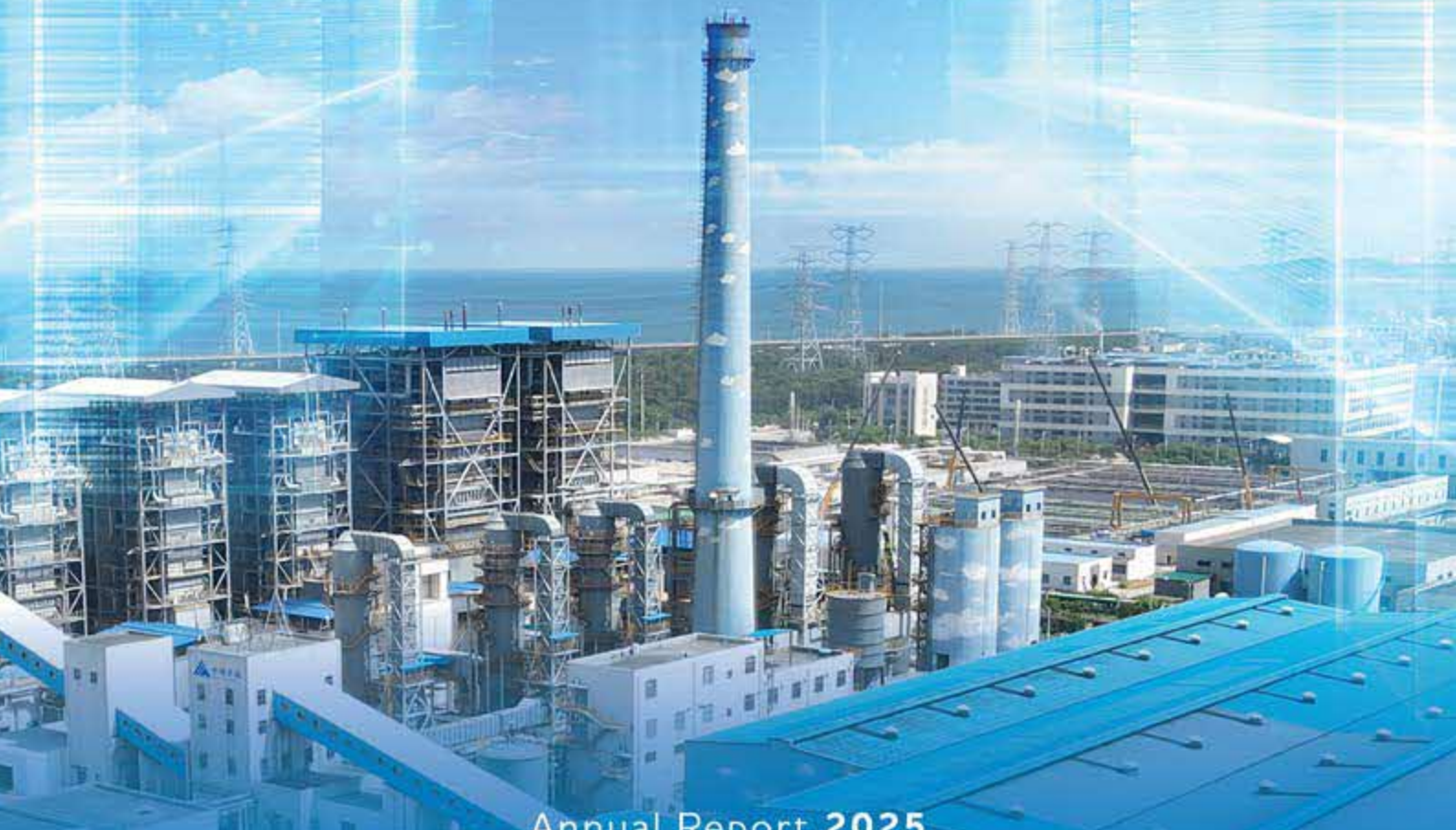
中聖集團
SUNPOWER GROUP LTD.

ADVANCING WITH INNOVATION

NEW QUALITY ENERGY PROVIDER EMPOWERED BY AI



Annual Report **2025**

Corporate Profile



Sunpower Group Ltd. (SGX stock code: 5GD.SI) (hereinafter referred to as "Sunpower" or "Company", and together with its subsidiaries, the "Group") was established in 1997 and publicly listed on the SGX-ST (Singapore Exchange Securities Trading) in 2005.

Sunpower's principal business is the Green Investments (GI) business, which focuses on investing in and operating centralised cogeneration projects located in economically-developed regions or industry clusters of excellence in China. Sunpower currently has 11 GI projects in operation which supply clean steam to industrial parks, provide civil heating to households and sell electricity to the State Grid, as well as other complementary products and services such as compressed air to certain industrial parks, based on typically 30-year concessions.

In line with China's national strategy to develop New Quality Productivity (新质生产力), Sunpower is well-positioned to steadily advance its transformation from a traditional steam supplier into a technology-driven, artificial intelligence (AI)-powered clean energy services provider. Sunpower has progressively integrated AI systems into its GI projects to improve operational efficiency, reduce carbon emissions, and lower operating costs. Sunpower is a first mover in applying AI to operations in the cogeneration sector and is a pioneer in adopting the circular economy model that aligns with China's Carbon Peak and Carbon Neutrality goals.

Building on this momentum, the Group will continue to execute its growth strategy which is anchored on a dual-engine approach. First, it will continue to unlock value from its existing GI portfolio by enhancing efficiency, reliability and investment returns. Second, the Group is pursuing incremental growth opportunities aligned with China's national policies. This includes the continued evaluation of the GI project pipeline for further investment, and participation in zero- and low-carbon industrial park developments, and the integration of AI and energy technologies to broaden its clean energy solutions beyond steam and power supply.

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Key Awards and Accreditations

Sunpower has received numerous awards for its outstanding performance and achievements. As a member of several environmental and energy-related associations, it is widely recognised for its focus on sustainable development and its commitment to environmental protection.



China's Top 500 Energy Enterprises



Deloitte Best Managed Company Award in China



The First Batch of Pilot Units for High-quality Workplace Health Management



Top 100 Green ESG List



Advanced Unit for Green and Low-Carbon Development Under 14th Five-Year Plan



Model Enterprise For Promotion of Low-Carbon Environmental Protection



Member of China Association of Environmental Protection Industry



China Well-Known Trademark



National Key Protected Brand



Member unit of Thermal Power Industry Committee of China Energy Conservation Association



Potential Unicorn Enterprises in Jiangsu Province



Member of Jiangsu Association of Environmental Protection Industry

Selected Awards and Accreditations (among others)

No.	Name of Award/Accreditation
1.	Guangdong Thermal Power (Sunpower Keying) Engineering Technology Research Center
2.	Member of Hebei Association of Environmental Protection Industry
3.	Outstanding Member Unit of Hebei Environmental Protection Industry Association in 2024
4.	Demonstration Project of Environmental Protection Industry in Hebei Province
5.	Jiangsu Provincial Water-Conserving Enterprise
6.	Member of Jiangsu Energy Industry Association
7.	Famous High-tech Products of Guangdong Province in 2024
8.	Third Batch of Technology-based Small and Medium-sized Enterprises of Anhui Province in 2025
9.	Innovative Small and Medium-sized Enterprise
10.	Specialised and Sophisticated Small and Medium-Sized Enterprises that Produce New and Unique Products

Green Investments Business

Advancing with Innovation: New Quality Energy Provider Empowered by AI

Overview of GI Business

Sunpower is a leading provider of clean steam and industrial services. It operates 11 high-efficiency, centralised facilities that are strategically located across key industrial parks and economic clusters in the economically-developed regions of China such as Jiangsu, Guangdong, Shandong, and Anhui provinces, etc.

Sunpower's GI projects supply clean industrial steam to over 500 customers across more than 20 industries that typically cater to the vast domestic market of China. In addition, certain projects such as Xinyuan Project, Xintai Project and Tongshan Project also provide pollution-free civil heating to a large base of households, covering over 6 million square meters. In addition, Sunpower sells electricity to the State Grid, and in certain cases, provides complementary products such as compressed air to enterprises within the industrial parks.

The GI business has expanded rapidly over the past years. From 4 projects in operation in FY2017, Sunpower now has 11 projects in operation and 1 project under construction which it holds 15% equity interest at the end of FY2025. GI steam sales volume has increased by over 3.4 times to approximately 12.13 million tons in FY2025 from 3.53 million tons in FY2018.

Moreover, GI recurring revenue has continued to grow to RMB3.24 billion in FY2024, 21.5 times more than the initial revenue of RMB0.15 billion in FY2017. GI recurring PATMI rose by 113.6% to RMB 424.7 million in FY2025, compared with RMB 198.8 million in FY2020.

The GI projects are backed by a superior business model that enables the Group to generate long-term, high-quality, recurring income. At its core are the typically exclusive concession rights and extensive networks of pipelines that typically strengthen the de facto exclusivity. The large and diversified base of customers provides resilient demand as industrial steam is a non-discretionary input product for their production processes. Further, GI projects typically operate on a B2B model with its industrial users while a contractual price adjustment mechanism supports its long-term profitability. Sunpower also continues to diversify its feedstock sources.

With digitalisation and AI emerging as key productivity drivers, the Group began integrating AI systems into its GI projects in 2025 to enhance operational efficiency, reduce feedstock consumption and reduce energy losses. In 2026, Sunpower will further accelerate AI integration and model training, so as to strengthen data-driven decision-making and intelligent operations management.

11 Projects in Operation


SHANTOU PROJECT


CHANGRUN PROJECT


YONGXING PLANT


XINTAI ZHENGDA PROJECT


SUYUAN PLANT


XINYUAN PLANT

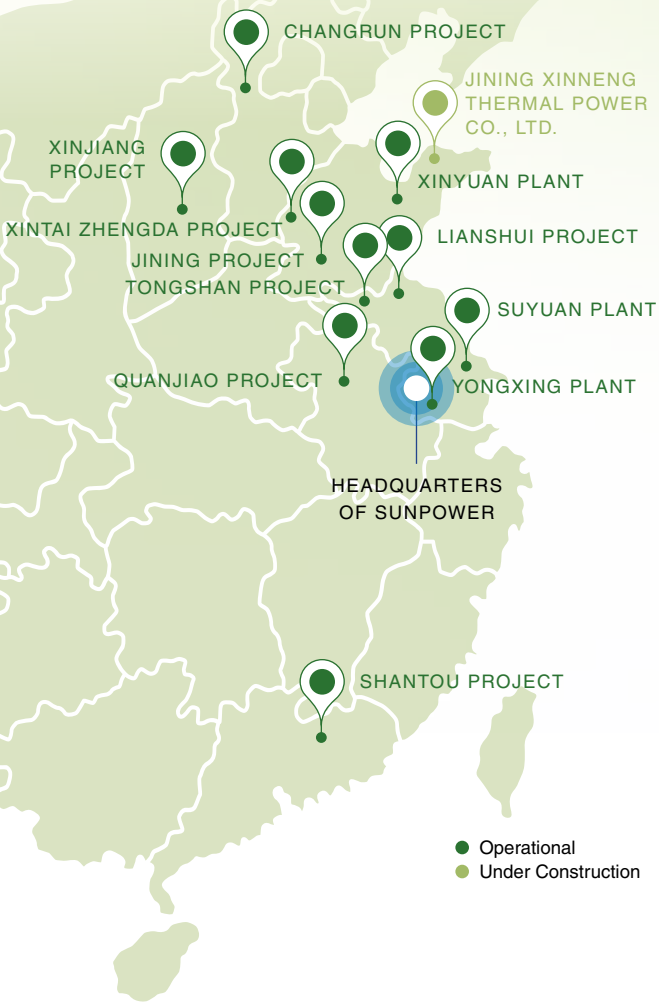

TONGSHAN PROJECT


SHANXI XINJIANG PROJECT


LIANSHUI PROJECT


QUANJIAO PROJECT


JINING PROJECT



Green Investments Business

Advancing with Innovation: New Quality Energy Provider Empowered by AI

Pioneer Adopter of AI	Superior Business Model	Application of Innovative Technologies	Long-Term Growth Potential

Pioneer adopter of AI

China has placed strong emphasis on the cultivation of "New Quality Productivity" (新质生产力) to pursue high-quality development. This national strategy prioritises technological innovation, digitalisation, AI and green transformation as key drivers of sustainable economic growth.

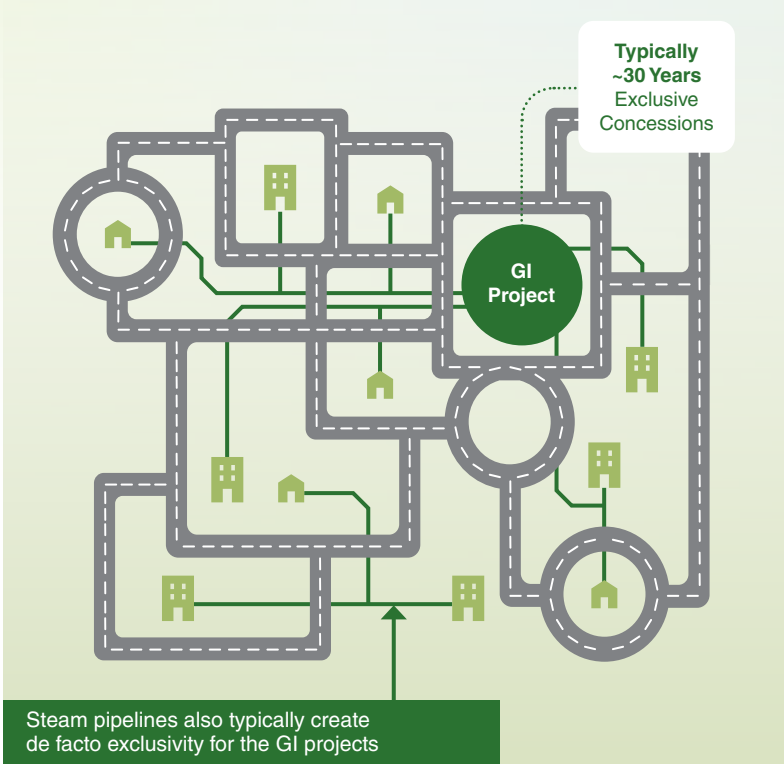
The Group's long-term strategy is closely aligned with these policy directions. As a leading player in the cogeneration industry, Sunpower is a pioneer in adopting AI-enabled production systems within the sector.

The integration of "AI+Energy" initiatives is fostering wider adoption of intelligent control systems to enhance operational safety, efficiency and emissions performance. Sunpower aspires to be a leader in AI adoption in the cogeneration sector, while also providing advanced AI-driven solutions to industry partners and the broader clean energy ecosystem.



Superior Business Model that Builds a Valuable Assets Portfolio

1. High entry barriers and extensive networks of pipelines that typically enhance de facto exclusivity



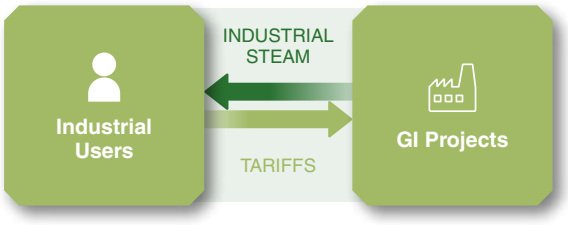
- Sunpower's GI projects are typically the exclusive steam supplier based on 30-year concessions with first right of renewal and/or
- Extensive network of pipelines that typically enhances de facto exclusivity for industrial steam supply

2. Price adjustment mechanism that enables long-term profitability by linking feedstock costs to industrial steam prices

- Usually two ways to adjust: 1) primarily to adjust based on certain change of the fuel price with customers; 2) to adjust based on the government price guidance
- Support long-term profitability when viewed across cycles
- Maintain operational flexibility to achieve long-term growth

3. Robust tariff collection for industrial steam

- Typically B2B business model with contractual relationships directly with industrial steam users
- Contracts to supply industrial steam are signed with customers instead of the government
- Steam is a non-discretionary production input and the GI plant is typically the exclusive centralised supplier within its coverage area



Green Investments Business

Advancing with Innovation: New Quality Energy Provider Empowered by AI

4. Large and diverse customer base from ~20 industries, with strong economic viability located in economically developed areas or industry clusters of excellence



5. Industrial steam is a non-discretionary key input product for industrial customers that are an integral part of the development of the local infrastructure and economy

Printing and Dyeing Industry	Steam is used to provide high temperature and high pressure to ensure that the dyestuffs are adequately dissolved and passed on, thus improving the printing and dyeing efficiency.
Paper Industry	Steam is used to heat water, making fibers easier to process, and is also used in processes such as pressing, drying, and baking. By using steam, energy consumption and production costs can be greatly reduced, and the efficiency of paper production can be improved.
Food and Beverage Industry	Steam is used for heating and evaporating beverages, as well as sterilising and drying various foods. By using steam, the quality and safety of food can be ensured, and microbial contamination can be effectively prevented.
Chemical	Steam is used in almost all production stages in the chemical industry. It is mainly used for a. heating and insulation, process fluid heating, tank insulation, providing reaction heat, steam cracking, etc.; b. functioning as a power source; c. acting as a medium and reactant of the manufacturing process medium; d. cleaning and sterilisation in the manufacturing process.
New Material	Steam primarily serves as a “reaction medium” or “processing tool” for material synthesis and modification, and participates in the curing and setting processes of new materials.
Pharmaceutical Industry	Steam is used in various processes such as high-pressure sterilisation, drying, fermentation, distillation, and cleaning. By using steam, the quality and safety of drugs can be ensured, and contamination caused by bacteria and other microorganisms can be avoided.

Note: As disclosed above, Sunpower has diverse customer base. These are a few examples of typical industry applications for reference.

6. Flexible feedstock diversification strategy, currently including feedstocks such as clean utilisation of coal, sludge, solid waste, renewable biomass, etc



Green Investments Business

Advancing with Innovation: New Quality Energy Provider Empowered by AI

7. Pioneer and early mover in integrating circular economy model in its GI projects

China's 14th Five-Year Plan (2021–2025) promotes development of circular economy industrial parks and centralised steam facilities.

Benefits for Society

- Achieves the comprehensive utilization of resources.
- Helps solve people's livelihood problems and improves their wellbeing.
- Facilitates the development of the circular economy of the country.

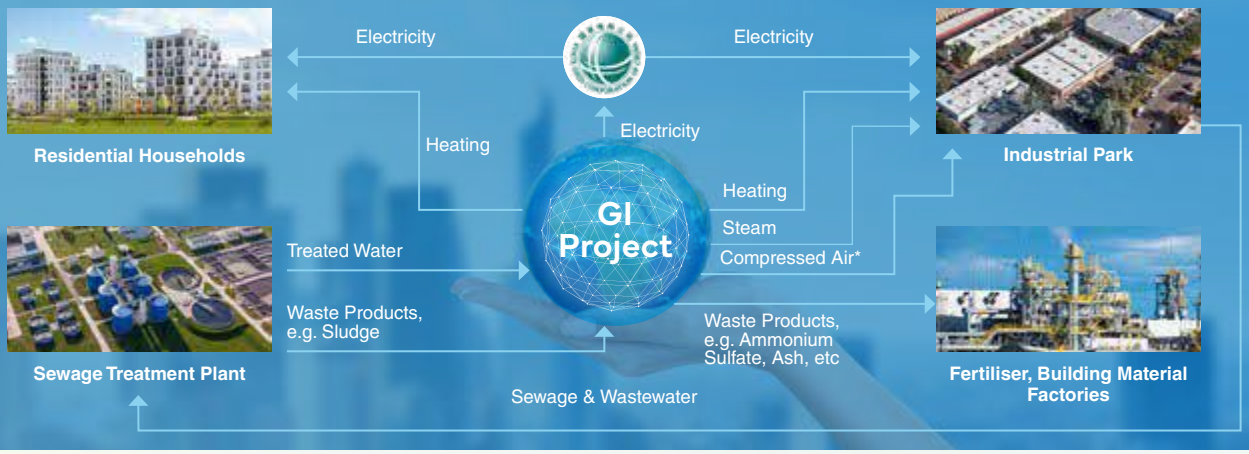
Benefits for Industrial Parks

- Helps parks eliminate multiple sources of pollution risks, and ensures safe and controlled emissions.
- Helps enterprises to achieve quality and sustainable development.
- Helps to attract new investments and expand further, thus achieving win-win development.

Benefits for the Shareholders

- Realises additional revenue from sludge treatment and sale of waste products.
- Realises greater economies-of-scale from an integrated operational model
- Reduces costs from measures such as blending sludge as a coal substitute and use of treated recycled water.
- Reduces carbon emissions and achieve other income from trading carbon credit

Innovative Circular Economy Model



Application of Innovative Technology Packages

GI projects apply innovative technology packages that enhance their already strong entry barriers against competition, lower harmful emission levels, reduce consumption of feedstock, and improve operational efficiency. Based on the innovative technologies and its unique know-how, Sunpower continuously implements technological transformation and upgrades to improve GI projects' profitability and efficiency.



Long Distance Steam Distribution Pipelines Technology

- Increase geographical reach to captive customers; achieve economies of scale
- Reduce feedstock by minimising temperature and pressure loss during transmission



Energy-Saving Technologies

- High efficiency heat exchange technology
- Gas-gas heater technology
- Low-low temperature economiser technology
- Flue gas sludge drying & comprehensive utilisation technology

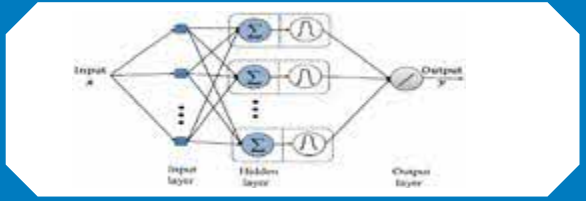


Environmental Protection Technologies

- Low nitrogen combustion technology
- Desulphurisation and denitrification technology
- Technology to eliminate haze and ammonia escape
- Bag filter + wet electrostatic precipitator

AI-Powered Boiler Control Technologies

- Applies advanced algorithms to optimise air-to-coal ratios and load allocation, improving overall boiler performance and operational efficiency.
- This enables enhanced energy efficiency, greater operational reliability, and lower feedstock consumption.



Green Investments Business

Advancing with Innovation: New Quality Energy Provider Empowered by AI

Ability to meet or be even lower than emission standard of natural gas

Emission Limit (mg/m^3)	Newly-built Coal-fired Boilers(1)	Newly-built Coal-fired Power Generation Boilers(2) 新建燃煤发电锅炉	Coal-fired Power Generation Boilers in Key Areas* (2) 重点地区燃煤发电锅炉	Natural Gas Boilers & Gas Turbines(2)	Sunpower's Capabilities
Dust	50	30	20	5	< 5
SO_2	300	100	50	35	< 35
NO_X	300	100	100	50	< 50

Notes:

(1) 'Boiler Air Pollutant Emission Standard' by the Ministry of Ecology and Environment of the PRC (GB13271-2014) http://www.mee.gov.cn/ywgz/fgbz/bz/bzwb/dqhjbh/dqgdwrywrwpfbz/201405/t20140530_276318.shtml

(2) 'Emission Standard of Air Pollutants for Thermal Power Plants' by the Ministry of Ecology and Environment of the PRC (GB 13223-2011) http://www.mee.gov.cn/ywgz/fgbz/bz/bzwb/dqhjbh/dqgdwrywrwpfbz/201109/t20110921_217534.shtml

* Key regions mainly refer to the Beijing-Tianjin-Hebei region, the Yangtze River Delta and the Pearl River Delta region

Long-Term Growth Potential

Capitalizing on its excellent track record and technologies, the Group will continue to execute its growth strategy which is anchored on a dual-engine approach.

First, it will continue to unlock value from its existing GI portfolio by enhancing efficiency, reliability and investment returns.

Key initiatives include AI-powered boiler optimisation across its portfolio, capacity expansion, refined steam network management, integrated energy and carbon management systems, strategic feedstock procurement and inventory controls, and enhanced maintenance and lifecycle management. These initiatives are designed to improve margins, strengthen cost discipline and enhance the Group's position as a technology-driven clean energy service provider.

Second, the Group is pursuing incremental growth opportunities aligned with China's national policies.

This includes the continued evaluation of the quality GI project pipeline for further investment, and participation in zero- and low-carbon industrial park developments, expansion into biomass and photovoltaic applications, and the integration of advanced AI and energy technologies to broaden its clean energy solutions beyond steam and power supply.



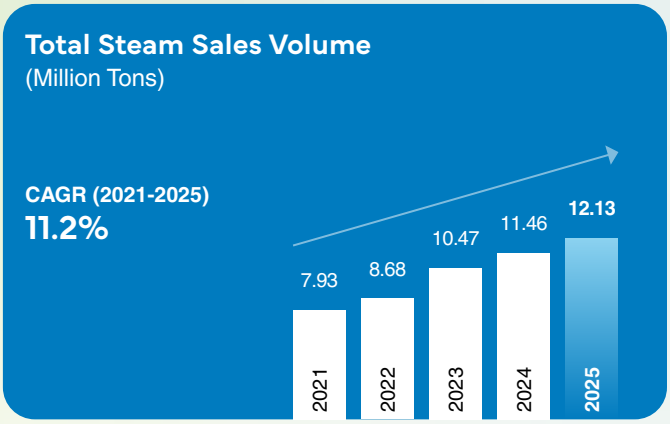
Green Investments Business

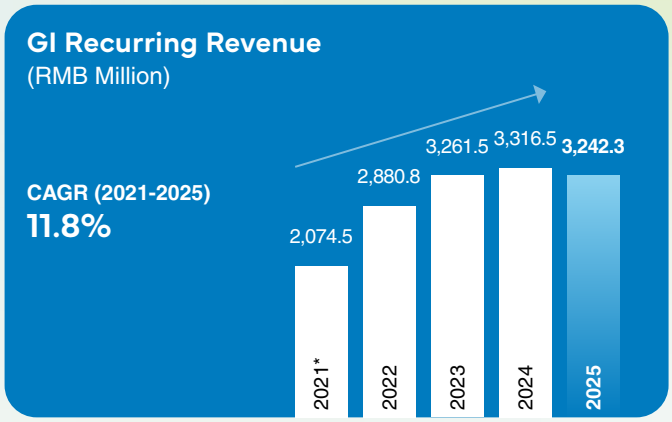
Advancing with Innovation: New Quality Energy Provider Empowered by AI

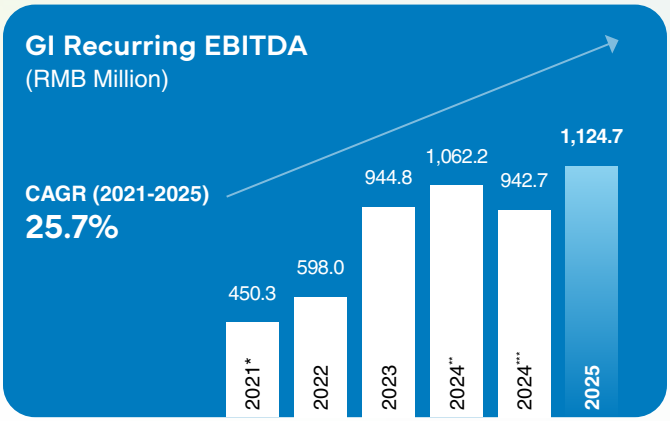
GI Financial Highlights

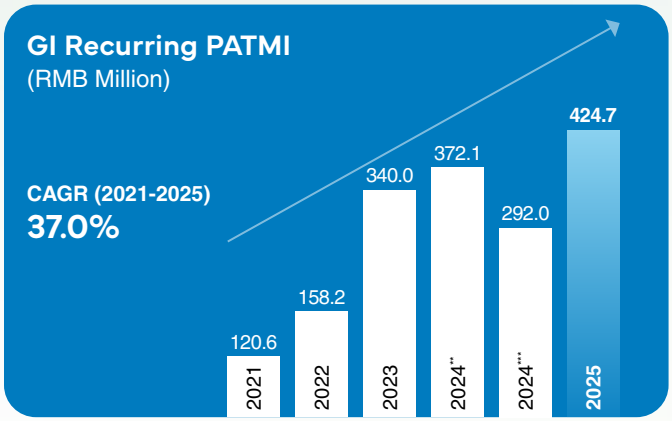
Proven Track Record in Delivering Strong Financial Performance

- Total steam sales volume rose 5.8% YoY to 12.13 million tons in FY2025, reflecting the strong performance of the Group's GI projects.
- GI recurring revenue[1] declined 2.2% YoY to RMB3,242.3 million in FY2025. The decline was due mainly to lower feedstock prices, which reduced industrial steam prices under the Group's cost-linked pricing mechanism.
- GI Recurring EBITDA[2] was RMB1,124.7 million in FY2025, increasing by 19.3% YoY (including provision for bad debt in 3Q2024) and 5.9% YoY (excluding provision for bad debt in 3Q2024) respectively from FY2024.
- GI recurring PATMI[3] was RMB424.7 million in FY2025, growing 45.4% YoY (including provision for bad debt in 3Q2024) and 14.1% (excluding provision for bad debt in 3Q2024) respectively. The growth was driven mainly by the improved profitability of the GI business, and the reduced finance costs resulting from optimizing debt structure and lowering interest rates.









* After adoption of Amendments to SFRS(I) 1-16: Property, Plant and Equipment: Proceeds Before Intended Use that came into effect on 1 January 2022 and is retrospective for FY2021 financial results.
** Refers to the GI recurring EBITDA and PATMI excluding provision for bad debt.
*** Refers to the GI recurring EBITDA and PATMI including provision for bad debt.

Note:
The Company uses the terms "GI recurring revenue", "GI recurring EBITDA" and "GI recurring PATMI" to reflect the operating results of the GI business. This page should be read in conjunction with the Financial Statements section in this Annual Report.

1 GI recurring revenue refers to recurring revenue generated by the GI business, including commission fees recognised in accordance with SFRS(I) INT15. It excludes one-time contributions from services for BOT projects, including EPC services that are performed by the Group's internal departments, recognised under IFRIC 12 Service Concession Arrangements (if any).

2 GI recurring EBITDA refers to the recurring Earnings before Interest, Tax, Depreciation and Amortisation of the GI Business. It excludes one-time contributions from services for BOT projects, including EPC services, that are provided by the Group's internal departments, recognised under IFRIC 12 Service Concession Arrangements, as well as expenses incurred by the Group that are not related to the running of the GI Business, such as listing-related expenses and remuneration of the employees at the group level, etc., which reflects the operating results of the GI business within the current period.

3 GI recurring PATMI refers to the recurring Profit after Tax and Minority Interests of the GI Business which reflects the profit of the GI business attributable to the Group within the current period. It excludes one-time revenue contributions from services for BOT projects, including EPC services, that are provided by the Group's internal departments, recognised under IFRIC 12 Service Concession Arrangements; and expenses incurred by the Company that are not related to the running of the GI Business, such as listing-related expenses and remuneration of employees at the group level, etc.

Corporate Information

Board of Directors

Guo Hong Xin
Non-Executive Chairman

Lin Jiankai
Executive Director

Yang Zheng
Lead Independent Director

Wang Dao Fu
Independent Director

Mak Yen-Chen Andrew
Independent Director

Yee Chia Hsing
Independent Director

Pan Shuhong
Non-Executive and
Non-Independent Director

Ngoo Lin Fong
Non-Executive and
Non-Independent Director

Audit Committee

Yee Chia Hsing
Chairman

Yang Zheng
Mak Yen-Chen Andrew

Nominating Committee

Wang Dao Fu
Chairman

Guo Hong Xin
Yang Zheng
Mak Yen-Chen Andrew
Pan Shuhong
Ngoo Lin Fong
Yee Chia Hsing

Remuneration Committee

Mak Yen-Chen Andrew
Chairman

Wang Dao Fu
Pan Shuhong
Ngoo Lin Fong
Yee Chia Hsing

Independent Committee

Yang Zheng
Wang Dao Fu
Mak Yen-Chen Andrew
Yee Chia Hsing

Company Secretary

Ho Wui Mee Marian

Deputy Secretary

Chew Bee Leng

Bermuda Resident Representative and Assistant Secretary

Ocorian Services (Bermuda) Limited
Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM 10 Bermuda

Principal Place of Headquarters

No. 2111 Chengxin Avenue
High-tech Industrial Park,
Jiangning District,
Nanjing, Jiangsu, 211112,
People's Republic of China

Registered Office

Victoria Place, 5th Floor 31 Victoria Street Hamilton HM 10 Bermuda

Singapore Share Transfer Agent

In.Corp Corporate Services Pte. Ltd.
36 Robinson Road #20-01 City House Singapore 068877

Bermuda Share Registrar and Transfer Agent

Ocorian Management (Bermuda) Limited
Victoria Place, 5th Floor 31 Victoria Street Hamilton HM 10 Bermuda

Auditor

Deloitte & Touche LLP
Public Accountants and Chartered Accountants
6 Shenton Way #33-00
OUE Downtown 2
Singapore 068809
Audit Partner: Toh Yew Kuan since financial year ended 31 December 2022

Principal Bankers

Bank of China
Bank of Communications Co., Ltd.
China Construction Bank Corporation
China Minsheng Banking Corp., Ltd.
Guangdong Huaxing Bank Co., Ltd

Chairman's Statement



Mr. Guo Hong Xin
Founder, Chairman

Dear Fellow Shareholders,

On behalf of the Board of Directors ("**Board**"), I am pleased to present the Annual Report of Sunpower Group Ltd. for the financial year ended 31 December 2025 ("**FY2025**").

Macro Environment and Strategic Context

In 2025, a challenging global economic environment marked by slower growth, trade frictions and policy uncertainty continued to shape China's industrial landscape. While industries faced pressure from weak consumption, cautious investment and the ongoing adjustment in the property sector, structural factors such as rising cost discipline, supply-chain realignment and demographic shifts accelerated industry consolidation and differentiation, favouring companies with strong technology, scale and operational efficiency.

Against this backdrop, demand for essential utilities within industrial parks remained comparatively resilient, supported by the steady growth of the demand from the basic consumer goods in China[1] which GI projects mainly cater to and the critical nature of energy, steam, and environmental services to manufacturing operations. Sunpower is well positioned to benefit from consolidation trends and the shift towards more efficient and sustainable park-level infrastructure.

Business Overview and Operational Progress

Despite the challenging macroeconomic environment, the Group remained focused on strengthening and optimising its GI business. As at the end of FY2025, the Group operated a portfolio of 11 GI projects, which continued to form a solid foundation of long-term, recurring income and cash flow generation.

During FY2025, the Group advanced its growth strategy by deepening collaboration with leading state-owned partners, most notably through a strategic collaboration agreement with Jining Energy Development Group and the acquisition of a 15% stake in Jining Xinneng Thermal Power, the exclusive steam supplier to a national key chemical industrial park in Shandong. These initiatives strengthened the Group's GI portfolio, enhanced long-term earnings visibility, and created a platform for future cooperation in clean, integrated and AI-empowered energy solutions in support of China's "Dual Carbon" objectives.

In parallel, the Group increased its ownership in Suyuan Project to 100%, improving investment returns and operational flexibility and increased its equity interest in Xintai Project to 96.1561% through acquisition in FY2025. As for Lianshui Project, it entered agreements with the local government and China Energy that preserve its exclusive concession rights, provide for asset compensation, and ensure a stable steam supply arrangement.

The Group also continued to enhance operational efficiency through capacity optimisation, technological upgrades and refined management practices across its project portfolio.

Capital Structure Enhancement

During FY2025, the Group successfully completed the redemption of the convertible bonds in aggregate principal amount of US$130 million using internal resources and a rights issue of S$99.46 million 7.00% convertible bonds maturing in April 2030 ("**CBs**"). This refinancing exercise materially strengthened the Group's capital structure by extending its debt maturity profile, reducing near-term refinancing risk and enhancing funding visibility.

With a more stable and longer-dated capital base in place, the Group is better positioned to focus on operational execution, accelerate the adoption of AI to enhance efficiency, and pursue sustainable long-term growth while maintaining disciplined capital management.

1 https://baijiahao.baidu.com/s?id=1854909425207401229&wfr=spider&for=pc

Chairman's Statement

"Looking ahead, the Group will remain focused on executing its growth strategy, strengthening the fundamentals and scale-up of its GI business, enhancing resilience, and unlocking long-term value through technology adoption, AI-driven efficiency improvements and disciplined capital management."

FY2025 Financial Highlights

FY2025 was a year of operational resilience and strengthened profitability for the Group's core GI business. Total steam sales volume increased 5.8% year-on-year (YoY) to 12.13 million tons, reflecting steady demand from customers across key industrial parks.

GI recurring revenue was RMB3,242.3 million in FY2025. GI recurring EBITDA increased 19.3% YoY (including the one-off bad debt provision recorded in 3Q2024), or 5.9% excluding the provision, to RMB1,124.7 million. In addition, GI recurring PATMI rose 45.4% YoY to RMB424.7 million (including the prior-year provision), or 14.1% YoY excluding the provision, supported by improved project-level profitability and lower finance costs arising from debt optimisation and reduced interest rates.

GI recurring operating cash flow strengthened by 26.3% YoY to RMB856.8 million, reflecting strong underlying cash generation, improved inventory management and enhanced receivables collection.

At the Group level, net profit attributable to equity holders rose 162.0% YoY to RMB312.9 million. Excluding the financial effects of the CBs, net profit attributable to equity holders increased 45.0% YoY to RMB360.9 million.

Overall, the Group delivered robust results in FY2025 despite the challenging environment, underscoring the resilience of our business model and the quality of its asset base.

AI Adoption and New Quality Productivity

China continues to pursue high-quality development, placing strong emphasis on the cultivation of "New Quality Productivity" (新质生产力). This national strategy prioritises technological innovation, digitalisation, artificial intelligence ("AI") and green transformation as key drivers of sustainable economic growth. These policy directions are closely aligned with the Group's long-term strategy.

In line with this policy direction, the Group accelerated the adoption of AI technologies across its GI projects during FY2025. These initiatives are designed to:

- improve operational and energy efficiency;
- reduce energy losses and emissions;
- enhance asset reliability and safety; and
- strengthen data-driven decision-making and management.

The Board believes that AI adoption is a key enabler not only for cost optimisation, but also for improving operational excellence, capital efficiency and the Group's long-term competitiveness.

Outlook and Closing

Looking ahead, while the global situation is expected to remain mixed, the Group will remain focused on executing its growth strategy, strengthening the fundamentals and scale-up of its GI business, enhancing resilience, and unlocking long-term value through technology adoption, AI-driven efficiency improvements and disciplined capital management.

