management of the Group in line with the developments of business operation of the Group.

Reasons for and Benefits of the Transaction

BEH Finance is under the supervision of the National Financial Regulatory Administration and its corresponding branch offices and it has been maintaining satisfactory operating results and financial position with good risks control and well-regulated management in the past years.

The Board believes BEH Finance has a more thorough understanding of the business development and capital needs of the subsidiaries of the Company at a lower cost and in a more timely manner. As such, BEH Finance has an advantage in communicating information on capital needs and business development of the Company with its subsidiaries.

The entering into of the Financial Services Framework Agreement will not prevent the Group from using services offered by other independent PRC commercial banks. The Group may still select other major and independent PRC commercial banks to act as its financial services providers as it thinks fit and appropriate for the benefits of the Group.

The transactions under the Financial Services Framework Agreement form part of the daily operations of the Group. In addition, the operation of the Group requires flexible and diversified financial services. The terms (including the interest rates and commission charged) offered by BEH Finance in respect of the transactions under the Financial Services Framework Agreement shall be no less favorable than those offered by domestic commercial banks for provision of similar services to the Group and the interest rate to be paid by BEH Finance for the Group's deposits with BEH Finance shall not be lower than the deposit interest rate in the market. The Company is of the view that the transactions do not have any adverse effect on the assets and liabilities of the Group. Instead, the Group can earn interests out of the deposit transactions and enjoy benefits derived from diversified financing channels.

Internal Control Measures

To safeguard the interests of the Shareholders as whole, including the minority Shareholders, the Company has adopted internal approval and monitoring procedures relating to the transactions under the Financial Services Framework Agreement, which include the followings:

- before entering into any new deposit arrangements with BEH Finance, the Company will negotiate with BEH Finance on an arm's length basis in respect of the deposit interest rate of the deposit services, and ensure that such interest rate shall not be lower than the deposit interest rate in the market and the deposit interest rates offered by other independent commercial banks in the PRC for similar deposit services on normal commercial terms. In this way, the Company will be able to ensure the deposit interest rate of the deposit services will not be less favorable than the market price and that offered by other independent commercial banks in the PRC for similar deposits for a similar term;

- BEH Finance shall provide the Company with a daily report on each business day on the status of the Group's deposits with it to allow it to monitor and ensure that the aggregate daily deposit balance (including interests accrued thereon) would not exceed the caps;

- BEH Finance shall set up and maintain, or procure the setting up and maintaining of, secured and stable on-line systems through which the relevant member of the Group which deposits money with it can view the balance of such deposits at any time on any day;

- the finance management department of the Company has been and will continue to monitor the daily balance of the deposits placed with BEH Finance and report to the management of the Company, giving an update of the deposit arrangements entered into with BEH Finance on a monthly basis;

- the independent non-executive Directors will review the transaction amounts under the Financial Services Framework Agreement on a monthly basis to ensure the proposed annual caps will not be exceeded; and

- the independent non-executive Directors and auditors of the Company will conduct annual review of the transactions under the Financial Services Framework Agreement (including the rates and fees charged in respect of the transactions) and provide annual confirmations in accordance with the Listing Rules that the transactions are conducted in accordance with the terms of the agreement, on normal commercial terms and in accordance with the pricing policy.

As the Group has adopted a set of effective internal control measures to supervise the continuing connected transactions of the Group, the Directors consider that the procedures in place will ensure such transactions be conducted on normal commercial terms and not prejudicial to the interests of the Company and its minority Shareholders.

(10) Finance Leasing Business Framework Agreement

Description of the Transaction

References are made to the announcement of the Company dated 8 November 2022 and the circular of the Company dated 12 December 2022 in relation to, among others, the finance leasing business framework agreement entered into between the Company and BEH. As the finance leasing business framework agreement will expire on 31 December 2025, in the ordinary and usual course of business, the Company and BEH entered into the Finance Leasing Business Framework Agreement on 12 November 2025, with a term of three years commencing from 1 January 2026 and ending on 31 December 2028, pursuant to which, Shenzhen Jingneng Leasing and/or other subsidiaries of the Company, who can provide finance leasing services (if any), (the "**Service Provider**") will provide finance leasing services, including sale and leaseback services and direct finance leasing services to BEH and/or its associates and receive rental income from BEH and/or its associates for the provision of such finance leasing services.

Pricing Policy

The transaction price and credit structure under the Finance Leasing Business Framework Agreement are determined based on normal commercial terms after arm's length negotiation between both parties following the principles of good faith and fairness for their respective benefits. In determining the comprehensive interests to be charged against BEH and/or its associates, the Service Provider has considered, among others, (i) the terms and conditions which are no more favorable to BEH and/or its associates than those offered to members of the Group of similar qualification with the lessee; (ii) the Loan Prime Rate; and (iii) the credit evaluation of the lessee, term of the finance leasing agreements, the principal amount, regulatory policy orientation, the Company's strategy on industry development, and business model and credit enhancement measures of the lessee.

- In terms of the sale and leaseback services, the Service Provider will purchase the leased properties from BEH and/or its associates and then lease the same back for an agreed term and receive lease payment on a periodic basis. The basis for determining the value of the leased properties follows the market practice and the lease amount will not exceed the net book value or appraised value of the leased properties.

- In terms of the direct finance leasing services, the Service Provider will purchase the leased properties from suppliers upon the instructions and selection of BEH and/or its associates, and then lease the properties to BEH and/or its associates for an agreed term and receive lease payment on a periodic basis. The principal amount is the purchase price of the leased properties from the supplier which is negotiated by the lessee with the supplier on normal commercial terms and by reference to the market price of such properties.

- The Service Provider may also charge management fees for the finance leasing services, which is not lower than one over ten thousand of the principal amount and payable in installments or in a lump sum. The Service Provider generally determines the actual amount of the management fees based on the project scale and complexity, qualification of the lessee and negotiation with the lessee.

