

Hangzhou Turbine Power Group Co., Ltd.
Announcement on Proposed Acquisition of 48% Equity of the Machinery
Company and Related Party Transactions

The members of the Board and the Company acknowledge being responsible for the truthfulness, accuracy, and completeness of the announcement. Not any false record, misleading statement or significant omission carried in this announcement.

Special Tips:

1. This acquisition does not constitute a related party transaction, or constitute a major asset restructuring as stipulated in the *Administrative Measures for Major Asset Restructuring of Listed Companies*.

2. This transaction has been reviewed and approved by the 3rd meeting of the 9th Board of Directors of Hangzhou Turbine Power Group Co., Ltd (hereinafter referred to as "the Company" or "the Listed Company"), This transaction will be submitted to the Company's General Meeting of Shareholders for deliberation.

I. Transaction Overview

1. According to the target requirements of the Company's "14th Five-Year Plan" on building a "Great Service" system, in order to integrate the business resources of the Company's service sector, the Company intends to sign equity transfer agreements with Hangzhou Turbine Holdings Co., Ltd. (hereinafter referred to as "Turbine Holdings"), Hangzhou Guoyu Property Management Co., Ltd. (hereinafter referred to as "Guoyu Property"), Hangzhou Turbine Industry Co., Ltd. (hereinafter referred to as "Turbine Industry"), Hangzhou Turbine Lanjin Enterprise Management Consulting Partnership (Limited Partnership) (Lanjin Partnership) and 5 natural person shareholders, to acquired 48% equity of Hangzhou Turbine Machinery Equipment Co., Ltd. (hereinafter referred to as "Machinery Company"), with a total transaction amount of RMB 194,616,000, of which transactions with Turbine Holdings and Guoyu Property are related party transactions, with a total transaction amount of RMB 121,635,000 and transactions with other parties are with a total transaction amount of RMB 72,981,000.

2. According to the *Listing Rules for Stocks of Shenzhen Stock Exchange* and other relevant

regulations, since Turbine Holdings and Guoyu Property are related parties of the Company, this transaction constitutes a related party transaction.

3. The Proposed Acquisition of 48% Equity of the Machinery Company and Related Party

Transactions was deliberated in the 3rd meeting of the 9th board of directors of the Company, and Pan Xiaohui, a related director, abstained from voting on the proposal. After the non-related directors voted, the proposal was passed with 8 votes in favor, 0 abstentions and 0 votes against. The independent directors approved the transaction in advance and expressed their independent opinion.

The amount of this related party transaction is 121,635,000 yuan, accounting for 1.46% of the Company's audited net assets in 2022 (8,328.4811 million yuan). This transaction still needs to be approved by the General Meeting of Shareholders, and the related parties who have an interest in the related party transaction will abstain from voting.

4. This transaction does not constitute a major asset restructuring as stipulated in the Administrative Measures for the Restructuring of Major Assets of Listed Companies. This transaction still needs to be approved by Hangzhou State-owned Capital Investment and Operation Co., Ltd.

II. Basic Information of Counterparty

(I) Hangzhou Turbine Holdings Co., Ltd.

1. Profiles

- (1) Date incorporation: December 14, 1992
- (2) Registered address: No.357 Shiqiao Road, Gongshu District, Hangzhou
- (3) Nature of enterprise: Limited liability Company (State-controlled)
- (4) Legal representative: Pan Xiaohui
- (5) Registered capital: 800 million yuan
- (6) Main business:

Manufacturing, processing: textile machinery, paper machinery, pumps, castings, power tools, variable speed gear devices, heat exchangers, CNC digital display devices and spare parts for the afore-said equipment (limited to subordinate branches); Contracting overseas machinery industry projects and domestic international bidding projects and exporting equipment and materials required for the above projects, and dispatching labor personnel required for the implementation of the above-mentioned overseas projects; Thermal and electrical engineering contracting and complete sets of equipment; Wholesale and retail: technical development, consultation and services of products, spare parts and accessories produced by members of the group and the above products; Procurement of raw and auxiliary materials, equipment, spare parts and accessories required for production for the members of the Group, and provision of water, electricity and gas

supply and services for the subsidiaries of the Group (except for the installation (repair and testing) of power facilities); Including the business scope of subordinate branches

(7) Equity structure : Hangzhou State-owned Capital Investment and Operation Co., Ltd. holds 90% shares, and Zhejiang Financial Development Co., Ltd. holds 10% shares.