On behalf of the Board, I would like to thank our shareholders, customers, employees and business partners for their continued trust and support.

Guo Hong Xin
Founder, Chairman

Board of Directors



Mr. Guo Hong Xin
Founder, Chairman

Mr. Guo founded Sunpower and currently serves as the Non-Executive Chairman of the Board. Prior to establishing Sunpower, he served as the director of the Heat Pipe Technology Research Center of the Nanjing Chemical Institute. From 1993 to 1997, Mr. Guo was a director and deputy general manager of Shengnuo Group. Between 1995 and 1997, he served as the Vice Dean of the Heat Pipe Technology Development Institute at Nanjing Tech University and concurrently as the Deputy Director of the Heat Pipe Technology Promotion Centre under the National Ministry of Science and Technology. Since 2010, Mr. Guo has served as the Director of Jiangsu Province (Sunpower) Industrial Energy-saving Technology Research Institute. In 2015, he was appointed as an Independent Non-Executive Director of Genscript Biotech Corporation, a Hong Kong-listed company. Additionally, Mr. Guo serves as a Part-time Instructor at the MBA Education Center of Nanjing University, as well as an Industry Professor and Distinguished Professor at Nanjing University of Technology. In 2017, he was appointed as an Entrepreneur Mentor for EMBA Alumni at Tsinghua University. In 2025, Mr. Guo was appointed as an external director of China National Petroleum Group Kunlun Manufacturing Company Limited.

Mr. Guo has received numerous awards and honours. He received the Science and Technology Progress Award from the Ministry of Education of the People's Republic of China ("PRC"), the National Federation of Industry and Commerce, Jiangsu Province and the China Petroleum and Chemical Industry Federation in 1994, 2009, and 2010, respectively. Mr. Guo was recognized as a "Great Contributor to Nanjing Science and Technology" in 2006 and was awarded a special government allowance by the State Council of the PRC in 2012 for his distinguished contributions. He was appointed as the leader of the National Standardization Technical Committee for heat pipes in 2008. In 2011, he was acknowledged as one of "Jiangsu's Top 10 Outstanding Entrepreneurs" and "Innovative Entrepreneurial Talents," elected as an expert of the "333 High-Level Talents Training Project," and engaged as a pioneering batch of Industry Professor in Jiangsu Province.

In 2015, he was recognized by the Ministry of Science and Technology of the PRC as a talent for science and technology innovation and entrepreneurship ("Ten Thousand Talents Program") and appointed as the third batch of industrial professors in Jiangsu Province by the Department of Science and Technology. In 2016, he was esteemed as the "Leading Talent of the National Special Support Program for High-level Talents" by the Organization Department of the Central Committee of the Communist Party of China. In 2017, Mr. Guo was acclaimed as a Top Expert of Nanjing and appointed as the Vice Mayor of Science and Technology by the government of Changyi City, Shandong Province. He was the recipient of the Ernst & Young Entrepreneur of the Year 2018. In 2019, he was titled "Jiangsu Outstanding Entrepreneur". In 2021, Mr. Guo was awarded the second prize of the National Science and Technology Progress Award. In 2025, Mr. Guo was also awarded the second prize of Scientific and Technological Progress Award of the " Machinery Industry Science and Technology Award".

In 2023, he was designated as a "Jiangsu Science and Technology Entrepreneur" by the Jiangsu Provincial Party Committee and Provincial Government, and jointly awarded "The Most Beautiful Science and Technology Worker in Jiangsu Province" by various departments including the Jiangsu Provincial Party Committee Publicity Department, Provincial Science and Technology Association, and Provincial Science and Technology Department. In 2024, Mr. Guo was honoured with the First Prize in Metallurgical Science and Technology by the China Iron and Steel Association and The Chinese Society for Metals. He was recognised as the "Nanjing City Outstanding Contributor to Socialism Development with Chinese Characteristics (6th Session)" by the Nanjing Municipal Committee of the Communist Party of China and Nanjing Municipal People's Government. He was appointed as an "Expert Reviewer for the China Association for Science and Technology Talent Awards" by the Training and Talent Service Centre of China Association for Science and Technology, and as "Vice President of Jiangsu Province Talent Innovation and Entrepreneurship Promotion Association". He was named as "Outstanding Entrepreneur of 2022-2023" by the Nanjing New Industry Association. In addition, he was appointed as an expert of the Carbon Neutrality Research Center of China Chemical Industry News by China Chemical Industry News Co., Ltd. and named as "Outstanding Entrepreneur of the Year 2023-2024" by the China Enterprise Confederation and the China Enterprise Directors Association.

On June 28, 2021, on the occasion of the 100th anniversary of the founding of the Communist Party of China, Mr. Guo was honored with the title of "National Outstanding Communist Party Member," a recognition of his achievements and the brilliant accomplishments of Sunpower over more than two decades. Since establishment of Sunpower, Mr. Guo has been committed to the industrialization of scientific and technological achievements, leading the company along a path of domestic innovation and sustainable development through "industry-university-research" collaboration. Mr. Guo has led the company in advancing excellent performance management, contributing tirelessly to China's increased production, energy conservation, and the advancement of a circular economy. In June 2022, Mr. Guo received the Nanjing Mayor Quality Award Personal Award. On July 20, 2023, his story of innovation was featured in the fourth episode of the prominent industrial documentary "Pillars of Talent: The Craftsmanship" on the CCTV Finance and Economics Channel.

Mr. Guo graduated in 1983 with a Bachelor's degree and obtained his Ph.D. in Geotechnical Engineering from the Cold and Arid Regions Environmental and Engineering Research Institute of the Chinese Academy of Sciences in 2010. In 2014, He received an EMBA from Tsinghua University.

Board of Directors



Mr. Lin Jiankai
Executive Director and Chief Executive Officer

Mr. Lin Jiankai was appointed as Executive Director and Chief Executive Officer of our Company on 24 November 2025.

Concurrently, Mr. Lin also serves as the General Manager of Sunpower Clean Energy Investment (Jiangsu) Group Co., Ltd., and Jiangsu Sunpower Clean Energy Co., Ltd.

Mr. Lin brings with him more than 15 years of extensive experience in financial services, investment management, clean-energy operations, corporate management, and large-scale project execution. Prior to joining Sunpower, his prior career included senior roles in leading financial institutions such as state-owned Central Enterprise Financial Institution and Ping An Trust, where he managed multi-billion-RMB portfolios, led major investment and financing projects, and built high-performing teams across multiple regions.

Mr. Lin holds a Bachelor's Degree in Electronic Science and Technology and an Executive Master of Business Administration (EMBA) Degree from Xiamen University, China.



Mr. Yang Zheng
Lead Independent Director

Mr. Yang was appointed as an Independent Non-Executive Director in November 2017 and was appointed as Lead Independent Director of the Group on 25 June 2019. Mr. Yang's professional title is Professor, and he is a PRC Certified Public Accountant (CPA), a senior member of the Chinese Institute of Certified Public Accountants (CICPA), a consultant of the Accounting Education Committee of the Accounting Society of China (ASC) and a member of the First National Audit Information and Standardisation Technical Committee. Mr. Yang is currently the President of Shenzhen Rihao Financial Intelligence Research Institute and a Director of SVG Tech Group Co., Ltd. Mr. Yang has been an accounting teacher at Nanjing Audit University since 1987 and was the Dean of the School of Accounting at Nanjing Audit University. He was a part-time Professor at Curtin University of Australia and served as Vice-President of Xi'an Eurasia University from 2014 to 2018. Mr. Yang has also served as an independent director in a number of companies and is currently an independent director of Meig Smart Technology Co., Ltd. Mr. Yang graduated with a Bachelor's degree in Economics from Anhui University in 1982. He studied as a visiting scholar in the field of auditing in Nanjing University from 1994 to 1995, and received professional training at the German Federal Court of Auditors and the Hong Kong Financial Services Institute.



Mr. Wang Dao Fu
Independent Director

Mr. Wang was appointed as an Independent Director on 25 June 2019 and was last re-elected on 28 April 2021. He graduated with a Bachelor of Law degree from Peking University in 1984. From August 1993 till May 2002, he worked with many established Singapore law firms as their Chinese Legal Counsel. Mr. Wang then set up Shanghai Yuantai Law Offices in 2004 and is the firm's founding partner. He has more than 40 years of PRC legal practice experience in a wide range of areas, including capital markets, corporate finance and mergers & acquisitions.

Board of Directors



Mr. Mak Yen-Chen Andrew
Independent Director

Mr. Mak was appointed as an Independent Director on 13 May 2024.

He is a practising lawyer with more than 30 years of experience in legal practice in Singapore. He is currently a consultant with Fortis Law Corporation. His current practice focuses on mergers and acquisitions, joint ventures, securities and capital markets, listed company work, general corporate/commercial work and cross-border transactions. He is also familiar with corporate governance, from the perspectives of a legal practitioner as well as an independent director of listed companies.

He is the non-executive chairman and independent director of H2G Green Limited (listed on the Catalist Board of the SGX-ST). He is also a board member of The Singapore Lyric Opera Limited. He is a Senior Accredited Director, accredited by the Singapore Institute of Directors.

Mr. Mak was awarded the Public Service Medal (Pingat Bakti Masyarakat, PBM) by the President of Singapore in the 2012 Singapore National Day honours list. He graduated from the National University of Singapore in 1994 with a Bachelor of Laws (Second Class Honours Upper Division).



Ms. Pan Shuhong
Non-Executive, Non-Independent Director

Ms. Pan Shuhong has been engaged in environment and water-related businesses for the past 25 years. Since 2003, she has successfully founded and invested in a number of companies in the areas of water treatment, advanced materials, energy conservation and emission reduction, artificial intelligence (AI) technology for water and low carbon emission, and smart city sanitation services.

In 2005, she co-founded a membrane company in Singapore, namely Memstar Technology Pte Ltd ("**Memstar**") which was successfully listed on the Mainboard of the Singapore Exchange (SGX) in 2007. Ms. Pan was the Executive Chairman of the company. Under her leadership, Memstar became one of the largest manufacturers of high-performance hollow fiber membranes in the world. Memstar was recognized in 2013 as one of Forbes Asia's Top 100 SMEs and received the Best Annual Growth award.

In 2014, Memstar merged with United Envirotech Ltd ("**United Envirotech**") which was listed on SGX Mainboard in 2004. In 2015, China's CITIC Group invested US$1 billion to acquire a 54% stake in United Envirotech, and the company was then renamed CITIC Envirotech Ltd. Ms. Pan served as Chief Operating Officer of the company and chairman of the Investment Committee, Technology Development Committee and Performance Assessment Committee.

Ms. Pan graduated from Jilin University in China with a Bachelor and Master's degree in Chemistry in 1990 and 1993 respectively.

Board of Directors



Mr. Ngoo Lin Fong
Non-Executive, Non-Independent Director

Mr. Ngoo is Executive Chairman of Leader Environmental Technologies Ltd (LET). He is a seasoned executive officer with over 20 years of experience in the environmental sector, distinguished by his leadership in multiple key roles throughout his career. Since joining LET in 2020 as Deputy CEO, he has been instrumental in shaping the group's financial strategy, strengthening risk management frameworks, and driving successful fundraising initiatives. In 2021, he was appointed to LET's Board as Executive Director/Finance Director, where he has played a pivotal role in steering the group's growth and leading its transformation into a technology-driven organization.

Prior to joining LET, Mr. Ngoo served as Chief Financial Officer at CITIC Envirotech Ltd (CEL) for over 16 years, since its IPO in 2004. During his tenure, he oversaw all aspects of the company's financial operations, including structuring and executing complex debt and equity fundraising transactions. He also led corporate and asset acquisitions across China and Southeast Asia, positioning CEL as a billion-dollar market capitalization company supported by esteemed investors such as KKR and CITIC Limited.

Earlier in his career, Mr. Ngoo developed a strong foundation in technical accounting and financial governance as an Audit Manager at Deloitte & Touche LLP, where he led audits for multinational corporations, listed companies, and due diligence engagements.

Mr. Ngoo holds a Master's degree in Applied Finance and a Bachelor's degree in Business (Accountancy). He is a member of the Institute of Singapore Chartered Accountants and CPA Australia.



Mr. Yee Chia Hsing
Independent Director

Mr. Yee Chia Hsing was appointed as Independent Director of our Company on 30 April 2025.

Mr. Yee, a First-Class Honours graduate in Accountancy from Nanyang Technological University Singapore, has significant experience in corporate finance, capital markets and management. Mr. Yee has more than 20 years of experience in the banking and finance industry. After his banking career, he went on to head a health supplements division of a SGX listed company, before taking on the Executive Director/CEO role in another SGX listed company with hospitality assets. Mr. Yee is a Member of the Audit Committee of Ren Ci Hospital (non director role). He also sits on the boards of Yangzijiang Shipbuilding (Holdings) Ltd., Beng Kuang Marine Limited, Hiap Tong Corporation Ltd., Union Gas Holdings Ltd. and Zhongmin Baihui Retail Group Ltd. as Independent Director. Mr. Yee served as a Member of Parliament of Chua Chu Kang GRC ("**Nanyang division**") from 2015 to 2020.

Key Management

Ms. Wang Hui
Chief Financial Officer

Ms. Wang joined Sunpower Group in 2016 as a Senior Financial Analysis Manager. She is currently the Group's Chief Financial Officer and is responsible for the Group's overall financial management and reporting. Prior to joining Sunpower Group, she was a Senior Auditor with Ernst & Young from September 2011 to May 2016. Ms. Wang graduated from Soochow University with a bachelor's degree in management in June 2011.

Mr. Tang Hao
Group Deputy General Manager

Mr. Tang joined the Group in 2017 to serve the GI Business. He is currently the Group Deputy General Manager.

Prior to this position, Mr. Tang served in several roles in Sunpower, including Assistant to General Manager, Director of Project Support Department, Director of Investment Development Department, Deputy General Manager and General Manager of Jiangsu Sunpower Clean Energy Co., Ltd.

Before joining Sunpower, Mr. Tang worked for BR Energy Environment Engineering Co., Ltd. as Deputy Director of Regional Investment and Deputy Manager of Platform Support Department. From 2007 to 2014, he held various positions at Hangzhou Environment Group Co., Ltd., including Deputy Manager of the branch company. From 2014 to 2016, he worked at Huadian Electric Power Research Institute as Regional Project Manager of Environmental Technology Department.

Mr. Tang graduated from Huazhong University of Science and Technology and obtained a bachelor's degree and a master's degree in environmental engineering in 2005 and 2007, respectively. From 2010 to 2013, he published three professional papers, which were included in the Chinese core journal of science and technology titled "Environmental Sanitation Engineering", "Comprehensive Utilization of Resources in China" and "Technological Innovation and Application". In October 2025, he was appointed as a senior engineer in environmental engineering.

Mr. Xu Jun
Group Chief Engineer

Mr. Xu Jun currently serves as the Group Chief Engineer. He joined Sunpower in 2021 and was the Deputy Chief Engineer and Deputy General Manager of Jiangsu Sunpower Clean Energy Co., Ltd.

Mr. Xu has decades of professional work experience in the thermoelectric industry since joining in 1999. Prior to joining Sunpower, he worked as Chief Engineer in Reang Eco-Energy Co., Ltd. and Assistant General Manager in Hunan Yongxing Comprehensive Utilisation Power Plant. He also served in Hunan Zixing Coking Power Co., Ltd.

Mr. Xu graduated from Hunan Water Resources and Electric Power School (now Changsha University of Science and Technology) majoring in power plants and power systems. In May 2018, he was appointed by Hunan University of Humanities, Science and Technology as an off-campus Master's Supervisor. In August 2022, he was appointed by China University of Mining and Technology as an off-campus part-time Master's Supervisor. In June 2022, he was appointed as a Master's Supervisor for professional degrees at the School of Energy Engineering, Zhejiang University for the first time. In December 2025, he was re-appointed as a Master's Supervisor for professional degrees at the School of Energy Engineering, Zhejiang University.

Mr. Shi Shao Lin
Group Deputy Financial Director

Mr. Shi joined the Group in 2018 and currently serves as the Group Deputy Financial Director.

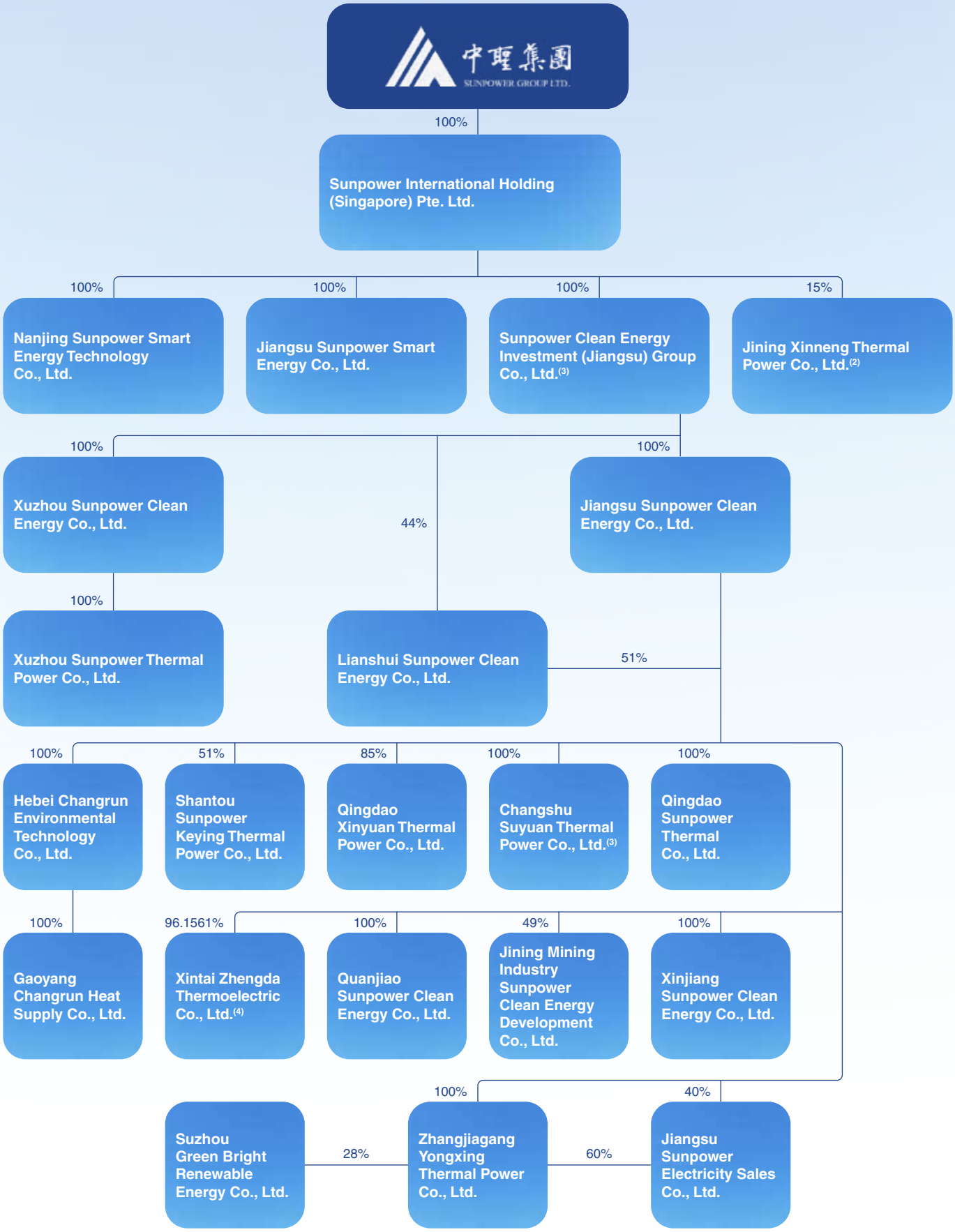
Mr. Shi started his career in 1995 and has decades of experience in financial management in diverse industries. From 1995 to 2014, Mr. Shi worked as Chief of Financial Section of Jiangkou Waterpower Factory, Financial Director of Jiangxi Sanhe Electric Power Co., Ltd., and Deputy General Manager and Financial Director of Jiangxi Electric Power Fuel Co., Ltd. From 2014 to 2016, Mr. Shi was Deputy Director of Finance Department of China Power Investment Corporation International Mining Co., Ltd. From 2016 to 2017, he served successively as Assistant to General Manager of Xi'an Branch of State Power Investment Corporation Logistics Co., Ltd. and as Deputy Director of Finance Department (in charge of the financial work) of State Power Investment Corporation Guangdong Power Co., Ltd.

Mr. Wang Ning
Assistant to the General Manager

Mr. Wang Ning joined Sunpower in 2017, and is currently the Assistant to the General Manager.

Mr. Wang studied at Nanjing University of Aeronautics and Astronautics from 2002 to 2005, and graduated with a master's degree from City, University of London in 2007. He pursued his MBA degree from 2014 to 2017 in University of La Verne. Prior to joining Sunpower, Mr. Wang worked in China Telecom as engineer and GCL Group as project manager, respectively.

Corporate Structure[1]



(1) The equity ownership figures in this Corporate Structure are based on the National Enterprise Credit Information Publicity System.
(2) The Company acquired 15% equity interest in Jining Xinneng Thermal Power Co., Ltd. in FY2025.
(3) The Company acquired the remaining 10% equity interest in Changshu Suyuan Thermal Power Co., Ltd. in FY2025.
(4) The Company acquired 4.3843% equity interest in Xintai Zhengda Thermoelectric Co., Ltd. in FY2025.

Corporate Governance Report

The board ("**Board**") of directors ("**Directors**") and management ("**Management**") of Sunpower Group Ltd. (the "**Company**", and together with its subsidiaries, the "**Group**") are committed to upholding high standards of corporate governance, including accountability, transparency and sustainability, in order to safeguard the interests of all stakeholders and to promote investor confidence. To this end, the Board has in place a set of self-regulating and monitoring mechanisms, in accordance with the Code of Corporate Governance 2018 ("**Code**") issued by the Monetary Authority of Singapore.

This report describes the Company's key corporate governance processes and practices with specific references to the Code.

1. BOARD MATTERS

The Board's Conduct of Affairs

Principle 1: *The Company is headed by an effective Board which is collectively responsible and works with Management for the long-term success of the Company*

(i) Apart from its statutory duties and responsibilities, the Board oversees the management and affairs of the Group. It focuses on strategies and policies, with particular attention paid to growth and financial performance. In addition, the Board has adopted a set of internal guidelines setting forth matters that require the Board's prior approval. The Board is responsible for decisions over matters involving, among other things, conflicts of interest of a substantial shareholder or a Director, approving annual budgets, financial plans, financial statements, business strategies and material transactions such as major acquisitions, divestments, interested person transactions, funding and investment proposals as well as corporate or financial restructuring, share issuance, declaration of dividends and other permitted returns to shareholders. The Group has put in place financial authorisation and approval limits for operating expenditure and procurement of goods and services. It delegates the formulation of business policies and day-to-day management to the Executive Director and its management team.

The principal functions of the Board are to:

(a) provide entrepreneurial leadership, review and approve the Group's key business strategies and financial objectives, including major investments and divestments and financing of projects;

(b) oversee the processes for evaluating the adequacy of internal controls, risk management, financial reporting and compliance with regulatory authorities and the Group's internal control policies and procedures to safeguard shareholders' interests and the Company's assets;

(c) review the performance of the Management;

(d) identify key stakeholder groups and recognise that their perceptions could affect the Company's reputation;

(e) set the Company's values and standards (including ethical standards), and ensure that obligations to shareholders and other stakeholders are understood and met; and

(f) consider sustainability issues, e.g. environmental and social factors, as part of its strategic formulation.

(ii) All Directors act objectively to discharge their duties and responsibilities at all times as fiduciaries in the best interests of the Company.

(iii) The Board discharges its responsibilities either directly or indirectly through various Board committees. These committees ("**Board Committees**") include the Nominating Committee ("**NC**"), Remuneration Committee ("**RC**") and Audit Committee ("**AC**"). Each of the Board Committees functions within its terms of reference. If authority to make decisions on certain board matters is delegated by the Board to any Board Committee, such delegation would be disclosed.

(iv) The Board has also established a risk management committee ("**RMC**") to assist the Board on the governance of risk. The membership and key functions of the RMC are set out in the later section of this report.

(v) The Board has also established an independent committee ("**IC**") to assist the Board to review and approve interested person transactions ("**IPTs**").

(vi) The Board meets a least once a year to review and deliberate on the key activities and business strategies of the Group. The Board meets at least four (4) times a year to review the financial performances for the first and third quarters, and to approve the release of the financial results for the half-year and full-year. Additional meetings of the Board will be held where circumstances require. The Company's Bye-Laws allow a Board meeting to be conducted by way of teleconference and video-conference.

(vii) The Board, with the concurrence of the NC, is of the view that the Directors have attended and actively participated in Board and Board Committee meetings, and that each Director has ensured that sufficient time and attention has been given to the affairs of the Group in FY2025. The following table discloses the number of meetings held by the Board and Board Committees and the attendance of all Directors in FY2025:

	BOARD		AC		NC		RC	
	NUMBER*	ATTENDED*	NUMBER*	ATTENDED*	NUMBER*	ATTENDED*	NUMBER*	ATTENDED*
Guo Hong Xin	4	4	N/A	N/A	1	1	N/A	N/A
Ma Ming (1)	2	1	N/A	N/A	N/A	N/A	N/A	N/A
Lin Jiankai (2)	0	0	N/A	N/A	N/A	N/A	N/A	N/A
Li Lei (3)	1	1	N/A	N/A	1	0	1	0
Yang Zheng	4	4	4	4	1	0	N/A	N/A
Wang Dao Fu	4	4	N/A	N/A	1	1	1	1
Wang Guannan (3)	1	0	N/A	N/A	1	0	1	0
Limjoco Ross Yu (4)	1	1	1	1	1	1	1	1
Mak Yen-Chen Andrew	4	4	4	4	1	1	1	1
Pan Shuhong (5)	3	3	N/A	N/A	0	0	0	0
Ngoo Lin Fong (5)	3	3	N/A	N/A	0	0	0	0
Yee Chia Hsing (6)	3	2	3	3	N/A	N/A	N/A	N/A

* Refer to meetings held and attended while each Director was in office.

(1) Mr. Ma Ming resigned as a Director and the Chief Executive Officer due to personal reasons on 15 May 2025.

(2) Mr. Lin Jiankai was appointed as an Executive Director and the Chief Executive Officer on 24 November 2025.

(3) Each of Mr. Li Lei and Ms. Wang Guannan stepped down as a Director and ceased to be a member of the NC and the RC on 7 April 2025, subsequent to the full redemption of the convertible bonds in an aggregate principal amount of approximately US$130 million held by DCP Capital Partners L.P. and CDH Fund V, L.P.

(4) Mr. Limjoco Ross Yu retired as a Director and ceased to be the Chairman of the AC, a member of the NC and a member of the RC on 29 April 2025. His retirement was pursuant to Bye-laws of the Company and he did not seek re-election at the annual general meeting.

(5) Each of Ms. Pan Shuhong and Mr. Ngoo Lin Fong was appointed as a Director, a member of the NC and a member of the RC on 3 April 2025 in accordance with Condition 9 of the Terms and Conditions of the Convertible Bonds which were issued on the same day with initial principal amount of SGD$ S$99,460,767 in aggregate.

(6) Mr. Yee Chia Hsing was appointed as a Director, the Chairman of the AC, a member of the NC and a member of the RC on 30 April 2025.

(viii) Each new and existing Director receives appropriate training to develop individual skills in order to discharge his duties as a director of a listed company. A formal letter of appointment would be furnished to every newly appointed Director upon his or her appointment explaining, among other matters, the roles, obligations, duties and responsibilities of a member of the Board. The Group also provides information about its history, mission and values to the Directors. Where necessary, the Directors will be updated regarding new legislation, regulations and changing commercial risks which are relevant to the Group. Appropriate briefing and orientation will be arranged for newly appointed Directors

to familiarise them with the Group's business operations, strategic direction, directors' duties and responsibilities and corporate governance practices. They will also be given opportunities to visit the Group's operational facilities and meet the Management so as to gain a better understanding of the Group's business. The Directors are encouraged to attend seminars and receive training to improve themselves in the discharge of their duties and responsibilities. These seminars and training will be funded by the Company. In addition, the Company has adopted more robust internal processes designed to ensure compliance with disclosure requirements under the SGX Listing Manual.

(ix) The Management monitors changes to regulations, policies and financial reporting standards issued by, amongst others, the Singapore Exchange Securities Trading Limited ("**SGX-ST**") and the Accounting and Corporate Regulatory Authority of Singapore. Any change that might impact the Group and its disclosure obligations are promptly brought to the attention of the Board, either during Board meetings or via circulation of Board papers. The external auditors will update the AC and the Board on the new and revised financial reporting standards that are applicable to the Company or the Group.

(x) In addition, the Management regularly updates and familiarises the Directors on the business activities of the Company prior to Board meetings when necessary.

Access to Information

(i) The Board is provided with management reports, and papers containing relevant background or explanatory information required to support the decision-making process on an ongoing basis and in a timely manner.

(ii) Board papers are circulated to the Directors before the scheduled meetings so as to allow for a better understanding of the issues and more effective discussion regarding any questions that the Directors may have.

(iii) The Directors have separate and independent access to the senior Management and the Company Secretaries. The Company Secretaries administer, attend and prepare minutes of meetings of the Board and of the Board Committees, which are thereafter circulated. The Company Secretaries assist the Company to comply with the corporate secretarial aspects of the Bye-Laws and the applicable sections of the Listing Rules and the applicable sections of the Companies Act 1967 and the Securities and Futures Act 2001.

(iv) The appointment and removal of the Company Secretaries are subject to the approval of the Board.

(v) In carrying out their duties, the Directors, whether individually or as a group, have direct access to independent professional advisors to obtain advice, at the Company's expense.

Board Diversity

The Board has put in place a Board Diversity Policy for the Company which endorses the principle that its Board should have the optimum balance of skills, knowledge, experience and other aspects of diversity to avoid groupthink and foster constructive debate, which will support the Group in the pursuit of its strategic and business objectives, and its sustainable development. The policy provides a wide and diverse range of perspectives and insights, which contributes to well-balanced decision-making for the benefit of the Group.

The Company is committed to establishing and maintaining a diverse Board, comprising Directors of different ages, genders, qualifications, skills, backgrounds, experience and knowledge in various fields and relevant industries, and other relevant attributes that will benefit the effective governance of the Group. These differences will be considered in determining the optimal composition of the Board and, to the extent practicable, will be balanced appropriately. All appointments to the Board are based on merit and after due consideration of the collective skills needed to strengthen the overall Board governance role.

When assessing potential candidates for appointment or re-election to the Board, the NC appraises each candidate based on merit, against the objective criteria set by the Board, as well as considering the benefits of diversity in Board members, and the collective needs of the Board.

Gender Diversity and Directors' Skills Matrix

The Group appointed Ms. Pan Shuhong ("**Ms. Pan**") and Mr. Ngoo Lin Fong ("**Mr. Ngoo**") as Non-Executive and Non-Independent Directors on 3 April 2025. Subsequently, Mr. Yee Chia Hsing ("**Mr. Yee**") was appointed as Independent Non-Executive Director with effect from 30 April 2025, and Mr. Lin Jiankai ("**Mr. Lin**") was appointed as Executive Director and Chief Executive Officer ("**CEO**") of the Company, with effect from 24 November 2025.

As of 31 December 2025, the Board consists of seven male Directors and one female Director, of which the male representation on the Board is 87.5%, and the female representation on the Board is 12.5%. The Board recognises that gender is also an important aspect of diversity and will strive to ensure that female candidates will be included for consideration whenever there is a new appointment.

With respect to age diversity, the Board comprises Directors across diverse age groups: (a) between 40 and 54 years old; (b) between 55 and 69 years old; and (c) between 70 and 79 years old. The age range of the Board members is set out below:

AGE GROUP	NO. OF DIRECTORS AND PERCENTAGE OF THE BOARD	
40-54	3	37.5%
55-69	4	50.0%
70-79	1	12.5%

The Board and the Board Committees comprise Directors who collectively provide an appropriate balance and mix of skills, knowledge, talents, experience, and other aspects of diversity, such as executive leadership, financial market expertise, risk and compliance, industry knowledge and legal expertise etc. The Director's skills matrix is set out below:

Executive leadership	5
Financial market expertise	4
Risk and compliance	3
Green investments ("**GI**") industry knowledge	3
Legal expertise	2

Diversity Targets and Progress in FY2025

The Company and the Board aim to ensure that Directors collectively continue to possess core skills, talents, experience and diversity, so as to achieve the strategic and business objectives of the Group. The Company and the Board believe that such diversity can support the work of the Board's role in formulating and implementing the Company's strategic objectives and providing effective guidance for the Management. To achieve this target, the NC and the Board review and determine on an annual basis the balance and mix of skills, knowledge, experience, and other aspects of diversity such as gender and age, and the optimum size of the Board necessary to facilitate efficient and effective decision making; as well as the targets, plans and timeline set for achieving each of the Board diversity aspects, and as well as the progress made in achieving the objectives set for promoting diversity as described in the policy.

When searching for new director candidates, the NC will carefully consider each candidate's professional background, gender, and alignment with the Company's strategy and relevant requirements. The Company's Directors have diverse backgrounds, experiences and qualifications, and bring a wide range of commercial and financial experience to the Board. Collectively, they provide the necessary business acumen, knowledge, capabilities and core competencies to the Company. The Directors' diverse backgrounds, experiences and competencies enhance the effectiveness of the Board in discharging its responsibilities. The Board consists of Directors with a variety of skills and who collectively have industry knowledge, executive leadership, financial market expertise, risk and compliance knowledge, and legal expertise.

Regarding progress in Board diversity for 2025, the Board composition was enhanced with the following diverse backgrounds, experiences and qualifications of new Directors:

- Mr. Lin holds a Master's Degree in Business Administration and has extensive experience in enterprise management and over 15 years of working experience in financial institutions, having served as Fujian Regional General Manager of a central enterprise financial institution and previously as a Team Leader at Ping An Trust Co., Ltd. He has been the General Manager of Sunpower Clean Energy Investment (Jiangsu) Group Co., Ltd. and Jiangsu Sunpower Clean Energy Co., Ltd. since May 2025. Mr. Lin brings strong leadership, operational and financial management expertise to the Group.

- Ms. Pan holds a Master's Degree in Chemistry, and has been engaged in environment and water-related businesses for the past 25 years. Since 2003, she has successfully founded and invested in a number of companies in the areas of water treatment, advanced materials, energy conservation and emission reduction, artificial intelligence (AI) technology for water and low carbon emission, and smart city sanitation services. Ms. Pan co-founded Memstar and was the Executive Chairman of the company. Under her leadership, Memstar became one of the largest manufacturers of high-performance hollow fibre membranes in the world. In 2014, Memstar merged with United Envirotech Ltd ("**United Envirotech**"). In 2015, CITIC Group invested US$1 billion to acquire a 54% stake in United Envirotech, and the company was then renamed CITIC Envirotech Ltd. Ms. Pan served as Chief Operating Officer of the company and chairman of the Investment Committee, Technology Development Committee and Performance Assessment Committee.

- Mr. Ngoo holds a Master's Degree in Applied Finance and a Bachelor's Degree in Business (Accountancy). He is a member of the Institute of Singapore Chartered Accountants and CPA Australia. Mr. Ngoo is Executive Chairman of Leader Environmental Technologies Ltd (LET) and assumed various senior executive roles in LET such as Deputy CEO, Executive Director and Finance Director. He is a seasoned executive officer with over 20 years of experience in the environmental sector, distinguished by his leadership in multiple key roles throughout his career. Prior to joining LET, Mr. Ngoo served as Chief Financial Officer at CITIC Envirotech Ltd for over 16 years. He oversaw all aspects of the company's financial operations, including structuring and executing complex debt and equity fundraising transactions and also led corporate and asset acquisitions across China and Southeast Asia.

- Mr. Yee holds a Bachelor of Accountancy Degree (First Class Honours) and has over 20 years of experience in banking, capital markets and corporate governance. He previously served as Executive Director and CEO of Datapulse Technology Limited, a company listed on SGX-ST, and was formerly Head of Catalist and Managing Director at CIMB Bank Singapore. Mr. Yee has extensive experience as an independent director and audit committee chairman across multiple SGX-listed companies, including Yangzijiang Shipbuilding (Holdings) Ltd., Hiap Tong Corporation Ltd. and Zhongmin Baihui Retail Group Ltd. He also served as Lead Independent Director of First Sponsor Group Limited and as a Member of Parliament in Singapore. Mr. Yee brings strong financial expertise, capital markets knowledge and deep corporate governance experience to the Board.

The appointment of the above four Directors has enhanced the Board with valuable expertise, diverse experience and strong industry networks. Their contributions are expected to bring improved governance standards, informed strategic oversight, and access to industry best practices, thereby benefitting the Company's long-term growth and sustainable value creation, in line with the NC's objectives.

To enable successful succession planning and to enhance Board diversity, the NC takes the view that within the next 5 years, candidates with advanced technology and/or management background in the energy, GI or financial industry could be recommended to the Board and appointed after comprehensive assessment. This is expected to support the Company's future development and provide valuable advice for the next stage of the Company's business growth.

Going forward, the Board will continue to build on the element of diversity, recognising the importance of having an effective and diverse Board and will review the Board Diversity Policy periodically to ensure its effectiveness and alignment with best practices and the requirements of the Code, as amended from time to time, and any other relevant legislation. Any further progress made in the ongoing implementation of such policy or objectives will be disclosed in future Corporate Governance Reports, as appropriate.