Historical Amounts, Annual Caps and Basis of Annual Caps

The Company estimates that the proposed annual caps for the Finance Leasing Business Framework Agreement for the three years ending 31 December 2028 are RMB2,400.0 million, RMB1,800.0 million, and RMB1,700.0 million, respectively (including principal, interest payment and other fees if any).

In determining the above annual caps, the Company has considered that:

- the historical amounts of finance leasing services provided by the Service Provider to BEH and/or its associates for the two years ended 31 December 2024 and the six months ended 30 June 2025 being approximately RMB3,313.2 million, RMB1,575.5 million and RMB1,251.0 million, respectively; and

- the expected demand for financial leasing services by BEH and/or its associates in accordance with their current business strategy.

Reasons for and Benefits of the Transaction

The provision of finance leasing services by the Group to BEH and/or its associates is able to satisfy the business needs of both parties. On the one hand, the Group has been providing finance leasing services to BEH and/or its associates and are familiar with the business and demands of BEH and/or its associates and the provision of finance leasing services to BEH and/or its associates provides stable and low-risk income to us; on the other hand, the provision of finance leasing services is able to facilitate BEH and/or its associates to continue to receive efficient financial leasing services from us.

Shenzhen Jingneng Leasing, being the primary Service Provider, primarily provides financial leasing services and commercial factoring business services in relation to financial leasing to the public, the members of BEH and the members within the Group. The sale and leaseback services and direct finance leasing services are transactions carried out in the ordinary and usual course of business of Shenzhen Jingneng Leasing. The terms of any agreements (including the interest rate) under the Finance Leasing Business Framework Agreement will be arrived at by Shenzhen Jingneng Leasing and the counterparties after arm's length negotiations, with reference to prevailing commercial practice.

Internal Control Measures

To safeguard the interests of the Shareholders as a whole, including the minority Shareholders, the Company has adopted internal approval and monitoring procedures relating to the transactions under the Finance Leasing Business Framework Agreement, which include the followings:

- as Shenzhen Jingneng Leasing will be the primary Service Provider to provide the finance leasing services, the business departments of Shenzhen Jingneng Leasing are responsible for collecting information and initiating a transaction under the Finance Leasing Business Framework Agreement and will also conduct due diligence. The risk control department and finance management department of Shenzhen Jingneng Leasing will review the details of the transaction and compare the major terms to finance leasing services in relation to similar underlying assets provided to members of the Group with similar qualification and terms obtained by the lessee from other financial institutions if applicable at the relevant time. The transaction shall be submitted to the general manager's office meeting of Shenzhen Jingneng Leasing for approval. When assessing a specific transaction, the risk control department and finance management department of Shenzhen Jingneng Leasing will take into account factors, including regulatory compliance, ownership and operation of the leased properties, litigations involved by the lessee, procurement conditions of the leased equipment, financial condition, cash flow, solvency and control on trade receivables of the lessee, capital resource of Shenzhen Jingneng Leasing for such transaction, financial costs and return to Shenzhen Jingneng Leasing;

- the securities & capital operation department of the Company and other relevant operation departments of the Company are jointly responsible for conducting reviews on compliance with relevant laws, regulations, the Group's internal policies and the Listing Rules in respect of both continuing connected transactions and connected transactions. They are also jointly responsible for evaluating the transaction terms under each underlying agreement of the Finance Leasing Business Framework Agreement, in particular, the fairness and reasonableness of the pricing terms under each agreement, before each separate agreement under the Finance Leasing Business Framework Agreement is entered into;

- the finance management department of the Company will monitor the finance leasing transactions under the Finance Leasing Business Framework Agreement on a monthly basis;

- the independent non-executive Directors will review the transaction amounts under the Finance Leasing Business Framework Agreement on a monthly basis to ensure the proposed annual caps will not be exceeded; and

- the independent non-executive Directors and auditors of the Company will conduct annual review of the transactions under the Finance Leasing Business Framework Agreement (including the rates and fees charged in respect of the transactions) and provide annual confirmations in accordance with the Listing Rules that the transactions are conducted in accordance with the terms of the Finance Leasing Business Framework Agreement and the Group's pricing policy measures, and to confirm if the price and terms offered are fair and reasonable and comparable to those offered by Independent Third Parties.

As the Group has adopted a set of effective internal control measures to supervise the continuing connected transactions of the Group, the Directors consider that the procedures in place will ensure such transactions be conducted on normal commercial terms and not prejudicial to the interests of the Company and its minority Shareholders.

(11) Property Lease Framework Agreement

Description of the Transaction

Reference is made to the section headed "Connected Transactions" of the Prospectus, the announcements of the Company dated 19 March 2014, 25 October 2016, 16 October 2019, 8 November 2022 and 23 July 2024 respectively, in which the Company disclosed the annual caps for the three years ended 31 December 2013, the three years ended 31 December 2016, the three years ended 31 December 2019, the three years ending 31 December 2022 and the three years ending 31 December 2025, respectively, of its continuing connected transactions with BEH and/or its associates contemplated under the Property Lease Framework Agreement dated 23 May 2011.

On 12 November 2025, the Board resolved to set the annual caps for the continuing connected transactions under the Property Lease Framework Agreement for the three years commencing from 1 January 2026 and ending 31 December 2028.

Pricing Policy

Under the Property Lease Framework Agreement, the rent shall be agreed following arm's length negotiations between the relevant parties with reference to the prevailing market rates. Market rates refer to the rates at which the same or similar type of products or services are provided by Independent Third Parties under normal commercial terms.

When determining the pricing standard, to the extent practicable, management of the Company will take into account the rates of at least two similar and comparable transactions entered with or carried out by Independent Third Parties in the corresponding period of reference.

Historical Amounts, Annual Caps and Basis of Annual Caps

The Company estimates that the proposed annual cap for the Property Lease Framework Agreement for each of the three years ending 31 December 2028 is RMB70.1 million, which is the same with the applied revised annual caps for the two years ending 31 December 2025.