2. Recent financial information (In RMB)

Period	Turnover	Net profit	Gross assets	Net assets
Year 2022 (After audit)	5,632,414,250.49	973,616,460.48	18,144,668,892.06	11,493,432,579.81
January - September 2023 (Un audited)	3,981,711,563.49	186,419,020.22	20,107,395,591.21	11,532,612,091.93

3. Description of association relationship

Turbine Holdings holds 58.68% of the shares of the Company and is the controlling shareholder of the Company, According to Article 6.3.3 of the *Listing Rules for Stocks of Shenzhen Stock Exchange*, it is an associated legal person of the Company.

4. Information of defaulter

As of the disclosure date of the announcement, Hangzhou Turbine Holdings has not been listed as a defaulter.

(II) Hangzhou Guoyu Property Management Co., Ltd.

1. Profiles

(1) Date incorporation: November 8, 2003

(2) Registered address: Room 2101, West Building, No.141 Huancheng North Road, Gongshu District, Hangzhou City, Zhejiang Province

(3) Nature of enterprise: Limited liability company (invested by non-natural person or wholly owned by holding legal person)

(4) Legal representative: Xu Guixiang

(5) Registered capital: 60 million yuan

(6) Main business: General items: Non-residential real estate leasing; Property management; Unit logistics management services; Market management services; Corporate headquarters management; Enterprise management; Park management services; Parking service; Hotel management; Commercial complex management services; Sales of steam turbines and auxiliaries; Technical service, technical development, technical consultation, technical exchange, technology transfer and technology promotion (except for the items subject to approval according to law, for which business

activities shall be carried out independently according to law as per business license). Permitted items: Catering services (items that need to be approved according to law can only be operated after being approved by relevant departments, and specific operating items are subject to the approval documents or permits of relevant departments).

(7) Equity structure : Hangzhou Turbine Holdings Co., Ltd. holds 100% shares.

2. Recent financial information (In RMB)

Period	Turnover	Net profit	Gross assets	Net assets
Year 2022 (After audit)	63,546,024.40	27,936,587.58	683,884,263.89	652,295,873.10
January - September 2023 (Un audited)	59,870,650.92	29,050,001.19	703,261,208.06	681,345,874.29

3. Description of association relationship

The controlling shareholder of the Company, Turbine Holdings, holds 100% shares of Guoyu Property, which complies with the provisions of Article 6.3.3 of the Rules for the Listing of Stocks on the Shenzhen Stock Exchange, Guoyu Products is an associated legal person of the company.

4. Information of defaulter

As of the disclosure date of the announcement, Guoyu Products has not been listed as a defaulter.

(III) Hangzhou Turbine Industry Co., Ltd.

1. Basic information

(1) Date of establishment: February 11, 2004

(2) Registered address: Rooms 601 and 602, Unit 1, Building 2, Yile Ginza, Gongshu District, Hangzhou City, Zhejiang Province

(3) Nature of enterprise: Limited liability company (invested by natural person or wholly owned by holding)

(4) Legal representative: Jiang Li

(5) Registered capital: RMB 2.425 million

(6) Main business: General items: Property management; Manufacture of steam turbines and auxiliaries; Manufacture of pneumatic and electric tools; Manufacture of mechanical and electrical equipment; Wholesale of hardware products; Retail of hardware products; Sales of household appliances; Sales of fasteners; Sales of knitwear and textile; Sales of daily necessities; Sales of

non-ferrous metal alloy; Sales of metal materials; Sales of office supplies; Sales of chemical products (excluding licensed chemical products); Sales of building materials; Mechanical equipment sales; Wholesale of auto parts; Retail of stationery supplies; Wholesale of stationery supplies; Sales of agricultural and sideline products; Business training (excluding educational training, vocational skill training and other training that require permission); Information technology consulting services; Domestic services; Holding company services (except for the items subject to approval according to law, for which business activities shall be carried out independently according to law as per business license).