Corporate Governance Report

Board Composition and Guidance

Principle 2: *The Board has an appropriate level of independence and diversity of thought and background in its composition to enable it to make decisions in the best interests of the Company*

(i) The Board comprises the following members:

NAME OF DIRECTOR	POSITION HELD ON THE BOARD	DATE OF FIRST APPOINTMENT TO THE BOARD	DATE OF LAST RE-ELECTION AS DIRECTOR	DUE FOR RE-ELECTION AT THE NEXT ANNUAL GENERAL MEETING	NATURE OF APPOINTMENT
Guo Hong Xin	Chairman	12 May 2004	29 April 2025	N/A	Non-Executive/ Non-Independent
Lin Jiankai	Director/CEO	24 November 2025	-	Retirement by rotation pursuant to Bye-Laws	Executive/ Non-Independent
Yang Zheng	Director	10 November 2017	25 April 2024	Retirement by rotation pursuant to Bye-Laws	Non-Executive/ Independent
Wang Dao Fu	Director	25 June 2019	25 April 2024	Retirement by rotation pursuant to Bye-Laws	Non-Executive/ Independent
Mak Yen-Chen Andrew	Director	13 May 2024	29 April 2025	N/A	Non-Executive/ Independent
Yee Chia Hsing	Director	30 April 2025	-	Retirement by rotation pursuant to Bye-Laws	Non-Executive/ Independent
Pan Shuhong	Director	3 April 2025	29 April 2025	N/A	Non-Executive/ Non-Independent
Ngoo Lin Fong	Director	3 April 2025	29 April 2025	N/A	Non-Executive/ Non-Independent

(ii) With the appointments of Mr. Lin and Mr. Yee, and the stepping down of Mr. Ma Ming ("**Mr. Ma**") and Mr. Limjoco Ross Yu ("**Mr. Limjoco**"), as well as the appointments of Ms. Pan and Mr. Ngoo, and the stepping down of Mr. Li and Ms. Wang, the Board now comprises eight (8) Directors, four (4) of whom are Independent Directors. In accordance with Provision 2.3 of the Code, the Board comprises seven (7) Non-Executive Directors, forming the majority of the Board.

The NC adheres to the provisions of the Listing Rules and of the Code in its review of who can be considered as an Independent Director. The NC is of the view that all the Non-Executive Directors are Independent except for Mr. Guo Hong Xin ("**Mr. Guo**"), Ms. Pan and Mr. Ngoo.

Each Independent Director exercises his own judgment independently and in the best interests of the Company and shareholders. None of the Independent Directors has any relationship with the Company, its subsidiaries, its related corporations, its substantial shareholders or its officers that could interfere, or reasonably be perceived to interfere, with the exercise of the Director's independent business judgment in the best interests of the Company.

In accordance with Provision 2.2 of the Code, Independent Directors are to make up a majority of the Board where the Chairman is not independent. Although Mr. Guo is the Non-Executive Chairman of the Company, the Independent Directors do not currently make up the majority of the Board. Notwithstanding the foregoing, the Board believes that, at this stage, Mr. Guo's leadership in his role as Non-Executive Chairman is still merited as Mr. Guo is one of the founders of the Company and continues to support the development of the Group.

In addition, the Board is capable of maintaining the appropriate level of checks and balances. This is demonstrated by the fact that Mr. Guo would recuse himself from matters where he has a material personal interest. In such cases, deliberations would be led by the Lead Independent Director. Upon Mr. Guo's recusal, the Independent Directors would then make up the majority of the Board deciding on such matters. Accordingly, the Independent Directors are in a strong position to safeguard the interests of the Company, especially when there is a conflict of views and a majority vote is required to reach a decision. In addition, as each Director actively participates in the Board's decision-making process, decisions are made collectively without any individual or small group of individuals influencing or dominating the process.

(iii) The Board has examined its size and is of the view that it is an appropriate size for effective decision-making, taking into account the scope and nature of the operations of the Company. The NC is of the view that no individual or small group of individuals dominate the Board's decision-making process.

(iv) The Board comprises Directors who are all professionals with diverse backgrounds in financial, accounting, legal, GI, and other industry sectors, thereby enabling them to contribute each of their respective areas of expertise in collectively leading the Company. The NC is of the view that the current Board consists of the appropriate mix of expertise and experience to meet the Company's targets. Qualifications and experiences of the Board members are set out on pages 11 to 14 of the Annual Report. Particulars of interests of Directors who held office at the end of the financial year in shares in the Company and in related corporations (other than wholly owned subsidiary companies) are set out in the section of the Directors' Statement of the Annual Report.

(v) The Non-Executive Directors contribute to the Board processes by monitoring and reviewing the performance of the Management against its goals and objectives. Their views and opinions provide alternative perspectives to the Group's business, and they bring independent judgement to bear on business activities and transactions involving conflicts of interest and other complexities.

(vi) The Non-Executive Directors meet and/or hold discussions as and when required without the Management's presence to facilitate a more effective check on the Management. Mr. Guo may attend the meeting as Non-Executive Director when necessary and he would recuse himself from matters where he has a material personal interest, as mentioned in the above paragraph (ii).

(vii) Based on the Group's current size and operations, the Board has an appropriate level of independence and diversity of thought and background in its composition to enable it to make decisions in the best interests of the Company, consistent with the spirit and intent of Principle 2 of the Code. As at the date of this report, the Board comprises seven (7) Non-Executive Directors who make up the majority of the Board as well as one (1) Executive Director.

Chairman and Chief Executive Officer

Principle 3: *There is a clear division of responsibilities between the leadership of the Board and Management, and no one individual has unfettered powers of decision-making*

(i) Mr. Guo is currently the Non-Executive Chairman of the Board while Mr. Lin is the CEO. There is a clear division of roles and responsibilities between the Non-Executive Chairman and the CEO. The Non-Executive Chairman leads and manages the business of the Board whilst the CEO and his team of management staff translate the Board's decisions into executive action. The segregation of the roles and responsibilities of the Chairman and the CEO ensures an appropriate balance of power, increased accountability and greater capacity of the Board for independent decision-making.

(ii) The responsibilities of the Chairman include:

- mobilising the Board to formulate the development strategy, set out the development aims and approve the aims;
- leading the Board to ensure the effectiveness of its role in all respects;
- scheduling of meetings to enable the Board to perform its duties responsibly while not interfering with the flow of the Group's operations;
- preparing meeting agenda in consultation with other Directors;
- promoting culture of openness and debate at the Board;
- ensuring that the Directors receive complete, adequate and timely information;
- encouraging constructive relations within the Board;
- assisting in ensuring the Group's compliance with the Code and promoting high standards of corporate governance;
- overseeing effective communication with shareholders; and
- ensuring that Board meetings are held when necessary.

The CEO is primarily responsible for overseeing the Management and strategic operation of the Group as well as assisting in the working of the Board. The responsibilities of the CEO include:

- propelling the implementation of the strategy approved by the Board in order to direct the management team to effectuate the aims approved by the Board;
- developing the Group's businesses and operational strategies;
- overseeing the overall operations, business development, organisational optimisation and financial management of the Group;
- implementing the Board's decisions;
- assisting in ensuring the Group's compliance with the Code and promoting high standards of corporate governance;
- assisting in the holding of the Board meetings when necessary; and
- reviewing key proposals by the Management before they are presented to the Board.

(iii) The Company Secretaries may be called upon to assist the Chairman in any of the above matters.

(iv) In view of the fact that the Non-Executive Chairman is not an Independent Director, the Company has appointed Mr. Yang Zheng ("**Mr. Yang**") as the Lead Independent Director. Shareholders of the Company with concerns that could have a material impact on the Group, for which contact through the normal channels with the Non-Executive Chairman, CEO, or Chief Financial Officer ("**CFO**") has failed to resolve or is inappropriate, are able to contact the Lead Independent Director.

(v) The Board believes that there is sufficient oversight and standards of accountability to ensure that there is a clear division of responsibilities between the leadership of the Board and Management, and no one individual has unfettered powers of decision-making.

Board Membership

Principle 4: *The Board has a formal and transparent process for the appointment and re-appointment of directors, taking into account the need for progressive renewal of the Board*

(i) With the appointments of Mr. Lin and Mr. Yee, and the stepping down of Mr. Ma and Mr. Limjoco together with the appointments of Ms. Pan and Mr. Ngoo, and the stepping down of Mr. Li and Ms. Wang, the Nominating Committee ("**NC**") now comprises Mr. Wang Dao Fu ("**Mr. Wang**"), Mr. Guo, Mr. Mak Yen-Chen Andrew ("**Mr. Mak**"), Mr. Yang, Ms. Pan, Mr. Ngoo, and Mr. Yee. A majority of the NC members are Independent Directors, and the Chairman of the NC, Mr. Wang, is an Independent Director.

(ii) The key terms of reference of the NC are as follows:

(a) the NC shall consist of not less than three (3) Directors, a majority of whom shall be Independent Directors;

(b) the chairman of the NC shall be appointed by the Board and shall be an Independent Director; and

(c) the Board shall appoint a new member of the NC within three (3) months of the date of cessation of a member so that the number of members does not fall below three (3) if a member, for any reason, ceases to be a member.

(iii) The NC performs the following functions in accordance with its terms of reference:

(a) carrying out annual reviews of the effectiveness of the Board and each individual Director;

(b) reviewing and making recommendations to the Board on all candidates nominated for appointment to the Board, having regard to their background, potential contribution to the Group based on their experience and expertise, and ability to exercise independent business judgement;

(c) reviewing the candidates nominated for appointment as senior staff of the Management;

(d) reviewing and recommending to the Board, the Board structure, size and composition, taking into account the balance between Executive and Non-Executive, Independent and Non-Independent Directors and having regard at all times to the Listing Rules, principles of corporate governance and the Code;

(e) identifying and making recommendations to the Board as to the Directors who are to retire by rotation and to be put forward for re-election at each annual general meeting ("**AGM**") of the Company, having regard to the Directors' contribution and performance;

(f) assessing the independence of the Directors (taking into account the circumstances set out in the Listing Rules, the Code and other salient factors); and

(g) proposing a set of objective performance criteria to the Board for approval and implementation, and to evaluate the effectiveness of the Board, its Board Committees and Directors as a whole and the contribution of each Director to the effectiveness of the Board, its Board Committees and Directors.

(iv) Pursuant to the Company's Bye-Laws and the Listing Rules, all Directors are required to submit themselves for re-nomination and re-election at least once every three (3) years.

(v) The NC is of the view that the effectiveness of each of the Directors is best assessed by a qualitative assessment of the Director's contributions, after taking into account his or her other listed company board directorships and other principal commitments. Therefore, the Board has passed a resolution to remove the maximum number of listed company board representations that any of its directors may hold.

(vi) In the event that the Board decides to appoint new Directors, the NC will conduct an assessment to review the candidate's qualifications, attributes and past experience followed by interviewing short-listed candidates. The NC will also consider the proposed candidate's independence, expertise, background and skill sets before the NC makes its recommendations to the Board.

(vii) Save for their directorships in the Company, none of the Independent Directors has any relationships with the Company and/or its related corporations, the Company's substantial shareholders, or the Company's officers.

(viii) The NC meets at least once a year and at other times as required.

(ix) Succession planning is an important part of the governance process. The NC makes recommendations to the Board on matters relating to the review of succession plans for Directors and will seek to refresh the Board membership progressively and in an orderly manner.

With regard to the succession planning for the Board, the NC aims to maintain an optimal Board composition by considering the Company's strategic priorities and the factors and trends affecting the long-term success of the Company, reviewing the skills needed on the Board, and identifying the gaps (which includes considering whether there is an appropriate level of diversity of thought) on the then existing Board.

The listed company directorships and principal commitments* of the Directors are set out in the table below:

NAME OF DIRECTORS	LISTED COMPANY DIRECTORSHIPS	PRINCIPAL COMMITMENTS*
Executive Director		
Mr. Lin Jiankai [(2)]	Sunpower Group Ltd. –	Executive Director, CEO General Manager of Sunpower Clean Energy Investment (Jiangsu) Group Co., Ltd. and Jiangsu Sunpower Clean Energy Co., Ltd
Independent Directors		
Mr. Yang Zheng	Sunpower Group Ltd. Meig Smart Technology Co., Ltd. SVG Tech Group Co., Ltd. –	Lead Independent Director, member of AC, NC and IC Independent Director Non-Independent Director President of Shenzhen Rihao Financial Intelligence Research Institute
Mr. Wang Dao Fu	Sunpower Group Ltd. Tofflon Science and Technology Group Co., Ltd. –	Independent Director, NC Chairman, member of RC and IC Independent Director Founding Partner of Yuan Tai Law Offices
Mr. Mak Yen-Chen Andrew	Sunpower Group Ltd. H2G Green Limited – –	Independent Director, RC Chairman, member of AC, NC and IC Non-executive Chairman, Independent Director Consultant, Fortis Law Corporation Director of The Singapore Lyric Opera Limited

NAME OF DIRECTORS	LISTED COMPANY DIRECTORSHIPS	PRINCIPAL COMMITMENTS*
Mr. Yee Chia Hsing	Sunpower Group Ltd.	Independent Director, AC Chairman, member of NC and RC
	Yangzijiang Shipbuilding (Holdings) Ltd.	Independent Director and AC Chairman, member of NC and RC
	Union Gas Holdings Limited	Independent Director
	Hiap Tong Corporation Ltd.	Independent Director and AC Chairman
	Beng Kuang Marine Limited	Independent Director
	Zhongmin Baihui Retail Group Ltd.	Independent Director and AC Chairman
	–	Director, Danuri Capital Pte. Ltd.
	–	Director, Danuri Crown Pte. Ltd.
Non-Executive, Non-Independent Directors		
Mr. Guo Hong Xin	Sunpower Group Ltd.	Non-Executive Chairman and NC member
	–	Chairman of Sunpower Technology Group (Jiangsu) Co., Ltd.
	–	Executive Director of Nanjing Fuyou Investment Co., Ltd.
Ms. Pan Shuhong	Sunpower Group Ltd.	Non-Executive and Non-Independent Director, member of NC and RC
	–	CEO of Yarra Food Pte. Ltd.
Mr. Ngoo Lin Fong	Sunpower Group Ltd.	Non-Executive and Non-Independent Director, member of NC and RC
	Leader Environmental Technologies Ltd.	Executive Chairman

* *The term "**principal commitments**" includes all commitments which involve significant time commitment such as full-time occupation, consultancy work, committee work, non-listed company board representations and directorships and involvement in non-profit organisations. Where a director sits on the boards of non-active related corporations, those appointments should not normally be considered principal commitments.*

Board Performance

Principle 5: *The Board undertakes a formal annual assessment of its effectiveness as a whole, and that of each of its board committees and individual directors*

(i) The Board has established a formal assessment process which will be carried out annually for evaluation of the performance of the Board as a whole and the contribution by individual Directors to the effectiveness of the Board. Such performance criteria include:

- attendance at Board meetings;
- level of participation at Board meetings and overall commitment;
- ability to strategise and propose sound business direction; and
- contribution of specialised knowledge.

(ii) The appraisal process requires the Directors to complete appraisal forms which will be collated by the external facilitator, Dentons Rodyk & Davidson LLP, which will compile the results of the appraisal for review by the NC. The NC will thereafter report to the Board. Such an appraisal process was carried out in respect of FY2025.

Dentons Rodyk & Davidson LLP is also the Company's Singapore corporate secretarial service provider and Ms. Marian Ho, a Senior Partner of Dentons Rodyk & Davidson LLP, serves as Company Secretary of the Company.

3. REMUNERATION MATTERS

Procedures for Developing Remuneration Policies

Principle 6: *The Board has a formal and transparent procedure for developing policies on director and executive remuneration, and for fixing the remuneration packages of individual directors and key management personnel. No director is involved in deciding his or her own remuneration*

(i) With the appointments of Mr. Lin and Mr. Yee, and the stepping down of Mr. Ma and Mr. Limjoco in 2025, together with the appointments of Ms. Pan and Mr. Ngoo, the RC now comprises Mr. Mak, Mr. Yee, Mr. Wang, Ms. Pan and Mr. Ngoo. A majority of the RC members are Independent Directors, and the Chairman of the RC, Mr. Mak, is an Independent Director.

(ii) The key terms of reference of the RC are as follows:

(a) The RC shall consist of not less than three (3) Directors, a majority of whom shall be Independent Directors. At least one (1) member should be knowledgeable in executive compensation, and if there is a need, expert advice may be obtained internally or externally.

(b) The chairman of the RC shall be appointed by the Board and shall be an independent Director.

(c) The Board shall appoint a new member of the RC within three (3) months of the date of cessation of a member so that the number of members does not fall below three (3) if a member, for any reason, ceases to be a member.

(iii) The duties and responsibilities of the RC include ensuring that there is a formal, transparent and objective procedure for fixing the remuneration packages of the Directors and key executives. Such level of remuneration should serve to attract, retain and motivate the Directors and key executives needed to manage the Company successfully. A proportion of such remuneration should be linked to performance of the Company as well as the individual concerned.

(iv) The RC performs the following functions in accordance with its terms of reference:

(a) reviewing and recommending to the Board a framework of remuneration for the Board and the key executives of the Group covering all aspects of remuneration such as Director's fees, salaries, allowances, bonuses, options and benefits-in-kind;

(b) proposing to the Board, appropriate and meaningful measures for assessing the Directors' and key executives' performance;

(c) reviewing and recommending the specific remuneration package to the Board for each Executive Director and the key executives;

(d) considering the eligibility of directors, executives and employees for benefits under long-term incentive schemes;

(e) considering and recommending to the Board the disclosure of details of the Company's remuneration policy; and

(f) exercising oversight of the Company's internal control framework relating to the administration of any share option schemes and making recommendations to the Board in respect of any possible improvements to such schemes.

(v) Each member of the RC shall abstain from voting on any resolution concerning his or her own remuneration.

(vi) The RC shall review the Company's obligations arising in the event of the termination of the contract of service of any Executive Director or key management personnel, to ensure that such contracts of service contain fair and reasonable termination clauses.

(vii) The RC meets at least once a year and at other times as required.

(viii) The RC may from time to time, and where necessary or required, seek professional advice internally and/or externally pertaining to remuneration of all Directors.

Principle 7: *The level and structure of remuneration of the Board and key management personnel are appropriate and proportionate to the sustained performance and value creation of the company, taking into account the strategic objectives of the company*

(i) None of the Independent Directors has service agreements with the Company. Each Independent Director is paid a director's fee which is determined by the Board based on the effort and time spent as well as responsibilities as member of the AC, NC and RC. The fees are subject to approval by the shareholders at each AGM. Except as disclosed, the Independent Directors do not receive any remuneration from the Company.

(ii) According to the service agreement of the Executive Director:

- the service agreement is valid for an initial period of three (3) years which commenced from 24 November 2025 and shall be renewed automatically annually thereafter. The terms of the service agreement may be amended from time to time as agreed between the Executive Director and the Company, taking into account the prevailing developments and circumstances in relation to the employment of the Executive Director with the Company;

- the remuneration of the Executive Director includes a fixed salary and a variable performance related bonus which is designed to align his interests with those of the shareholders; and

- the service agreement may be terminated by either the Company or the relevant Executive Director giving not less than three (3) months' notice in writing.

Directors' Fees

The proposed fees for Non-Executive Directors to compensate their time and effort comprise a basic retainer fee and additional fees for appointment to Board Committees and involvement in ad hoc projects. The Board believes that the fees for Non-Executive Directors are commensurate with their respective levels of contribution, taking into account factors such as effort, time spent, and responsibilities.

No Director decides on his own fees. Directors' fees are recommended by the RC and are submitted for endorsement by the Board. Directors' fees are subject to the approval of shareholders at the AGM. Currently, Directors' fees for the year are approved at the AGM, and are paid in arrears on a quarterly basis.

The remuneration framework and structure are set out in the section on "Principle 8: The Company is transparent on its remuneration policies, level and mix of remuneration, the procedure for setting remuneration, and the relationships between remuneration, performance and value creation".

As reflected in the table set out in the section on "Disclosure on Directors' and Key Executives' Remuneration", 88.0% of the existing Executive Director's remuneration is made up of variable or performance related income/bonuses. The Board is of the view that this makes up a significant and appropriate portion of the Executive Director's remuneration, and that the Executive Director's performance-related remuneration is aligned with the interests of shareholders and other stakeholders and promotes the long-term success of the Company.

Remuneration of Key Executives

The remuneration framework and structure are set out in the section on "Principle 8: The Company is transparent on its remuneration policies, level and mix of remuneration, the procedure for setting remuneration, and the relationships between remuneration, performance and value creation". The proportion of the key executives' remuneration linked to performance is set out in the table in the section on "Disclosure on Directors' and Key Executives' remuneration". The Company continually improves and strengthens its internal management to ensure that the remuneration packages are always appropriate and accompanied by competitive compensation and progressive policies with suitable and attractive incentives. While the proportion varies between the key executives, the Board is of the view that in each case, performance-related remuneration makes up a significant and appropriate proportion of the key executives' remuneration, and is aligned with the interests of shareholders and other stakeholders and promotes the long-term success of the Company.

Principle 8: *The Company is transparent on its remuneration policies, level and mix of remuneration, the procedure for setting remuneration, and the relationships between remuneration, performance and value creation*

(i) The Company has a staff remuneration policy which comprises a fixed component and a variable component. The fixed and variable components are in the form of a base salary and variable bonus that is linked to the performance of the Company and the individuals.

(ii) Our remuneration framework is made up of three (3) key components:

- Base/fixed salary
- Variable or performance related income/bonuses
- Other benefits

Base/fixed salary

Fixed pay comprises a base salary.

Variable or performance related income/bonuses

Variable bonus payouts are based on actual achievement measured against corporate, business unit and individual performance objectives.

Other benefits

Social insurance fund comprising Housing Fund, Social Security Scheme and other allowances. The Social Security Scheme mainly comprises insurance for retirement pension, unemployment compensation, medical, work-related injuries, and maternity, while other allowances include car allowance, etc.

(iii) A breakdown, showing the level and mix of each individual Director's and key executive's remuneration in FY2025 is reflected in the section below on "Disclosure on Directors' and Key Executives' Remuneration".

Disclosure on Directors' and Key Executives' Remuneration

According to Rule 1207(10D) of the SGX Listing Manual, the Issuer is required to disclose in the Annual Report for the financial year ended on or after 31 December 2024 the names, amounts and breakdown of remuneration paid to each individual director and the chief executive officer by the issuer and its subsidiaries. Such breakdown must include (in percentage terms) base or fixed salary, variable or performance-related income or bonuses, benefits in kind, stock options granted, share-based incentives and awards, and other long-term incentives. The Company has complied with this requirement and disclosed the information in the table below.

The variable or performance related income/bonus is to recognise the efforts, contributions and performance of the Executive Director and key executives, whether as a whole and/or on an individual basis, in particular where such efforts and contributions and/or performance may not be directly or immediately reflected in or attributable to the financial performance of the Company and the Group.

The level and mix of each Director's and key executive's remuneration in FY2025 are as follows:

REMUNERATION & NAME OF DIRECTOR	REMUNERATION S$[1]	BASE/ FIXED SALARY %	VARIABLE OR PERFORMANCE RELATED INCOME/ BONUSES %	DIRECTOR'S FEES %	OTHER BENEFITS[2] %	TOTAL %
Executive Director and CEO						
Mr. Ma Ming[3]	809,853	53.5%	–	–	46.5%	100%
Mr. Lin Jiankai[4]	2,111,542	12.0%	88.0%	–	–	100%
Non-Executive, Non-Independent Directors						
Mr. Guo Hong Xin	90,000	–	–	100%	–	100%
Mr. Li Lei[5]	–	–	–	–	–	–
Ms. Wang Guannan[5]	–	–	–	–	–	–
Ms. Pan Shuhong[6]	60,000	–	–	100%	–	100%
Mr. Ngoo Lin Fong[6]	60,000	–	–	100%	–	100%
Independent Directors						
Mr. Yang Zheng	90,000	–	–	100%	–	100%
Mr. Wang Daofu	90,000	–	–	100%	–	100%
Mr. Mak Yen-Chen Andrew	90,000	–	–	100%	–	100%
Mr. Limjoco Ross Yu[7]	29,342	–	–	100%	–	100%
Mr. Yee Chia Hsing[8]	60,658	–	–	100%	–	100%

REMUNERATION BAND & NAME OF KEY EXECUTIVES	BASE/ FIXED SALARY %	VARIABLE OR PERFORMANCE RELATED INCOME/ BONUSES %	DIRECTOR'S FEES %	OTHER BENEFITS[2] %	TOTAL %
Between S$100,000 to S$220,000					
Ms. Wang Hui	41.8%	54.0%	-	4.1%	100%
Mr. Xu Jun	62.2%	31.7%	-	6.1%	100%
Mr. Wang Ning	42.4%	44.9%	-	12.7%	100%
Mr. Shi Shaolin	34.0%	55.7%	-	10.3%	100%
Between S$580,000 to S$800,000					
Mr. Tang Hao	22.7%	75.9%	-	1.4%	100%

Notes:

(1) Based on the exchange rate between RMB and SGD as at 31 December 2025 which was RMB 5.4437 to SGD1.00.

(2) Other benefits include the Housing Fund, Social Security Scheme and other allowances.

(3) Mr. Ma resigned as Executive Director and CEO on 15 May 2025. The other benefits paid to Mr. Ma include a one-time goodwill payment following his resignation as Executive Director and CEO.

(4) Mr. Lin Jiankai was appointed as Executive Director and CEO on 24 November 2025. He has been the General Manager of Sunpower Clean Energy Investment (Jiangsu) Group Co., Ltd. and Jiangsu Sunpower Clean Energy Co., Ltd. since May 2025.

(5) Each of Mr. Li Lei and Ms. Wang Guannan stepped down as Non-Executive and Non-Independent Director on 7 April 2025.

(6) Each of Ms. Pan Shuhong and Mr. Ngoo Lin Fong was appointed as Non-Executive and Non-Independent Director on 3 April 2025.

(7) Mr. Limjoco Ross Yu retired as Director on 29 April 2025.

(8) Mr. Yee Chia Hsing was appointed as a Director on 30 April 2025.

Above are the Group's key executives in FY2025. The total remuneration paid to the above key executives (who are not Directors or the CEO) of the Company in FY2025 is RMB8.24million.

Save as disclosed above, the Company does not have any employees who are substantial shareholders of the Company, or are immediate family members of a Director, the CEO or a substantial shareholder of the Company, and whose remuneration exceeded S$100,000 during FY2025.

(iv) The Sunpower Employee Share Option Scheme 2015 ("**ESOS 2015**") was approved and adopted by the shareholders of the Company at a special general meeting held on 29 April 2015[1]. The implementation of ESOS 2015 aligned the interests of its shareholders with the Company.

On 19 May 2015, the Company announced it has granted a total of 59,220,000 share options ("**Initial Grant**"). Of the 59,220,000 share options granted pursuant to the Initial Grant, 5,922,000 share options were granted to Mr. Guo, Executive Director (currently Non-Executive Director and Non-Executive Chairman) and controlling shareholder of the Company at the time of the grant; 8,968,000 share options to Mr. Ma, who was Executive Director and controlling shareholder of the Company at the time of the grant; and 44,330,000 share options to the employees of the Group.

An aggregate of 3,710,000 share options from the Initial Grant has lapsed from 2016 to 2020. Subsequently, the Company granted a total of 3,710,000 share options, a number that is equivalent to the lapsed options, comprising 210,000, 1,420,000, 1,080,000 and 1,000,000 share options granted respectively on 20 July 2016, 11 May 2018, 31 January 2019 and 20 March 2020, to the employees of the Group.

No options were granted during the financial year ended 31 December 2025. As at 31 December 2025, an aggregate of 58,029,000 ordinary shares were issued and allotted pursuant to the exercise of options under ESOS 2015.

The validity period of options granted under ESOS 2015 shall expire no later than the tenth (10th) anniversary of the Date of Grant of that option. Any option which is not exercised before the end of the relevant option period (depending on its date of grant) shall immediately lapse and become null and void. The outstanding options of 1,191,000 granted under the ESOS 2015 have lapsed and become null and void.

Further, according to the Company's circular to shareholders dated 6 April 2015, the 2015 ESOS shall continue in force at the discretion of the RC, subject to a maximum period of ten (10) years commencing on the date the 2015 ESOS was adopted by Shareholders in general meeting. The 2015 ESOS is no longer in force and valid.

[1] Further information relating to ESOS 2015 can be found in the circular issued to the Company's shareholders dated 6 April 2015.

Corporate Governance Report

4. ACCOUNTABILITY AND AUDIT

Risk Management and Internal Controls

Principle 9: *The Board is responsible for the governance of risk and ensures that Management maintains a sound system of risk management and internal controls, to safeguard the interests of the Company and its shareholders*

(i) The Group has put in place a system of risk management and internal controls to respond to financial, operational, compliance and information technology risks that are significant to the achievement of the Group's business objectives.

(ii) The Board reviews at least annually the adequacy and effectiveness of the Group's risk management and internal controls, including operational controls and is responsible for the overall internal control framework. The Board acknowledges that no cost-effective internal control system will preclude all errors and irregularities. A system is designed to manage rather than eliminate the risk of failure to achieve business objectives and can provide only reasonable and not absolute assurance against material misstatement or loss.

(iii) The Board has obtained a written confirmation from the CEO and the CFO that:

(a) the financial records of the Group have been properly maintained and the financial statements are prepared in accordance with Singapore Financial Reporting Standards (International) to give a true and fair view of the Group's operations and financial position as at reporting date and its performance for the financial year then ended; and

(b) the risk management and internal control systems that are in place in the Group are adequate and effective to address the key risks in the Group.

(iv) Based on the confirmation from the CEO and CFO as described above, review of the findings from the auditors on the Group's internal controls and the Management's responses to the auditors' recommendation for improvements to the Group's internal controls, review of minutes of the RMC including any significant matters reported to the AC by the risk management team and discussions with the auditors and the Management, the Board, with the concurrence of the AC, is of the opinion that the internal controls are adequate and effective to address key financial, operational, and compliance risks as at 31 December 2025. Additionally, the Board is satisfied that the risk management system that it has put in place together with the abovementioned internal controls are adequate and effective to address the key risks of the Group including information technology risk.

To strengthen its risk management processes and framework, the RMC was formed in 2011. As at the date of this report, the members of the RMC comprise Mr. Lin, Executive Director and CEO; Mr. Yang, Lead Independent Director; Mr. Tang Hao, Group Deputy General Manager; Ms. Wang Hui, Chief Financial Officer; and Ms. Lyu Wei, Investor Relations Director. The RMC shall meet no less than two (2) times a year and at other times as required. The RMC is currently supported by Ms. Zhang Ying, who is the risk management secretary of the RMC. Ms. Zhang Ying has a legal background and is currently the head of the Internal Controls Department.

In addition, to enhance the Company's risk management framework, strengthen operational risk management, and improve the performance efficiency of the RMC, a Risk Control Working Team ("**RCWT**") was established in 2025 under the direct leadership of the RMC. As at the date of this report, the RCWT comprises all general managers of the GI projects with Mr. Lin serving as the team leader.

(v) The RMC performs the following key functions in accordance with its terms of reference:

(a) evaluate and provide advice on the business risks (strategic, financial, operational and compliance with laws and regulations);

(b) study and identify internal controls and risk management strategies to manage the identified risks;

(c) design and implement new controls and strategies to address identified business risks;

(d) identify and analyse the risks in relation to climate change;

(e) study and analyse material investments, financing and other operational management activities, and advise the Board; and

(f) any other functions as authorised by the Board.

Based on the internal controls and risk management framework established, the RCWT shall identify and analyse the potential risk factors and trends, and submit the list of the material risks to the RMC for review and discussion. Following this, the RCWT conducts in-depth investigations and quantitative assessments of the material risks in key aspects and provides professional analysis and recommendations to the RMC. The RMC makes comprehensive assessment on the risks and countermeasures reported by the RCWT and report any significant matters to the AC. The RMC evaluates the risk management system of the Company from time to time and make necessary refinements to ensure that the Company has a comprehensive and sound risk management system that is operating as prescribed.

Audit Committee

Principle 10: The Board has an AC which discharges its duties objectively

(i) The AC comprises three (3) Independent Non-Executive Directors, namely, Mr. Yee, Mr. Mak and Mr. Yang.

The Chairman of the AC, Mr. Yee, holds a First-Class Honours Degree in Accountancy from Nanyang Technological University, Singapore, and has over 20 years of experience in banking and finance. Mr. Yee has also served as Executive Director/CEO of an SGX-listed company in the hospitality sector and currently sits on the boards of several listed companies, bringing extensive corporate governance and executive experience to the Board. The other members of the AC have many years of experience in business, financial management, law and corporate governance. The Board is of the view that the members of the AC have sufficient financial management expertise and experience to discharge the function of the AC.

(ii) The key terms of reference of the AC include the following:

(a) the AC shall consist of not less than three (3) Directors appointed by the Board, all of whom shall be Non-Executive Directors with the majority being Independent Directors. At least two (2) members of the AC shall have accounting or related financial management expertise or experience and its membership, details of its activities, number of meetings and attendance at such meetings, shall be disclosed annually; and

(b) the Board shall appoint a new member within three (3) months of cessation so that the number of members does not fall below three (3).

(iii) The AC performs, inter alia, the following key functions:

(a) reviewing with internal and external auditors their audit plans, their evaluation of the system of internal controls and the reports on their findings including recommendations for improvement;

(b) reviewing and reporting to the Board at least annually, the adequacy and effectiveness of the Company's internal controls, including financial, operational, compliance and information technology controls which are carried out internally and/or with the assistance of professional service firms;

(c) reviewing the Group's financial results and the announcements, and annual consolidated financial statements of the Company and its subsidiaries as well as the statement of financial position and statement of changes in equity of the Company before submission to the Board for approval;

(d) reviewing the adequacy, effectiveness, scope and results of the external audit and the independence and objectivity of the external auditors;

(e) reviewing significant findings of internal investigations, if any;

(f) recommending to the Board the appointment or re-appointment of the external auditors and approving the remuneration and terms of engagement of the external auditors;

(g) reviewing interested person transactions; and

(h) any other functions as required by law or the Code.

(iv) The AC is authorised to investigate any matters in its terms of reference and has full access to the co-operation of the Management. The AC has full discretion to invite any Director or executive officer to attend its meetings, as well as access to reasonable resources to enable it to discharge its function properly.

(v) The AC meets with the external auditors and internal auditors without the presence of the Management annually. The AC also meets with the external auditors to discuss matters relating to internal accounting controls as well as the results of their audit of the Group.

(vi) The AC reviews, inter alia, the independence and objectivity of the external auditors annually, taking into consideration the nature and extent of any non-audit services provided to the Company by the external auditors. The AC seeks to maintain objectivity by reviewing all non-audit services provided by the external auditors to the Group and is satisfied that the nature and extent of such services would not affect the independence of the external auditors.

(vii) The Group has complied with Rule 712, Rule 715 and Rule 716 of the Listing Rules in relation to its auditors.

(viii) The AC reads technical newsletters as appropriate and receives updates from the auditors during AC meetings, so as to keep abreast of changes in accounting standards and issues.

(ix) No former partner or director of the Company's existing auditing firm or audit corporation is a member of the AC.

Whistle-blowing Policy

The Board undertakes to investigate complaints of suspected fraud in an objective manner and has put in place a whistle-blowing policy and procedures which provide employees with well-defined and accessible channels (such as email address and telephone contact, etc) within the Group, including a direct channel to the AC, for reporting suspected fraud, corruption, dishonest practices or other similar matters.

The Company has well-defined processes which ensure independent investigation of issues/concerns raised including appropriate follow-up action, and provides assurance that whistle-blowers will be protected from reprisal and detrimental or unfair treatment for whistle-blowing in good faith. The Company will treat all information received confidentially and protect the identity of all whistle-blowers. Reports can be lodged by calling the hotline at (86) 025-52798691 or via email at sunpower12345@163.com.

The AC reviews and considers whistle-blowing complaints at its quarterly meetings to ensure independent, thorough investigation and appropriate follow-up actions. Should the AC receive reports relating to serious offences and/or criminal activities in the Group, the AC and the Board can have access to the appropriate external advice where necessary. The AC is responsible for the overall oversight and monitoring of the whistle-blowing policy and its implementation.

The AC Commentary on Key Audit Matter

The AC noted the key audit matter ("**KAM**") set out in the independent auditor's report. The KAM relates to a matter which in the auditor's professional judgement represents the most significance in the audit of the financial statements of the Group for FY2025. The matter is considered most significant by the auditor largely because the amount is material and there is a

high level of judgement and estimate involved particularly in the recognition of revenue, cost and intangible assets during construction phase of GI projects based on percentage of completion. It is therefore subject to greater emphasis and scrutiny in the audit and was selected by the auditor for communication with the AC.

The AC has discussed and reviewed the KAM with the auditor and the Management and has provided its comments below.

	KAM INVOLVING SIGNIFICANT JUDGEMENTS AND ESTIMATES BY MANAGEMENT	MATTERS CONSIDERED BY AC	CONCLUSION BY AC
1	**Revenue and intangible assets arising from Build-Operate-Transfer ("BOT") projects** *(Refer to Notes 3.2(a), 16 and 27 to the Financial Statements)*	The Group has BOT projects which involve expenditure of costs during the construction phase to be recovered from operating the facilities and selling steam and electricity in future. The Group recognises revenue in accordance with SFRS(I) 15 *Revenue from Contracts with Customers*, namely revenue is recognised when (or as) the performance obligations are satisfied. Intangible assets arising from costs incurred during the construction phase which are projected to be recoverable during the operating period are recognised in accordance with SFRS(I) INT 12 *Service Concession Arrangements*. The AC discussed with the Management and the auditor on the significant judgement and estimate made in relation to: (i) Projection of total revenue which can be billed to end users during the operating period; (ii) Evaluation of estimated profit margins for each of the construction and operating phases; (iii) Allocation of revenue between the construction and service elements of the project; and (iv) Recoverable amount of intangible assets which represent cost recoverable from future operations.	The AC is satisfied that the intangible assets and revenue recognised for BOT projects during the construction phase are in accordance with the guidance set out in SFRS(I) INT 12 - *Service Concession Arrangements* and SFRS(I) 15 *Revenue from Contracts with Customers*.

Internal Audit

(i) The Company engaged an external professional service firm, CLA Global TS Risk Advisory Pte Ltd ("**CLA Global TS**"), to perform internal audit review and test of controls of critical processes, based on the internal audit plan which is approved by the AC before the commencement of work each year.

(ii) CLA Global TS has unfettered access to all the Group's documents, records, properties and personnel, and has unrestricted access to the AC.

(iii) The AC reviewed the scope of internal audit work and the key audit procedures, including any findings from each review and the Management's responses thereto, and ensured the adequacy of the internal audit function annually. The internal audit work carried out by CLA Global TS is guided by the International Standards for the Professional Practice of Internal Auditing (IIA Standards) as laid down in the International Professional Practices Framework issued by the IIA.

The internal audit is planned independently in consultation with the AC. The AC oversees the activities and work performed by the internal auditors and ensures that the internal audit plans are aligned with the Group's risk management programme. This is intended to assure that effective and efficient controls are in place to manage the risks in the Group.