In determining the above annual caps, the Company has considered:

- the historical amounts of such continuing connected transactions for the two years ended 31 December 2024 and the six months ended 30 June 2025 being approximately RMB52.1 million, RMB53.4 million and RMB30.0 million, respectively;

- the rentals to be paid for the existing leases;

- the potential rise in rent for premises in the vicinity of the relevant properties; and

- the recent development of the property market.

Reasons for and Benefits of the Transaction

As disclosed in the Prospectus, the long-term nature of the property lease agreement enables the Group to secure a location for its business operation at a fair market price and to prevent unnecessary cost, effort, time and interruption of business caused by relocation in the case of short-term leases.

Internal Control Measures

For details of the internal control measures relating to the transactions contemplated under the Property Lease Agreement, please refer to the paragraph headed "(1) Framework Equipment Maintenance Agreement – Internal Control Measures" in this announcement.

(12) Financial Assistance Framework Agreement

Description of the Transaction

Reference is made to the announcement of the Company dated 8 November 2022 and the circular of the Company dated 12 December 2022 in relation to, among others, the financial assistance framework agreement entered into between Shenzhen Jingneng Leasing and the subsidiaries of the Company. As the financial assistance framework agreement will expire on 31 December 2025, the Company entered into the Financial Assistance Framework Agreement with BEH on 12 November 2025, with a term of three years commencing from 1 January 2026 and ending on 31 December 2028, pursuant to which the Group agreed to provide loan services and guarantee services to the connected subsidiaries of the Company partially owned by BEH (including but not limited to Shenzhen Jingneng Leasing).

Pricing Policy

Pursuant to the Financial Assistance Framework Agreement, the Group agrees to provide loan services and guarantee services to the connected subsidiaries of the Company partially owned by BEH according to the principal terms as below.

(i) Loan Services

The Group will provide loan services to the connected subsidiaries of the Company partially owned by BEH. The interest rate for loans to be granted to the connected subsidiaries of the Company partially owned by BEH by the Group will be agreed between BEH and the Group by reference to the market interest rates and the prevailing market conditions, provided that such interest rates shall not be lower than the prevailing cost of financing of the fund by the Company for such loans or the deposit interest rate in the market (whichever is higher).

(ii) Guarantee Services

The Group will provide the connected subsidiaries of the Company partially owned by BEH with a corporate guarantee for loans from a bank in accordance with the terms of the guarantee agreement entered into with the relevant bank, covering liabilities including but not limited to the principal, related accrued interest, compensation and other expenses. The guarantee provided by the Group to the connected subsidiaries of the Company partially owned by BEH shall be made on normal commercial terms and BEH will not be charged for any fees for the guarantee.

Historical Amounts, Annual Caps and Basis of Annual Caps

After taking account of the following factors, the Company estimates that the proposed annual caps for the three years ending 31 December 2028 are RMB5,000.0 million, RMB8,000.0 million and RMB11,000.0 million, respectively:

(i) the historical amounts of loans and guarantees provided by the Group to Shenzhen Jingneng Leasing for the two years ended 31 December 2024 and the six months ended 30 June 2025 of approximately RMB500.0 million, nil and RMB350.0 million, respectively; and

(ii) the expected demand for flexible capital investment and management by the connected subsidiaries of the Company partially owned by BEH (including but not limited to Shenzhen Jingneng Leasing) in accordance with its current business.

Reasons for and Benefits of the Transaction

The main reasons for and benefits of the transactions under the Financial Assistance Framework Agreement are as follows: (i) the loan interest charged by the Company is determined by reference to the market interest rates and the prevailing market conditions, provided that such interest rates shall not be lower than the prevailing cost of financing of the fund by the Company for such loans or the market deposit interest rate (whichever is higher). The Company expects to benefit from the gains generated from the loan services; (ii) the provision of loan and/or guarantee services is to be provided by the Company on normal commercial terms and as the Company has better knowledge of the operation of the connected subsidiaries of the Company partially owned by BEH (including but not limited to Shenzhen Jingneng Leasing) than commercial banks, under the same conditions, it is quicker and more convenient to get those services from the Company, and thus would save financial costs, thereby increasing the profitability of the Group and benefitting its Shareholders, including the minority Shareholders; and (iii) the financial assistance provided by the Company to the connected subsidiaries of the Company partially owned by BEH (including but not limited to Shenzhen Jingneng Leasing) would allow for more efficient deployment of funds of the Group.

Internal Control Measures

To safeguard the interests of the Shareholders as whole, including the minority Shareholders, the Company has adopted internal approval and monitoring procedures in relation to the continuing connected transactions under the Financial Assistance Framework Agreement, which include the followings:

- the Company has formulated certain internal rules and policies related to management and control of operational risks and credit risks in accordance with relevant PRC laws and regulations on financial assistance, with a relatively sound internal control system already in place;

- the securities & capital operation department of the Company and other relevant operation departments of the Company are jointly responsible for evaluating the transaction terms under each underlying agreement of the Financial Assistance Framework Agreement, in particular, the fairness and reasonableness of the pricing terms under each agreement, before each separate agreement under the Financial Assistance Framework Agreement is entered into;

- the finance management department of the Company will monitor the financial assistance transactions under the Financial Assistance Framework Agreement on a monthly basis;

- independent non-executive Directors will review the transaction amounts under the Financial Assistance Framework Agreement on a monthly basis to ensure the proposed annual caps will not be exceeded; and

- independent non-executive Directors and auditors of the Company will conduct annual review of the transactions under the Financial Assistance Framework Agreement (including the rates and fees charged in respect of the transactions) and provide annual confirmations in accordance with the Listing Rules that the transactions are conducted in accordance with the terms of the Financial Assistance Framework Agreement and the Group's pricing policy measures.

As the Group has adopted a set of effective internal control measures to supervise the continuing connected transactions of the Group, the Directors consider that the procedures in place will ensure such transactions be conducted on normal commercial terms and not prejudicial to the interests of the Company and its minority Shareholders.