(7) Equity structure : Qiu Jinyong holds 15.46% shares, Turbine Holdings holds 10.31% shares, Han Yan, Wang Jianguo and Jiang Li hold 8.25% shares respectively, Zhao Chufan, Zhang Huiming, Chen Baoming and Wang Yaping hold 5.15% shares respectively, and 14 other natural persons such as Wang Jian, Jin Xiaoping and He Liming hold 28.84% shares in total.

2. Recent financial information (In RMB; Consolidated range)

Period	Turnover	Net profit	Gross assets	Net assets
Year 2022 (After audit)	1828667.83	296293.53	12322498.16	7431038.98
January - September 2023 (Un audited)	1113573.18	-222422.5	15800077.58	3688862.77

3. Description of association: Turbine Industry is not an associated legal person of the Company.

4. Information of defaulter

As of the disclosure date of the announcement, Turbine Industry not been listed as a defaulter.

(IV) Hangzhou Turbine Lanjin Enterprise Management Consulting Partnership (Limited Partnership)

1. Basic information

(1) Date of establishment: April 16, 2020

(2) Registered address: Room 1415, Zone B, 14/F, Building 1, Dongfangmao Commercial Center, Gongshu District, Hangzhou City, Zhejiang Province

(3) Nature of enterprise: limited partnership

(4) Executive partner: Tong Haiwen

(5) Contribution: RMB 16.906,875 million

(6) Scope of business: General items: Business management; (except for the items subject to approval according to law, for which business activities shall be carried out independently according to law as per business license).

(7) Equity structure : Tong Haiwen holds 13.39%, Wang Yiqiang holds 10.24%, Zhu Changjun holds 5.12%, Yang Shaoding holds 4.72%, Li Xin holds 4.33%, and the other 32 natural persons hold 62.21% in total.

2. Recent main financial data: As the employee stock ownership platform, the Company has no actual business.

3. Description of association: Lanjin Partnership is not an associated legal person of the Company.

4. Information of defaulter

As of the disclosure date of the announcement, Lanjin Partnership not been listed as a defaulter.

(V) Natural person shareholders

1. Basic information

Tong Haiwen, Lin Feng, Wang Fang, Yang Yang and Bu Hanming, all of whom are on-the-job employees of Machinery Company.

2. Description of association: There is no association between the above natural person shareholders and the Company.

4. Information of defaulter

As of the disclosure date of the announcement, The above-mentioned natural person shareholders are not listed as defaulters.

III. Basic Information of the Transaction Object

1. Name: Hangzhou Turbine Machinery Equipment Co., Ltd.

2. Address: Rooms 601-619 and 638-645, No.1188 Dongxin Road, Gongshu District, Hangzhou City, Zhejiang Province

3. Legal representative: Tong Haiwen

4. Registered capital: RMB 30 million

5. Type: Limited liability company (joint venture by foreign-invested enterprises and domestic capital)

6. Unified social credit code: 91330103759545858H

7. Registration authority: Gongshu District Market Supervision Administration of Hangzhou

8. Scope of business: General items: Manufacture of steam turbine and auxiliaries; Sales of steam turbines and auxiliaries; Manufacture of general equipment (excluding manufacture of special equipment); Sales of mechanical equipment; Sales of lubricating oil; Maintenance of electronic and mechanical equipment (excluding special equipment); Electrical equipment repair; Repair of general equipment; Research and development of mechanical equipment; Technical service, technical development, technical consultation, technical exchange, technology transfer and technology promotion; Education consulting services (excluding education and training activities requiring license approval) (except for the items subject to approval according to law, for which business activities shall be carried out independently according to law as per business license). Permitted items: All kinds of engineering construction activities; Technology import and export; Import and export of goods (items that need to be approved according to law can only be operated after being approved by relevant departments, and specific operating items are subject to the approval documents or permits of relevant departments).