The Company and AC are satisfied that the internal audit function is carried out independently and effectively, and is adequately resourced.

Independent Committee

According to the Rule 904 of the SGX Listing Manual, In the case of a company, "**interested person**" refers to a director, Chief Executive Officer, or controlling shareholder of the issuer; or an associate of any such director, chief executive officer, or controlling shareholder ("**Interested Person**"). Interested person transaction means a transaction between an entity at risk and an interested person (the "**IPT**").

(i) To strengthen its internal controls that safeguard the interests of the Company and its shareholders, the IC was formed in 2021 to review and approve the IPTs in accordance with the Group's IPT review and approval procedures following the disposal of the Manufacturing and Services ("**M&S**") business. The IC shall review all IPTs at least on a quarterly basis to ensure that they are carried out on normal commercial terms and in accordance with the procedures outlined in its terms of reference.

(ii) The IC consists of the members of the AC and Mr. Wang, an Independent Non-Executive Director.

(iii) The key terms of reference of the IC include the following:

(a) The IC shall consist of the members of the AC and such other member as may be appointed from the Board from time to time, all of whom shall be Non-Executive Directors with the majority being Independent Non-Executive Directors. At least two (2) members of the IC shall have accounting or related financial management expertise or experience.

(b) The Board shall appoint a new member within three (3) months of cessation so that the number of members does not fall below four (4).

(iv) The IC performs, inter alia, the following key functions in accordance with its terms of reference and in compliance with the Group's IPT review and approval procedures and the Listing Rules:

(a) review and approve IPTs in relation to the entry into engineering, procurement and construction ("**EPC**") contracts that relate to the provision of EPC contracting services according to the characteristics of the GI projects or the requirements of the owners ("**EPC Contracts**") with the Interested Persons, following the review and approval of the CFO and the CEO and upon the relevant transaction value thresholds being met;

(b) review and approve IPTs in relation to the lease of office buildings and/or facilities from the Interested Persons, following the review and approval of the CFO and CEO;

(c) review and approve IPTs in relation to contracts that relate to the provision of design and consulting services for the technical transformation, optimisation, upgrading and expansion of certain of the Group's operating facilities

to improve safety and stability, implement energy-saving measures and reduce consumption at the operational facilities ("**Occasional Design Consulting Services Contracts**"), following the review and approval of the CFO and CEO upon the relevant transaction value thresholds being met;

(d) review and approve the IPTs in relation to the Artificial Intelligence ("**AI**") technology services for the improvement of the operation efficiency and feedstock cost reduction of the Group's GI projects to improve the profitability, following the review and approval of the CFO and CEO upon the relevant transaction value thresholds being met;

(e) review all IPTs at least on a quarterly basis to ensure that they are carried out on normal commercial terms and in accordance with the procedures outlined in the Group's IPT review and approval procedures. All relevant non-quantitative factors will also be taken into account. In addition, the IC shall from time to time look into the aggregate value of IPT contracts signed with Sunpower Technology (Jiangsu) Group Co., Ltd. (中圣科技（江苏）集团有限公司) and its subsidiaries ("**M&S Group**"), and United AItech (Tianjin) Co., Ltd. (爱沃特人工智能(天津)有限公司) ("**AItech**"), respectively, whether the transaction value has reached 3.0% of the Group's market capitalisation as at the previous financial year end[2]; and

(f) review from time to time such guidelines and procedures to determine if they are adequate and/or commercially practicable in ensuring that transactions between the Group and the Interested Persons are conducted at arm's length and on normal commercial terms.

Interested Person Transactions
(Rule 907 of the SGX Listing Manual)

To ensure that transactions with Interested Persons are undertaken at (a) arm's length and on normal commercial terms consistent with the Group's usual business practices and on terms which are not more favourable than those extended to unrelated third parties; or (b) in any event, on terms no less favourable to the Group than prevailing open market rates, and will not be prejudicial to the interests of the Group and its minority shareholders, the Group has adopted internal procedures for the review and approval of the IPTs. In addition, the Group also has established procedures to ensure that all IPTs are reported on a timely manner to the AC or the IC (as the case may be, depending on whether the IPTs are carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority shareholders).

Mr. Ma resigned as Executive Director and CEO with effect from 15 May 2025 and completed the sales of his 123,509,737 ordinary shares and S$15,438,716 in principal amount of convertible bonds issued by Sunpower Group Ltd. on 20 November 2025. Mr. Ma and Mr. Ma's associates ceased to be the Interested Persons of the Company. As Mr. Guo and his associates are still the Interested Persons of the Group, any transaction by the Company or any of its subsidiaries with Mr. Guo or any of his respective associates will be regarded as an IPT under Chapter 9 of the SGX Listing Manual following the disposal of the M&S Group which was completed on 30 April 2021 by the Company.

The following is the summary of the internal procedures for the review and approval of the IPTs between the Group and the M&S Group in 2025.

(a) In relation to the entry into EPC Contracts:

EPC Contracts relate to the provision of EPC contracting services according to the characteristics of the GI projects or the requirements of the owners. EPC Contracts include different contracting services such as EPC general contracting, EP general contracting, PC general contracting or PC procurement based on the different stages of the GI projects.

(i) The entry into EPC Contracts will be determined by way of a tender process, whereby the Company will obtain quotations from no less than three (3) bidders, with at least two (2) unrelated third parties. In general, the Group will only enter into contracts for the purchase of products or the provision of services under the EPC Contract from the Interested Persons upon satisfactory review and approval by the relevant persons as set out in paragraphs (a)(iii) and (iv) that the rates or prices from the Interested Persons are not higher than the most competitive

[2] The SGX-ST had on 27 December 2019 informed the Company that it has no objections to the Company's use of the market capitalisation as at the previous financial year end, instead of its latest audited NTA, as the basis for computing the materiality thresholds under Rules 905 and 906 of the SGX Listing Manual, until such time as its audited NTA turns positive.

quote provided by other third party bidders for manufacturing and services products of similar specifications or for comparable services, after obtaining competing quotes from at least two (2) unrelated third party bidders, and taking into account factors such as the technologies and technical specifications, scope of services and track record, warranty period, experience and expertise and any other relevant factors.

(ii) In the event that such competing quotes from unrelated third party bidders cannot be obtained through the tender process (for instance, if there are no unrelated third party suppliers of similar products or services, or if the product is a proprietary item), the Group will obtain two (2) recent contracts (wherever possible or available) entered into between the Interested Persons and the unrelated third party customers of such Interested Persons for the same or substantially similar products and/or services, prior to the entry into of the contract or transaction with the Interested Persons, as a basis for comparison to determine whether the prices and terms offered by the Interested Persons are fair and reasonable, and comparable to those offered by the Interested Person to their unrelated third party customers. In general, the Group will only enter into the EPC Contract with the Interested Persons upon satisfactory review by the relevant persons as set out in paragraphs (a)(iii) and (iv) on whether the prices and terms offered by the relevant Interested Persons are fair and reasonable and in accordance with the Group's usual business practices and pricing policies or industry norms, with factors such as the technologies and technical specifications, scope of services and track record, warranty period, experience and expertise, historical rates or prices paid by the Group for such products and/or services, credit terms and any other relevant factors taken into account.

(iii) Each of the EPC Contracts with a value less than RMB5 million shall be subject to review by the CFO and CEO, jointly, who must each not have any interest, direct or indirect, in the transaction, in accordance with the review procedures as set out in paragraphs (a)(i) and (ii) above.

(iv) For each EPC Contract with a value equal to or more than RMB5 million, upon satisfactory review by the CFO and CEO, jointly, who must each not have any interest, direct or indirect, in the transaction, the entry into such Transactions will be subject to prior approval by a simple majority of the IC, who must each not have any interest, direct or indirect, in the transaction, in each case in accordance with the review procedures as set out in paragraphs (a)(i) and (ii) above.

(b) In relation to the lease of office buildings and/or facilities:

(i) The rent payable by the Group to the Interested Persons shall be at an annual rent no higher than the prevailing market rent as supported by an independent report issued by an independent firm with the relevant track record or experience, no more than two (2) months prior to the lease and/or the renewal of the lease, with cost of such report to be borne by the Group. The Company may engage independent firm for the purposes of the foregoing. The IC will review and approve such appointment to ensure that the independent firm engaged will be an accredited valuer under prevailing laws and regulations in the PRC, if any.

(ii) Each lease shall be reviewed by (1) the CFO and (2) the head of the Internal Controls Department of the Group, jointly, who must each not have any interest, direct or indirect, in the transaction. Upon satisfactory review by the relevant persons in accordance with the procedures above, the entry into such leases will be subject to prior approval by a simple majority of the IC, who must each not have any interest, direct or indirect, in the transaction.

(iii) In general, the Group will only enter into the leases if the relevant persons reviewing the transaction as set out in paragraph (b)(ii) above (who must each have no interest, direct or indirect, in the transaction) are satisfied that the rent payable is in line with or better than prevailing market rental rates for comparable properties, taking into account factors such as the geographical location, facilities and other relevant factors that may affect rental rates or terms of the lease.

(c) In relation to the entry into Occasional Design Consulting Services Contracts:

(i) The Occasional Design Consulting Services Contracts will be subject to a Framework Agreement. The Framework Agreement shall be subject to review by the CFO and CEO, jointly (who must each not have any interest, direct or indirect, in the transaction). Upon satisfactory review by the relevant persons in accordance with the procedures

as set out in paragraphs (c)(ii) and (iii), the entry into such Framework Agreement will be subject to prior approval by a simple majority of the IC, who must each not have any interest, direct or indirect, in the transaction.

(ii) The Framework Agreement shall specify (1) the type of design consulting service to be carried out; (2) the basis of computation for the fees; and (3) the pricing mechanism, which shall be based on the "Engineering Design Fee Standard" (工程设计收费标准) in "[2002] No. 10 Regulations on the Administration of Engineering Investigation and Design Fees" ([2002]10号文《工程勘察设计收费管理规定》) ("**Regulation**") originally issued by the State Development Planning Commission of the People's Republic of China (中华人民共和国国家计划委员会) and the Ministry of Construction of the People's Republic of China (中华人民共和国建设部), which has been renamed as the Ministry of Housing and Urban-Rural Development of the People's Republic of China (中华人民共和国住房和城乡建设部).

The Regulation, along with the "Engineering Design Fee Standard" (工程设计收费标准) and the "Engineering Survey Fee Standard" (工程勘察收费标准), are applicable to the engineering design fees and engineering survey fees charged in relation to construction projects within the People's Republic of China. Engineering design fees refer to the fees charged by the design company for the preparation of preliminary design documents, construction drawing design documents, non-standard equipment design documents, construction drawing budget documents, as-built drawing documents and other services as entrusted to them by the client. If there are any new standards or changes to the "Engineering Design Fee Standard" (工程设计收费标准), the Company will adjust its pricing mechanism accordingly.

(iii) The entry into the Framework Agreement will be determined by way of a tender process, whereby the Company will obtain quotations from no less than three (3) bidders, with at least two (2) unrelated third-party bidders, all of whom must meet the qualification requirements. The qualitative criteria considered in the bidding process primarily include each bidder's qualification level, amount of registered capital, financial position, bank credit rating, performance track record and quality system certification documents. The tender will be awarded to the bidder that provides the highest discount to the "Engineering Design Fee Standard" (工程设计收费标准). In general, the Group will only enter into the Framework Agreement if the CFO and CEO, who must each have no interest, direct or indirect, in the transaction), are satisfied that the rates or prices and terms offered from the M&S Groupare in accordance with the "Engineering Design Fee Standard" (工程设计收费标准) and that its tendered discount is the most attractive among the bids received.

(iv) Under the Framework Agreement, each individual Occasional Design Consulting Services Contract with a value of less than RMB1 million, and where the annual cumulative value of such Occasional Design Consulting Services Contracts is less than RMB5 million, shall be subject to review and approval by the CFO and CEO, jointly, who must each not have any interest, direct or indirect, in the transaction, in accordance with the procedures set out above.

(v) Each individual Occasional Design Consulting Services Contract with a value equal to or exceeding RMB1 million, or where the annual cumulative value of such Occasional Design Consulting Services Contracts is equal to or exceeds RMB5 million, shall be subject to review by the CFO and CEO, jointly, who must each not have any interest, direct or indirect, in the transaction. Upon satisfactory review by the relevant persons in accordance with the procedures above, the entry into such transactions will be subject to prior approval by a simple majority of the IC, who must each not have any interest, direct or indirect, in the transaction.

(d) In respect of certain transactions relating to the receipt of meal catering services in staff canteen[3], the following two-tiered approval process will be adopted:

(i) if the cumulative fees are equal to or below RMB1 million, the Board authorises the management of the Company, specifically the CFO, to approve the transactions after the reviews and approvals by the administrative personnel and the head of the Internal Controls Department at the Group level; and

(ii) if the cumulative fees are above RMB1 million, such transactions will be subject to the review and prior approval by a simple majority of the AC, in addition to the management-level reviews and approvals outlined in (d)(i).

[3] For the avoidance of doubt, the receipt of meal catering services from Interested Persons is not related to the core business of the Group.

In connection with the renounceable non-underwritten rights issue of 7.00% convertible bonds due 2030 ("**Rights Issue**") and the allotment results as disclosed on 3 April 2025 and 28 March 2025 respectively, certain participants – including the estate of the late Dr. Lin Yucheng, Ms. Pan Shuhong, and entities controlled by them – who fall within the definition of "interested person" under Rule 904 of the SGX Listing Manual are regarded as the Interested Persons of the Group.

Further, AItech is controlled by the estate of the late Dr. Lin Yucheng. Both the estate of the late Dr. Lin Yucheng and Ms. Pan Shuhong are shareholders of the Company. In addition, Ms. Pan Shuhong is also a director of the Company and AItech. As such, the transactions with AItech constitute interested person transactions under Chapter 9 of the SGX Listing Manual.

In 2025, the Group started to apply AI in its GI projects through cooperating with AItech. The following procedures have been adopted in relation to the receipt of the AI services:

(i) if the individual transaction value is less than RMB5 million, such transaction shall be subject to review by the heads of the Operations Supervision Department and Internal Controls Department, who must each not have any interest, direct or indirect, in the transaction. Upon the satisfactory review by the relevant personnel by taking account of the comprehensive requirements, the entry into such transactions will be subject to prior approval by the CFO and CEO, jointly, who must each not have any interest, direct or indirect, in the transaction.

(ii) if the individual transaction value is equal to or above RMB5 million, such transaction shall be subject to review by the CFO and CEO, jointly, who must each not have any interest, direct or indirect, in the transaction. Upon satisfactory review by the relevant management, the entry into such transactions will be subject to prior approval by a simple majority of the IC, who must each not have any interest, direct or indirect, in the transaction.

In the event that a member of the IC has an interest in a transaction with an Interested Person, or is a nominee for the time being of the Interested Person, or if he also serves as an independent non-executive director on the board of directors or (as the case may be) an audit or other board committee of the Interested Person, and he participates in the review and approval process of the IC in relation to a transaction with that Interested Person, or if any associate (as defined in the Listing Rules) of a member of the IC is involved in the decision making process on the part of the Interested Person, he shall abstain from participating in the review and approval process of the IC in relation to that transaction.

In the event that the CFO, CEO, the head of Internal Controls Department and/or the head of Operations Supervision Department of the Group has an interest in a transaction with an Interested Person, or is a nominee for the time being of that Interested Person, such person shall abstain from participating in the review and approval process in relation to that transaction and the Company shall, subject to the approval of the IC, recommend another officer of the Group of an equivalent rank (who must not have any interest, direct or indirect, in the transaction) to review and/or approve the transaction (as the case may be).

In addition to the review procedures set out above, all interested person transactions, including transactions between the Interested Persons and the Group, shall be subject to the relevant provisions of Chapter 9 of the SGX Listing Manual. In particular, if such transactions are of an aggregate value equal to or more than 3.0% of the Group's latest audited net tangible assets ("**NTA**") (or the Company's market capitalisation as at the previous financial year end, until such time as the Group's audited NTA turns positive[2], such transactions will be announced immediately. If such transactions are of an aggregate value equal to or more than 5.0% of the Group's latest audited NTA (or the Company's market capitalisation as at the previous financial year end, until such time as the Group's audited NTA turns positive), such transactions will be subject to Shareholders' approval before they can be entered into.

Above is the current IPT categories which were identified and carried out between the Company or any of its subsidiaries with the Interested Persons. However, if any IPTs are not covered by the IPT guidelines and review procedures set out above, the IPTs should be submitted to non-interested directors for approval.

In addition to the guidelines and review procedures set out above, the Group has implemented the following additional guidelines and review procedures to ensure that the IPTs are undertaken on arm's length basis and on normal commercial terms:

(a) A register is maintained to record the list of interested persons and their associates (which is to be updated immediately if there are any changes) to enable identification of interested persons. The list of interested persons shall be reviewed on a quarterly basis by the CFO and subject to such verifications or declarations as required by the IC for such period as determined by them. This list of interested persons shall be disseminated to any staff of the Group that the Group's finance team considers relevant for the purposes of entering into interested person transactions.

(b) A register is maintained to record all IPTs (including the bases on which the IPTs are entered into, amount and nature) ("**IPT Register**") by the Group's finance team, which shall be reviewed by the CFO on a monthly basis.

(c) The IC shall review all IPTs at least on a quarterly basis to ensure that they are carried out on normal commercial terms and in accordance with the procedures outlined above. All relevant non-quantitative factors will also be taken into account. In addition, the IC shall from time to time look into the aggregate value of IPT contracts signed with the M&S Group and AItech on whether the transaction value or the aggregate value of all transactions entered into with the same interested person reaches 3.0% of the Group's market capitalisation as at the previous financial year end. According to Rule 905 of the SGX Listing Manual, the Group must make an immediate announcement of the IPTs and all future transactions during that financial year, if any interested person transaction of a value or aggregate value of all transactions entered into with the same interested person during the same financial year equal to, or more than 3.0% of the Group's market capitalisation as at the previous financial year.

Such review includes the examination of the transaction and its supporting documents or such other data deemed necessary by the IC. The IC shall, when it deems necessary, request for any additional information pertaining to the transaction under review from independent sources, advisers or valuers, and/or require the appointment of an independent professional firm (the appointment of which shall be approved by the IC) to provide additional review of the internal control procedures and review procedures and their implementation pertaining to interested person transactions under review and to report to the IC on a quarterly basis.

(d) The IC shall also review from time to time such guidelines and procedures to determine if they are adequate and/or commercially practicable in ensuring that transactions between the Group and the interested persons are conducted at arm's length and on normal commercial terms. If during any of the reviews by the IC, the IC is of the view that the internal control procedures and review procedures for IPTs have become inappropriate or insufficient in the event of changes to the nature of, or manner in which, the business activities of the Group or the Interested Persons are conducted, it will, in consultation with the Board, take such actions as it deems proper in respect of such procedures and guidelines and/or modify or implement such procedures and guidelines as may be necessary to ensure that the IPTs will be conducted on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders. The IPTs will be entered into in accordance with the requirements under Chapter 9 of the SGX Listing Manual (including the requirements under Rule 905 and Rule 906).

(e) The Board will ensure that all disclosure, approval and other requirements on IPTs, including those required by prevailing legislation, the SGX Listing Manual (in particular, Chapter 9 thereof) and relevant accounting standards, are complied with. The Company will also endeavour to comply with the recommendations set out in the Code of Corporate Governance 2018 issued by the Monetary Authority of Singapore (as amended, modified or supplemented from time to time).

(f) The IC shall oversee the IPTs from time to time. The internal auditors shall be engaged to review the IPTs to ensure that, amongst other things, the relevant approvals have been obtained and the guidelines and review procedures for the relevant IPTs have been adhered to, when the aggregate value of the IPT contracts which are approved and signed in the same financial year reaches or exceeds 3.0% of the Group's latest audited NTA (or the Company's market capitalisation as at the previous financial year end, until such time as the Group's audited NTA turns positive); or when the aggregate value of the IPT contracts which are approved and signed in the same financial year reaches or exceeds RMB15 million. The internal auditors will report their findings to the IC.

Other than that, the IC may require the engagement of internal auditors to review the IPTs at their discretion, when necessary.

The Group ceased applying for IPT general mandate from shareholders after 28 April 2023 based on its comprehensive assessments. However, there are transactions performed under agreements that were entered into during the period in which the Company's IPT general mandate was in force, which was first adopted on 16 April 2021 and renewed on 27 May 2022 before it expired on 28 April 2023. By the nature of certain of such contracts, these transactions may only accrue upon the satisfaction of certain milestones. Accordingly, such IPTs as approved under the prior IPT general mandate are presented as and when they are accrued.

The IPTs with the M&S Group for the full year ended 31 December 2025 are outlined as follows:

NAME OF INTERESTED PERSON	NATURE OF RELATIONSHIP	NATURE OF TRANSACTION	AGGREGATE VALUE OF ALL INTERESTED PERSON TRANSACTIONS FOR THE FULL YEAR ENDED 31 DECEMBER 2025 (EXCLUDING TRANSACTIONS LESS THAN S$100,000 AND TRANSACTIONS CONDUCTED UNDER SHAREHOLDERS' MANDATE PURSUANT TO RULE 920)[1] RMB'000	AGGREGATE VALUE OF ALL INTERESTED PERSON TRANSACTIONS CONDUCTED UNDER SHAREHOLDERS' MANDATE PURSUANT TO RULE 920 OF THE LISTING MANUAL FOR THE FULL YEAR ENDED 31 DECEMBER 2025 (EXCLUDING TRANSACTIONS LESS THAN S$100,000)[2] RMB'000
Shandong Yangguang Engineering Design Institute Co., Ltd.	Associate of controlling shareholders	Payment for construction engineering design	245	-
		Construction fee paid for EPC contract	11,223	-
Jiangsu Sunpower Technology Co., Ltd.	Associate of controlling shareholders	Lease of office buildings	-	1,321

Notes:

(1) The transactions listed in this column pertain to transactions that are non-mandated.

(2) The transactions listed in this column pertain to transactions performed under agreements that were entered into during the period in which the Company's IPT general mandate was in force, which was first adopted on 16 April 2021 and renewed on 27 May 2022 before it expired on 28 April 2023. By the nature of certain of these contracts, certain transactions may only accrue upon the satisfaction of certain milestones. Accordingly, such IPTs as approved under the prior IPT general mandate are presented as and when they are accrued.

In addition, at the start of 2025, certain subsidiaries of the Group have entered into separate but substantially similar agreements with United AItech (Tianjin) Co., Ltd. (formerly known as Tianjin Xinzhi Energy Saving Technology Co., Ltd.) for the implementation of an AI intelligent control system for boiler and thermal energy facilities across multiple operating plants. The agreements were entered into on an arm's-length basis and in the ordinary course of business, and are intended to improve operational efficiency and achieve cost savings through intelligent automation. Implementation works under the projects have commenced, and the subsidiaries have made prepayments to AItech to facilitate the initial phase of implementation. As at 31 December 2025, such prepayments amounted to approximately RMB13.0 million and will be offset against AItech's verified cost savings achieved.

The Board is of the view that the transactions above were not prejudicial to the interest of the Group or the Company's minority shareholders.

5. SHAREHOLDER RIGHTS AND ENGAGEMENT

Principle 11: *The Company treats all shareholders fairly and equitably in order to enable them to exercise shareholders' rights and have the opportunity to communicate their views on matters affecting the Company. The Company gives shareholders a balanced and understandable assessment of its performance, position and prospects*

(i) The Board provides the shareholders with a detailed and balanced explanation and analysis of the Company's and Group's performance, position and prospects on a half-yearly and full-year basis. Financial reports and other price sensitive information are disseminated to shareholders through announcements via SGXNet, press releases and the Company's website. The Management presents the interim and annual financial results announcement to the AC for review and after the review, the AC recommends the financial results announcement to the Board for approval before being released. If required, the Group's external auditors' views will be sought. The Board ensures that all relevant regulatory compliance requirements and updates will be highlighted from time to time to ensure adequate compliance with the regulatory requirements. The Board will also review and approve any press releases concerning the Company's financial results and developments. The Company's Annual Report is available on request and accessible on the Company's website.

(ii) The Board reviews operational and regulatory compliance reports from the Management to ensure compliance with all of the Group's operational practices and procedures and relevant regulatory requirements.

(iii) In line with the SGX Listing Manual, the Board provides an assurance statement to the shareholders in respect of the interim financial statements. The Management maintains regular contact and communication with the Board through various means, including the preparation and circulation to all Board members of quarterly and full year financial statements of the Group. This allows the Board to monitor the Group's performance and position as well as the Management's achievements of the goals and objectives determined and set by the Board.

(iv) At AGMs, shareholders are given the opportunity to air their views and ask the Directors or the Management questions regarding the Company. Shareholders are encouraged to attend the AGMs to ensure a high level of accountability and to stay informed of the Group's strategies and goals. The AGM is the principal forum for dialogue with shareholders. The Board supports the Code's principle to encourage shareholder participation. The Bye-Laws allow a shareholder of the Company to appoint one (1) or two (2) proxies to attend the AGM and vote in place of the shareholder. Voting in absentia and by electronic mail may only be possible following careful study to ensure that integrity of the information and authentication of the identity of shareholders via the internet is not compromised.

(v) The members of the AC, NC and RC will be present at the AGM to address queries relating to the work of these committees. The Company's auditors are also invited to attend the AGMs.

(vi) All resolutions tabled at the general meetings are voted by poll for which the procedures are clearly explained. The voting results of each resolutions tabled are announced at the meeting and in an announcement released after the meeting to the SGX-ST via SGXNet.

(vii) The resolutions at general meetings are on each substantially separate issue. All the resolutions at the general meetings are in single item resolutions.

(viii) The Company Secretaries prepare minutes of general meetings that include comments or queries from shareholders relating to the agenda of the meetings, and responses from the Board and the Management, and are made available to shareholders upon their request.

(ix) The Company has not implemented electronic voting with a voting device at general meetings following a cost/benefit review but will consider implementing it in future if electronic voting benefits outweigh the costs.

(x) The attendance of each Director at general meetings held in FY2025 is set out as follows:

	SPECIAL GENERAL MEETING (26 FEBRUARY 2025)	AGM (29 APRIL 2025)	SPECIAL GENERAL MEETING (29 APRIL 2025)
	Attended	Attended	Attended
Guo Hong Xin	/	/	/
Ma Ming[1]	/	/	/
Lin Jiankai[2]	N/A	N/A	N/A
Li Lei[3]	-	N/A	N/A
Yang Zheng	/	/	/
Wang Dao Fu	/	/	/
Wang Guannan[4]	-	N/A	N/A
Limjoco Ross Yu[5]	/	-	N/A
Mak Yen-Chen Andrew	/	/	/
Pan Shuhong[6]	N/A	/	/
Ngoo Lin Fong[7]	N/A	-	-
Yee Chia Hsing[8]	N/A	N/A	N/A

(1) Mr. Ma Ming resigned as a Director on 15 May 2025.
(2) Mr. Lin Jiankai was appointed as a Director on 24 November 2025.
(3) Mr. Li Lei stepped down as a Director on 7 April 2025.
(4) Ms. Wang Guannan stepped down as a Director on 7 April 2025.
(5) Mr. Limjoco Ross Yu retired as a Director on 29 April 2025.
(6) Ms. Pan Shuhong was appointed as a Director on 3 April 2025.
(7) Mr. Ngoo Lin Fong was appointed as a Director on 3 April 2025.
(8) Mr. Yee Chia Hsing was appointed as a Director on 30 April 2025.

(xi) The Company treats shareholders fairly and equitably in order to enable them to exercise shareholders' rights and have the opportunity to communicate their views on matters affecting the Company. The Company releases resolutions passed at shareholders' meetings through SGXNet together with the breakdown of all valid votes cast at the meeting as soon as practicable. The Company also discloses or publishes the minutes of general meetings of shareholders on its corporate website.

(xii) The Group does not have a fixed dividend policy at present. With the exception of the financial year ended 31 December 2023, 2024 and 2025, the Company has distributed dividends every year since the financial year ended 31 December 2010.

Principle 12: The Company communicates regularly with its shareholders and facilitates the participation of shareholders during general meetings and other dialogues to allow shareholders to communicate their views on various matters affecting the Company

(i) The Board is mindful of the obligation to keep shareholders informed of all major developments that affect the Group in accordance with the SGX Listing Manual.

(ii) Information is communicated to shareholders on a timely basis through:

- annual reports that are prepared and issued to all shareholders within the mandatory period;
- public announcements via SGXNet system, the press release and research analysts;
- notices of annual general meetings; and

- the Company's corporate website http://www.sunpowergroup.com.cn and investor relations website http://sunpower.listedcompany.com which shareholders can use to access information on the Group.

(iii) The Board will support and encourage active shareholders' participation at AGMs as it believes that general meetings serve as an opportune forum for shareholders to meet the Board and key management, and to interact with them.

(iv) General meetings have been and are still the principal forum for dialogue with the shareholders. They offer opportunities for the Board to interact with shareholders, understand their views, gather feedback as well as address concerns. Enquiries by shareholders are dealt with as promptly as practicably possible.

(v) The Company has an investor relation team and the contact has been provided in the investor relations website. Stakeholders can provide feedback to the Company via email, postal mail, or phone calls.

(vi) The Company is committed to upholding high standards of corporate transparency and disclosure, whilst safeguarding its commercial interests.

(vii) The Group does not practise selective disclosure. The Company makes every effort to ensure that shareholders have easy access to clear, meaningful and timely information on the Company in order to make informed investment decisions. All material information and presentation slides (if any) would be released via SGXNet on a timely basis.

6. MANAGING STAKEHOLDER RELATIONSHIPS

Principle 13: *The Board adopts an inclusive approach by considering and balancing the needs and interests of material stakeholders, as part of its overall responsibility to ensure that the best interests of the Company are served*

(i) The Company has arrangements in place to identify and engage with its material stakeholder groups and to manage its relationships with such groups and discloses its strategy and key areas of focus in relation to the management of stakeholder relationships during the reporting period in its Sustainability Report, which is released separately from its Annual Report.

(ii) The Company maintains a corporate website, which is regularly updated to provide stakeholders with timely and accurate information on the Company's operations, performance and key initiatives. In addition, the Company has established various other communication channels, including a separate investor relations website designed for investors, offering up-to-date financial reports, corporate governance documents, and corporate announcements; as well as group and shareholder engagement initiatives, in order to proactively engage with stakeholders and listen to their feedback. Stakeholders can also contact the company directly at ir@sunpowergroup.com.cn with any questions that they may have or requests for discussions via telephone calls or face-to-face meetings with the Company's securities market representative in Singapore.

(iii) To further enhance transparency and accountability, the Company has also implemented other stakeholder feedback mechanisms. Such initiatives provide valuable insights into stakeholder concerns and expectations, enabling it to integrate their feedback into its business strategies, ESG commitments and relevant corporate policies if it is practical and relevant. This ensures alignment with evolving industry standards, regulatory requirements and sustainability goals. For further details, please refer to the Company's Sustainability Report.

7. DEALINGS IN SECURITIES

(Rule 1207 (19) of the SGX Listing Manual)

Directors and officers of the Group are advised not to deal in the Company's shares on short-term considerations or whenever they are in possession of unpublished price-sensitive information. They are not allowed to deal in the Company's shares during the period commencing one (1) month before the announcement of the Company's half-year and full year financial results, and ending on the date of the announcement of the relevant results.

The Company has complied with the SGX-ST's rules on best practices on dealings in the Company's securities in FY2025.

8. MATERIAL CONTRACTS

(Rule 1207(8) of the SGX Listing Manual)

Save for the respective service agreements between the Company and each of the CEO, Executive Director and Non-Executive Chairman, and the IPTs disclosed, there are no other material contracts of the Company or its subsidiaries involving the interest of the CEO, any Director or controlling shareholders which subsisted at the end of FY2025 or, if not then subsisting, were entered into since the end of the previous financial year.

9. USE OF PROCEEDS FROM THE RIGHTS ISSUE OF CONVERTIBLE BONDS

On 3 April 2025, the Company received S$99.46 million in gross proceeds from the Right Issue. After deducting expenses of S$1.06 million, the Company raised net proceeds of approximately S$98.40 million from the Rights Issue ("**Net Proceeds**").

As disclosed in the "Use of Proceeds" section in the Offer Information Statement ("**OIS**") of the Right Issue dated 10 March 2025, the Company intends to use the Net Proceeds for the repayment of the convertible bonds in an aggregate principal amount of approximately US$130 million which will mature on the later of 3 April 2025 and if so elected by the bondholders (at their sole discretion) by written notice, the date that is the 15th business day after the date on which the Company's audited financial statements for 2024 are issued ("**Convertible Bonds due 2025**").

In addition, as disclosed in the "Use of Proceeds" section of the OIS, in the event if there is excess Net Proceeds after the redemption of the Convertible Bonds due 2025, the remaining amount of the Net Proceeds shall be retained by the Company for working capital purposes.

As at 31 December 2025, the Company has utilised all of the net proceeds from the Rights Issue as per the schedule below.

As of 31 January 2026	Use of Proceeds
Repayment of the Convertible Bonds due 2025	S$94.83 million (approximately RMB515.88 million)
Payment for salaries and wages[(1)]	S$3.04 million (approximately RMB16.84 million)
Payment for intermediary service fees and office expenses [(1)]	S$0.53 million (approximately RMB3.00 million)
Total Net Proceeds used	**S$98.40 million (approximately RMB535.72 million)**

Note:

(1) Used as working capital which covers daily expenses.

Each of the above utilisation of the proceeds from the Rights Issue is consistent with the intended use as disclosed in the Company's circular to shareholders.

Directors' Statement

The directors present their statement together with the audited consolidated financial statements of Sunpower Group Ltd. (the "Company") and its subsidiaries (the "Group") and statement of financial position and statement of changes in equity of the Company for the financial year ended December 31, 2025.

In the opinion of the directors, the consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company as set out on pages 56 to 130 are drawn up so as to give a true and fair view of the financial position of the Group and the Company as at December 31, 2025, and of the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the financial year then ended and at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

1 DIRECTORS

The directors of the Company in office at the date of this statement are:

Guo Hong Xin	
Mak Yen-Chen Andrew	
Yee Chia Hsing	(Appointed on April 30, 2025)
Yang Zheng	
Wang Dao Fu	
Pan Shuhong	(Appointed on April 3, 2025)
Ngoo Lin Fong	(Appointed on April 3, 2025)
Lin JianKai	(Appointed on November 24, 2025)

2 ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE BENEFITS BY MEANS OF THE ACQUISITION OF SHARES AND DEBENTURES

Neither at the end of the financial year nor at any time during the financial year did there subsist any arrangement whose object is to enable the directors of the Company to acquire benefits by means of the acquisition of shares or debentures in the Company or any other body corporate, except for the options mentioned in paragraph 4 of the Directors' statement.

3 DIRECTORS' INTERESTS IN SHARES AND DEBENTURES

The directors of the Company holding office at the end of the financial year had no interests in the share capital and debentures of the Company and related corporations except as follows:

NAME OF DIRECTORS AND COMPANY IN WHICH INTERESTS ARE HELD	AT JANUARY 1, 2025	AT DECEMBER 31, 2025	AT JANUARY 21, 2026
Interest in Sunpower Group Ltd.			
Ordinary shares			
Guo Hong Xin (deemed interest) [1]	153,638,554	153,638,554	153,638,554
Pan Shuhong (deemed interest) [1]	85,547,318	85,547,318	85,547,318
Ngoo Lin Fong	153,600	153,600	153,600
Convertible bonds			
Guo Hong Xin (deemed interest) [1]	–	17,454,818	17,454,818
Pan Shuhong (deemed interest) [1]	–	10,693,414	10,693,414

(1) The directors are deemed to have an interest in all the related corporations of the Company.

Directors' Statement

4 SHARE OPTIONS

(a) **Options to take up unissued shares**

The Sunpower Employee Share Option Scheme 2015 (the "2015 ESOS") is administered by the Remuneration Committee which comprises:

Mak Yen-Chen Andrew (Chairman)
Wang Daofu
Pan Shuhong
Ngoo Lin Fong
Yee Chia Hsing

Subject to the absolute discretion of the Remuneration Committee, Controlling Shareholders and their Associates (as defined in the circular to the shareholders dated April 6, 2015) are eligible to participate in the 2015 ESOS, provided that the participation of each Controlling Shareholder or his Associate and each grant of an option to any of them may only be effected with the specific prior approval of independent shareholders in a general meeting by a separate resolution as provided for in the circular to shareholders.

(b) **Unissued shares under option and options exercised**

The aggregate number of shares for which options can be granted under the 2015 ESOS is subject to the maximum limit of 15% of the Company's total number of issued shares (excluding treasury shares) for the entire ten-year duration of the 2015 ESOS. Grants to Controlling Shareholders and their Associates shall not exceed 25% of the shares available under the 2015 ESOS. In addition, grants to each Controlling Shareholder or his Associate shall not exceed 10% of the shares available under the 2015 ESOS.

A total of 59,220,000 shares options were granted on May 19, 2015 under the 2015 ESOS which was approved by shareholders on April 29, 2015 (the "Initial Grant"). Group Employees, Executive Directors, Non-Executive Directors, Controlling Shareholders and their Associates (all as defined in 2015 ESOS) can participate in the 2015 ESOS.

A total of 44,330,000 options were granted to employees of the Group in FY2015.

An aggregate of 3,710,000 share options from the Initial Grant has lapsed from 2016 to 2020. In 2021, the Company has granted a total of 3,710,000 share options, a number that is equivalent to the lapsed options. No options were granted or cancelled during the financial year ended December 31, 2025 (2024 : No options were lapsed or cancelled).

As of December 31, 2025, an aggregate of 58,029,000 options have been exercised, of which 55,319,000 options were exercised at S$0.116, 210,000 options were exercised at S$0.272, 1,420,000 options were exercised at S$0.379, and 1,080,000 options were exercised at S$0.312.

The validity period of options granted under ESOS 2015 shall expire no later than the tenth (10th) anniversary of the Date of Grant of that option. Any option which is not exercised before the end of the relevant option period (depending on its date of grant) shall immediately lapse and become null and void. The outstanding options of 1,191,000 granted under the ESOS 2015 have lapsed and become null and void.

Directors' Statement

5 AUDIT COMMITTEE

The Board has adopted the principles of corporate governance as described in the Code of Corporate Governance formulated by the Singapore Exchange Securities Trading Limited ("SGX-ST") with regard to the Audit Committee.