B. Listing Rules Implications

As BEH directly and indirectly holds approximately 68.68% of the issued share capital of the Company as at the date of this announcement, it is a controlling shareholder of the Company and thus a connected person of the Company. Accordingly, the transactions between the Group and BEH and/or its associates constitute connected transactions of the Company under the Listing Rules.

BEH Exempted CCT Agreements

As each of the percentage ratio(s) applicable to the transactions under the BEH Exempted CCT Agreements, namely (i) the Framework Equipment Maintenance Agreement, (ii) the Framework Service Agreement, (iii) the EPC Framework Agreement, (iv) the Property Lease Framework Agreement (II), (v) the Integrated Energy Supply Framework Agreement, (vi) the Construction Framework Agreement, and (vii) Property Lease Framework Agreement, is more than 0.1% but less than 5% on an annual basis, respectively, such transactions under each of the above framework agreements are subject to the reporting, annual review and announcement requirements but are exempted from the independent shareholders' approval requirement according to Chapter 14A of the Listing Rules.

Framework Heat Sale and Purchase Agreement

As the highest percentage ratio applicable to the transactions contemplated under the Framework Heat Sale and Purchase Agreement is more than 5% on an annual basis, such transactions are subject to the reporting, annual review, announcement and the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

Finance Leasing Framework Agreement (I) and the Finance Leasing Business Framework Agreement

As the highest percentage ratios applicable to the transactions contemplated under the Finance Leasing Framework Agreement (I) and the Finance Leasing Business Framework Agreement exceed 5% but is less than 25% on an annual basis, such transactions constitute (i) continuing connected transactions of the Company which are subject to the reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules; and (ii) discloseable transactions of the Company which are subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

Financial Services Framework Agreement

As the highest percentage ratio applicable to the deposit services contemplated under the Financial Services Framework Agreement is more than 25% on an annual basis, such transactions constitute (i) continuing connected transactions of the Company which are subject to the reporting, annual review, announcement and the independent shareholders' approval requirements under Chapter 14A of the Listing Rules; and (ii) major transactions of the Company which are subject to the reporting, announcement and the shareholders' approval requirements under Chapter 14 of the Listing Rules.

As the loan services to be provided by BEH Finance to the Group under the Financial Services Framework Agreement are on normal commercial terms, which are similar to or more favourable than those offered by Independent Third Parties for comparable services in the PRC, and no security over the assets of the Group are granted in respect thereof, pursuant to Rule 14A.90 of the Listing Rules, such loan services constitute financial assistance and are fully exempted from reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

As the highest percentage ratio applicable to the other financial services under the Financial Services Framework Agreement is less than 0.1% on an annual basis, such transactions are fully exempt from the reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

Financial Assistance Framework Agreement

As the highest applicable percentage ratio for the transactions contemplated under the Financial Assistance Framework Agreement is more than 25% but less than 100% on an annual basis, such transactions constitute (i) continuing connected transactions of the Company which are subject to the reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules; and (ii) major transactions of the Company which are subject to the reporting, announcement and the shareholders' approval requirements under Chapter 14 of the Listing Rules.

III. CONTINUING CONNECTED TRANSACTIONS BETWEEN SHENZHEN JINGNENG LEASING AND BEH AND ITS ASSOCIATES

A. Particulars of the Continuing Connected Transaction

Operation Management Services Framework Agreement

Description of the Transaction

Reference is made to the announcement of the Company dated 8 November 2022 in relation to, among others, the operation management service agreement entered into between Shenzhen Jingneng Leasing and Beijing Jingneng Leasing. As the operation management service agreement will expire on 31 December 2025, in the ordinary and usual course of business, Shenzhen Jingneng Leasing and Beijing Jingneng Leasing entered into the Operation Management Services Framework Agreement on 12 November 2025, pursuant to which Beijing Jingneng Leasing has agreed to provide to Shenzhen Jingneng Leasing operation management services. The term of the Operation Management Service Framework Agreement is three years commencing from 1 January 2026 and ending on 31 December 2028.

Pricing Policy

The service fees are determined by both parties after arm's length negotiation with reference to the prevailing market price and shall be no less favourable to Shenzhen Jingneng Leasing than the prices from Independent Third Parties.

The service fees paid by Shenzhen Jingneng Leasing to Beijing Jingneng Leasing consist of a fixed part and a floating part and will be settled by year.

The fixed part is for the daily services provided by Beijing Jingneng Leasing to Shenzhen Jingneng Leasing.

The floating part is calculated by not higher than 1‰ of the total volume of business handled by Beijing Jingneng Leasing for Shenzhen Jingneng Leasing on an annual basis.

Historical Amounts, Annual Caps and Basis of Annual Caps

The historical amounts of the service fees paid by Shenzhen Jingneng Leasing to Beijing Jingneng Leasing for the two years ended 31 December 2024 and the six months ended 30 June 2025 were approximately RMB16.2 million, RMB11.0 and RMB5.1 million, respectively.

The Company estimates that the proposed annual caps for the Operation Management Service Framework Agreement for each of the three years ending 31 December 2028 are RMB15.0 million, RMB20.0 million, and RMB25.0 million, respectively.

In determining the above annual caps, the Company has considered the expected volume of operation management services to be provided by Beijing Jingneng Leasing to Shenzhen Jingneng Leasing in accordance with its current business.

Reasons for and Benefits of the Transaction

Beijing Jingneng Leasing, a wholly owned subsidiary of BEH, as compared to Independent Third Party service providers, is more familiar with Shenzhen Jingneng Leasing's business and demands and is able to provide services in a more efficient and timely way. In addition, Beijing Jingneng Leasing has been engaged in financial leasing business for many years, has cultivated a professional management and operation team, and has more customer resources in the energy field, which will contribute to the further development of Shenzhen Jingneng Leasing.