(9) Equity structure :

S/N	Shareholder name	Contribution amount (RMB '0,000)	Shareholding ratio
1	Hangzhou Turbine Holdings Co., Ltd.	600	20.00%
2	Hangzhou Turbine Power Group Co., Ltd.	1560	52.00%
3	Hangzhou Guoyu Property Management Co., Ltd.	300	10.00%
4	Hangzhou Turbine Industry Co., Ltd.	90	3.00%
5	Tong Haiwen	39	1.30%
6	Bu Hanming	6	0.20%
7	Wang Fang	6	0.20%
8	Lin Feng	12	0.40%
9	Yang Yang	6	0.20%
10	Hangzhou Turbine Lanjin Enterprise Management Consulting Partnership (LP)	381	12.70%
	Total	3000	100.00%

2. Recent financial information (In RMB; Consolidated range)

Period	Turnover	Net profit	Gross assets	Net assets
Year 2022 (After audit)	306,871,315.89	95,410,281.94	319,456,510.92	141,284,012.49
January - September 2023	291,465,662.13	60,817,531.47	409,683,449.08	233,703,649.90

(Un audited)				
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3. Ownership of shares: The shares of the target company to be sold this time are clear, with no mortgage, pledge or other restrictions on transfer, no litigation, arbitration or judicial measures such as seizure and freezing, and no other circumstances that hinder the transfer of ownership. The target company is not a defaulter.

IV. Pricing Policy and Basis of this Transaction

Based on June 30, 2023, the Special Audit Report on Assets and Capital Verification (TJS [2023] No.9555) issued by Pan-China Certified Public Accountants (special general partnership) shows that the total book assets of the Machinery Company are RMB 348,934,334.17, the total book liabilities are RMB 120,112,880.21 and the net book assets are RMB 228,821,453.96.

According to the Assets Appraisal Report (ZMPB Zi [2023] No. 3329) issued by Zhongming International Assets Appraisal (Beijing) Co., Ltd., the assets-based method and the income method were adopted respectively. After comprehensive analysis, the calculated result by the income method was finally adopted as the appraisal value of all the shareholders' rights and interests of the Machinery Company, and the appraisal value of all the shareholders' rights and interests of the Machinery Company on the appraisal base date (June 30, 2023) was RMB 405,450,000. The transaction price of the 20% equity of the Machinery Company determined by the Company and Turbine Holdings is RMB 81,090,000 based on the above asset appraisal results; The Company and Guoyu Property confirmed that the transaction price of 10% equity of Machinery Company was RMB 40,545,000; The Company and Turbine Industry determined that the transaction price of 3% equity of Machinery Company was RMB 12,163,500; Based on the above assets appraisal results, the Company and Lanjin Partnership determined that the transaction price of 12.7% equity of Machinery Company was RMB 51,492,150; The Company and all natural person shareholders determined that the transaction price of 2.3% equity of Machinery Company was RMB 9,325,350.

V. Main Contents of Related Party Transaction Agreement

1. Transferor, Transferee, share and price of equity transfer agreement

In this transaction, the Company has signed equity transfer agreements with Turbine Holdings, Guoyu Property, Turbine Industry, Lanjin Partnership and natural person shareholders respectively. See the following summary table for the target company name, Transferor, Transferee, equity transfer share and price information of each agreement:

S/N	Transferor	Transferee	Equity ratio of target company	Equity transfer price (RMB)
1	Hangzhou Turbine Holdings Co., Ltd.	Hangzhou Turbine Power Group Co., Ltd.	20%	81,090,000
2	Hangzhou Guoyu Property Management Co., Ltd.		10%	40,545,000
3	Hangzhou Turbine Industry Co., Ltd.		3%	12,163,500
4	Hangzhou Turbine Lanjin Enterprise Management Consulting Partnership (Limited Partnership)		12.7%	51,492,150
5	Natural person shareholder		2.3%	9,325,350

2. Payment of equity transfer amount

Payment method for the transfer of shares of Turbine Holdings, Guoyu Property, Turbine Industry, Lanjin Partnership and natural person shareholders to the Company: The Transferee shall pay off the transaction price of equity transfer in one lump sum within 5 working days from the effective date of the *Equity Transfer Agreement*.

3. Principle of liquidation of profit and loss during the period: During the period from the base date of appraisal (June 30, 2023) to the delivery date of equity transfer, the changes in the net assets of the target enterprise will not be audited and liquidated, and will be borne by the Transferee according to its shareholding ratio.

4. The registration procedures for industrial and commercial change of this equity transfer shall be handled by the target enterprise. The Transferor and the Transferee shall actively assist the target enterprise to complete the necessary documents and materials for the legal procedures of equity industrial and commercial change registration and the application for relevant change registration procedures within 20 working days.

VI. Other Arrangements related to this Transaction

After the equity transfer, the target enterprise normally conducts production and business activities. The enterprise after the transfer continues to perform the labor contract signed between the target enterprise and the employees to safeguard and protect the legitimate rights and interests of all employees. This equity transfer does not involve the placement of employees.

VII. Purpose of the Transaction and Impact on Listed Company

This transaction is conducive to the Company's integration of business resources in the service

sector and accelerating the work of the Company's "14th Five-Year Plan" on building a "Great Service" system. This transaction does not harm the interests of the Company or its non-associated shareholders, and the decision of the transaction is made in strict accordance with the Company's relevant systems. The implementation of this related party transaction will not adversely affect the Company's production, operation and financial status, nor will it adversely affect the Company's independence, and the Company will not be dependent on or controlled by such related party.

VIII. Each Related Party Transaction with the Related Party Accumulated

The total amount of related party transactions with Turbine Holdings and its subsidiaries from the beginning of the year to the disclosure date was RMB 151,7005 million, accounting for 1.82% of the Company's latest audited net assets (RMB 8,328.4811 million).

IX. Prior Approval and Independent Opinions of Independent Directors

(I) Prior approval opinions

Before deliberating the proposal of the Company to acquire 48% equity of Machinery Company and related party transactions, the Board of Directors of the Company has fulfilled the procedure of submitting this related party transaction proposal to independent directors for prior review in accordance with relevant regulations. The acquisition of assets and related party transactions of the Company is in the interests of the Company and its shareholders, which is with no harm to the interests of minority shareholders, and is in compliance with relevant laws, regulations, normative documents and the Articles of Association of the Company. We unanimously agreed to submit the above proposal to the Third Session of the Ninth Board of Directors of the Company for deliberation, and the related directors shall abstain from voting when deliberating the related party transaction proposal.

(II) Independent opinions

The Company intends to acquire 48% equity of Machinery Company this time, which is conducive to the Company's integration of service sector business resources and conforms to the Company's development strategic plan. This related party transaction is priced fairly, and the deliberation procedures of the Board of Directors are legal and compliant, and there is no harm to the interests of the Company and all shareholders, especially its minority shareholders. Therefore, we unanimously agree on this asset acquisition and related party transaction of the Company.

X. Documents available for inspection

1. Resolutions of the 3rd Meeting of the 9th Board of Directors;

2. Prior approval opinion and independent opinion by the Company's independent directors;
3. Equity transfer agreement;
4. Evaluation report of the transaction target;
5. Summary of related party transactions of the listed company.

This announcement is hereby made.

The Board of Directors of Hangzhou Turbine Power Group Co., Ltd.

October 31, 2023