The Audit Committee of the Company is chaired by Yee Chia Hsing, and include Mak Yen-Chen Andrew and Yang Zheng. All the members of the Audit Committee are independent directors of the Company.

The Audit Committee has met four times since the last Annual General Meeting ('AGM') and has reviewed the following, where relevant, with the executive director and external and internal auditors of the Company:

a. The audit plans and results of the internal auditors' examination and evaluation of the Group's systems of internal accounting controls;

b. The Group's financial and operating results and accounting policies;

c. The audit plans of the external auditors;

d. The statement of financial position and statement of changes in equity of the Company and the consolidated financial statements of the Group before their submission to the directors of the Company and external auditor's report on those financial statements;

e. The half-yearly and annual announcements as well as the related press releases on the results and financial position of the Company and the Group;

f. The co-operation and assistance given by management to the Group's external auditors; and

g. The re-appointment of the external auditors of the Group.

The Audit Committee has full access to and co-operation of the management and has been given the resources required for it to discharge its functions properly. It also has full discretion to invite any director and executive officer to attend its meetings. The external and internal auditors have unrestricted access to the Audit Committee.

The Audit Committee has recommended to the directors the nomination of Deloitte & Touche LLP for re-appointment as external auditor of the Group at the forthcoming AGM of the Company.

Directors' Statement

6 AUDITOR

The auditor, Deloitte & Touche LLP, has expressed their willingness to accept re-appointment.

ON BEHALF OF THE BOARD

.....
Guo Hong Xin

.....
Lin Jiankai

March 25, 2026

Independent Auditor's Report

TO THE MEMBERS OF SUNPOWER GROUP LTD.

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

We have audited the financial statements of Sunpower Group Ltd. (the "Company") and its subsidiaries (the "Group"), which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Company as at December 31, 2025, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group and the statement of changes in equity of the Company for the year then ended, and notes to the financial statements, including material accounting policy information, as set out on pages 56 to 130.

In our opinion, the accompanying consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company are properly drawn up in accordance with Singapore Financial Reporting Standards (International) ("SFRS(I)s") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at December 31, 2025 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and the statement of changes in equity of the Company for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with Singapore Standards on Auditing ("SSAs"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Accounting and Corporate Regulatory Authority ("ACRA") Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities ("ACRA Code"), as applicable to audits of financial statements of public interest entities, together with the ethical requirements that are relevant to audits of the financial statements of public interest entities in Singapore. We have also fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Independent Auditor's Report

TO THE MEMBERS OF SUNPOWER GROUP LTD.

KEY AUDIT MATTER	HOW THE MATTER WAS ADDRESSED IN THE AUDIT
Revenue, cost and intangible assets arising from Build-Operate-Transfer ("BOT") projects (Refer to Notes 3.2(a), 16 and 27 to the financial statements) The Group has BOT projects which involve expenditure of costs during the construction phase to be recovered from operating the facilities and selling steam and electricity in future. The Group recognises revenue in accordance with SFRS(I) 15 *Revenue from Contracts with Customers*, namely revenue is recognised when (or as) the performance obligations are satisfied. Intangible assets arising from costs incurred during the construction phase which are projected to be recoverable during the operating period are recognised in accordance with SFRS(I) INT 12 *Service Concession Arrangements*. Significant estimates and judgement include the following: • Projection of total revenue which can be billed to end users during the operating period. • Evaluation of estimated profit margins for each of the construction and operating phases. • Allocation of revenue between the construction and service elements of the project. • Recoverable amount of intangible assets which represent cost recoverable from future operations.	We: • assessed the design and implementation and tested operating effectiveness of internal controls over review of budgets submitted by contractors; • assessed the design and implementation of internal controls over confirmation of percentage of completion; • performed substantive testing, including review of the revenue recognised based on the acknowledged progress reports in order to determine that the revenue is recognised in accordance with the principles of revenue recognition and are supported by signed contracts; • analysed contracts with higher and lower margins to determine the underlying reasons and verified these reasons at the start of construction; • sent confirmation requests to confirm progress of construction contracts using the output method at year end; • used internal specialist to review reasonableness of gross profit margin of BOT projects at the start of construction; • performed test for cut-off of revenue and corresponding matching of cost at year end; and • reviewed credit notes issued throughout the year and subsequent to year end. We reviewed the adequacy of disclosures in the financial statements regarding material accounting policies, significant management judgement and accounting estimates in Notes 2 and 3.2(a) to the financial statements respectively.

Independent Auditor's Report

TO THE MEMBERS OF SUNPOWER GROUP LTD.

INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

Management is responsible for the other information. The other information comprises the information included in the annual report and the Directors' Statement, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF MANAGEMENT AND DIRECTORS FOR THE FINANCIAL STATEMENTS

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with SFRS(I) s, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The directors' responsibilities include overseeing the Group's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

a) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

b) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

Independent Auditor's Report

TO THE MEMBERS OF SUNPOWER GROUP LTD.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS (CONT'D)

d) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

e) Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

f) Plan and perform the Group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the Group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the Group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Mr. Toh Yew Kuan Jeremy.

Deloitte & Touche LLP
Public Accountants and
Chartered Accountants
Singapore

March 25, 2026

Statements of Financial Position

December 31, 2025

	NOTE	GROUP 2025 RMB'000	GROUP 2024 RMB'000	COMPANY 2025 RMB'000	COMPANY 2024 RMB'000
ASSETS					
Current assets					
Cash and cash equivalents	6	921,961	1,193,847	2,113	398,726
Pledged bank deposits	7	229,126	212,961	–	–
Trade receivables	8	932,385	878,985	–	–
Other receivables, deposits and prepayments	9	147,430	191,826	58,722	173,656
Inventories	10	138,206	167,011	–	–
Assets held for sale	12	2,577	–	–	–
Financial assets at fair value through other comprehensive income	12	51,515	69,187	–	–
Total current assets		2,423,200	2,713,817	60,835	572,382
Non-current assets					
Property, plant and equipment	11	476,759	498,195	–	–
Other receivables, deposits and prepayments	9	34,678	83,648	–	–
Financial assets at fair value through other comprehensive income	12	–	2,577	–	–
Right-of-use assets	13	219,292	223,275	–	–
Subsidiaries	14	–	–	914,379	914,379
Associates	15	101,341	65,471	–	–
Intangible assets	16	4,174,555	4,228,770	–	–
Deferred tax assets	17	79,845	75,948	–	–
Goodwill	18	415,582	415,582	–	–
Total non-current assets		5,502,052	5,593,466	914,379	914,379
Total assets		7,925,252	8,307,283	975,214	1,486,761
LIABILITIES AND EQUITY					
Current liabilities					
Trade payables, other payables and contract liabilities	19	771,583	774,274	341,525	587,290
Borrowings	20	1,739,448	1,653,812	–	–
Lease liabilities	22	1,093	1,293	–	–
Convertible bonds	21	–	1,080,311	–	1,080,311
Income tax payable		50,987	27,697	–	–
Total current liabilities		2,563,111	3,537,387	341,525	1,667,601
Non-current liabilities					
Deferred tax liabilities	17	214,720	216,996	–	–
Borrowings	20	1,670,134	2,008,960	–	–
Convertible bonds	21	531,681	–	531,681	–
Lease liabilities	22	2,418	444	–	–
Total non-current liabilities		2,418,953	2,226,400	531,681	–

Statements of Financial Position (cont'd)

December 31, 2025

	NOTE	GROUP		COMPANY	
		2025	2024	2025	2024
		RMB'000	RMB'000	RMB'000	RMB'000
Capital and reserves					
Share capital	23	57,880	57,662	57,880	57,662
Share premium		317,642	313,653	317,642	313,653
General reserves	24	461,880	366,056	–	–
Share option reserve	25	–	319	–	319
Conversion option reserves	21	806	–	806	–
Revaluation reserve	26	(1,578)	(1,694)	–	–
Retained earnings (Accumulated losses)		1,504,550	1,278,303	(274,320)	(552,474)
Equity (Deficit) attributable to equity holders of the Company		2,341,180	2,014,299	102,008	(180,840)
Non-controlling interests		602,008	529,197	–	–
Total equity (deficit)		2,943,188	2,543,496	102,008	(180,840)
Total liabilities and equity		7,925,252	8,307,283	975,214	1,486,761

See accompanying notes to financial statements.

Consolidated Statement of Profit or Loss and Other Comprehensive Income

Financial year ended December 31, 2025

	NOTE	GROUP 2025 RMB'000	GROUP 2024 RMB'000
Revenue	27	3,336,654	3,505,184
Cost of sales		(2,355,365)	(2,612,406)
Gross profit		981,289	892,778
Other operating income	28	33,071	61,941
Selling and distribution expenses		(86,121)	(79,485)
Administrative expenses		(122,575)	(107,678)
Other operating expenses	29	(19,864)	(164,535)
Finance costs	30	(192,155)	(269,928)
Share of profit of associate	15	10,543	6,522
Profit before income tax	31	604,188	339,615
Income tax expense	32	(174,949)	(95,203)
Profit for the year		429,239	244,412
Other comprehensive income			
Items that will not be reclassified subsequently to profit or loss			
Net fair value gain on investments in equity instruments designated as at FVTOCI		-	326
Items that may be reclassified subsequently to profit or loss			
Net fair value gain (loss) on investments in debt instruments classified as at FVTOCI		122	(203)
Other comprehensive income for the year, net of tax		122	123
Total comprehensive income for the year		429,361	244,535
Profit for the year attributable to:			
Equity holders of the Company		312,886	119,437
Non-controlling interests		116,353	124,975
Profit for the year		429,239	244,412
Total comprehensive income for the year attributable to:			
Equity holders of the Company		313,002	119,577
Non-controlling interests		116,359	124,958
Total comprehensive income for the year		429,361	244,535
Earnings per share (RMB cents)			
From continuing operations			
- Basic	33	39.28	15.01
- Diluted	33	31.51	15.01

Statements of Changes In Equity

Financial year ended December 31, 2025

	SHARE CAPITAL (NOTE 23) RMB'000	SHARE PREMIUM RMB'000	GENERAL RESERVES (NOTE 24) RMB'000	SHARE OPTION RESERVE (NOTE 25) RMB'000	CONVERSION OPTION RESERVE RMB'000	REVALUATION RESERVE (NOTE 26) RMB'000	RETAINED EARNINGS RMB'000	EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY RMB'000	NON-CONTROLLING INTERESTS RMB'000	TOTAL RMB'000
GROUP										
Balance as at January 1, 2024	57,662	313,653	288,101	319	–	(1,834)	1,242,539	1,900,440	412,229	2,312,669
Total comprehensive income for the year:										
Profit for the year	–	–	–	–	–	–	119,437	119,437	124,975	244,412
Other comprehensive income for the year	–	–	–	–	–	140	–	140	(17)	123
Total	–	–	–	–	–	140	119,437	119,577	124,958	244,535
Transactions with owners, recognised directly in equity:										
Dividend paid to non-controlling interest of a subsidiary	–	–	–	–	–	–	–	–	(2,000)	(2,000)
Transfer to general reserves (Note 24)	–	–	83,673	–	–	–	(83,673)	–	–	–
Acquisition of non-controlling interests	–	–	(5,718)	–	–	–	–	(5,718)	(5,990)	(11,708)
Total	–	–	77,955	–	–	–	(83,673)	(5,718)	(7,990)	(13,708)
Balance as at December 31, 2024	57,662	313,653	366,056	319	–	(1,694)	1,278,303	2,014,299	529,197	2,543,496
Total comprehensive income for the year:										
Profit for the year	–	–	–	–	–	–	312,886	312,886	116,353	429,239
Other comprehensive income for the year	–	–	–	–	–	116	–	116	6	122
Total	–	–	–	–	–	116	312,886	313,002	116,359	429,361
Transactions with owners, recognised directly in equity:										
Dividend paid to non-controlling interest of a subsidiary	–	–	–	–	–	–	–	–	(6,900)	(6,900)
Transfer to general reserves (Note 24)	–	–	86,639	–	–	–	(86,639)	–	–	–
Acquisition of non-controlling interests	–	–	9,185	–	–	–	–	9,185	(36,648)	(27,463)
Equity component of convertible bonds	–	–	–	–	806	–	–	806	–	806
Convertible bonds converted into shares	218	3,989	–	–	–	–	–	4,207	–	4,207
Expiry of employee share option	–	–	–	(319)	–	–	–	(319)	–	(319)
Total	218	3,989	95,824	(319)	806	–	(86,639)	13,879	(43,548)	(29,669)
Balance as at December 31, 2025	57,880	317,642	461,880	–	806	(1,578)	1,504,550	2,341,180	602,008	2,943,188

Statements of Changes In Equity

Financial year ended December 31, 2025

	SHARE CAPITAL (NOTE 23)	SHARE PREMIUM	SHARE OPTION RESERVE (NOTE 25)	CONVERSION OPTION RESERVE	RETAINED EARNINGS	EQUITY ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY	TOTAL
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
COMPANY							
Balance as at January 1, 2024	57,662	313,653	319	–	(491,912)	(120,278)	(120,278)
Loss for the year, representing total comprehensive loss for the year	–	–	–	–	(60,562)	(60,562)	(60,562)
Balance as at December 31, 2024	57,662	313,653	319	–	(552,474)	(180,840)	(180,840)
Profit for the year, representingtotal comprehensive profit for the year	–	–	–	–	278,154	278,154	278,154
Transactions with owners, recognised directly in equity:							
Equity component of convertible bonds	–	–	–	806	–	806	806
Convertible bonds converted into shares	218	3,989	–	–	–	4,207	4,207
Expiry of employee share option	–	–	(319)	–	–	(319)	(319)
Total	218	3,989	(319)	806	278,154	282,848	282,848
Balance as at December 31, 2025	57,880	317,642	–	806	(274,320)	102,008	102,008

See accompanying notes to financial statements.

Consolidated Statement of Cash Flows

Financial year ended December 31, 2025

	GROUP	
	2025	2024
	RMB'000	RMB'000
Operating activities		
Profit before income tax	604,188	339,615
Adjustments for:		
Depreciation of property, plant and equipment ("PPE")	44,751	51,334
Depreciation of right-of-use asset	6,896	6,954
Amortisation of intangible assets	215,283	212,541
Amortisation of contract cost	237	237
Interest expense	192,155	269,928
Impairment of PPE	–	633
Exchange differences arising on foreign currency translation	(1,419)	(1,438)
Share of profit of associate	(10,543)	(6,522)
Net loss on disposal of PPE (Note C)	1,353	1,310
Gain on disposal of right-of-use asset	(30)	–
Interest income	(7,242)	(6,006)
Impairment loss on trade and other receivables subject to expected credit loss, net	17,375	128,349
Reversal of other payable	–	(19,739)
Exchange loss on convertible bonds	1,343	31,347
Operating cash flows before movements in working capital	1,064,347	1,008,543
Trade receivables	(61,051)	(188,565)
Other receivables and prepayments	30,877	66,273
Financial assets at fair value through other comprehensive income	17,834	(37,637)
Inventories	28,805	(28,983)
Trade payables, other payables and contract liabilities	(3,696)	80,895
Cash generated from operations	1,077,116	900,526
Income tax paid	(155,784)	(126,378)
Interest received	7,242	6,006
Interest paid	(136,919)	(157,872)
Net cash from operating activities	791,655	622,282
Investing activities		
Purchase of property, plant and equipment (Note A)	(32,329)	(19,213)
Prepayment for build-operate-transfer ("BOT") projects (Note B)	(7,705)	(14,770)
Acquisition of intangible assets (Note B)	(96,429)	(142,143)
Acquisition of non-controlling interests	(11,576)	(11,708)
Investment in associate	(30,227)	–
Dividends received from associate	4,900	–
Proceeds from disposal of property, plant and equipment (Note C)	85	38
Net cash used in investing activities	(173,281)	(187,796)

Consolidated Statement of Cash Flows (cont'd)

Financial year ended December 31, 2025

	GROUP	
	2025	2024
	RMB'000	RMB'000
Financing activities		
Proceeds from new borrowings (Note D)	1,744,105	1,726,655
Pledged bank deposits	(16,165)	(128,285)
Repayment of borrowings (Note D)	(1,997,295)	(1,447,209)
Repayments of lease liabilities	(1,181)	(1,357)
Payment of other financing activity expenses	(7,470)	(15,331)
Payment of dividend to non-controlling interest of a subsidiary	(6,900)	(2,000)
Proceeds from the rights issue	539,963	–
Payment for convertible bonds	(1,108,462)	–
Interest paid	(36,855)	(36,202)
Net cash (used in) from financing activities	(890,260)	96,271
Net (decrease) increase in cash and cash equivalents	(271,886)	530,757
Cash and cash equivalents at beginning of year	1,193,847	663,090
Cash and cash equivalents at end of year (Note 6)	921,961	1,193,847

Note A

At the end of the reporting period, RMB27,302,000 (2024 : RMB34,878,000) of additions to property, plant and equipment remain unpaid.

Note B

	2025	2024
	RMB'000	RMB'000
Acquisition unpaid as at beginning of the year	83,014	142,869
Additions during the year (Note 16)	161,068	105,534
Less: Transferred from prepayment for build-operate-transfer ("BOT") projects	(45,064)	(8,476)
Less: Cash outflows during the year	(104,134)	(156,913)
Acquisition unpaid as at end of the year	94,884	83,014

The cash outflows of RMB104,134,000 (2024 : RMB156,913,000) during the year includes payments for intangible assets acquired in previous financial year.

Consolidated Statement of Cash Flows (cont'd)

Financial year ended December 31, 2025

Note C

In 2024, the Group disposed property, plant and equipment to third parties for RMB907,000. Of which, RMB38,000 is received during the financial year. The carrying amount of the disposed property, plant and equipment were RMB2,217,000 and the loss on disposal of property, plant and equipment were RMB1,310,000.

In 2025, the Group disposed property, plant and equipment to third parties and received RMB85,000 during the financial year. The carrying amount of the disposed property, plant and equipment were RMB1,438,000 and the loss on disposal of property, plant and equipment were RMB1,353,000.

Note D

Proceeds from new borrowings include gross proceeds from sale and leaseback transactions of RMB73 million (2024 : RMB638 million). Repayment of borrowings include repayment of borrowings arising from sale and leaseback transactions of RMB147.8 million (2024 : RMB282.4 million).

Notes to the Financial Statememts

December 31, 2025

1 GENERAL

The Company (Registration Number 35230) is incorporated in Bermuda, under the Companies Act 1981 of Bermuda, with its registered office at Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM 10, Bermuda and principal place of business at No. 2111 Chengxin Road, Nanjing Jiangning Science Park, Nanjing, China 211112. The Company is listed on the Singapore Exchange Securities Trading Limited.

The principal activity of the Company is that of investment holding.

The principal activities of the subsidiaries and associates are detailed in Notes 14 and 15 to the financial statements respectively.

The consolidated financial statements of the Group and statement of financial position and statement of changes in equity of the Company for the year ended December 31, 2025 were authorised for issue by the Board of Directors on March 25, 2026.

1.1 Basis of preparation

The financial statements have been prepared in accordance with the historical cost basis, except as disclosed in the material accounting policy information, and are drawn up in accordance with Singapore Financial Reporting Standards (International) ("SFRS(I)s"). The financial statements are expressed in Chinese Renminbi ("RMB").

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

1.2 Adoption of new and revised Standards

In the current year, the Group and the Company adopted all the new and revised SFRS(I) Accounting Standards that are mandatorily effective for an accounting period that begins on or after January 1, 2025. Their adoption has not had any material impact on the disclosures or on the amounts reported in these financial statements.

1.3 Standards issued but not yet effective

At the date of authorisation of these financial statements, the following SFRS(I) pronouncements that are relevant to the Group and Company were issued but are not yet effective:

Effective for annual periods beginning on or after January 1, 2026

- Amendments to SFRS(I) 9 and SFRS(I) 7: *Amendments to the Classification and Measurement of Financial Instruments*
- Annual Improvements to SFRS(I)s–Volume 11
- Amendments to SFRS(I) 9 and SFRS(I) 7: *Contracts Referencing Nature-dependent Electricity*

Effective for annual periods beginning on or after January 1, 2027

- Amendments to SFRS(I) 18: *Presentation and Disclosure in Financial Statements*

Effective date is deferred indefinitely

- Amendments to SFRS(I) 10: Consolidated Financial Statements and SFRS(I) 1-28 *Investments in Associates and Joint Ventures: Sale or Contribution of Assets between Investor and its Associate or Joint Venture*

1 GENERAL (CONT'D)

1.3 Standards issued but not yet effective (cont'd)

SFRS(I) 18 *Presentation and Disclosures in Financial Statements*

SFRS(I) 18 replaces SFRS(I) 1-1, carrying forward many of the requirements in SFRS(I) 1-1 unchanged and complementing them with new requirements. In addition, some SFRS(I) 1-1 paragraphs have been moved to SFRS(I) 1-8 and SFRS(I) 7. Furthermore, minor amendments to SFRS(I) 1-7 and SFRS(I) 1-33 *Earnings per Share* have been made.

SFRS(I) 18 introduces new requirements to:

- Present specified categories and defined subtotals in the statement of profit or loss;
- Provide disclosures on management-defined performance measures (MPMs) in the notes to the financial statements;
- Improve aggregation and disaggregation presented in the financial statements and disclosed in the notes.

The Group and the Company is required to apply SFRS(I) 18 for annual reporting periods beginning on or after January 1, 2027, with earlier application permitted. The amendments to SFRS(I) 1-7 and SFRS(I) 1-33, as well as the revised SFRS(I) 1-8 and SFRS(I) 7, become effective when the Group and the Company applies SFRS(I) 18. SFRS(I) 18 requires retrospective application with specific transition provisions.

Management anticipates that the adoption of the above new or revised SFRS(I) and amendments to SFRS(I) in future periods will not have a material impact on the financial statements of the Group and of the Company in the period of their initial adoption.

2 MATERIAL ACCOUNTING POLICY INFORMATION

2.1 Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Company has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Company, other vote holders or other parties;
- rights arising from other contractual arrangements; and

2 MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.1 Basis of consolidation (cont'd)

- any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Non-controlling interests in subsidiaries are identified separately from the Group's equity therein. Those interests of non-controlling shareholders that are present ownership interests entitling their holders to a proportionate share of net assets upon liquidation may initially be measured at fair value or at the non-controlling interests' proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement is made on an acquisition-by-acquisition basis. Other non-controlling interests are initially measured at fair value. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their material accounting policies in line with the Group's material accounting policies.

All intragroup assets, liabilities, equity, income, expenses and cash flows relating to transactions between the members of the Group are eliminated on consolidation.

Changes in the Group's interest in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

When the Group loses control of a subsidiary, the gain or loss on disposal recognised in profit or loss is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), less liabilities of the subsidiary and any non-controlling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as required/permitted by applicable SFRS(I) Standards). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under SFRS(I) 9, when applicable, or the cost on initial recognition of an investment in an associate or a joint venture.

In the Company's separate financial statements, investment in subsidiaries is carried at cost less any impairment in net recoverable value that has been recognised in profit or loss.

2 MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.2 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability which market participants would take into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of SFRS(I) 2 *Share-based Payment*, leasing transactions that are within the scope of SFRS(I) 16 *Leases*, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in SFRS(I) 1-2 *Inventories* or value in use in SFRS(I) 1-36 *Impairment of Assets*.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

2.3 Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interest issued by the Group in exchange for control of the acquiree. Acquisition-related costs are recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value at the acquisition date, except that:

- Deferred tax assets or liabilities and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with SFRS(I) 1-12 *Income Taxes* and SFRS(I) 1-19 *Employee Benefits respectively*;
- Liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered to replace share-based payment arrangements of the acquiree are measured in accordance with SFRS(I) 2 *Share-based Payment* at the acquisition date; and
- Assets (or disposal groups) that are classified as held for sale in accordance with SFRS(I) 5 *Non-Current Assets Held for Sale and Discontinued Operations* are measured in accordance with that Standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

2 MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.3 Business combinations (cont'd)

When the consideration transferred by the Group in a business combination includes a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the 'measurement period' (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for changes in the fair value of the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Other contingent consideration is remeasured to fair value at subsequent reporting dates with changes in fair value recognised in profit or loss.

When a business combination is achieved in stages, the Group's previously held interests (including joint operations) in the acquired entity are remeasured to its acquisition-date fair value and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss, where such treatment would be appropriate if that interest were disposed of.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see below), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

2.4 Financial instruments

Financial assets and financial liabilities are recognised on the statement of financial position when the Group becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Financial assets are initially measured at fair value (except for trade receivables that do not have a significant financing component which are measured at transaction price), net of transaction costs that are directly attributable to the acquisition or issue of financial assets (other than those at fair value through profit or loss). Transaction costs directly attributable to the acquisition or issue of financial assets at fair value through profit or loss are recognised immediately in profit or loss.

2 MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.4 Financial instruments (cont'd)

Financial assets (cont'd)

Classification of financial assets

All recognised financial assets are subsequently measured in their entirety at either amortised cost, fair value through other comprehensive income ('FVTOCI') or fair value through profit or loss ('FVTPL') based on the Group's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

The Group classifies its financial assets in the following measurement categories. The basis of classification and subsequent measurement of the financial assets are further described in the respective notes.

MEASUREMENT CATEGORY	CRITERIA	FINANCIAL ASSETS
Financial assets at amortised cost	Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal amount outstanding ("SPPI")	Cash and cash equivalents (Note 6) Trade receivables (Note 8) Other receivables, deposits and prepayments (Note 9)
Equity instruments designated as at FVTOCI	On initial recognition of certain equity instruments that are not held for trading, the Group has made an irrevocable election (on an instrument-by-instrument basis) to present subsequent changes in the instruments' fair value in other comprehensive income	Financial assets at fair value through other comprehensive income (Note 12)
Debt instruments measured at FVTOCI	Debt instruments that are held within a business model whose objective is to collect the contractual cash flows and selling the debt instruments, and that have contractual cash flows that are SPPI	Financial assets at fair value through other comprehensive income (Note 12)

Impairment of financial assets

The Group recognises a loss allowance for expected credit losses ('ECL') on trade receivables and other receivables, contract assets and other debt instruments that are measured at amortised cost or at FVTOCI. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial asset. The ECL incorporates forward-looking information and is a probability-weighted estimate of the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate. Details about the Group's credit risk management and impairment policies are disclosed in Note 4.

2 MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.4 Financial instruments (cont'd)

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Group entity are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Convertible bonds ("CB")

Convertible bonds that contain both liability and equity features are accounted for as compound financial instruments in accordance with SFRS(I) 1-32. The Rights Issue of CB is classified as a compound financial instrument and was split into its liability and equity components upon initial recognition. On initial recognition, the liability component is measured at fair value using the prevailing market interest rate for similar non-convertible debt. The equity component is recognised as the residual amount, and is recorded in equity. Transaction costs are allocated proportionately to the liability and equity components. Subsequently, the liability component is measured at amortised cost using the effective interest method, with the amortised interest expense recognised in the statement of profit or loss. The equity component, representing the conversion feature, is recognised in equity at initial recognition and is not subsequently remeasured.

Financial liabilities at amortised cost

Financial liabilities at amortised cost include trade and other payables and borrowings. These are initially measured at fair value, net of transaction costs that are directly attributable to the acquisition or issue of the financial liabilities, and are subsequently measured at amortised cost using the effective interest method.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

2 MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.5 Leases

The Group as lessee

The Group assesses whether a contract is or contains a lease, at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses the incremental borrowing rate specific to the lessee.

The incremental borrowing rate depends on the term, currency and start date of the lease and is determined based on a series of inputs including: the risk-free rate based on government bond rates; a country-specific risk adjustment; a credit risk adjustment based on bond yields; and an entity-specific adjustment when the risk profile of the entity that enters into the lease is different to that of the Group and the lease does not benefit from a guarantee from the Group.
Lease payments included in the measurement of the lease liability comprise:

- fixed lease payments (including in-substance fixed payments), less any lease incentives;
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- the amount expected to be payable by the lessee under residual value guarantees;
- the exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is presented as a separate line in the statement of financial position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- the lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate; or
- the lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using the initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used); or
- a lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

2 MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.5 Leases (cont'd)

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct cost. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Whenever the Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under SFRS(I) 1-37. To the extent that the costs relate to a right-of-use asset, the costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The right-of-use assets are presented as a separate line in the statement of financial position.

The Group applies SFRS(I) 1-36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss as described in Note 2.9 - Impairment of property, plant and equipment, right-of-use assets and intangible assets excluding goodwill.

Variable rents that do not depend on an index or rate are not included in the measurement of the lease liability and the right-of-use asset. The related payments are recognised as an expense in the period in which the event or condition that triggers those payments occurs and are included in the line 'Other operating expenses' in profit or loss.

As a practical expedient, SFRS(I) 16 permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease components as a single arrangement. The Group has not used this practical expedient. For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

2.6 Property, plant and equipment

Property, plant and equipment are stated at cost, less accumulated depreciation and any impairment losses.

Properties in the course of construction for production, supply or administration purpose, or for purposes not yet determined, are carried at cost, less any recognised impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Depreciation is charged so as to write off the cost of assets, over their estimated useful lives, using the straight-line method, on the following bases per annum:

Buildings	-	5%
Leasehold improvements	-	20%
Plant and machinery	-	10%
Furniture, fixtures and equipment	-	20%
Motor vehicles	-	20%

2 MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.6 Property, plant and equipment (cont'd)

No depreciation is provided on construction-in-progress.

Fully depreciated assets are retained in the financial statements until they are no longer in use.

The estimated useful lives, residual values and depreciation method are reviewed at each year end, with the effect of any changes in estimate accounted for on a prospective basis.

The gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amounts of the asset and is recognised in profit or loss.

2.7 Goodwill

Goodwill arising in a business combination is recognised as an asset at the date that control is acquired (the acquisition date). Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the acquirer's previously held equity interest (if any) in the entity over net of the acquisition-date amounts of the identifiable assets acquired net of liabilities assumed.

If, after reassessment, the Group's interest in the fair value of the acquiree's identifiable net assets exceeds the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the acquirer's previously held equity interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Goodwill is not amortised but is reviewed for impairment at least annually. For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in a subsequent period.

On disposal of a subsidiary or the relevant cash generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

2.8 Intangible assets

Intangible assets acquired separately

Intangible assets acquired separately are reported at cost less accumulated amortisation (where they have finite useful lives) and accumulated impairment losses. Intangible assets with finite useful lives are amortised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each annual reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives are not amortised. Each period, the useful lives of such assets are reviewed to determine whether events and circumstances continue to support an indefinite useful life assessment for the asset. Such assets are tested for impairment in accordance with the policy below.

Intangible assets arising from service concession arrangements are described in the following section "SERVICE CONCESSION ARRANGEMENTS".

2 MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.8 Intangible assets (cont'd)

SERVICE CONCESSION ARRANGEMENTS - Service concession under build-operate-transfer ("BOT") arrangements involve the Group constructing infrastructure in exchange for the right to operate the infrastructure and to charge for utilities generated at the infrastructure for finite periods in the future, based on consumption of utilities by end-users in future. The Group has entered into BOT arrangements in respect of construction and operation of centralised steam and electricity facilities with the local government authorities. Under the terms of the arrangement, upon expiry of the respective BOT arrangements, the infrastructure is transferrable to the local government if requested by the local government.

The Group recognises an intangible asset at fair value upon initial recognition (arising from business combination) when it has a right to charge for usage in relation to a concession infrastructure. Subsequent to initial recognition, the intangible asset is measured at cost less accumulated amortisation and any impairment loss. Amortisation is provided on straight-line basis over the respective periods of the operating phase of the concession periods of the Group which is up to 38.5 years.

These service concession arrangements are accounted for under the principles of SFRS(I)INT 12 *Service Concession Arrangements*.

Contractual obligations to restore the infrastructure to a specified level serviceability under service concession arrangements

Contractual obligations to maintain the infrastructure to a specified level of serviceability and/or restore the infrastructure to a specified condition before they are handed over to the grantor of the concession at the end of the service concession arrangement are recognised and measured in accordance with the policy set out for "Provisions" below.

Repair and maintenance and other expenses that are routine in nature and expensed and recognised in profit or loss as incurred.

TECHNICAL KNOW-HOW AND TRADEMARK - The technical know-how and trademark are measured initially at purchase cost and are amortised on a straight-line basis over its estimated useful life of 5 years and 10 years respectively.

LICENSES

Indefinite useful lives

The useful lives of the licenses are estimated to be indefinite based on the current practices in the local construction and power industries where licenses may be renewed indefinitely at little cost, management believes there is no foreseeable limit to the period over which the licenses are expected to generate net cash inflows for the Group.

Definite useful lives

Licenses that have finite useful lives are measured at cost and are amortised over the period of 36 years on a straight line basis to profit or loss.

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are identified and recognised separately from goodwill. The cost of such intangible assets is their fair value at the acquisition date.

Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets acquired separately.

2 MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.9 Impairment of property, plant and equipment, right-of-use assets and intangible assets excluding goodwill

At each reporting date, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with an indefinite useful life are tested for impairment at least annually and whenever there is an indication at the end of a reporting period that the asset may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease and to the extent that the impairment loss is greater than the related revaluation surplus, the excess impairment loss is recognised in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss to the extent that it eliminates the impairment loss which has been recognised for the asset in prior years. Any increase in excess of this amount is treated as a revaluation increase.

2.10 Provision

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

2 MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.11 Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and the grants will be received. The benefit of a government loan at a below-market rate of interest is treated as a government grant, measured as the difference between proceeds received and the fair value of the loan based on prevailing market interest rates. Government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred income in the statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Other government grants are recognised as income over the periods necessary to match them with the costs for which they are intended to compensate, on a systematic basis. Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in the profit or loss in the period in which they become receivable.

2.12 Revenue recognition

The Group recognises revenue from the following major sources:

- Sale of goods.
- Revenue from service concession arrangements.
- Provision of utilities.

Revenue is measured at based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognises revenue at a point in time or over time depending on when it transfers control of a product or service to a customer.

When either party to a contract has performed, the Group presents the contract in the statement of financial position as a contract asset or a contract liability, depending on the relationship between the Group's performance and the customer's payment. Any unconditional rights to consideration (i.e. amounts that relate to completed performance obligations for which payment is due under the contract) should be presented separately as a receivable.

Sale of goods

Revenue is recognised when control of the goods has transferred to the customer, being at the point the goods are delivered to the customer. Delivery occurs when the goods have been shipped to the customer's specific location. A receivable is recognised by the Group upon delivery as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment.

Revenue from service concession arrangements

The development of greenfield Green Investments ("GI") projects is managed in-house by the Group's own EPC division and operated under a Build-Operate-Transfer ("BOT") model. The Group has been granted exclusive concessions of between 30 to 38.5 years on each project, thus allowing it to be the only centralised supplier of steam, heat and electricity in certain areas.

Revenue from service concession arrangements under the construction phase is recognised over time using the output method. Management considers that this output method is an appropriate measure of the progress towards complete satisfaction of these performance obligations under SFRS(I) 15.

2 MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.12 Revenue recognition (cont'd)

Provision of utilities

The Group provides heat, steam and electricity to industrial customers, which are from diverse industries such as chemicals, textiles, textile printing and dyeing, food, paper-making, paints, pharmaceuticals, leather, wood processing, plastic recycling, fodder, chemical fertilisers and rubber.

The amount of revenue recognised is based on the consumption of utilities derived from the meter readings and when control of the utilities has transferred to its customer, being when the utilities is delivered to the customer's specific location (delivery). A receivable is recognised by the Group upon delivery as this represents the point in time at which the right to consideration becomes unconditional, as only the passage of time is required before payment.

2.13 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

2.14 Income tax

The income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the statement of profit or loss and other comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are not taxable or tax deductible. The Group's liability for current tax is calculated using tax rates (and tax laws) that have been enacted or substantively enacted in countries where the Company and subsidiaries operate by the end of the reporting period.

A provision is recognised for those matters for which the tax determination is uncertain but it is considered probable that there will be a future outflow of funds to a tax authority. The provisions are measured at the best estimate of the amount expected to become payable. The assessment is based on the judgement of tax professionals within the Company supported by previous experience in respect of such activities and in certain cases based on specialist independent tax advice.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, a deferred tax liability is not recognised if the temporary difference arises from the initial recognition of goodwill.

2 MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.14 Income tax (cont'd)

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realised based on the tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax are recognised as an expense or income in profit or loss, except when they relate to items credited or debited outside profit or loss (either in other comprehensive income or directly in equity), in which case the tax is also recognised outside profit or loss (either in other comprehensive income or directly in equity, respectively), or where they arise from the initial accounting for a business combination. In the case of a business combination, the tax effect is taken into account in calculating goodwill or determining the excess of the acquirer's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over cost.

2.15 Foreign currency transactions and translation

The individual financial statements of each Group entity are measured and presented in the currency of the primary economic environment in which the entity operates (its functional currency). The consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company are presented in Chinese Renminbi ("RMB"), which is the functional currency of the Company, and the presentation currency for the consolidated financial statements.

In preparing the financial statements of the individual entities, transactions in currencies other than the entity's functional currency are recorded at the rate of exchange prevailing on the date of the transaction. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing on the end of the reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on retranslation of monetary items are included in profit or loss for the period. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised in other comprehensive income. For such non-monetary items, any exchange component of that gain or loss is also recognised in other comprehensive income.

2 MATERIAL ACCOUNTING POLICY INFORMATION (CONT'D)

2.15 Foreign currency transactions and translation (cont'd)

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's non-PRC foreign operations (including comparatives) are expressed in RMB using exchange rates prevailing on the end of the reporting period. Income and expense items (including comparatives) are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in a separate component of equity under the header of foreign currency translation reserve.

2.16 Cash and cash equivalents in the statement of cash flows

Cash and cash equivalents in the statement of cash flows comprise cash at bank and fixed deposits that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

3 CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's material accounting policies, which are described in Note 2, management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

3.1 Critical judgements in applying the Group's material accounting policies

There are no critical judgements in applying the Group's accounting policies, apart from those involving estimations.

3.2 Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing material adjustments to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

(a) Service concession arrangements

Under SFRS(I) INT 12 Service Concession Arrangements, revenue and cost are recognised during the construction phase based on the output method; and during the subsequent operating of facilities and supplying of steam and electricity. Intangible assets arise from cost incurred during the construction phase which are projected to be recoverable during the operating period. Significant estimates and judgement include the following:

- Projection of total revenue which can be billed to end users during the operating period.
- Evaluation of estimated profit margins for each of the construction and operating phases.
- Allocation of revenue between the construction and service elements of the project.
- Recoverable amount of intangible assets which represent cost recoverable from future operations.