Internal Control Measures

To safeguard the interests of the Shareholders as whole, including the minority Shareholders, the Company has adopted internal approval and monitoring procedures relating to the transactions under the Operation Management Services Framework Agreement, which include the followings:

- the finance management department of the Company is responsible for collecting and monitoring the information under the Operation Management Services Framework Agreement. Prior to entering into individual contracts under the Operation Management Services Framework Agreement, the finance management department will compare the major terms and financing costs associated with such arrangements to, to the extent practicable, at least two similar and comparable transactions entered with or carried out by Independent Third Parties in the corresponding period of reference. Officers handling the relevant matters shall seek approval from the head of the finance management department and the chief financial officer of the Company, which is subject to the preliminary and final review by them based on the relevant rules and regulations;

- the securities & capital operation department of the Company and other relevant operation departments of the Company are jointly responsible for conducting reviews on compliance with relevant laws, regulations, the Group's internal policies and the Listing Rules in respect of both continuing connected transactions and connected transactions. They are also jointly responsible for evaluating the transaction terms under each underlying agreement of the Operation Management Services Framework Agreement, in particular, the fairness and reasonableness of the pricing terms under each agreement, before each separate agreement under the Operation Management Services Framework Agreement is entered into;

- the independent non-executive Directors have also reviewed and will continue to review the transaction amounts under the Operation Management Services Framework Agreement on a monthly basis to ensure the proposed annual caps will not be exceeded;

- the finance management department of the Company will monitor the financial lease transactions under the Operation Management Services Framework Agreement on a monthly basis. Meanwhile, the business planning department of the Company will be in close contact with the Group's business teams responsible for financial lease so that the business planning department will be able to reasonably anticipate expected transaction amount in advance; and

- the independent non-executive Directors and auditors of the Company will conduct annual review of the transactions under the Operation Management Services Framework Agreement (including the rates and fees charged in respect of the transactions) and provide annual confirmations in accordance with the Listing Rules that the transactions are conducted in accordance with the terms of the agreement, on normal commercial terms and in accordance with the pricing policy.

As the Group has adopted a set of effective internal control measures to supervise the continuing connected transactions of the Group, the Directors consider that the procedures in place will ensure such transactions be conducted on normal commercial terms and not prejudicial to the interests of the Company and its minority Shareholders.

B. Listing Rules Implications

BEH is the controlling shareholder of the Company, directly and indirectly holding approximately 68.68% of the issued share capital of the Company as at the date of this announcement and thus a connected person of the Company.

As Beijing Jingneng Leasing is a wholly-owned subsidiary of BEH and Shenzhen Jingneng Leasing is a connected subsidiary of the Company, each of Shenzhen Jingneng Leasing and Beijing Jingneng Leasing is a connected person of the Company according to Chapter 14A of the Listing Rules. Therefore, the transactions contemplated under the Operation Management Services Framework Agreement constitute continuing connected transactions of the Company.

As the highest percentage ratio applicable to the transactions under the Operation Management Service Framework Agreement is more than 0.1% but less than 5% on an annual basis, such transactions are subject to the reporting, annual review and announcement requirements but are exempted from the independent shareholders' approval requirement according to Chapter 14A of the Listing Rules.

IV. CONTINUING CONNECTED TRANSACTIONS BETWEEN THE COMPANY AND SHENZHEN JINGNENG LEASING

A. Particulars of the Continuing Connected Transaction

Finance Leasing Framework Agreement (II)

Description of the Transaction

Reference is made to the announcement of the Company dated 8 November 2022 and the circular of the Company dated 12 December 2022 in relation to, among others, the finance leasing framework agreement entered into between Shenzhen Jingneng Leasing and the Company. As the finance leasing framework agreement will expire on 31 December 2025, in the ordinary and usual course of business, the Company entered into the Finance Leasing Framework Agreement (II) on 12 November 2025 with Shenzhen Jingneng Leasing, with a term of three years commencing from 1 January 2026 and ending on 31 December 2028, pursuant to which, Shenzhen Jingneng Leasing has agreed to provide financial lease services to the Group.

Financial Lease Services

Pursuant to the Finance Leasing Framework Agreement (II), Shenzhen Jingneng Leasing will provide finance lease services, including but not limited to, direct leasing and sale and leaseback services to the Group.

In respect of the direct leasing service, as requested or instructed by the Group, Shenzhen Jingneng Leasing will provide financial leasing solutions to the Group for the purchase of equipment. Shenzhen Jingneng Leasing will make the payment for the equipment to the suppliers in accordance with the conditions set by the Group and charge the Group with the lease rental for such equipment according to the schedule.

In respect of the sale and leaseback service, based on the financing needs of the Group, Shenzhen Jingneng Leasing will purchase equipment owned by the Group which is in accordance with the requirement of the sale and leaseback service within the extent permitted by laws, and lease such equipment back to the Group for the lease rental. The equipment leased under the Finance Leasing Framework Agreement (II) is large equipment and of high value such as wind turbine set and photovoltaic generator equipment.

In respect of each finance lease, the relevant member(s) of the Group will enter into separate implementation contract(s) with Shenzhen Jingneng Leasing. The terms of each implementation contract will be in line with the terms of the Finance Leasing Framework Agreement (II), and each implementation contract shall be subject to and conditional upon the Finance Leasing Framework Agreement (II) continuing to be in force.

Lease Consideration

The lease consideration consists of the principal amount and lease interests. The lease consideration will be determined by the Group and Shenzhen Jingneng Leasing after arm's length negotiations and with reference to the market price of the same type of financial leasing assets. When determining the pricing standard, to the extent practicable, management of the Company will take into account the rates of at least two similar and comparable transactions entered with or carried out by Independent Third Parties in the corresponding period of reference.

Cost in respect of such financing services of the Company (including relevant rent plus handling fees and excluding other costs may be saved according to favorable terms, such as deductible VAT) shall be not higher than the consolidated cost (including relevant rent plus handling fees and excluding other costs may be saved according to favorable terms, such as deductible VAT) incurred from similar transactions with Independent Third Parties during the relevant period.