3 CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (CONT'D)

3.2 Key sources of estimation uncertainty (cont'd)

(a) Service concession arrangements (cont'd)

Management has evaluated all aspects of the above estimates and considered that the estimates of intangible assets and the recognition of revenue and cost from the construction phase to be best estimates; and that the intangible assets will be recoverable. The revenue from service concession arrangements are disclosed in Note 27 to the financial statements.

(b) Calculation of loss allowance

When measuring ECL, the Group uses reasonable and supportable forward-looking information, which is based on assumptions for the future movement of different economic drivers and how these drivers will affect each other.

Loss given default is an estimate of the loss arising on default. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, taking into account cash flows from collateral and integral credit enhancements.

Probability of default constitutes a key input in measuring ECL. Probability of default is an estimate of the likelihood of default over a given time horizon, the calculation of which includes historical date, assumptions and expectations of future conditions.

Based on the most current assessment, management is of the view that the loss allowances made for trade receivables and other receivables are adequate and the carrying amount of the trade receivables and other receivables as disclosed in Notes 8 and 9 of the financial statements are recoverable.

(c) Fair value measurement of convertible bonds

Convertible Bonds (the "Rights Issue of CB") were issued on April 3, 2025. In accordance with SFRS(I) 1-32, the Rights Issue of CB is classified as a compound financial instrument and was split into its liability and equity components upon initial recognition. On the issuance date, management has assessed that the fair value of the Rights Issue of CB to approximate the consideration received from the issuance and engaged a third party valuer to valuate the fair value of the debt host liability component. Management works closely with the valuer to determine the appropriate valuation techniques and inputs for the valuation. The fair value of the debt host liability component is deducted from the fair value of the Rights Issue of CB as a whole, with the resulting residual amount being recognised as the equity component. The liability component is measured at amortised cost using the effective interest method, with the amortised interest charges recognised in the statement of profit or loss. The equity component, representing the conversion feature, is recognised in equity at initial recognition and is not subsequently remeasured.

(d) Impairment of goodwill

As disclosed in Note 18, the recoverable amounts of the cash-generating units which goodwill has been allocated to are determined based on value in use calculations. The value in use calculations are based on a discounted cash flow models. The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash inflows and the growth rate used for extrapolation purposes. The key assumptions applied in the determination of the value in use are disclosed in Note 18 to the financial statements.

4 FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT

(a) Capital management policies and objectives

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. Management ensures that all externally imposed financial covenants are complied with. As at the end of the reporting period, the Group is in compliance with all financial covenants for external borrowings.

The capital structure of the Group consists of equity, bank borrowings and convertible bonds. Management reviews the capital structure on an on-going basis. As a part of this review, management considers the cost of capital, the tenure and the risks associated with each class of capital.

The Group's overall strategy relating to capital management remains unchanged from prior year.

(b) Categories of financial instruments

The following table sets out the financial instruments as at the end of the reporting period:

	GROUP		COMPANY	
	2025	2024	2025	2024
	RMB'000	RMB'000	RMB'000	RMB'000
Financial assets				
Financial assets at amortised cost	2,130,857	2,380,774	60,733	571,510
Financial assets at FVTOCI:				
Debt instruments classified as at FVTOCI	51,515	69,187	–	–
Equity instruments designated as at FVTOCI	–	2,577	–	–
Total	2,182,372	2,452,538	60,733	571,510
Financial liabilities				
Financial liabilities at amortised cost	4,505,817	5,309,064	852,376	1,646,251
Lease liabilities	3,511	1,737	–	–
Total	4,509,328	5,310,801	852,376	1,646,251

(c) Financial instruments subject to offsetting, enforceable master netting arrangements and similar agreements

The Group and the Company does not have any financial instruments which are subjected to offsetting under enforceable master netting arrangements or similar netting agreements.

(d) Financial risk management policies and objectives

Management of the Group monitors and manages the financial risks relating to the operations of the Group to minimise the potential adverse effects of such risks on financial performance. These risks include market risk (including foreign exchange risk and interest rate risk), credit risk and liquidity risk. There has been no change to the Group's exposure to these risks and the manner in which it manages and measures the risk.

4 FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONT'D)

(d) Financial risk management policies and objectives (cont'd)

(i) Foreign exchange risk management

The carrying amounts of monetary assets and liabilities denominated in currencies other than the respective Group entities' functional currencies at the reporting date are as follows:

	2025		2024	
	US$ RMB'000	S$ RMB'000	US$ RMB'000	S$ RMB'000
GROUP				
Cash and bank balances	8,262	1,536	398,953	1,184
Trade receivables other receivables	–	187	–	20
Trade and other payables	(6)	(24,320)	(6)	(2,909)
Convertible bonds	–	(531,681)	(1,080,311)	–
Total	8,256	(554,278)	(681,364)	(1,705)
COMPANY				
Cash and bank balances	7,788	234	398,556	169
Other receivables	–	167	–	–
Other payables	(6)	(24,320)	(307,587)	(15,689)
Convertible bonds	–	(531,681)	(1,080,311)	–
Total	7,782	(555,600)	(989,342)	(15,520)

Foreign currency sensitivity

The following table details the sensitivity to a 5% change in exchange rate relative to RMB. The sensitivity analysis includes only outstanding foreign currency denominated monetary items at December 31 and adjusts their translation at the period end for a 5% change in foreign currency rates.

A strengthening of the following foreign currencies by 5% relative to the RMB will increase (decrease) profits by the following amounts:

	US$ IMPACT		S$ IMPACT	
	2025 RMB'000	2024 RMB'000	2025 RMB'000	2024 RMB'000
GROUP	413	(34,068)	(27,714)	(85)
COMPANY	389	(49,467)	(27,780)	(776)

Conversely, a weakening of RMB by 5% relative to the above foreign currencies would have the opposite effect on profits.

4 FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONT'D)

(d) Financial risk management policies and objectives (cont'd)

(ii) Interest rate risk management

Interest rate risk is managed by maintaining a mix of fixed and floating rate borrowings. The Group currently does not have an interest rate hedging policy. However, management monitors exposures to variability in interest rates and will consider restructuring the Group's credit facilities should the need arise.

The Group's exposures to variability in interest rates are detailed in the liquidity risk management section set out below.

Interest rate sensitivity

The sensitivity analyses below have been determined based on the exposure to interest rates at the end of the reporting period. For variable-rate bank borrowings and the Company's loan to a subsidiary, the analysis is prepared assuming the amounts outstanding at the end of the reporting period were outstanding for the whole year. A 100 basis points increase or decrease is used as it represents management's assessment of the possible change in interest rates.

If interest rate had been 100 basis points higher/lower and all other variableswere held constant, the Group's profit would decrease/increase by RMB12,545,760 (2024 : decrease/increase by RMB17,746,900) respectively.

(iii) Overview of the Group's exposure to credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. As at December 31, 2025, the Group's maximum exposure to credit risk without taking into account any collateral held or other credit enhancements, which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties and financial guarantees provided by the Group arises from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position.

The Group's current credit risk grading framework comprises the following categories:

CATEGORY	DESCRIPTION	BASIS FOR RECOGNISING ECL
Performing	The counterparty has a low risk of default and does not have any past-due amounts.	12-month ECL.
Doubtful	Amount is >30 days past due or there has been a significant increase in credit risk since initial recognition.	Lifetime ECL - not credit-impaired.
In default	Amount is >180 days past due or there is evidence indicating the asset is credit-impaired.	Lifetime ECL - credit-impaired.
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery.	Amount is written off.

4 FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONT'D)

(d) Financial risk management policies and objectives (cont'd)

(iii) Overview of the Group's exposure to credit risk (cont'd)

The table below details the credit quality of the Group's financial assets and other items, as well as maximum exposure to credit risk by credit risk rating grades:

	NOTE	INTERNAL CREDIT RATING	12-MONTH OR LIFETIME ECL	GROSS CARRYING AMOUNT	LOSS ALLOWANCE	NET CARRYING AMOUNT
				RMB'000	RMB'000	RMB'000
GROUP						
2025						
Pledged bank deposits	7	Write-off	Write-off	3,081	(3,081)	–
Pledged bank deposits	7	Performing	12-month ECL	229,126	–	229,126
Trade receivables	8	(i)	Lifetime ECL (simplified approach)	1,128,260	(195,875)	932,385
Other receivables - Third parties	9	(ii)	Lifetime ECL	71,242	(29,072)	42,170
Other receivables	9	Performing	12-month ECL	5,215	–	5,215
Notes receivables, at FVTOCI	12	Performing	12-month ECL	51,515	–	51,515
					(228,028)	
2024						
Pledged bank deposits	7	Write-off	Write-off	3,081	(3,081)	–
Pledged bank deposits	7	Performing	12-month ECL	212,961	–	212,961
Trade receivables	8	(i)	Lifetime ECL (simplified approach)	1,074,421	(195,436)	878,985
Other receivables - Third parties	9	(ii)	Lifetime ECL	72,296	(19,348)	52,948
Other receivables	9	Performing	12-month ECL	6,590	–	6,590
Compensation receivable from the government	9	Performing	12-month ECL	35,443	–	35,443
Notes receivables, at FVTOCI	12	Performing	12-month ECL	69,187	–	69,187
					(217,865)	

4 FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONT'D)

(d) Financial risk management policies and objectives (cont'd)

(iii) Overview of the Group's exposure to credit risk (cont'd)

	NOTE	INTERNAL CREDIT RATING	12-MONTH OR LIFETIME ECL	GROSS CARRYING AMOUNT RMB'000	LOSS ALLOWANCE RMB'000	NET CARRYING AMOUNT RMB'000
COMPANY						
2025						
Other receivables	9	Performing	12-month ECL	58,620	–	58,620
2024						
Other receivables	9	Performing	12-month ECL	172,784	–	172,784

(i) For trade receivables, the Group has applied the simplified approach in SFRS(I) 9 to measure the loss allowance at lifetime ECL. The Group determines the expected credit losses on these items by using a provision matrix, estimated from historical credit loss experience based on the past due status of the debtors, adjusted as appropriate to reflect current conditions and estimates of future economic conditions. Accordingly, the credit risk profile of these assets is presented based on their past due status in terms of the provision matrix. Note 8 includes further details on the loss allowance for these assets.

(ii) For other receivables - third parties, the Group measured the loss allowance at lifetime ECL. ECL is estimated based on the Group's historical default experience, adjusted for the current financial condition of the debtor, industry-specific factors, and forward-looking information reflecting expected economic conditions at the reporting date. The Group assesses other receivables collectively for receivables with similar credit risk characteristics.

Other receivables excluding third parties of the Group and the Company are considered to have low credit risk as they are not due for payment at the end of the reporting period and there has been no significant increase in the risk of default on the receivables since initial recognition. Accordingly, for the purpose of impairment assessment for these receivables, the loss allowance is measured at an amount equal to 12-month ECL.

(iii) Credit risk management

Upfront deposits are obtained where appropriate and progressive billings made for longer term contracts to mitigate the risk of financial loss from defaults. Credit exposure is controlled by credit limits that are reviewed and approved by management. Information on counterparties supplied by independent rating agencies where available, other publicly available financial information and the Group's own historical transactions with these counterparties are used to make decisions relating to credit granted to customers or advances made to suppliers. The Group's exposure to credit risk, concentration risk and the credit terms granted to counterparties are monitored continuously.

4 FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONT'D)

(d) Financial risk management policies and objectives (cont'd)

(iii) Overview of the Group's exposure to credit risk (cont'd)

(iii) Credit risk management (cont'd)

The Group's credit risk primarily relates to the Group's trade and other receivables, trade prepayments and bank balances. Trade receivables account for 12% (2024 : 11%) of total assets. For contract related work, collection of debts including retention sums can involve extended period of time. Management closely monitors overdue trade debts. The recoverable amount of each individual trade debt is reviewed at the end of each reporting period. Such review takes into consideration the due date, the period the payment is overdue, the results of communications with debtors, adherence to installment payment plans or otherwise and current commercial information of debtors where available. Following the identification of slow payments, the responsible sales personnel discuss with the relevant customers and report on results of recovery actions and recovery prospects. Management is of the view that adequate allowance for doubtful debts has been made for irrecoverable amounts.

The five (2024 : five) largest customers accounted for approximately 76% (2024 : 77%) of the Group's total trade receivables as at December 31, 2025.

Other receivables account for 2% (2024 : 3%) of total assets. To minimise risk, trade prepayments are generally made to suppliers with good credit ratings and with good trading history with the Group. At December 31, 2025 and December 31, 2024, there was no concentration of credit risk with any particular supplier.

Bank balances are placed with reputable banking institutions in the People Repulic of China ("PRC") and Singapore.

The maximum exposure to credit risk in the event that the counterparties fail to perform their obligations as at end of the financial period in relation to each class of recognised financial assets is the carrying amounts of those assets as stated in the statement of financial position.

Further details of credit risks on trade and other receivables are disclosed in Notes 8 and 9 to the financial statements respectively.

(iv) Liquidity risk management

The Group maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows relative to expectations. Management monitors cash flows, utilisation of bank borrowings and compliance with financial covenants relating to credit facilities.

The Group has embarked on more service concession arrangements which involve substantial commitment of funds during the construction of infrastructure with cash inflows only after completion of infrastructure and delivering of utilities to end users.

Management reviewed the projected timing and amounts of cash inflows and outflows from the service concession arrangements and is of the view that the funding arrangements made are adequate for its needs and the Group will be able to discharge its obligations as and when they fall due.

4 FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONT'D)

(d) Financial risk management policies and objectives (cont'd)

(iii) Overview of the Group's exposure to credit risk (cont'd)

(iv) Liquidity risk management

As at the end of the reporting period, the Group's and Company's current liabilities exceeded the current assets by RMB139,911,000 and RMB280,690,000, respectively. Despite the above condition, the financial statements of the Group and Company have been prepared on a going concern basis as the Group has access to committed financing facilities of which RMB951,023,000 were unutilised at the end of reporting period. In addition, based on the Group's cash flow forecast for the next 12 months from the date of authorisation of the financial statement, the Group expects to meet its obligations from operating cash flows and proceeds of maturing financial assets.

Liquidity and interest risk analyses

Financial assets

The following table shows the cash flows (principal and interest where applicable) based on the contractual or expected maturity of financial assets. The adjustment column represents future interest which are not included in the carrying amounts of the financial asset in the statement of financial position.

	WEIGHTED AVERAGE EFFECTIVE INTEREST RATE %	ON DEMAND OR LESS THAN 1 YEAR RMB'000	MORE THAN 1 TO 5 YEARS RMB'000	ADJUSTMENT RMB'000	CARRYING AMOUNT RMB'000
GROUP					
2025					
Non-interest bearing	–	1,031,285	–	–	1,031,285
Variable interest rate	0.20	923,805	–	(1,844)	921,961
Fixed interest rate	1.23	231,937	–	(2,811)	229,126
Total		2,187,027	–	(4,655)	2,182,372
2024					
Non-interest bearing	–	1,007,710	38,020	–	1,045,730
Variable interest rate	0.51	1,199,920	–	(6,073)	1,193,847
Fixed interest rate	1.24	215,607	–	(2,646)	212,961
Total		2,423,237	38,020	(8,719)	2,452,538
COMPANY					
2025					
Non-interest bearing	–	58,620	–	–	58,620
Variable interest rate	0.01	2,113	–	–	2,113
Total		60,733	–	–	60,733
2024					
Non-interest bearing	–	172,784	–	–	172,784
Variable interest rate	0.01	398,730	–	(4)	398,726
Total		571,514	–	(4)	571,510

4 FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONT'D)

(d) Financial risk management policies and objectives (cont'd)

(iii) Overview of the Group's exposure to credit risk (cont'd)

Liquidity and interest risk analyses (cont'd)

Financial liabilities

The following table shows the cash flows of financial liabilities based on the earliest dates on which the Group and Company are required to pay. The table includes both interest and principal cash flows. The adjustment column represents future interest which are not included in the carrying amounts of financial liabilities carried in the statement of financial position.

	WEIGHTED AVERAGE EFFECTIVE INTEREST RATE	ON DEMAND OR LESS THAN 1 YEAR	MORE THAN 1 TO 5 YEARS	MORE THAN 5 YEARS	ADJUSTMENT	CARRYING AMOUNT
	%	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
GROUP						
2025						
Non-interest bearing	–	564,554	–	–	–	564,554
Variable interest rate	3.11	461,581	876,241	–	(83,246)	1,254,576
Lease liabilities (fixed rate)	2.91	1,179	2,495	–	(163)	3,511
Fixed interest rate	5.20	1,399,255	1,510,031	67,050	(289,649)	2,686,687
Total		2,426,569	2,388,767	67,050	(373,058)	4,509,328
2024						
Non-interest bearing	–	565,981	–	–	–	565,981
Variable interest rate	3.77	560,613	1,215,826	189,116	(190,865)	1,774,690
Lease liabilities (fixed rate)	4.62	1,357	452	–	(72)	1,737
Fixed interest rate	8.49	2,350,880	720,728	101,624	(204,839)	2,968,393
Total		3,478,831	1,937,006	290,740	(395,776)	5,310,801
COMPANY						
2025						
Non-interest bearing	–	320,695	–	–	–	320,695
Fixed interest rate	7.23	37,609	668,857	–	(174,785)	531,681
		358,304	668,857	–	(174,785)	852,376
2024						
Non-interest bearing	–	565,940	–	–	–	565,940
Fixed interest rate	10.25	1,080,311	–	–	–	1,080,311
		1,646,251	–	–	–	1,646,251

4 FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL MANAGEMENT (CONT'D)

(e) Fair value of financial assets and financial liabilities

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis

Some of the Group's financial assets and financial liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation technique(s) and inputs used).

	FAIR VALUE AS AT		FAIR VALUE HIERARCHY	VALUATION TECHNIQUE AND KEY INPUT	SIGNIFICANT UNOBSERVABLE INPUT	RELATIONSHIP OF UNOBSERVABLE INPUTS TO FAIR VALUE
	2025 RMB'000	2024 RMB'000				
Financial assetsat fair value through other comprehensive income - unquoted equity shares	–	2,577	Level 3	Discounted cash flow	Discount rate taking into account the time value of money, inflation and the risk inherent in ownership of the asset or security interest being valued.	The higher the discount rate, the lower the fair value.
Financial assets at fair value through other comprehensive income - notes receivables	51,515	69,187	Level 3	Discounted cash flow method was used to capture the present value of the financial assets	Discount rate taking into account the time value of money.	The higher the discount rate, the lower the fair value.

Fair value of the Group's financial assets and financial liabilities that are not measured at fair value on a recurring basis (but fair value disclosures are required)

Management considers that the carrying amounts of financial assets and financial liabilities of the Group and the Company recorded at amortised cost in the financial statements approximate their fair values as these are either of relatively short-term maturity or which effective interest rates instruments are close approximation of market interest rates at period end.

(f) Fair value of guarantees given by the Company

Management considered the nature of the guarantees given by the Company to banks which have provided loans to a subsidiary (Note 20) and the reliance on assets of other subsidiaries as support for the financial guarantee and determined that there is no significant fair value of the guarantee to be accounted for by the Company.

5 RELATED PARTY TRANSACTIONS

The ultimate controlling party of the Group is Guo Hong Xin whose interest in the Company is held through his shareholdings in Allgreat Pacific Limited and Sunpower Business Group Pte. Ltd. Some of the Group's transactions and arrangements are with related parties and the effects of these, on the basis determined between the parties are reflected in these financial statements. The balances are unsecured, receivable or repayable on demand and interest-free unless stated otherwise.

Related parties comprise entities over which two of the Company's directors have significant influence or control; and non-controlling shareholders of partially held subsidiaries (Note 14).

Significant related party transactions:

	GROUP	
	2025	2024
	RMB'000	RMB'000
Rental expenses	1,321	1,235
Reversal of other payable	–	19,739
Purchase of construction services	11,223	–
Purchase of catering services	392	525
Purchase design services	387	–

The sales and purchases made are conducted on terms mutually agreed among the parties involved. The expenses charged are paid in accordance with the terms of the agreement entered into among the parties involved.

In 2025, certain subsidiaries of the Group have entered into separate but substantially similar agreements with United AItech (Tianjin) Co., Ltd. ("AItech") for the implementation of an AI intelligent control system for boiler and thermal energy facilities across multiple operating plants. Ms. Pan Shuhong is a director of both the Company and AItech. The agreements were entered into on an arm's-length basis and in the ordinary course of business, and are intended to improve operational efficiency and achieve cost savings through intelligent automation. The subsidiaries have made prepayments to AItech to facilitate the initial phase of implementation and such prepayments will be offset against AItech's verified cost savings achieved (Note 9).

The nature and terms of transactions with related parties are reviewed by the Board of Directors.

6 CASH AND CASH EQUIVALENTS

	GROUP		COMPANY	
	2025	2024	2025	2024
	RMB'000	RMB'000	RMB'000	RMB'000
Cash and bank balances	921,961	1,193,847	2,113	398,726

Cash and bank balances comprise cash held by the Group and the Company and short-term bank deposits with maturity of three months or less. The average interest rate is 0.20% (2024 : 0.51%) per annum.

7 PLEDGED BANK DEPOSITS

	GROUP	
	2025	2024
	RMB'000	RMB'000
Pledged bank deposits	229,126	212,961

The above deposits are pledged to banks to secure the Group's bank loans. The deposits earn fixed interest rate ranging from 0.05% to 2.20% (2024 : 0.10% to 2.75%) per annum.

8 TRADE RECEIVABLES

	GROUP	
	2025	2024
	RMB'000	RMB'000
Outside parties	1,128,260	1,074,421
Loss allowance	(195,875)	(195,436)
Total	932,385	878,985

As at January 1, 2024, trade receivables from contracts with customers amounted to RMB813,033,000 (net of loss allowance of RMB8,192,000).

The credit period for trade receivables is generally 90 to 180 days (2024 : 90 to 180 days). These receivables are not secured by any collateral or credit enhancements. No interest is charged on the overdue trade receivables.

Loss allowance for trade receivables and contract assets has always been measured at an amount equal to lifetime expected credit losses ("ECL"). The Group separated the ECL of trade receivables by two categories between traditional business (such as steam, heating and power generation), and power subsidy from biomass generation, as the risk profiles and business model differ. As the recovery rule of biomass subsidy differs from the receivables attributable to the Group's traditional business (the settlement of the biomass power subsidies being mainly based on the prevailing national policies set by the Ministry of Finance of the PRC without a contractual payment plan), the Group adopted different estimating rates for ECL allowance for the biomass subsidy receivables generated by the Group's business of biomass power.

The ECL on trade receivables from traditional business and contract assets are estimated using a provision matrix by reference to past default experience of the debtor and an analysis of the debtor's current financial position, adjusted for factors that are specific to the debtors, general economic conditions of the industry in which the debtors operate, and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

The ECL on biomass subsidy receivables are estimated with reference to the probability of default and loss given default benchmarks obtained from public credit rating agencies. The Group monitors changes in credit risk by tracking published external credit ratings, and reviews the rationality of biomass power subsidy ECL provision ratio regularly according to the recovery status.

A trade receivable is written off when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings. None of the trade receivables that have been written off is subject to enforcement activities.

8 TRADE RECEIVABLES (CONT'D)

The following table details the risk profile of biomass subsidy receivables, trade receivables and contract assets based on the Group's provision matrix. As the Group's historical credit loss experience does not show significantly different loss patterns for different customer segments, the provision for loss allowance based on aging profile from invoice dates is not further distinguished between the Group's different customer base.

	GROUP						
	< 6 MONTHS RMB'000	7 - 12 MONTHS RMB'000	1 - 2 YEARS RMB'000	2 - 3 YEARS RMB'000	3 - 4 YEARS RMB'000	>4 YEARS RMB'000	TOTAL RMB'000
2025							
Biomass subsidy receivable:							
Expected credit loss rate	4%	4%	4%	4%	4%	4%	
Estimated total gross carrying amount at default	68,877	78,701	67,071	97,233	103,290	43,535	458,707
Lifetime ECL (contain the one-off ECL in FY2024)	(2,755)	(3,148)	(2,683)	(39,920)	(103,290)	(42,933)	(194,729)
							263,978
Others:							
Expected credit loss rate	0%	0 % - 5%	0% - 12.50%	1.50% - 50%	12.50% - 75%	50% - 100%	
Estimated total gross carrying amount at default	601,972	16,353	50,696	19	–	513	669,553
Lifetime ECL	–	–	(631)	(2)	–	(513)	(1,146)
							668,407
Total:							
Estimated total gross carrying amount at default	670,849	95,054	117,767	97,252	103,290	44,048	1,128,260
Lifetime ECL	(2,755)	(3,148)	(3,314)	(39,922)	(103,290)	(43,446)	(195,875)
							932,385

8 TRADE RECEIVABLES (CONT'D)

	GROUP						
	< 6 MONTHS	7 - 12 MONTHS	1 - 2 YEARS	2 - 3 YEARS	3 - 4 YEARS	>4 YEARS	TOTAL
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
2024							
Biomass subsidy receivable:							
Expected credit loss rate	4%	4%	4%	4%	4%	4%	
Estimated total gross carrying amount at default	69,506	63,583	143,143	103,290	43,630	24,340	447,492
Lifetime ECL	(2,780)	(2,543)	(41,756)	(103,290)	(42,937)	(974)	(194,280)
							253,212
Others:							
Expected credit loss rate	0%	0 % - 5%	0% - 12.50%	1.50% - 50%	12.50% - 75%	50% - 100%	
Estimated total gross carrying amount at default	579,738	32,525	13,544	–	–	1,122	626,929
Lifetime ECL	–	–	(34)	–	–	(1,122)	(1,156)
							625,773
Total:							
Estimated total gross carrying amount at default	649,244	96,108	156,687	103,290	43,630	25,462	1,074,421
Lifetime ECL	(2,780)	(2,543)	(41,790)	(103,290)	(42,937)	(2,096)	(195,436)
							878,985

8 TRADE RECEIVABLES (CONT'D)

The table below shows the movement in lifetime ECL that has been recognised for biomass subsidy receivables, trade receivables and contract assets in accordance with the simplified approach set out in SFRS(I) 9:

	LIFETIME ECL CREDIT-IMPAIRED		
	INDIVIDUALLY ASSESSED	COLLECTIVELY ASSESSED	TOTAL
	RMB'000	RMB'000	RMB'000
GROUP			
Balance as at January 1, 2024	268	7,924	8,192
Change in loss allowance due to existing trade receivables originated	184,851	–	184,851
Change in loss allowance due to the recovery of trade receivables	–	(6,532)	(6,532)
Change in loss allowance due to deteriorating trade receivable ageing backet, net of those derecognised due to settlement	–	9,193	9,193
Write-off of bad debts	(268)	–	(268)
Balance as at December 31, 2024	184,851	10,585	195,436
Change in loss allowance due to existing trade receivables originated	6,603	–	6,603
Change in loss allowance due to the recovery of trade receivables	–	(2,628)	(2,628)
Change in loss allowance due to deteriorating trade receivable ageing backet, net of those derecognised due to settlement	–	3,676	3,676
Write-off of bad debts	(7,212)	–	(7,212)
Balance as at December 31, 2025	184,242	11,633	195,875

9 OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	GROUP		COMPANY	
	2025	2024	2025	2024
	RMB'000	RMB'000	RMB'000	RMB'000
Advance payments for purchases	7,171	11,728	102	872
Prepayment for BOT projects	10,192	27,518	–	–
Deposits and prepayments	21,011	23,850	–	–
Third parties	71,242	72,296	–	–
Subsidiaries (Note 14)	–	–	56,478	170,478
Prepayment to a related party (Note 5)	13,030	–	–	–
Advances to staff	1,498	1,576	–	–
Input tax recoverable	75,932	109,694	–	–
Contract acquisition cost	5,889	6,127	–	–
Compensation receivable from the government	–	35,443	–	–
Others	5,215	6,590	2,142	2,306
Total	211,180	294,822	58,722	173,656
Less:				
Loss allowance	(29,072)	(19,348)	–	–
Net	182,108	275,474	58,722	173,656
Presentation on statement of financial position:				
Current assets	147,430	191,826	58,722	173,656
Non-current assets	34,678	83,648	–	–
Total	182,108	275,474	58,722	173,656

Included in amounts due from subsidiaries as at December 31, 2024 amounting to RMB 114,000,000 is non-trade, unsecured, interest-free, and was repaid on February 28, 2025.

The remaining amount due from subsidiaries are unsecured, interest-free and repayable on demand.

Staff advances were non-trade in nature, unsecured, interest-free and repayable on demand.

Loss allowance for other receivables – third parties has always been at an amount equal to lifetime ECL.

Other receivables excluding third parties of the Group and the Company are considered to have low credit risk as they are not due for payment at the end of the reporting period and there has been no significant increase in the risk of default on the receivables since initial recognition. Accordingly, for the purpose of impairment assessment for these receivables, the loss allowance is measured at an amount equal to 12-month ECL.

The ECL on other receivables are estimated by reference to past default experience of the debtor and an analysis of the debtor's current financial position, adjusted for factors that are specific to the debtor, general economic conditions of the industry in which the debtor operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

9 OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (CONT'D)

There has been no change in the estimation techniques or significant assumptions made during the current reporting period.

The table below shows the movements in lifetime ECL that has been recognised for other receivables in accordance with the general approach set out in SFRS(I) 9:

	LIFETIME ECL - CREDIT-IMPAIRED RMB'000
GROUP	
Balance as at January 1, 2024	14,687
Amounts recovered	(1,827)
Change in loss allowance due to deteriorating other receivable ageing backet, net of those derecognised due to settlement	6,488
Balance as at December 31, 2025	19,348
Amounts recovered	(31)
Change in loss allowance due to deteriorating other receivable ageing backet, net of those derecognised due to settlement	9,755
Balance as at December 31, 2025	29,072

10 INVENTORIES

	GROUP	
	2025 RMB'000	2024 RMB'000
Raw materials and consumables	138,206	167,011

Inventories are stated net of allowance.

	GROUP	
	2025 RMB'000	2024 RMB'000
Movements in allowance for inventories:		
At beginning and end of year	508	508

11 PROPERTY, PLANT AND EQUIPMENT

	BUILDINGS RMB'000	LEASEHOLD IMPROVEMENTS RMB'000	PLANT AND MACHINERY RMB'000	FURNITURE, FIXTURES AND EQUIPMENT RMB'000	MOTOR VEHICLES RMB'000	CONSTRUCTION -IN-PROGRESS RMB'000	TOTAL RMB'000
GROUP							
Cost:							
At January 1, 2024	291,851	24,890	373,287	19,562	15,842	26,732	752,164
Additions	2,447	–	3,124	1,749	946	26,485	34,751
Transfers	8,969	–	38,575	1,187	–	(48,731)	–
Disposals	–	–	(4,327)	(973)	(713)	(611)	(6,624)
At December 31, 2024	303,267	24,890	410,659	21,525	16,075	3,875	780,291
Additions	1,495	147	158	4,730	462	17,761	24,753
Transfers	29	–	6,497	301	–	(6,827)	–
Disposals	(348)	–	(3,745)	(654)	–	–	(4,747)
At December 31, 2025	304,443	25,037	413,569	25,902	16,537	14,809	800,297
Accumulated depreciation:							
At January 1, 2024	60,832	920	153,565	10,731	6,372	–	232,420
Depreciation	5,843	146	41,969	2,393	983	–	51,334
Disposals	–	–	(3,255)	(559)	(593)	–	(4,407)
At December 31, 2024	66,675	1,066	192,279	12,565	6,762	–	279,347
Depreciation	6,680	1,423	31,386	4,053	1,209	–	44,751
Disposals	(131)	–	(2,687)	(491)	–	–	(3,309)
At December 31, 2025	73,224	2,489	220,978	16,127	7,971	–	320,789
Impairment loss:							
At January 1, 2024	–	–	–	–	–	2,116	2,116
Impairment loss	–	–	–	–	–	633	633
At December 31, 2024, January 1, 2025 and December 31, 2025	–	–	–	–	–	2,749	2,749
Carrying amount:							
At December 31, 2025	231,219	22,548	192,591	9,775	8,566	12,060	476,759
At December 31, 2024	236,592	23,824	218,380	8,960	9,313	1,126	498,195

At the end of the reporting period, buildings and plant and machinery with carrying amount of RMB386,257,000 (2024 : RMB341,478,000) are pledged to secure banking facilities and loans granted to the Group.

12 FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME AND ASSETS HELD FOR SALE

	GROUP	
	2025	2024
	RMB'000	RMB'000
Investments in equity instruments designated as at FVTOCI:		
Unquoted equity shares	–	2,577
Investments in debt instruments classified as at FVTOCI:		
Notes receivables	51,515	69,187
Total financial assets at FVTOCI	51,515	71,764
Presentation on statement of financial position:		
Current assets	51,515	69,187
Non-current assets	–	2,577
Total	51,515	71,764

Investments in equity instruments

These investments in equity instruments are not held for trading. Instead they are held for medium to long-term strategic purposes. Accordingly, management has elected to designate these investments in equity instruments as at FVTOCI as management believes that recognising short-term fluctuations in these investments' fair value in profit or loss would not be consistent with the Group's strategy of holding these investments for long-term purposes and realising their performance potential in the long run.

In 2025, the management formally resolved to sell the unquoted equity shares within one year. As at December 31, 2025, such investments have been reclassified to assets held for sale.

Investments in debt instruments

Note receivables represent promissory notes that give the Group the right to receive cash on or before a specific future date, and such notes are received from customers as settlement of trade receivables. The notes receivables are held by the Group within a business model whose objective is both to collect their contractual cash flows which are solely payments of principal and interest on the principal amount outstanding and to sell these financial assets. Hence, the notes receivables are classified as at FVTOCI.

For purpose of impairment assessment, the notes receivables are considered to have low credit risk as they are held with financial institutions with sound credit ratings. Accordingly, management believes that there is no loss allowance required. The Group holds no collateral over these notes. For the purpose of impairment assessment for these debts instruments, the loss allowance is measured at an amount equal to 12-month ECL.

In determining the ECL, management has taken into account the historical default experience, the financial position of the counterparties, as well as the future prospects of the industries in which the issuers of these debt instruments obtained from economic expert reports, financial analysts reports and considering various external sources of actual and forecast economic information, as appropriate, in estimating the probability of default of each of these financial assets occurring within their respective loss assessment time horizon, as well as the loss upon default in each case.

There has been no change in the estimation techniques or significant assumptions made during the current reporting period.

13 RIGHT-OF-USE ASSETS

The Group leases buildings. The average lease term is ranging from 2 to 5 years, where the Group make periodic lease payments, which are used for its day to day operations.

	LAND USE RIGHTS RMB'000	BUILDINGS RMB'000	TOTAL RMB'000
GROUP			
Cost:			
At January 1, 2024	263,747	6,324	270,071
Disposal	–	–	–
At December 31, 2024	263,747	6,324	270,071
Additions	–	3,545	3,545
Disposal	–	(6,324)	(6,324)
At December 31, 2025	263,747	3,545	267,292
Accumulated depreciation:			
At January 1, 2024	36,470	3,372	39,842
Depreciation for the year	5,689	1,265	6,954
At December 31, 2024	42,159	4,637	46,796
Depreciation for the year	5,659	1,237	6,896
Disposal	–	(5,692)	(5,692)
At December 31, 2025	47,818	182	48,000
Carrying amount:			
At December 31, 2025	215,929	3,363	219,292
At December 31, 2024	221,588	1,687	223,275

Land use rights relates to upfront payments made to acquire land leases in China.

At the end of the reporting period, land use rights with carrying amount of RMB215,929,000 (2024 : RMB164,057,000) are pledged to secure banking facilities granted to the subsidiaries.

14 SUBSIDIARIES

	COMPANY	
	2025 RMB'000	2024 RMB'000
Unquoted equity shares, at cost	606,285	606,285
Financial guarantee contracts	1,850	1,850
Amount due from subsidiaries	306,244	306,244
Total	914,379	914,379

Amount due from subsidiaries is unsecured, interest-free and repayment is not expected in foreseeable future and is considered to be equity in nature.

14 SUBSIDIARIES (CONT'D)

Transactions between the Company and its subsidiaries have been eliminated on consolidation and are not disclosed in these financial statements.

Details of the subsidiaries are as follows:

SUBSIDIARIES	COST OF INVESTMENTS		EFFECTIVE EQUITY INTEREST AND VOTING POWER HELD		PLACE OF INCORPORATION/ OPERATION	PRINCIPAL ACTIVITIES
	2025 RMB'000	2024 RMB'000	2025 %	2024 %		
Held by Company:						
Sunpower International Holding (Singapore) Pte. Ltd.	606,285	606,285	100	100	Singapore	Investment holding.
Held by subsidiaries:						
Changshu Suyuan Thermal Power Co., Ltd. (Shares held by Jiangsu Sunpower Clean Energy) Co., Ltd.)[1]	–	–	100	90	PRC	Provision of heat and electricity to enterprises.
Gaoyang Changrun Heat Supply Co., Ltd. (Shares held by Hebei Changrun Environmental Technology Co., Ltd.)	–	–	100	100	PRC	Supply of heat and electricity.
Hebei Changrun Environmental Technology Co., Ltd. (Shares held by Jiangsu Sunpower Clean Energy Co., Ltd.)	–	–	100	100	PRC	Central heating and power generation.
Jiangsu Sunpower Electricity Sales Co., Ltd. (Shares held by Jiangsu Sunpower Clean Energy Co., Ltd. and Zhangjiagang Yongxing Thermal Power Co., Ltd.)	–	–	100	100	PRC	Provision of electricity.
Jiangsu Sunpower Clean Energy Co., Ltd. (Shares held by Sunpower Clean Energy Investment (Jiangsu) Group Co., Ltd.)	–	–	100	100	PRC	Investment in clean energy business related activities.
Jiangsu Sunpower Smart Energy Co., Ltd. (Shares held by Sunpower International Holding (Singapore) Pte. Ltd.)	–	–	100	100	PRC	Thermal production and supply.

14 SUBSIDIARIES (CONT'D)

SUBSIDIARIES	COST OF INVESTMENTS		EFFECTIVE EQUITY INTEREST AND VOTING POWER HELD		PLACE OF INCORPORATION/ OPERATION	PRINCIPAL ACTIVITIES
	2025 RMB'000	2024 RMB'000	2025 %	2024 %		
Held by subsidiaries: (cont'd)						
Nanjing Sunpower Smart Energy Technology Co., Ltd. (Shares held by Sunpower International Holding (Singapore) Pte. Ltd.)	–	–	100	100	PRC	Energy-saving and Environmental Protection technology research.
Lianshui Sunpower Clean Energy Co., Ltd. (Shares held by Sunpower Clean Energy Investment (Jiangsu) Group Co., Ltd. and Jiangsu Sunpower Clean Energy Co., Ltd.)	–	–	95	95	PRC	Supply of steam, heat gas and electricity.
Qingdao Xinyuan Thermal Power Co., Ltd. (Shares held by Jiangsu Sunpower Clean Energy Co., Ltd.)	–	–	85	85	PRC	Supply of steam, heat and electricity.
Qingdao Sunpower Thermal Co., Ltd. (Shares held by Jiangsu Sunpower Clean Energy Co., Ltd.)	–	–	100	100	PRC	Provision of steam to industrial enterprises and sale of electricity.
Quanjiao Sunpower Clean Energy Co., Ltd. (Shares held by Jiangsu Sunpower Clean Energy Co., Ltd.)	–	–	100	100	PRC	Supply steam/heat gas to enterprises.
Ruijin Sunpower Clean Energy Co., Ltd. (Shares held by Sunpower Clean Energy Investment (Jiangsu) Group Co., Ltd.)[(2)]	–	–	–	100	PRC	Provision of heat and electricity to enterprises.
Shantou Sunpower Keying Thermal Co., Ltd. (Shares held by Jiangsu Sunpower Clean Energy Co., Ltd.)	–	–	51	51	PRC	Supply of steam and electricity.
Sunpower Clean Energy Investment (Jiangsu) Group Co., Ltd. (Shares held by Sunpower International Holding (Singapore) Pte. Ltd.)	–	–	100	100	PRC	Environment and new energy related business activities.

14 SUBSIDIARIES (CONT'D)

SUBSIDIARIES	COST OF INVESTMENTS		EFFECTIVE EQUITY INTEREST AND VOTING POWER HELD		PLACE OF INCORPORATION/ OPERATION	PRINCIPAL ACTIVITIES
	2025 RMB'000	2024 RMB'000	2025 %	2024 %		
Held by subsidiaries: (cont'd)						
Xinjiang Sunpower Clean Energy Co., Ltd. (Shares held by Jiangsu Sunpower Clean Energy Co., Ltd.)	–	–	100	100	PRC	Supply of heat and electricity.
Xintai Zhengda Thermoelectric Co., Ltd. (Shares held by Jiangsu Sunpower Clean Energy Co., Ltd.) (3)	–	–	96.16	91.73	PRC	Provision of steam and heat and sale of electricity.
Xuzhou Sunpower Clean Energy Co., Ltd. (Shares held by Sunpower Clean Energy Investment (Jiangsu) Group Co., Ltd.)	–	–	100	100	PRC	Provision of heat and electricity to enterprises.
Zhangjiagang Yongxing Thermal Power Co., Ltd. (Shares held by Jiangsu Sunpower Clean Energy Co., Ltd.)	–	–	100	100	PRC	Provision of steam to industrial enterprises and sale of electricity.
Xuzhou Sunpower Thermal Power Co., Ltd.	–	–	100	100	PRC	Provision of heat and electricity to enterprises.

(1) Acquired remaining 10% equity interest in 2025.
(2) Struck off in 2025.
(3) Acquired additional 4.43% stake in 2025.

The Company and subsidiaries are audited/reviewed by Deloitte Touche Tohmatsu CPA LLP, Nanjing Branch for consolidation purposes.

14 SUBSIDIARIES (CONT'D)

Information about the composition of the Group at the end of the financial year is as follows:

PRINCIPAL ACTIVITY	PLACE OF INCORPORATION AND OPERATION	NUMBER OF SUBSIDIARIES	
		2025	2024
Held by Company:			
Investment holding	Singapore	1	1
Held by subsidiaries:			
Central heating and power generation	PRC	1	1
Environment and new energy-related business activities	PRC	2	2
Provision of design, consultancy and technology services	PRC	1	1
Supply of steam/heat/electricity	PRC	14	15
		19	20

Details of subsidiaries with material non-controlling interest

14 SUBSIDIARIES (CONT'D)

The table below shows details of non-wholly owned subsidiaries of the Group with material non-controlling interest:

NAME OF SUBSIDIARIES	PLACE OF INCORPORATION AND OPERATION	PROPORTION OF OWNERSHIP INTERESTS AND VOTING RIGHTS HELD BY NON-CONTROLLING INTERESTS		PROFIT (LOSS) ALLOCATED TO NON-CONTROLLING INTERESTS		ACCUMULATED NON-CONTROLLING INTERESTS	
		2025	2024	2025	2024	2025	2024
		%	%	RMB'000	RMB'000	RMB'000	RMB'000
Shantou Sunpower Keying Thermal Power Co., Ltd	PRC	49.0	49.0	107,319	123,567	551,774	444,454
Qingdao Xinyuan Thermal Power Co., Ltd	PRC	15.0	15.0	3,944	2,347	40,775	36,829
Xintai Zhengda Thermoelectric Co.,Ltd	PRC	3.8	8.3	1,044	(4,600)	5,412	10,272
Changshu Suyuan Thermal Power Co., Ltd	PRC	–	10.0	3,285	3,057	–	34,357
Individually immaterial subsidiaries with non-controlling interests				761	604	4,047	3,285
				116,353	124,975	602,008	529,197

14 SUBSIDIARIES (CONT'D)

Summarised financial information in respect of each of the Group's subsidiaries that has material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

	SHANTOU SUNPOWER KEYING THERMAL POWER CO., LTD		QINGDAO XINYUAN THERMAL POWER CO., LTD	
	2025	2024	2025	2024
	RMB'000	RMB'000	RMB'000	RMB'000
Current assets	975,474	816,311	364,075	294,873
Non-current assets	1,209,088	1,260,018	213,414	209,806
Current liabilities	(578,029)	(554,438)	(193,073)	(118,650)
Non-current liabilities	(480,463)	(614,841)	(112,586)	(140,503)
Equity attributable to owners of the Company	574,296	462,596	231,055	208,697
Non-controlling interests	551,774	444,454	40,775	36,829
Revenue	1,308,037	1,312,616	201,802	276,021
Expenses	(1,089,019)	(1,060,438)	(175,510)	(260,373)
Profit for the year	219,018	252,178	26,292	15,648
Other comprehensive income	2	–	12	–
Total comprehensive income for the year	219,020	252,178	26,304	15,648
Profit attributable to owners of the Company	111,699	128,611	22,348	13,301
Profit attributable to the non-controlling interests	107,319	123,567	3,944	2,347
Profit for the year	219,018	252,178	26,292	15,648
Total comprehensive income attributable to owners of the Company	111,700	128,611	22,358	13,301
Total comprehensive income attributable to the non-controlling interests	107,320	123,567	3,946	2,347
Total comprehensive income for the year	219,020	252,178	26,304	15,648
Net cash inflow (outflow) from operating activities	396,901	461,149	(42,606)	(144,594)
Net cash outflow from investing activities	(9,031)	(30,447)	(1,078)	(8,973)
Net cash (outflow) inflow from financing activities	(229,211)	(153,629)	38,867	132,732
Net cash inflow (outflow)	158,659	277,073	(4,817)	(20,835)

14 SUBSIDIARIES (CONT'D)

	XINTAI ZHENGDA THERMOELECTRIC CO., LTD		CHANGSHU SUYUAN THERMAL POWER CO., LTD	
	2025	2024	2025	2024
	RMB'000	RMB'000	RMB'000	RMB'000
Current assets	256,851	333,839	–	110,967
Non-current assets	742,170	765,485	–	404,716
Current liabilities	(554,140)	(670,049)	–	(111,401)
Non-current liabilities	(310,348)	(310,681)	–	(60,718)
Equity attributable to owners of the Company	129,121	108,322	–	309,207
Non-controlling interests	5,412	10,272	–	34,357
Revenue	333,980	384,264	212,778	193,007
Expenses	(318,108)	(419,385)	(179,924)	(162,439)
Profit (Loss) for the year	15,872	(35,121)	32,854	30,568
Other comprehensive income	67	326	–	–
Total comprehensive (loss) income for the year	15,939	(34,795)	32,854	30,568
Profit (Loss) attributable to owners of the Company	14,828	(30,521)	29,569	27,511
Profit (Loss) attributable to the non-controlling interests	1,044	(4,600)	3,285	3,057
Profit (Loss) for the year	15,872	(35,121)	32,854	30,568
Total comprehensive income (loss) attributable to owners of the Company	14,893	(30,178)	29,569	27,511
Total comprehensive income (loss)attributable to the non-controlling interests	1,046	(4,617)	3,285	3,057
Total comprehensive income (loss) for the year	15,939	(34,795)	32,854	30,568
Dividend paid to non-controlling interests	–	–	(6,900)	(2,000)
Net cash inflow from operating activities	96,920	101,380	38,460	63,822
Net cash outflow from investing activities	(892)	(1,651)	(2,161)	(4,014)
Net cash outflow from financing activities	(89,523)	(78,845)	(26,785)	(53,745)
Net cash inflow	6,505	20,884	9,514	6,063

15 ASSOCIATES

	GROUP	
	2025	2024
	RMB'000	RMB'000
Unquoted equity shares	78,793	48,566
Share of post-acquisition results, net dividend received	22,548	16,905
	101,341	65,471

Details of the associates are as follows:

NAME OF ASSOCIATE	PRINCIPAL ACTIVITIES/PLACE OF INCORPORATION AND OPERATION	EFFECTIVE INTEREST AND VOTING POWER HELD	
		2025	2024
		%	%
Jining Mining Industry Sunpower Clean Energy Development Co., Ltd.(1)	New energy development and utilisation business activities/PRC.	49.0	49.0
Suzhou Green Bright Renewable Energy Co., Ltd.(2)	New energy development and utilisation business activities/PRC.	28.0	28.0
Jining Xinneng Thermal Power Co., Ltd.(2)	New energy development and utilisation	11.6	–

(1) Audited by Zhongxi CPAS (Special General Partnership), PRC. Not material for Group's consolidation purposes.

(2) Not material for Group's consolidation purpose.

The following summarised financial information of Jining Mining Industry Sunpower Clean Energy Development Co., Ltd. is presented before intragroup eliminations:

	GROUP	
	2025	2024
	RMB'000	RMB'000
Current assets	21,215	21,733
Non-current assets	161,488	164,030
Current liabilities	(15,516)	(17,429)
Non-current liabilities	(53,311)	(62,685)
Net assets	113,876	105,649
Group's share of associates' net assets	55,799	51,768

15 ASSOCIATES (CONT'D)

	GROUP	
	2025	2024
	RMB'000	RMB'000
Revenue	88,501	81,579
Profit for the year	18,227	13,998
Group's share of associates' profit for the year	8,931	6,859

The following summarised financial information of Suzhou Green Bright Renewable Energy Co., Ltd. presented before intragroup eliminations:

	GROUP	
	2025	2024
	RMB'000	RMB'000
Current assets	13,232	35,523
Non-current assets	328,534	295,782
Current liabilities	(59,945)	(45,526)
Non-current liabilities	(227,125)	(236,841)
Net assets	54,696	48,938
Group's share of associates' net assets	15,315	13,703

	GROUP	
	2025	2024
	RMB'000	RMB'000
Revenue	52,155	30,866
Profit (Loss) for the year	5,758	(1,203)
Group's share of associates' profit (loss) for the year	1,612	(337)

15 ASSOCIATES (CONT'D)

The following summarised financial information of Jining Xinneng Thermal Power Co., Ltd. presented before intragroup eliminations:

	GROUP	
	2025	2024
	RMB'000	RMB'000
Current assets	115,362	–
Non-current assets	159,309	–
Current liabilities	(13,161)	–
Non-current liabilities	(1,000)	–
Net assets	260,510	–
Group's share of associates' net assets	30,227	–

	GROUP	
	2025	2024
	RMB'000	RMB'000
Revenue	–	–
Loss for the year	–	–
Group's share of associates' loss for the year	–	–

In 2025, a subsidiary has entered into an agreement with a third party to acquire 15% of Jining Xinneng Thermal Power Co., Ltd's shares and the subsidiary has paid up the consideration of RMB30,227,000. As at December 31, 2025, the subsidiary accounts for 11.6% of Jining Xinneng Thermal Power Co., Ltd's equity as the other shareholder increased their injection and the subsidiary is committed to inject further interest in the associate as disclosed in Note 36.

16 INTANGIBLE ASSETS

	TECHNICAL KNOW-HOW	SERVICE CONCESSION ARRANGEMENTS	LICENSES	TOTAL
	RMB'000	RMB'000	RMB'000	RMB'000
GROUP				
Cost:				
At January 1, 2024	96	4,318,939	627,929	4,946,964
Additions	–	105,534	–	105,534
At December 31, 2024	96	4,424,473	627,929	5,052,498
Additions	–	100,593	–	100,593
Reclass from prepayment and receivables from government	–	60,475	–	60,475
At December 31, 2025	96	4,585,541	627,929	5,213,566
Accumulated amortisation:				
At January 1, 2024	96	521,630	89,461	611,187
Transfer from PPE	–	194,854	17,687	212,541
At December 31, 2024	96	716,484	107,148	823,728
Amortisation for the year	–	197,414	17,869	215,283
At December 31, 2025	96	913,898	125,017	1,039,011
Carrying amount:				
At December 31, 2025	–	3,671,643	502,912	4,174,555
At December 31, 2024	–	3,707,989	520,781	4,228,770

At the end of the reporting period, service concession arrangements with carrying amount of RMB2,532,984,000 (2024 : RMB2,605,092,000) are pledged to secure loans granted to the Group.

The Group entered into service concession agreements with the local government authorities (the "Grantors"), pursuant to the construction and operation of centralised steam and electricity facilities during the concession period of up to 38.5 years, starting from the commencement date of commercial operation.

Revenue from service concession agreements (Note 27) represents the revenue recognised during the construction stage. The material accounting policies and the significant accounting estimates relating to service concession arrangements are set out on Notes 2 and 3.2(a) to the financial statements respectively.

16 INTANGIBLE ASSETS

Service concession arrangements comprise the following:

NAME OF SUBSIDIARY AS OPERATOR	NAME OF PROJECT	LOCATION IN PRC	NAME OF GRANTOR	TYPE OF SERVICE CONCESSION AGREEMENT	SERVICE CONCESSION PERIOD
Quanjiao Sunpower Clean Energy Co., Ltd.)	Quanjiao	Anhui Quanjiao Economic Development Zone, Chuzhou City	Administration Commission of Quanjiao Economic Development Zone	BOT	30 years
Hebei Changrun Environmental Ltd.	Changrun	Hebei Gaoyang Economic Development Zone	Administration Commission of Hebei Gaoyang Economic Development Zone	BOT	30 years
Lianshui Sunpower Clean Energy Co., Ltd.	Lianshui	Lianshui Economic Development Zone	Administration Commission of Jiangsu Lianshui Economic Development Zone	BOT	Not more than 30 years from year 2016
Shantou Sunpower Keying Thermal Power Co., Ltd.	Shantou	Guangdong Shantou Chaonan Zone	Environmental Protection Comprehensive Management Center of Chaonan District, Shantou City for Textile Printing & Dyeing	BOT	38.5 years
Xintai Zhengda Thermoelectric Co., Ltd.	Xintai	Xintai Xinpu District	Subdistrict office of Xintai Xinpu District	BOT	30 years
Xuzhou Sunpower Clean Energy Co., Ltd.	Tongshan	Xuzhou Tongshan District	Government of Xuzhou Tongshan District	BOT	30 years
Xinjiang Sunpower Clean Energy Co., Ltd.	Xinjiang	Shanxi Xinjiang	Government of Xin Jiang District	BOT	30 years
Qingdao Xinyuan Thermal Power Co., Ltd.	Xinyuan	Qingdao Xinyuan	Jimo International Mall Management Committee	BOT	30 years

17 DEFERRED TAX ASSETS (LIABILITIES)

	GROUP	
	2025	2024
	RMB'000	RMB'000
(a) Deferred tax assets		
At beginning of year	75,948	34,010
Credit to profit or loss	3,937	41,979
Debit to other comprehensive income for the year	(40)	(41)
At end of year	79,845	75,948

17 DEFERRED TAX ASSETS (LIABILITIES) (CONT'D)

The following are the major deferred tax assets recognised by the Group, and the movements thereon, during the current and prior reporting period:

	LOSS ALLOWANCE	ALLOWANCE FOR INVENTORIES	GOVERNMENT GRANT RELATED ASSETS	TAX LOSS AND TAX ALLOWANCE	FAIR VALUE CHANGE ON INVESTMENT IN EQUITY INSTRUMENTS	FAIR VALUE CHANGE ON INVESTMENT IN DEBT INSTRUMENTS	TOTAL
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At January 1, 2024	5,692	481	14,392	12,534	531	380	34,010
Credit (Charge) to profit or loss for the year	31,923	(249)	(342)	10,647	–	–	41,979
Credit (Charge) to other comprehensive income for the year	–	–	–	–	(108)	67	(41)
At December 31, 2024	37,615	232	14,050	23,181	423	447	75,948
Credit (Charge) to profit or loss for the year	2,426	–	(682)	2,193	–	–	3,937
Credit (Charge) to other comprehensive income for the year	–	–	–	–	–	(40)	(40)
At December 31, 2025	40,041	232	13,368	25,374	423	407	79,845

17 DEFERRED TAX ASSETS (LIABILITIES) (CONT'D)

The tax losses and tax allowance carryforwards from PRC entities will expire after 5 years from the date of tax losses and tax allowance incurred. The gross amount of tax losses and tax allowances carryforwards that will expire in the next 5 years are as follows:

	GROUP	
	2025 RMB'000	2024 RMB'000
In 1 year	–	–
In 2 years	8,242	–
In 3 years	14,519	31,494
In 4 years	46,711	14,519
In 5 years	32,024	46,711

	GROUP	
	2025 RMB'000	2024 RMB'000
(b) Deferred tax liabilities		
At beginning of year	216,996	217,460
Credit to profit or loss	(2,276)	(464)
At end of year	214,720	216,996

The following are the major deferred tax liabilities recognised by the Group, and the movements thereon, during the current and prior reporting period:

	PRC WITHHOLDING TAX RMB'000	FAIR VALUE GAIN ON ASSETS ACQUIRED THROUGH ACQUISITION OF SUBSIDIARIES RMB'000	PORTION OF CONSTRUCTION MARGIN FOR BOT PROJECT YET TO BE SUBJECT TO CURRENT TAX RMB'000	ACCELERATED TAX DEPRECIATION RMB'000	TOTAL RMB'000
At January 1, 2024	1,678	191,001	17,851	6,930	217,460
(Credit) Charge to profit or loss for the year	(309)	(3,627)	614	2,858	(464)
At December 31, 2024	1,369	187,374	18,465	9,788	216,996
(Credit) Charge to profit or loss for the year	(1,369)	(4,393)	2,638	848	(2,276)
At December 31, 2025	–	182,981	21,103	10,636	214,720

The PRC withholding tax relates to the estimated amount of retained earnings that the Group may remit out of PRC to pay expenses or dividends. No deferred tax liability is recognised on temporary differences of approximately RMB42,579,000 (2024 : RMB30,210,000) relating to the remaining unremitted earnings of RMB851,576,000 (2024 : RMB604,207,000) of overseas subsidiaries as the Group is able to control the timings of the reversal of these temporary differences and it is probable they will not reverse in the foreseeable future. Temporary difference arising in connection with interest in associate is insignificant.

18 GOODWILL

Goodwill is allocated to each cash generating units ("CGU") identified that are expected to benefit from the business combination. The carrying amounts of goodwill of each CGU are as follows:

	GROUP	
	2025	2024
	RMB'000	RMB'000
Hebei Changrun Environmental Ltd.	5,483	5,483
Qingdao Xinyuan Thermal Power Co., Ltd.	20,423	20,423
Zhangjiagang Yongxing Thermal Power Co., Ltd.	309,863	309,863
Changshu Suyuan Thermal Power Co., Ltd.	79,813	79,813
	415,582	415,582

The Group tests goodwill annually for impairment or more frequently if there are indications that goodwill might be impaired.

The recoverable amounts of the cash generating units, are determined from value-in-use calculations. The key assumptions for the value-in-use calculations are those regarding the discount rates and expected order book and direct costs during the period. Management estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the cash generating units. Expected order book and direct costs are based on past practices and expectations of future changes in the market.

The Group prepares cash flow forecasts derived from the most recent financial forecasts approved by management for the next five years using an average discount rate ranging from 9.5% to 11% (2024 : 9.5% to 11%) and terminal growth rate ranging from Nil% to 3% (2024 : Nil% to 1%) per annum.

Sensitivity analysis

Management estimates that any reasonable changes in the estimates and assumptions used in the discontinued cash flow model would not change the conclusion on the goodwill impairment assessment as the recoverable amount is still higher than the carrying amount of goodwill.

19 TRADE PAYABLES, OTHER PAYABLES AND CONTRACT LIABILITIES

	GROUP		COMPANY	
	2025 RMB'000	2024 RMB'000	2025 RMB'000	2024 RMB'000
Trade:				
Outside parties	310,191	244,410	–	–
Related parties (Note 5)	10,391	34,781	–	–
Notes payables	173,799	221,365	–	–
Contract liabilities	70,987	61,617	–	–
Non-trade:				
Outside parties	64,866	56,384	9,773	22,300
Accruals and other liabilities	14,065	29,367	–	–
Accruals for payroll	60,685	61,585	20,830	21,350
Value-added taxes and other tax liabilities	9,522	8,302	–	–
Government grants received yet to be applied pending satisfaction of conditions	57,077	56,463	–	–
Subsidiaries (Note 14)	–	–	310,922	543,640
Total	771,583	774,274	341,525	587,290

As at January 1, 2024, contract liabilities amounted to RMB57,454,000.

The average credit period for purchases of goods and services is 90 days (2024 : 90 days).

Contract liabilities relating to construction contracts are balances due to customers under construction contracts. These arise when a particular milestone payment exceeds the revenue recognised to date. In addition, advance payments from customers for utilities are also included in contract liabilities.

The non-trade amounts due to subsidiaries and related parties are unsecured, interest-free and repayable on demand.

Government grants were received mainly in relation to the Group's environmental protection initiatives in combating pollution. The deferred income will be recognised in profit or loss over the period ranging from 3 to 5 years, depending on the fulfilment condition of the grant.

20 BORROWINGS

	GROUP	
	2025 RMB'000	2024 RMB'000
Bank loans	2,667,270	2,845,706
Borrowings arising from sales and leaseback transactions	742,312	817,066
	3,409,582	3,662,772
Presentation in statement of financial position:		
Current liabilities payable within one year	1,739,448	1,653,812
Non-current liabilities	1,670,134	2,008,960
Total	3,409,582	3,662,772

The bank loans are:

	GROUP	
	2025 RMB'000	2024 RMB'000
Unsecured	–	10,000
Secured by building, land use rights, and service concession arrangement and equipment of the subsidiary, and guaranteed the Company	272,769	356,098
Secured by building and land use rights of the subsidiary and guaranteed by other subsidiaries	1,110,075	1,131,585
Secured by service concession arrangement of the subsidiary and guaranteed by other subsidiaries	658,803	969,953
Guaranteed by another subsidiary	1,367,935	1,195,136
Total	3,409,582	3,662,772

The bank loans bear effective interest rate of 2.30% to 4.30% (2024 : 2.30% to 8.00%) per annum.

The borrowings arising from sale and leaseback transactions bears effective interest rate of 3.95% to 6.07% (2024 : 3.95% to 6.67%) per annum.

20 BORROWINGS (CONT'D)

RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

	JANUARY 1, 2025	FINANCING CASH FLOWS (II)	FOREIGN EXCHANGE MOVEMENT (I)	OTHER CHANGES (III)	DECEMBER 31, 2025
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Borrowings (Note 20)	3,662,772	(253,190)	–	–	3,409,582
Convertible bonds (Note 21)	1,080,311	(568,499)	1,343	18,526	531,681
Lease liabilities (Note 22)	1,737	(1,181)	–	2,955	3,511
	4,744,820	(822,870)	1,343	21,481	3,944,774

	JANUARY 1, 2024	FINANCING CASH FLOWS (II)	FOREIGN EXCHANGE MOVEMENT (I)	OTHER CHANGES (III)	DECEMBER 31, 2024
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Borrowings (Note 20)	3,383,326	279,446	–	–	3,662,772
Convertible bonds (Note 21)	973,845	–	31,347	75,119	1,080,311
Lease liabilities (Note 22)	2,972	(1,357)	–	122	1,737
	4,360,143	278,089	31,347	75,241	4,744,820

(i) Foreign exchange movement is related to depreciation of RMB against US$ and SGD for convertible bonds denominated in US$ and SGD (Note 21).

(ii) The cash flows make up the net amount of proceeds from borrowings and repayments of borrowings, including the repayment of convertible bonds during the year and the proceeds from the issuance of new convertible bonds in the consolidated statement of cash flows.

(iii) Other changes include interest accruals, conversion of convertible bond to ordinary shares, and payments and early termination of lease liabilities and new lease liabilities.

21 CONVERTIBLE BONDS

	GROUP AND COMPANY	
	2025	2024
	RMB'000	RMB'000
Debt host liability component, at amortised cost	531,681	1,080,311
Equity component, conversion option	806	–

On March 3, 2017, the Company issued convertible bonds ("CB1") amounting to US$110 million and these are convertible into new shares at an initial conversion price of S$0.50 per share.

In 2018, the Company obtained shareholders' approval in respect of an aggregate principal amount of up to US$70 million Tranche 2 convertible bond ("CB2") with an initial conversion price of S$0.60 per share, together with warrants exercisable at an aggregate amount of US$30 million.

21 CONVERTIBLE BONDS (CONT'D)

On October 15, 2018, the Company issued US$20 million of CB2.

Both CB1 and CB2 will otherwise bear interest of 2.5% per annum until the maturity date. The Group is required to achieve performance targets calculated based on its audited adjusted profit after taxation and minority interest ("Adjusted PATMI") (excluding fair value gain and losses of the CB and non-recurring income from the sale of assets and businesses and other mutually agreed accounting adjustments)("Performance Targets"), otherwise adjustments will be made to the conversion price accordingly.

On December 30, 2020, the Company entered into an addendum agreement to defer the maturity date of CB1 and CB2 to March 3, 2023 as well as to revise the Performance Targets to encompass the change in business structure after the disposal of the M&S Segment. The terms to the addendum agreement were effective on June 18, 2021 upon certain conditions, of which, were contingent upon the successful disposal of the M&S Segment. The disposal was approved by the shareholders on April 16, 2021.

Pursuant to the disposal of the M&S Segment, a proposed special dividend approved by the shareholders on April 16, 2021 was also made to both the shareholders and bondholders. RMB403,315,000 was paid to the bondholders during the year ended December 31, 2021.

In 2022, the maturity date of CB1 and CB2 which was initially on March 3, 2023, is elected by the bondholders to be the 15th Business Day after the date on which the Group's audited financial statements the financial year ended December 31, 2022 are issued.

On March 24, 2023, the Group and the Investors entered into an amendment agreement (the "2023 Amendment Agreement") which extended the maturity date of the CBs to April 3, 2025. The conversion price of convertible bonds will remain at S$0.50 for CB1 and S$0.60 for CB2 and will no longer subject to the Group's performance target on adjusted profit after taxation and minority interests. Additionally, bondholders are entitled to a higher Total Internal Rate of Return at 10%. Subject to certain conditions, this will give rise to a redemption balance of approximately US$151.6 million on maturity date.

Due to the amendment agreement, terms of the bond has been substantially modified and hence it will be accounted for as an extinguishment of the original liability and recognition of the new liability and the convertible feature will be classified as equity. As disclosed in Note 3.2 (c), management is of the view that the fair value of the revised convertible bond approximates the carrying amount of the previous convertible bond as the revised terms are negotiated with third party bondholders based on market terms. The Group had not adjusted for the fair value of the conversion feature as management is of the view that it is not material.

The Company effected payment of the First Tranche Partial Redemption Principal Amount of US$46.4 million (RMB338.7 million), together with (i) accrued and unpaid interest on the First Tranche Partial Redemption Principal Amount of such Existing Bond and (ii) a premium of US$7.6 million (RMB55.3 million) on January 2, 2025.

The Company effected payment of the Second Tranche Partial Redemption Principal Amount of US$11.7 million (RMB85.4 million), together with (i) accrued and unpaid interest on the Second Tranche Partial Redemption Principal Amount of such Existing Bond and (ii) a premium of US$2.05 million (RMB15 million) on February 10, 2025.

The Company effected payment of the Third Tranche Partial Redemption Principal Amount of US$11.42 million (RMB82.9 million), together with (i) accrued and unpaid interest on the Third Tranche Partial Redemption Principal Amount of such Existing Bond and (ii) a premium of US$2.08 million (RMB15.2 million) on March 5, 2025.

21 CONVERTIBLE BONDS (CONT'D)

On April 3, 2025, the Company received S$99.46 million (RMB 539.96 million) in gross proceeds from the issuance of renounceable non-written rights issue in aggregate principal amount of convertible bond convertible into 397.8 million new conversion shares, with 7% coupon interest rate per annum (the "Rights Issue of CB"). The convertible bonds will mature 5 years from the issue date of the Convertible Bonds. The net proceeds of approximately S$94.83 million (approximately RMB515.88 million) from the Rights Issue of CB was used to fully repay the CB1 and CB2 on April 7, 2025. During the year of 2025, certain bondholders have opted to exercise their right to convert part of the Rights Issue of CB in the principal amount of S$763,275. 3,053,100 Conversion Shares have been issued to the Bondholders at a Conversion Price of S$0.25 as determined under the terms and conditions of the Rights Issue of CB.

Reconciliation of the carrying value of the convertible bonds is as follow:

	GROUP AND COMPANY	
	2025 RMB'000	2024 RMB'000
CB1		
Nominal value of CB issued	–	757,856
Less: Transaction costs	–	(26,342)
Net value of CB issued	–	731,514
Foreign exchange loss	–	54,934
Cumulative interest accrued (Note 30)	–	679,425
Cumulative fair value gain on CB	–	(404,025)
Total	–	1,061,848
Less: Interest payables included in accruals (Note 19)	–	(20,298)
Less: Interest paid to bondholders	–	(120,527)
Balance at end of year	–	921,023
CB2		
Nominal value of CB issued	–	138,285
Less: Transaction costs	–	(15,000)
Net value of CB issued	–	123,285
Foreign exchange loss	–	8,908
Cumulative interest accrued (Note 30)	–	86,195
Cumulative fair value gain on CB	–	(38,872)
Total	–	179,516
Less: Interest payables included in accruals (Note 19)	–	(3,552)
Less: Interest paid to bondholders	–	(16,676)
Balance at end of year	–	159,288
Right issue of CB		
Nominal value of CB issued	539,963	–
Less: Transaction costs	(5,748)	–
Less: Equity components	(806)	–
Net value of CB issued	533,409	–
Foreign exchange loss	1,343	–
Cumulative interest accrued (Note 30)	29,466	–
Total	564,218	–
Less: Interest payables included in accruals (Note 19)	(9,171)	–
Less: Interest paid to bondholders	(19,159)	–
Less: Converted into shares	(4,207)	–
Balance at end of year	531,681	–

The interest accrued is calculated by applying an effective interest rate of 7.23% (2024 : 6.91% to 10.06%) per annum to the liability component.

Management estimates that the carrying amount of the liability component of Right issue of CB as at December 31, 2025 approximates its fair value.

22 LEASE LIABILITIES

	GROUP	
	2025	2024
	RMB'000	RMB'000
Maturity analysis:		
Year 1	1,179	1,357
Year 2	1,367	452
Year 3	1,128	-
	3,674	1,809
Less: Future interest payments	(163)	(72)
	3,511	1,737
Analysed as:		
Current	1,093	1,293
Non-Current	2,418	444
	3,511	1,737

The Group does not face a significant liquidity risk with regard to its lease liabilities. Lease liabilities are monitored within the Group's treasury function.

23 SHARE CAPITAL

	GROUP AND COMPANY			
	2025	2024	2025	2024
	NUMBER OF ORDINARY SHARES OF US$0.01 EACH			
	'000	'000	US$'000	US$'000
Authorised share capital:				
At beginning of the year and end of the year	2,300,000	2,300,000	23,000	23,000

	NUMBER OF ORDINARY SHARES			
	'000	'000	RMB'000	RMB'000
Issued and fully paid up:				
At the beginning of the year	795,686	795,686	57,662	57,662
Convertible bond converted into ordinary shares	3,053	–	218	–
At end of the year	798,739	795,686	57,880	57,662

Fully paid ordinary shares carry one vote per share and a right to dividends as and when declared by the Company.

24 GENERAL RESERVES

	GROUP	
	2025	2024
	RMB'000	RMB'000
Capital reserve:		
At the beginning of the year	9,149	14,867
Effects of acquiring part of non-controlling interests in a subsidiary	9,185	(5,718)
At the end of the year	18,334	9,149
Statutory surplus reserve fund:		
At the beginning of the year	352,809	269,136
Transfer during the year from retained earnings	86,639	83,673
At the end of the year	439,448	352,809
Enterprise expansion fund:		
At the beginning and at the end of the year	4,098	4,098
Total	461,880	366,056

Capital reserves represents effects of changes in ownership interests in a subsidiary when there is no change in control (Note 14).

Companies in PRC are required by regulation to appropriate 10% of annual PRC accounting profit to the reserve fund until the reserve reaches 50% of the registered capital. The statutory surplus reserve fund may be used to make up prior year losses incurred and, with approval from relevant government authority, to increase capital. The reserve is not available for distribution as dividends to shareholders.

Appropriation from the PRC accounting profit to the enterprise expansion fund is at the discretion of the Company at rates determined by the Company. The enterprise expansion fund, subject to approval by relevant government authority, may also be used to increase capital.

25 SHARE OPTION RESERVE

	GROUP AND COMPANY			
	2025		2024	
	NUMBER OF SHARE OPTIONS ('000)	EXERCISE PRICE RMB	NUMBER OF SHARE OPTIONS ('000)	EXERCISE PRICE RMB
Outstanding at the beginning	1,191	1.27	1,191	1.27
Expiry of employee share option	(1,191)	1.27	–	–
Outstanding at the end of the year	–		1,191	

A total of 59,220,000 shares options were granted on May 19, 2015 under the Sunpower Employee Share Option Scheme 2015 ("2015 ESOS") which was approved by shareholders on April 29, 2015. Group Employees, Executive Directors, Non-Executive Directors, Controlling Shareholders and their Associates (all as defined in 2015 ESOS) can participate in the 2015 ESOS. The 2015 ESOS expired on May 19, 2025.

26 REVALUATION RESERVE

The investments revaluation reserve represents the cumulative gains and losses arising on the revaluation of:

(i) investments in equity instruments designated as at FVTOCI, and

(ii) investments in debt instruments classified as at FVTOCI.

Movements in investments revaluation reserve

	GROUP	
	2025 RMB'000	2024 RMB'000
Balance at beginning of year	(1,694)	(1,834)
Fair value gain on investments in equity instruments designated as at FVTOCI	–	326
Fair value gain (loss) on investments in debt instruments classified as at FVTOCI	116	(186)
Balance at end of year	(1,578)	(1,694)

27 REVENUE

The Group derives its revenue from the transfer of goods and services over time and at a point in time in the following major product lines. This is consistent with the revenue information that is disclosed for each reportable segment under SFRS(I) 8 (see Note 38).

A disaggregation of the Group's revenue for the year, for both continuing and discontinued operations, is as follows:

	GROUP	
	2025 RMB'000	2024 RMB'000
Segment revenue		
Sales of goods	66,582	65,269
Revenue from service concession arrangements	94,331	188,680
Provision of utilities	3,175,741	3,251,235
Total	3,336,654	3,505,184
Timing of revenue recognition		
At a point of time:		
Sales of goods	66,582	65,269
Provision of utilities	3,175,741	3,251,235
	3,242,323	3,316,504
Over time:		
Revenue from service concession arrangements	94,331	188,680
	3,336,654	3,505,184

The following table shows the aggregate amount of the transaction price allocated to unsatisfied (or partially unsatisfied) performance obligations as at the end of the reporting period.

	GROUP	
	2025 RMB'000	2024 RMB'000
Revenue from service concession arrangements	82,133	71,374

Management expects that 100% of the transaction price allocated to the unsatisfied contracts as of December 31, 2025 will be recognised as revenue during the next reporting period amounting to RMB82,133,000 (2024 : RMB71,374,000).

28 OTHER OPERATING INCOME

	GROUP	
	2025 RMB'000	2024 RMB'000
Government grants	4,243	7,946
Interest income	7,242	6,006
Gain on disposal of property, plant and equipment	45	87
Government rebates	866	155
Reversal of other payable	–	19,739
Gain on carbon emission quota	20,448	27,382
Others	227	626
Total	33,071	61,941

29 OTHER OPERATING EXPENSES

	GROUP	
	2025 RMB'000	2024 RMB'000
Exchange loss on convertible bonds	1,343	31,347
Impairment loss on trade and other receivables subject to ECL	17,375	128,349
Loss on disposal of property, plant and equipment	1,398	1,397
Loss on usage of emission right	–	1,959
Impairment allowance on property, plant and equipment	–	633
Donation	175	150
Others	(427)	700
Total	19,864	164,535

30 FINANCE COSTS

	GROUP	
	2025 RMB'000	2024 RMB'000
Interest expense on borrowings	145,396	171,598
Interest expense on convertible bonds (Note 21)	46,687	98,208
Interest expense on lease liabilities	72	122
Total	192,155	269,928

31 PROFIT BEFORE INCOME TAX

(a) This has been arrived at after charging (crediting):

	GROUP	
	2025	2024
	RMB'000	RMB'000
Amortisation of intangible assets	215,283	212,541
Depreciation of right-of-use assets	6,896	6,954
Amortisation of contract cost	237	237
Depreciation of property, plant and equipment	44,751	51,334
Total depreciation and amortisation	267,167	271,066
Expense relating to short-term leases	2,000	3,198
Audit fees:		
- to auditors of the Company and Deloitte network firms	3,346	3,487
- to other auditors	830	1,183
Non-audit fees:		
- to auditors of the Company and Deloitte network firms	27	225
Cost of inventories sold included in cost of sales	1,606,740	1,795,410
Defined contribution plans	24,235	23,954
Directors' fees - Directors of the Company	3,137	3,922
Director's remuneration - Director of the Company	15,903	18,326
Foreign exchange loss on convertible bonds	1,343	31,347
Net loss on disposal of property, plant and equipment	1,353	1,310
Research and development expenses	21,509	40,776
Salaries and wages	224,714	217,349
Impairment allowance on property, plant and equipment	–	633
Reversal of other payable	–	19,739
Impairment loss on financial assets:		
- Impairment loss on trade and other receivables subject to ECL*	17,375	128,349

* *included in other operating expenses.*

(b) Compensation of key management personnel

The remuneration of directors and other members of key management during the financial year were as follows:

	GROUP	
	2025	2024
	RMB'000	RMB'000
Short-term benefits	24,143	25,289
Other staff benefits	–	117
Total	24,143	25,406

The remuneration of directors and key executives is determined by the Remuneration Committee having regard to the performance of individuals and market trends.