Implication of IFRS 16 (Leases) on the financial lease services

The Company adopted, among others, IFRS 16 (Leases) in its consolidated statement of financial position in connection with leases and finance leases with effect from the beginning of its accounting period on 1 January 2019.

Pursuant to IFRS 16 (Leases), the Company recognizes right-of-use assets at the commencement date of the lease period (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at the amount of cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. At the commencement date of the lease period, the Company recognizes lease liabilities measured at the present value of lease payments that have not been paid. In calculating the present value of lease payments, the Company uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

Accordingly, under IFRS 16 (Leases), the Company will recognize the leased assets of relevant direct lease(s) representing its right to use the leased assets (except short-term leases and low-value leases), subject to the specific lease terms and conditions to be set out in each of the lease agreement. For the sale-and-leaseback, the relevant transactions will be accounted for as a financing arrangement by the Company.

Historical Amounts, Annual Caps and Basis for the Annual Caps

The annual caps for the Finance Leasing Framework Agreement (II) comprises of (i) as to the direct leasing transactions, the expected total value of the right-of-use assets for the newly added direct leasing agreements for the year, and (ii) as to sale and leaseback transactions, the total of the expected principal, interest and other fees for the newly added sale and leaseback agreements for the year.

The Company estimates the proposed annual cap for the Finance Leasing Framework Agreement (II) for each of the three years ending 31 December 2028 is RMB3,500.0 million, RMB4,000.0 million and RMB5,000.0 million, respectively, after taking into account the following consideration:

- the historical amounts of the finance leasing transactions between the Group and Shenzhen Jingneng Leasing for the two years ended 31 December 2024 and the six months ended 30 June 2025 being approximately RMB551.9 million, RMB674.7 million and RMB814.8 million, respectively;

- the expected demand for the financial leasing service of the Group in accordance with the Company's current business strategy; and

- the capacity of providing financial lease services by Shenzhen Jingneng Leasing.

Reasons for and Benefits of the Transaction

Shenzhen Jingneng Leasing primarily provides financial leasing services and commercial factoring business services in relation to financial leasing to the public, the members of BEH and the members within the Group. Due to business relationship with Shenzhen Jingneng Leasing, it has a thorough understanding of the operations and development needs of the Group. Through entering into the Finance Leasing Framework Agreement (II), the Group can avoid large amount of capital expenditure for the purchase of the large machinery equipment by paying for the cost of equipment by installments. The entering into of the Finance Leasing Framework Agreement (II) and participation in the finance lease business will expand the financing channels and innovate the financing methods of the Company. It also enables the Company to control financing risk and lower the financing cost for the follow-on construction projects of the Company as well as satisfy its demand of funds for project construction in a timely manner.

Internal Control Measures

To safeguard the interests of the Shareholders as whole, including the minority Shareholders, the Company has adopted internal approval and monitoring procedures relating to the transactions under the Finance Leasing Framework Agreement (II), which include the followings:

- the finance management department of the Company is responsible for collecting and monitoring the information under the Finance Leasing Framework Agreement (II). Prior to entering into individual lease contracts under the Finance Leasing Framework Agreement (II), the finance management department will compare the major terms and financing costs associated with such arrangements to, to the extent practicable, at least two similar and comparable transactions entered with or carried out by Independent Third Parties in the corresponding period of reference. Officers handling the relevant matters shall seek approval from the head of the finance management department and the chief financial officer of the Company, which is subject to the preliminary and final review by them based on the relevant rules and regulations;

- the securities & capital operation department of the Company and other relevant operation departments of the Company are jointly responsible for conducting reviews on compliance with relevant laws, regulations, the Group's internal policies and the Listing Rules in respect of both continuing connected transactions and connected transactions. They are also jointly responsible for evaluating the transaction terms under each underlying agreement of the Finance Leasing Framework Agreement (II), in particular, the fairness and reasonableness of the pricing terms under each agreement, before each separate agreement under the Finance Leasing Framework Agreement (II) is entered into;

- the independent non-executive Directors have also reviewed and will continue to review the transaction amounts under the Finance Leasing Framework Agreement (II) on a monthly basis to ensure the proposed annual caps will not be exceeded;

- the finance management department of the Company will monitor the financial lease transactions under the Finance Leasing Framework Agreement (II) on a monthly basis. Meanwhile, the business planning department of the Company will be in close contact with the Group's business teams responsible for financial lease so that the business planning department will be able to reasonably anticipate expected transaction amount in advance; and

- the independent non-executive Directors and auditors of the Company will conduct annual review of the transactions under the Finance Leasing Framework Agreement (II) (including the rates and fees charged in respect of the transactions) and provide annual confirmations in accordance with the Listing Rules that the transactions are conducted in accordance with the terms of the agreement, on normal commercial terms and in accordance with the pricing policy.

As the Group has adopted a set of effective internal control measures to supervise the continuing connected transactions of the Group, the Directors consider that the procedures in place will ensure such transactions be conducted on normal commercial terms and not prejudicial to the interests of the Company and its minority Shareholders.

B. Listing Rules Implications

As Shenzhen Jingneng Leasing is a connected subsidiary of the Company pursuant to Rule 14A.16(1) of the Listing Rules, the transactions contemplated under the Finance Leasing Framework Agreement (II) constitute continuing connected transactions of the Company under the Listing Rules.

As the highest applicable percentage ratio for the transactions contemplated under the Finance Leasing Framework Agreement (II) is more than 25% but less than 100% on an annual basis, such transactions constitute (i) continuing connected transactions of the Company which are subject to the reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules; and (ii) major transactions of the Company which are subject to the reporting, announcement and the shareholders' approval requirements under Chapter 14 of the Listing Rules.

V. BOARD CONFIRMATION

The Board (including the independent non-executive Directors) is of the view that the terms of each of the Continuing Connected Transactions Framework Agreements, the Property Lease Framework Agreement, the Financial Assistance Framework Agreement, the Operation Management Service Framework Agreement and the Finance Leasing Framework Agreement (II) are arrived at after arm's length negotiations between the parties, entered into in the ordinary course of business of the Group; and that (i) the terms of each of the Continuing Connected Transactions Framework Agreements, the Property Lease Framework Agreement, the Financial Assistance Framework Agreement, the Operation Management Service Framework Agreement and the Finance Leasing Framework Agreement (II), (ii) the respective transactions contemplated under those agreements and (iii) the respective annual caps for the three years ending 31 December 2028 are on normal commercial terms, fair and reasonable and are also in the interest of the Company and its Shareholders as a whole.

As of the date of this announcement, save for Mr. Zhou Jianyu holding positions in BEH and Mr. Song Zhiyong holding position in BSCOMC, none of the Directors is a director or employee of the companies which have an interest or short position in the Shares and underlying shares of the Company. Due to their positions in BEH or BSCOMC, Mr. Zhou Jianyu and Mr. Song Zhiyong have all abstained from voting on the Board resolutions approving the aforementioned continuing connected transactions.

VI. DESPATCH OF CIRCULAR

The Company will convene the EGM to seek Independent Shareholders' approval on the CCT Approval Agreements and the respective transactions contemplated thereunder and the proposed annual caps thereof. All Shareholders who have a material interest in any of the transactions contemplated by the abovementioned agreements, together with their associates, will be required to abstain from voting at the EGM.

As BSCOMC is the sole shareholder of BEH and BEI (HK) is a subsidiary of BEH, each of BEH, BSCOMC, BEI (HK) and their respective associates is required to abstain from voting on the relevant resolutions to be proposed at the EGM.

The Company has established the Independent Board Committee comprising all the independent non-executive Directors, namely Ms. Zhao Jie, Mr. Wang Hongxin, Mr. Qin Haiyan and Ms. Hu Zhiying, to advise the independent Shareholders on the proposed continuing connected transactions contemplated under the CCT Approval Agreements.

Maxa Capital Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders on the proposed continuing connected transactions contemplated under the CCT Approval Agreements. The Independent Board Committee will form its view after obtaining and considering the advice from the Independent Financial Adviser.

The Company will dispatch a circular in accordance with the requirements under the Listing Rules, which will contain, among others,

(a) details regarding the proposed continuing connected transactions contemplated under the CCT Approval Agreements;

(b) the recommendations from the Independent Board Committee in respect of the proposed continuing connected transactions contemplated under the CCT Approval Agreements;

(c) the advice from Independent Financial Adviser in respect of the proposed continuing connected transaction contemplated under the CCT Approval Agreements; and

(d) other information required to be provided with the Shareholders under the Listing Rules.

The Company expects that the circular will be dispatched on or around 3 December 2025, which is more than 15 business days after the publication of this announcement, as additional time is required to finalize the contents of the circular. The Shareholders and potential investors should refer to the circular for further information.

DEFINITIONS

The following expressions have the meanings set out below unless the context requires otherwise:

"BEH"	北京能源集團有限責任公司 (Beijing Energy Holding Co., Ltd.), a limited liability company incorporated in the PRC and the controlling shareholder of the Company
"BEH Exempted CCT Agreements"	collectively, the Framework Equipment Maintenance Agreement, the Framework Service Agreement, the EPC Framework Agreement, the Property Lease Framework Agreement (II), the Integrated Energy Supply Framework Agreement, the Construction Framework Agreement, and the Property Lease Framework Agreement
"BEH Finance"	京能集團財務有限公司 (BEH Finance Co., Ltd.), a limited liability company incorporated in the PRC and a connected person of the Group, with 20% of its equity interest being held by the Company, 60% of its equity interest being held by BEH and 20% of its equity interest being held by Beijing Jingneng Electric Co., Ltd. (a company held by BEH directly and indirectly as to 66.83%)
"BEI (HK)"	Beijing Energy Investment Holding (Hong Kong) Co., Limited (北京能源投資集團(香港)有限公司), a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of BEH, which directly held 5.72% of the total issued Shares as of the date of this announcement
"Beijing Jingneng Leasing"	北京京能融資租賃有限公司 (Beijing Jingneng Finance Leasing Co., Ltd.) (formerly known as 北京京能源深融資租賃有限公司 (Beijing Jingneng Yuanshen Finance Leasing Co., Ltd.)), a company established in PRC with limited liability and a wholly-owned subsidiary of BEH
"Board"	the board of Directors of the Company

"BSCOMC"	北京國有資本運營管理有限公司 (Beijing State-owned Capital Operation Management Co., Ltd.), which was established and wholly-owned by State-owned Assets Supervision and Administration Commission of the People's Government of Beijing Municipality (北京市人民政府國有資產監督管理委員會), a shareholder of the Company, which directly held 2.721% of the total issued share capital of the Company as at the date of this announcement, and the sole shareholder of BEH
"CCT Approval Agreements"	collectively, the Finance Leasing Framework Agreement (I), the Framework Heat Sale and Purchase Agreement, the Finance Leasing Business Framework Agreement, the Finance Leasing Framework Agreement (II), the Financial Assistance Framework Agreement, and the proposed deposit service under the Financial Services Framework Agreement
"Company"	北京京能清潔能源電力股份有限公司 (Beijing Jingneng Clean Energy Co., Limited), a joint stock limited company incorporated in the PRC, whose H Shares are listed on the Hong Kong Stock Exchange (stock code: 00579)
"connected subsidiary"	has the meaning ascribed to that term in the Listing Rules
"Continuing Connected Transactions Framework Agreements	collectively, (i) the Framework Equipment Maintenance Agreement; (ii) the Framework Service Agreement; (iii) the EPC Framework Agreement; (iv) the Property Lease Framework Agreement (II); (v) the Integrated Energy Supply Framework Agreement; (vi) the Construction Framework Agreement; (vii) the Finance Leasing Framework Agreement (I); (viii) the Framework Heat Sale and Purchase Agreement; (ix) the Financial Services Framework Agreement; and (x) the Finance Leasing Business Framework Agreement
"Construction Framework Agreement"	《工程建設框架協議》 (Construction Framework Agreement) entered into between the Company and BEH on 12 November 2025
"Director(s)"	the director(s) of the Company

"EGM" or "Extraordinary General Meeting"	the extraordinary general meeting of the Company to be convened for considering and, if thought fit, approving the Finance Leasing Framework Agreement (I), the Framework Heat Sale and Purchase Agreement, the Financial Services Framework Agreement, the Finance Leasing Business Framework Agreement, Finance Leasing Framework Agreement (II) and the Financial Assistance Framework Agreement and the transactions contemplated thereunder, and the proposed annual caps thereof
"EPC Framework Agreement"	《合同能源管理框架協議》(EPC Framework Agreement) entered into between the Company and BEH on 12 November 2025
"Finance Leasing Business Framework Agreement"	《融資租賃業務框架協議》(Finance Leasing Business Framework Agreement) entered into between the Company and BEH on 12 November 2025
"Finance Leasing Framework Agreement (I)"	《融資租賃框架協議》(一)》(Finance Leasing Framework Agreement (I)), entered into between the Company and Beijing Jingneng Leasing on 12 November 2025
"Finance Leasing Framework Agreement (II)"	《融資租賃框架協議(二》)(Finance Leasing Framework Agreement (II)) entered into between the Company and Shenzhen Jingneng Leasing on 12 November 2025
"Financial Assistance Framework Agreement"	《財務資助框架協議》(Financial Assistance Framework Agreement) entered into between the Company and BEH on 12 November 2025
"Financial Services Framework Agreement"	《金融服務框架協議》(Financial Services Framework Agreement) entered into between BEH Finance and the Company on 12 November 2025
"Framework Equipment Maintenance Agreement"	《設備維修框架協議》(Framework Equipment Maintenance Agreement) entered into between the Company and BEH on 12 November 2025

“Framework Heat Sale and Purchase Agreement”	《熱力銷售及採購框架協議》(Framework Heat Sale and Purchase Agreement) entered into between the Company and BEH on 12 November 2025
“Framework Service Agreement”	《服務框架協議》(Framework Service Agreement) entered into between the Company and BEH on 12 November 2025
“Group”	the Company and its subsidiaries
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Independent Board Committee”	A committee of the Board established for the purpose of considering the terms and the transaction caps of the proposed continuing connected transactions under the Finance Leasing Framework Agreement (I), the Framework Heat Sale and Purchase Agreement, the Finance Leasing Business Framework Agreement, the Finance Leasing Framework Agreement (II), the Financial Assistance Framework Agreement and the proposed deposit service under the Financial Services Framework Agreement, comprising Ms. Zhao Jie, Mr. Wang Hongxin, Mr. Qin Haiyan and Ms. Hu Zhiying, the independent non-executive Directors
“Independent Financial Adviser”	Maxa Capital Limited (邁時資本有限公司), a licensed corporation to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activity as defined under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), which has been appointed as the independent financial adviser to advise the Independent Board Committee and the independent shareholders in relation to the proposed continuing connected transactions contemplated under the Finance Leasing Framework Agreement (I), the Framework Heat Sale and Purchase Agreement, the Finance Leasing Business Framework Agreement, the Finance Leasing Framework Agreement (II), the Financial Assistance Framework Agreement and the proposed deposit service under the Financial Services Framework Agreement and the proposed annual caps thereunder

"Independent Third Parties"	any person(s) or company(ies) and their respective ultimate beneficial owner(s) whom, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, are not connected persons of the Company and are third parties independent of the Company and its connected persons in accordance with the Listing Rules
"Integrated Energy Supply Framework Agreement"	《綜合能源供應服務框架協議》(Integrated Energy Supply Framework Agreement) entered into between the Company and BEH on 12 November 2025
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"Operation Management Service Framework Agreement"	《經營管理服務框架協議》(Operation Management Service Framework Agreement) entered into between Shenzhen Jingneng Leasing and Beijing Jingneng Leasing on 12 November 2025
"PRC" or "China"	the People's Republic of China and for the purpose of this announcement, excluding the Hong Kong Special Administrative Region of the People's Republic of China, the Macau Special Administrative Region of the People's Republic of China and Taiwan
"Property Lease Framework Agreement"	《物業租賃框架協議》 (Property Lease Framework Agreement) entered into between the Company and BEH on 23 May 2011
"Property Lease Framework Agreement (II)"	《物業租賃框架協議(二)》(Property Lease Framework Agreement (II)) entered into between the Company and BEH on 12 November 2025
"RMB"	Renminbi, the lawful currency of the PRC
"Share(s)"	the ordinary share(s) of RMB1.00 each in the share capital of the Company
"Shareholder(s)"	the holder(s) of the ordinary share(s) of the Company

"Shenzhen Jingneng Leasing"	Shenzhen Jingneng Financial Leasing Co., Ltd. (深圳京能融資租賃有限公司), a limited liability company incorporated in the PRC and a subsidiary of the Company, which was directly held as to 84.68% by the Company and as to 15.32% by BEI (HK) as of the date of this announcement
"%"	per cent

The terms "associate", "connected person", "connected transaction", "controlling shareholder", "subsidiary" and "substantial shareholder" shall have the meanings given to such terms in the Listing Rules, unless otherwise defined above or where the context otherwise requires.

By order of the Board
Beijing Jingneng Clean Energy Co., Limited
CHEN Dayu
Chairman

Beijing, the PRC
12 November 2025

As at the date of this announcement, the executive directors of the Company are Mr. Chen Dayu, Mr. Li Minghui and Mr. Zhang Wei; the non-executive directors of the Company are Mr. Zhou Jianyu, Mr. Song Zhiyong and Ms. Zhang Yi; the independent non-executive directors of the Company are Ms. Zhao Jie, Mr. Wang Hongxin, Mr. Qin Haiyan and Ms. Hu Zhiying.