32 INCOME TAX EXPENSE

Income tax recognised in profit or loss:

	GROUP	
	2025 RMB'000	2024 RMB'000
Tax expense comprises:		
Current tax expense	175,162	120,646
Deferred tax (Note 17)	(6,213)	(42,443)
Withholding tax	6,000	17,000
Total tax expense	174,949	95,203

The income tax expense varied from the amount of income tax expense determined by applying the PRC income tax rate of 25% (2024 : 25%) to profit before income tax as a result of the following differences:

	GROUP	
	2025 RMB'000	2024 RMB'000
Profit before income tax	604,188	339,615
Income tax expense calculated at PRC income tax rate of 25%	151,047	84,904
Tax effect of non-deductible items	3,435	145
Effect of different tax rates of entities operating in other jurisdictions	19,704	34,136
Effect of tax exemption and tax incentives	(7,458)	(40,956)
Tax effect of income not taxable for tax purpose	–	(26)
Withholding tax	6,000	17,000
Temporary differences previously not recognised	2,221	–
Income tax expense	174,949	95,203

(a) Shantou Sunpower Keying Thermal Power Co., Ltd.

The high and new technology enterprise certification of Shantou Sunpower Keying Thermal Power Co., Ltd. expired in 2025 without renewal, and the company is subjected to a corporate income tax rate of 25% thereafter.

33 EARNINGS PER SHARE

	GROUP	
	2025 RMB'000	2024 RMB'000
Earnings:		
Profit attributable to equity holders of the Company	312,886	119,437
Adjustment for assumed conversion	30,809	–
	343,695	119,437
Number of shares:		
Weighted average number of ordinary shares for the purposes of basic earnings per share ('000)	796,575	795,686
Effect of dilutive potential ordinary shares from convertible bonds ('000)	294,200	–
Weighted average number of ordinary shares for the purposes of diluted earnings per share ('000)	1,090,775	795,686
Basic earnings per share (RMB cents)	39.28	15.01
Diluted earnings per share (RMB cents)	31.51	15.01[1]

(1) Financial effects of convertible bonds were not included as they are antidilutive in nature.

34 DIVIDENDS

There was no dividend declared or paid in 2024 and 2025.

35 OPERATING LEASE ARRANGEMENTS

The Group as lessee

The total cash outflow for short-term leases amount to RMB2,000,000 (2024 : RMB3,198,000).

At December 31, 2025, the Group is committed to RMB9,600 (2024 : RMB492,000) for short-term leases.

36 CAPITAL COMMITMENTS

	GROUP	
	2025	2024
	RMB'000	RMB'000
For acquisition of BOT projects	79,741	69,295
For acquisition of plant, property and equipment	2,296	1,327
For injection of further equity interests	14,924	–
Total	96,961	70,622

37 CONTINGENT LIABILITIES

The Group and the Company has contingent liabilities arising from guarantees given for bank loans as disclosed in Note 20.

38 SEGMENT INFORMATION

The Group determines its operating segments based on components of the Group's business which are reviewed by the chief operating decision maker in order to allocate resources to the segments and to assess their performance.

In 2021, the Group has disposed its Manufacturing & services ("M&S") segment. This segment included highly efficient heat exchangers and pressure vessels, heat pipes and heat pipe exchangers, pipeline energy saving products and related environmental protection products. This segment also provided solutions for flare and flare gas recovery system, desulphurisation and denitrification system, zero liquid discharge system, petrochemical engineering and energy saving system.

At the end of reporting period, Green investments ("GI") is the only business segment with the segmental analysis used to allocate resources and to assess performance. This segment focus on the investment, development and operation of centralised heat, steam and electricity generation plants.

Geographical information

The geographical location of the customers of the Group principally comprise the PRC.

The Group's revenue from external customers and information about its segment assets (non-current assets excluding investments in associate, financial assets at fair value through other comprehensive income, deferred tax assets, commitment fee and "other" financial assets) by geographical location are detailed below:

	REVENUE FROM EXTERNAL CUSTOMER		NON-CURRENT ASSETS	
	2025	2024	2025	2024
	RMB'000	RMB'000	RMB'000	RMB'000
PRC	3,336,654	3,505,184	5,320,866	5,449,470

Information about major customers

There is no single customer which contributes 10% or more of the revenue in 2025 and 2024, respectively.

39 EVENTS AFTER THE REPORTING PERIOD

During the period from October 1, 2025 to December 31, 2025, certain bondholders exercised their right to convert additional CB with an aggregate principal amount of S$4,915,489 in accordance with the terms and conditions of the Convertible Bonds as set out in the Trust Deed. Subsequent to the financial year end, pursuant to the said conversion, 19,661,956 Conversion Shares were issued at a Conversion Price of S$0.25 per share, resulting in the aggregate principal amount of Convertible Bonds being reduced from S$98,697,492 to S$93,782,003.

Following the allotment and issuance of the Conversion Shares on January 12, 2026, the Company's issued and paid-up share capital increased from 798,739,242 shares to 818,401,198 shares, and the Conversion Shares rank pari passu in all respects with the existing ordinary shares of the Company, save for any dividends, rights, allotments or other distributions where the record date precedes the registration date of the Conversion Shares, in accordance with the terms and conditions of the Convertible Bonds.

During the period January 1, 2026 to March 16, 2026, certain Bondholders exercised their right to convert additional CB with an aggregate principal amount of S$753,000 in accordance with the terms and conditions of the Convertible Bonds as set out in the Trust Deed. Subsequent to the financial year end, pursuant to the said conversion, 3,012,000 Conversion Shares were issued at a Conversion Price of S$0.25 per share, resulting in the aggregate principal amount of Convertible Bonds being reduced from S$93,782,003 to S$93,029,003.

Following the allotment and issuance of the Conversion Shares on March 23, 2026, the Company's issued and paid-up share capital increased from 818,401,198 shares to 821,413,198 shares, and the Conversion Shares rank pari passu in all respects with the existing ordinary shares of the Company, save for any dividends, rights, allotments or other distributions where the record date precedes the registration date of the Conversion Shares, in accordance with the terms and conditions of the Convertible Bonds.

Statistics of Shareholdings

As at 9 March 2026

DISTRIBUTION OF SHAREHOLDINGS

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 - 99	1	0.05	49	0.00
100 - 1,000	123	6.00	83,951	0.01
1,001 - 10,000	893	43.58	6,025,039	0.74
10,001 - 1,000,000	1,005	49.05	60,654,770	7.41
1,000,001 AND ABOVE	27	1.32	751,637,389	91.84
TOTAL	**2,049**	**100.00**	**818,401,198**	**100.00**

TWENTY LARGEST SHAREHOLDERS

NO.	NAME	NO. OF SHARES	%
1	DBS NOMINEES PTE LTD	287,577,891	35.14
2	UNITED OVERSEAS BANK NOMINEES P L	167,111,400	20.42
3	MAYBANK SECURITIES PTE. LTD.	122,020,600	14.91
4	OCBC SECURITIES PRIVATE LTD	50,796,903	6.21
5	CITIBANK NOMS SPORE PTE LTD	33,852,789	4.14
6	PAN SHUHONG	19,393,198	2.37
7	UOB KAY HIAN PTE LTD	14,331,600	1.75
8	PHILLIP SECURITIES PTE LTD	11,950,100	1.46
9	NOMURA SINGAPORE LIMITED	5,000,000	0.61
10	IFAST FINANCIAL PTE LTD	4,949,300	0.60
11	ABN AMRO CLEARING BANK N.V.	4,249,300	0.52
12	MOOMOO FINANCIAL SINGAPORE PTE. LTD.	4,229,008	0.52
13	LI FENG	3,288,200	0.40
14	HSBC (SINGAPORE) NOMINEES PTE LTD	3,022,300	0.37
15	CGS INTL SECURITIES SINGAPORE PL	2,736,500	0.33
16	NG SEOW YUEN (HUANG XIAOYAN)	2,252,700	0.28
17	HENG WAH CHONG (WANG HEZONG)	2,000,000	0.24
18	RAFFLES NOMINEES(PTE) LIMITED	1,818,400	0.22
19	TIGER BROKERS (SINGAPORE) PTE. LTD.	1,802,800	0.22
20	LIAO JIANMIN	1,298,500	0.16
	TOTAL	**743,681,489**	**90.87**

Statistics of Shareholdings

As at 9 March 2026

SHARE CAPITAL

Authorised share capital	:	US$23,000,000
Issued and fully paid-up	:	US$8,184,011.98
Class of Shares	:	Ordinary shares of US$0.01 each
Number of Treasury Shares held	:	Nil
Number of subsidiary holdings held	:	Nil
Voting rights	:	One vote per share

Shareholdings Held in Hands of Public

Based on information available to the Company as at 9 March 2026, 43.5% of the issued ordinary shares of the Company is held by the public and therefore Rule 723 of the Listing Manual is complied with.

SUBSTANTIAL SHAREHOLDERS AS AT 9 MARCH 2026

(According to Register of Substantial Shareholders)

NAME OF SUBSTANTIAL SHAREHOLDER	DIRECT INTEREST	%	DEEMED INTEREST	%
1. Guo Hong Xin[(1)]	–	–	153,638,554	18.77
2. Allgreat Pacific Limited[(1) (2)]	82,209,983	10.04	71,428,571	8.73
3. Sunpower Business Group Pte. Ltd.[(1) (2)]	71,428,571	8.73	–	–
4. Estate of the late Lin Yucheng	100,000,000	12.67	–	–
5. Pan Shuhong[(3)]	19,393,198	2.37	66,154,120	8.08
6. Joyfield Group Limited[(3)]	66,154,120	8.08	–	–
7. Zhang Guofeng[(4)]	–	–	123,509,737	15.46
8. Forjet Holding Co., Ltd.[(4)]	123,509,737	15.46	–	–

Notes:

(1) Mr. Guo Hong Xin ("**Mr. Guo**") is (i) deemed to be interested in the 82,209,983 shares held by Allgreat Pacific Limited which is an investment holding company wholly owned by him, and (ii) deemed to be interested in the 71,428,571 shares held by Sunpower Business Group Pte. Ltd., which is an investment holding company wholly owned by Allgreat Pacific Limited, which is in turn wholly owned by him.

(2) Sunpower Business Group Pte. Ltd., is wholly owned subsidiary of Allgreat Pacific Limited. Accordingly, Allgreat Pacific Limited is deemed to be interested in the 71,428,571 shares held by Sunpower Business Group Pte. Ltd.

(3) Ms. Pan Shuhong ("**Ms. Pan**") is deemed to be interested in the 66,154,120 shares held by Joyfield Group Limited which is wholly owned by her.

(4) Mr. Zhang Guofeng is deemed to be interested in the 123,509,737 shares held by Forjet Holdings Co., Ltd., through his effective 98.71% shareholding in Forjet Holdings Co., Ltd.

Statistics of Shareholdings

As at 9 March 2026

DISTRIBUTION OF BONDHOLDINGS

SIZE OF BONDHOLDINGS	NO. OF BONDHOLDERS	%	NO. OF BONDS	%
1 - 99	4	3.33	216	0.00
100 - 1,000	23	19.17	15,337	0.02
1,001 - 10,000	62	51.67	275,678	0.29
10,001 - 1,000,000	25	20.83	1,760,627	1.88
1,000,001 AND ABOVE	6	5.00	91,730,145	97.81
TOTAL	**120**	**100.00**	**93,782,003**	**100.00**

TWENTY LARGEST BONDHOLDERS

NO.	NAME	NO. OF BONDS	%
1	UNITED OVERSEAS BANK NOMINEES P L	43,821,387	46.73
2	DBS NOMINEES PTE LTD	33,473,659	35.69
3	MAYBANK SECURITIES PTE. LTD.	7,010,950	7.48
4	CITIBANK NOMS SPORE PTE LTD	3,000,000	3.20
5	PAN SHUHONG	2,424,149	2.58
6	NG SEOW YUEN (HUANG XIAOYAN)	2,000,000	2.13
7	ONG LAN SEE NANCY	277,450	0.30
8	HENG WAH CHONG (WANG HEZONG)	250,000	0.27
9	DANIEL TAN NGEE KWANG	200,000	0.21
10	HSBC (SINGAPORE) NOMINEES PTE LTD	125,000	0.13
11	LI WENHUA	100,000	0.11
12	TAY WI KENG (ZHENG WEIQING)	100,000	0.11
13	TOH LEONG SAN	100,000	0.11
14	PHILLIP SECURITIES PTE LTD	91,437	0.10
15	NG SEOW HOON(HUANG XIAOYUN)	65,000	0.07
16	GOH HAI MENG	60,000	0.06
17	KWEK WEE KIANG (GUO WEIQIANG)	60,000	0.06
18	LEONARD NEIL NG KEAN HOE	40,000	0.04
19	OCBC NOMINEES SINGAPORE PTE LTD	39,100	0.04
20	OCBC SECURITIES PRIVATE LTD	36,400	0.04
	TOTAL	**93,274,532**	**99.46**

Statistics of Shareholdings

As at 9 March 2026

SUBSTANTIAL BONDHOLDERS AS AT 9 MARCH 2026

On 3 April 2025, the Company completed the issuance of S$99,460,767 in aggregate principal amount of 7.00% Convertible Bonds due 2030 (the "**Convertible Bonds**"). The Convertible Bonds were listed and quoted on the Main Board of the SGX-ST on 4 April 2025.

As at 9 March 2026, S$5,678,764 in principal amount of Convertible Bonds have been converted in accordance with the terms and conditions of the Convertible Bonds set out in the Trust Deed. As a result, the aggregate principal amount of Convertible Bonds are reduced to S$93,782,003.

NAME OF SUBSTANTIAL BONDHOLDER	DIRECT INTEREST (S$)	%	DEEMED INTEREST (S$)	%
1. Guo Hong Xin[1]	–	–	17,454,818	18.61%
2. Allgreat Pacific Limited[1]	10,276,247	10.96%	7,178,571	7.65%
3. Sunpower Business Group Pte. Ltd.[1]	7,178,571	7.65%	–	–
4. Estate of the late Lin Yucheng	35,373,887	37.72%	–	–
5. Pan Shuhong[2]	2,424,149	2.58%	8,269,265	8.82%
6. Joyfield Group Limited[2]	8,269,265	8.82%	–	–
7. Zhang Guofeng[3]	–	–	15,438,716	16.46%
8. Forjet Holding Co., Ltd.[3]	15,438,716	16.46%	–	–

Notes:

(1) Allgreat Pacific Limited is an investment holding company wholly-owned by Mr. Guo, and Sunpower Business Group Pte. Ltd. is a wholly-owned subsidiary of Allgreat Pacific Limited. Mr. Guo is deemed to be interested in the Convertible Bonds held by Allgreat Pacific Limited and Sunpower Business Group Pte. Ltd.

(2) Joyfield Group Limited is a company wholly-owned by Ms. Pan.Ms. Pan is deemed to be interested in the Convertible Bonds held by Joyfield Group Limited. As a result, Ms. Pan holds S$10,693,414 in principal amount of Convertible Bonds in aggregate.

(3) Mr. Zhang Guofeng is deemed to be interested in the Convertible Bonds held by Forjet Holdings Co., Ltd., through his effective 98.71% shareholding in Forjet Holdings Co., Ltd.

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 2026 Annual General Meeting of the Company will be held at Paradiso Room, Level 3, Grand Copthorne Waterfront Hotel Singapore, 392 Havelock Road, Singapore 169663 on Wednesday, 29 April 2026 at 10.00 a.m., for the purpose of transacting the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31 December 2025 together with the Directors' Statement and the Auditors' Report thereon. Resolution 1

2. To approve the payment of Directors' fees of up to S$610,000 for the financial year ending 31 December 2026 (2025: S$570,000), to be paid in arrears on a quarterly basis. *(See Explanatory Note)* Resolution 2

3. To re-elect Mr. Yang Zheng, a Director retiring pursuant to Bye-Law 104 of the Bye-Laws of the Company. *(See Explanatory Note)* Resolution 3

4. To re-elect Mr. Wang Dao Fu, a Director retiring pursuant to Bye-Law 104 of the Bye-Laws of the Company. *(See Explanatory Note)* Resolution 4

5. To re-elect Mr. Yee Chia Hsing, a Director retiring pursuant to Bye-Law 107(B) of the Bye-Laws of the Company. *(See Explanatory Note)* Resolution 5

6. To re-elect Mr. Lin Jiankai, a Director retiring pursuant to Bye-Law 107(B) of the Bye-Laws of the Company. *(See Explanatory Note)* Resolution 6

7. To re-appoint Messrs Deloitte & Touche LLP as Auditors and to authorise the Directors to fix their remuneration. Resolution 7

SPECIAL BUSINESS

To consider and, if thought fit, to pass, with or without modifications, the following Ordinary Resolutions:-

8. That pursuant to Bye-Law 12(B) of the Bye-Laws of the Company and listing rules of Singapore Exchange Securities Trading Limited ("**SGX-ST**"), the Directors be and are hereby authorised to: Resolution 8

   (a) (i) issue shares in the capital of the Company ("**shares**") whether by way of rights, bonus or otherwise; and/or

   (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,

   at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion deem fit; and

   (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

PROVIDED THAT:

(1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed fifty per cent. (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings (if any)) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a *pro rata* basis to existing shareholders of the Company (including shares to be issued in pursuant of Instruments made or granted pursuant to this Resolution) shall not exceed twenty per cent. (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings (if any)) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);

(2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under paragraphs (1) above, the percentage of issued shares shall be based on the total number of issued shares in the capital of the Company excluding treasury shares if any at the time this Resolution is passed, after adjusting for:

(i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards, provided that the share options or awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and

(ii) any subsequent bonus issue or consolidation or subdivision of shares;

Adjustments in accordance with the above Paragraph 2(i) is only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time this Resolution is passed;

(3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Bye-Laws for the time being of the Company; and

(4) (unless revoked or varied by the Company in General Meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by the Bye-Laws to be held, whichever is the earlier. *(See Explanatory Note)*

9. That: Resolution 9

a) the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the share capital of the Company ("**Shares**") not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:

(i) on-market Share purchases ("**On-Market Share Purchase**"), transacted on the SGX-ST through the SGX-ST's trading system or, as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purchase or acquisition; and/or

(ii) off-market Share purchases ("**Off-Market Share Purchase**")(if effected otherwise than on the SGX-ST) in accordance with an equal access scheme(s) as may be determined or formulated by the Directors as they may consider fit,

in accordance with all applicable laws and regulations, including but not limited to the provisions of the Listing Manual, the Take-over Code, the Bermuda Companies Act, and the Bye-Laws, be and is hereby authorised and approved generally and unconditionally (the "**Share Buy-Back Mandate**");

(b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors pursuant to the Share Buy-Back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Ordinary Resolution and expiring on the earlier of:

(i) the date on which the next annual general meeting of the Company is held or required by law to be held;

(ii) the date on which the purchases or acquisitions of Shares pursuant to the Share Buy-Back Mandate (the "**Share Buy-Backs**") are carried out to the full extent mandated pursuant to the Share Buy-Back Mandate; or;

(iii) the date on which the authority contained in the Share Buy-Back Mandate is varied or revoked;

(c) for the purposes of this Ordinary Resolution:

"**Prescribed Limit**" means ten per cent. (10.0%) of the total issued ordinary share capital of the Company (excluding any Treasury Shares and subsidiary holdings) as at the date of the passing of this Ordinary Resolution, unless the Company has effected a reduction of the share capital of the Company in accordance with the Bermuda Companies Act and such other laws and regulations as may for the time being be applicable, at any time during the Relevant Period (as hereinafter defined), in which event the total number of Shares of the Company shall be taken to be the total number of Shares of the Company as altered after such capital reduction (excluding any Treasury Shares and subsidiary holdings);

"**Relevant Period**" means the period commencing from the date on which the last annual general meeting of the Company was held and expiring on the date on which the next annual general meeting of the Company is held or is required by law to be held, or the date on which the Share Buy-Backs are carried out to the full extent mandated pursuant to the Share Buy-Back Mandate, whichever is earlier, unless prior to that, such Share Buy-Back Mandate is varied or revoked by resolution of the Shareholders of the Company in general meeting;

"**Maximum Price**" in relation to a Share to be purchased, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

(i) in the case of an On-Market Share Purchase, 105.0% of the Average Closing Price; and

(ii) in the case of an Off-Market Share Purchase, 120.0% of the Average Closing Price,

where:

"**Average Closing Price**" means the average of the closing market prices of a Share over the last five (5) Market Days, on which transactions in the Shares were recorded, immediately preceding the date of making the On-Market Share Purchase or, as the case may be, the day of the making of the offer pursuant to the Off-Market Share Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant five (5) Market Days;

"**day of the making of the offer**" means the day on which the Company announces its intention to make an offer for the purchase of Shares from the Shareholders of the Company, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Share Purchase; and

"**Market Day**" means a day on which the SGX-ST is open for trading in securities; and

(d) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including, without limitation, executing such documents as may be required and to approve any amendments, alterations or modifications to any documents), as they and/or he may consider desirable, expedient or necessary to give effect to the transactions contemplated by this Ordinary Resolution. *(See Explanatory Note)*

OTHER BUSINESS

10. To transact any other business that may be properly transacted at the Annual General Meeting of the Company.

BY ORDER OF THE BOARD

HO WUI MEE MARIAN
Company Secretary

6 April 2026

Notice of Annual General Meeting

Explanatory Notes:

Resolution 2

Resolution 2 relates to the payment of Directors' fees of up to S$610,000 for the financial year ending 31 December 2026 (FY2025: S$570,000). The increase of S$40,000 is attributable to the prorated fees for Ms. Pan Shuhong and Mr. Ngoo Lin Fong for FY2025. Both Ms. Pan and Mr. Ngoo were appointed as Directors on 3 April 2025. Consequently, they each received nine months of Directors' fees in FY2025 and will receive twelve months of Directors' fees in FY2026.

Resolution 3

Mr. Yang Zheng, a member of Audit Committee and a member of Nominating Committee, will continue to serve in these capacities if re-elected as a Director of the Company. Mr. Yang is an Independent Director.

Detailed information of Mr. Yang can be found under "Board of Directors" and "Additional Information on Directors seeking Re-Election" in the Company's Annual Report 2025.

Resolution 4

Mr. Wang Dao Fu, Chairman of Nominating Committee and a member of Remuneration Committee, will continue to serve in these capacities if re-elected as a Director of the Company. Mr. Wang is an Independent Director.

Detailed information of Mr. Wang can be found under "Board of Directors" and "Additional Information on Directors seeking Re-Election" in the Company's Annual Report 2025.

Resolution 5

Mr. Yee Chia Hsing, Chairman of Audit Committee and a member of Remuneration Committee and a member of Nominating Committee, will continue to serve in these capacities if re-elected as a Director of the Company. Mr. Yee is an Independent Director.

Detailed information of Mr. Yee can be found under "Board of Directors" and "Additional Information on Directors seeking Re-Election" in the Company's Annual Report 2025.

Resolution 6

Mr. Lin Jiankai, Executive Director and Chief Executive Officer, will continue to serve in these capacities if re-elected as a Director of the Company.

Detailed information of Mr. Lin can be found under "Board of Directors" and "Additional Information on Directors seeking Re-Election" in the Company's Annual Report 2025.

Resolution 8

Resolution 8, if passed, will empower the Directors of the Company to issue shares in the capital of the Company and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to a number not exceeding in total fifty per cent (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings (if any)) in the capital of the Company, with a sub-limit of twenty per cent (20%) for issued other than on a pro rata basis to shareholders. For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares (excluding treasury shares and subsidiary holdings (if any)) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings (if any)) in the capital of the Company at the time this resolution is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this resolutions passed, and (b) any subsequent bonus issue or consolidation or subdivision of shares.

Resolution 9

Ordinary Resolution No. 9, if passed, will renew the mandate to allow the Company to purchase or otherwise acquire its issued Shares, on the terms and subject to the conditions set out in the Resolution.

The Company will use internal resources to finance the buy-backs of its Shares. It is not possible for the Company to realistically calculate or quantify the impact of the Share Buy-Backs that may be made pursuant to the Share Buy-Back Mandate on the net asset value and earnings per share, as the resultant effect would depend on factors such as the aggregate number of Shares purchased or acquired and the purchase prices paid at the relevant times. The board of directors of the Company will only make purchases or acquisitions of Shares pursuant to the Share Buy-Back Mandate in circumstances which they believe will not adversely affect the financial condition of the Company or the Company and its subsidiaries (collectively, the "**Group**").

Notice of Annual General Meeting

The financial effects of the purchase or acquisition of such ordinary shares by the Company pursuant to the proposed Share Buy-Back Mandate on the audited financial statements of the Company and the Group for the financial year ended 31 December 2025, based on certain assumptions, are set out in paragraph 2.6 of the Letter to Shareholders dated 6 April 2026 (the "**Letter**").

Please refer to the Letter for more details.

Notes:

(1) The shareholders of the Company are invited to attend physically at the annual general meeting ("**AGM**"). **There will be no option for Shareholders to participate virtually.**

(2) Shareholders may wish to submit any questions they may have by 10:00 a.m. on 22 April 2026:

(a) in hard copy to the office of the Company's Singapore Share Transfer Agent, In.Corp Corporate Services Pte. Ltd., at 36 Robinson Road, #20-01 City House, Singapore 068877; or

(b) *via* email to ir@sunpowergroup.com.cn.

Shareholders submitting questions are required to state: (a) their full name; and (b) their identification/registration number, failing which the Company shall be entitled to regard the submission as invalid and not respond to the questions submitted.

The Company will provide responses to substantial and relevant questions prior to the AGM through publication on SGXNet and the Company's website at URL http://sunpower.listedcompany.com/, or at the AGM.

(3) Please bring along your NRIC/passport so as to enable the Company to verify your identity. The Company reserves the right to refuse admittance to the AGM if the attendee's identity cannot be verified accurately. Members are advised not to attend the AGM if they are feeling unwell.

(4) A member who is unable to attend the AGM and wishes to appoint proxy(ies) to attend, speak and vote at the AGM on his/ her/its behalf should complete, sign and return the Depositor Proxy Form in accordance with the instructions printed thereon.

(5) With the exception of the Central Depository (Pte) Limited ("**CDP**") (which may appoint more than two (2) proxies), a member of the Company who is entitled to attend and vote at the AGM and who is the holder of two (2) or more Shares is entitled to appoint no more than two (2) proxies to attend the AGM and vote in his stead. A proxy need not be a member of the Company.

(6) All Depositor Proxy Forms must be submitted to the Company's Singapore Share Transfer Agent, In.Corp Corporate Services Pte. Ltd., at 36 Robinson Road, #20-01 City House, Singapore 068877, not less than 48 hours before the time appointed for holding the AGM in order for the proxy to be entitled to attend and vote at the AGM, failing which the Company shall be entitled to regard the Depositor Proxy Form as invalid.

(7) The Depositor Proxy Form must be signed by the appointor or his attorney duly authorised in writing. In the case of joint appointor(s), all joint appointor(s) must sign the Depositor Proxy Form. Where the Depositor Proxy Form is executed by a corporation, it must be either under its common seal or signed on its behalf by a duly authorised officer or attorney. Where the Depositor Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney appointing the attorney or other authority, or a notarially certified copy thereof, if any, under which the Depositor Proxy Form is signed must (unless previously registered with the Company) be lodged with the Depositor Proxy Form, failing which the Company shall be entitled to regard the Depositor Proxy Form as invalid.

The Company shall be entitled to reject the Depositor Proxy Form if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Depositor Proxy Form (such as in the case where the appointor submits more than one (1) Depositor Proxy Form).

(8) In the case of a Shareholder whose Shares are entered against his/her/its name in the Depository Register, the Company may reject any Depositor Proxy Form lodged if such Shareholder, being the appointor, is not shown to have Shares entered against his/her/its name in the Depository Register as at 48 hours before the time appointed for holding the AGM, as certified by CDP to the Company.

Shareholders who hold their Shares through a Relevant Intermediary (as defined in section 181 of the Companies Act 1967) should not use the Depositor Proxy Form and should contact their relevant intermediaries as soon as possible to specify voting instructions.

(9) Printed copies of this Notice of AGM and the Depositor Proxy Form have been despatched to Shareholders. All documents relating to the business of the AGM will be published on SGXNet and the Company's website, and may be accessed at the URL http://sunpower.listedcompany.com/.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, you: (i) consent to the collection, use and disclosure of your personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of a proxy or representative for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrant that where you disclose the personal data of proxy(ies) and/or representative(s) to the Company (or its agents or service providers), you have obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agree that you will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of a breach of warranty.

Additional Information on Directors Seeking Re-Election

Mr. Yang Zheng, Mr. Wang Dao Fu, Mr. Yee Chia Hsing and Mr. Lin Jiankai are the Directors seeking re-election ("**Retiring Directors**") at the forthcoming annual general meeting of the Company to be convened on 29 April 2026.

Pursuant to Rule 720(6) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), the information relating to the Retiring Directors as set out in Appendix 7.4.1 to the Listing Manual of the SGX-ST is set out below:

NAME OF DIRECTOR	YANG ZHENG	WANG DAO FU	YEE CHIA HSING	LIN JIANKAI
Date of Appointment	10 November 2017	25 June 2019	30 April 2025	24 November 2025
Date of last re-appointment	25 April 2024	25 April 2024	–	–
Age	72	63	54	40
Country of principal residence	People's Republic of China	People's Republic of China	Republic of Singapore	People's Republic of China
The Board's comments on this appointment (including rationale, selection criteria, board diversity consideration, and the search and nomination process)	The re-election of Mr. Yang Zheng as the Independent Director was recommended by the Nominating Committee and the Board of Directors has accepted the recommendation, after taking into consideration Mr. Yang Zheng's qualifications, expertise, past experiences and overall contribution since he was appointed as a Director of the Company.	The re-election of Mr. Wang Dao Fu as the Independent Director was recommended by the Nominating Committee and the Board of Directors has accepted the recommendation, after taking into consideration Mr. Wang Dao Fu's qualifications, expertise, past experiences and overall contribution since he was appointed as a Director of the Company.	The re-election of Mr. Yee Chia Hsing as the Independent Director was recommended by the Nominating Committee and the Board of Directors has accepted the recommendation, after taking into consideration Mr. Yee Chai Hsing's qualifications, expertise, past experiences and overall contribution since he was appointed as a Director of the Company.	The re-election of Mr. Lin Jiankai as the Executive Director and Chief Executive Officer was recommended by the Nominating Committee and the Board of Directors has accepted the recommendation, after taking into consideration Mr. Lin Jiankai's qualifications, expertise, past experiences and overall contribution since he was appointed as a Director of the Company.
Whether appointment is executive, and if so, the area of responsibility	Non-Executive and Independent	Non-Executive and Independent	Non-Executive and Independent	Executive, Mr. Lin Jiankai is primarily responsible for the overall management and operational development of the Group.
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Lead ID, AC member and NC member	NC Chairman and RC member	AC Chairman, RC member and NC member	Executive Director and Chief Executive Officer
Professional qualifications	Bachelor Degree in Economics	Bachelor Degree in Law Chinese Bar Qualification obtained from the Ministry of Justice of the PRC in 1989	Bachelor of Accountancy Degree (First Class Honours)	Bachelor's Degree in Electronic Science and Technology, Xiamen University Executive Master of Business Administration (EMBA) Degree, Xiamen University

Additional Information on Directors Seeking Re-Election

NAME OF DIRECTOR	YANG ZHENG	WANG DAO FU	YEE CHIA HSING	LIN JIANKAI
Working experience and occupation(s) during the past 10 years	June 2011 – December 2017: Independent Director, Jiangsu Canlon Building Materials Co., Ltd. June 2012 – October 2017: Independent Director, SINOCALCI Corporation December 2012 – March 2019: Independent Director, Shanghai Simgui Technology Co., Ltd. March 2014 – March 2018: Vice-president, Xi'an Eurasia University July 2014 – June 2017: Independent Director, Ginwa Enterprise (Group) Co., Ltd. June 2014 – October 2020: Independent Director, Changzhou Architectural Research Institute Group Co., Ltd. May 2015 – May 2021: Independent Director, Jiangsu Kanion Pharmaceutical Co., Ltd. November 2018 – December 2024: Independent Director, Luenmei Quantum Co., Ltd. August 2019 – Present: President, Shenzhen Rihao Financial Intelligence Research Institute November 2019 – December 2024: Independent Director, Anhui Xinke New Materials Co., Ltd. (formerly known as Kingswood Enterprise Co., Ltd.)	January 2013 – December 2016: Independent Director, Jiangsu Jiangnan Agriculture Commercial Bank November 2015 – July 2019: Director, TH Straits 2015 Pte Ltd January 2016 – December 2018: Director, Bank of Dazhou January 2004 – Present: Founding Partner of Yuan Tai Law Offices November 2009 – May 2024: Director of Proceq Trading (Shanghai) Co., Ltd. (China) October 2014 – December 2023 Director of MOBO Information Technology Pte Ltd April 2015 – August 2022: Director of SGD Investment Pte Ltd January 2017 – September 2025: Independent Director, Matex International Limited January 2017 – October 2021: Independent Director, Suzhou DieZhi Internet Technology Share Company February 2026 – Present: Independent Director, Tofflon Science and Technology Group Co., Ltd.	2011 - 2021: Head of Catalist, Managing Director, CIMB Bank Singapore 2015 - 2020: Elected Member of Parliament of Chua Chu Kang GRC (Nanyang division), Parliament of Singapore 2021 - 2022: Director of Corporate Affairs, iX Biopharma Ltd. (Listed on Singapore Exchange) 2022 - 2024: Executive Director/CEO, Datapulse Technology Limited (Listed on Singapore Exchange)	2012-2019: Team Leader, Ping An Trust Co., Ltd. 2019-2025: Fujian Regional General Manager, Central Enterprise Financial Institution

Additional Information on Directors Seeking Re-Election

NAME OF DIRECTOR	YANG ZHENG	WANG DAO FU	YEE CHIA HSING	LIN JIANKAI
	July 2021 – Present: Independent Director, Meig Smart Technology Co., Ltd. October 2021 – Present: Non-Independent Director, SVG Tech Group Co., Ltd.			
Shareholding interest in the listed issuer and its subsidiaries	Nil	Nil	Nil	Nil
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	None	None	None	None
Conflict of interest (including any competing business)	None	None	None	None
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes	Yes	Yes
Other Principal Commitments* Including Directorships# * "Principal Commitments" has the same meaning as defined in the Code. # These fields are not applicable for announcements of appointments pursuant to Listing Rule 704(9)				
Past (for the last 5 years)	2015 – 2021: Independent Director, Jiangsu Kanion Pharmaceutical Co., Ltd. 2018 – 2024: Independent Director, Luenmei Quantum Co., Ltd. 2019 – 2024: Independent Director, Anhui Xinke New Materials Co., Ltd. (formerly known as Kingswood Enterprise Co., Ltd.)	2009 – 2024: Director of Proceq Trading (Shanghai) Co., Ltd. (China) 2014 – 2023 Director of MOBO Information Technology Pte Ltd 2015 – 2022: Director of SGD Investment Pte Ltd 2017 – 2025: Independent Director, Matex International Limited 2017 – 2021: Independent Director, Suzhou DieZhi Internet Technology Share Company	2014 - 2024: Lead Independent Director, First Sponsor Group Limited (Listed on Singapore Exchange) 2016 – 2021: Independent Non-Executive Director, Ezion Holdings Limited (Listed on Singapore Exchange) 2022 - 2024: Executive Director/CEO, Datapulse Technology Limited (Listed on Singapore Exchange)	2019-2025: Fujian Regional General Manager, Central Enterprise Financial Institution

Additional Information on Directors Seeking Re-Election

NAME OF DIRECTOR	YANG ZHENG	WANG DAO FU	YEE CHIA HSING	LIN JIANKAI
Present	August 2019 – Present: President, Shenzhen Rihao Financial Intelligence Research Institute July 2021 – Present: Independent Director, Meig Smart Technology Co., Ltd. October 2021 – Present: Non-Independent Director, SVG Tech Group Co., Ltd.	January 2004 – Present: Founding Partner of Yuan Tai Law Offices February 2026 – Present: Independent Director, Tofflon Science and Technology Group Co., Ltd.	2023 - Present: Independent Director, Beng Kuang Marine Limited (Listed on Singapore Exchange) 2023 - Present: Independent Director and Audit Committee Chairman, Zhongmin Baihui Retail Group Ltd. (Listed on Singapore Exchange) 2024 - Present: Independent Director and Audit Committee Chairman, Yangzijiang Shipbuilding (Holdings) Ltd. (Listed on Singapore Exchange) 2024 - Present: Independent Director, Union Gas Holdings Limited (Listed on Singapore Exchange) 2024 - Present: Independent Director and Audit Committee Chairman, Hiap Tong Corporation Ltd. (Listed on Singapore Exchange) 2025 – Present: Director, Danuri Capital Pte Ltd 2025 – Present: Director, Danuri Crown Pte Ltd	May 2025 - Present: General Manager of Sunpower Clean Energy Investment (Jiangsu) Group Co., Ltd. and Jiangsu Sunpower Clean Energy Co., Ltd.
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him/her or against a partnership of which he/she was a partner at the time when he/she was a partner or at any time within 2 years from the date he/she ceased to be a partner?	No	No	No	No

Additional Information on Directors Seeking Re-Election

NAME OF DIRECTOR		YANG ZHENG	WANG DAO FU	YEE CHIA HSING	LIN JIANKAI
(b)	Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he/she was a director or an equivalent person or a key executive, at the time when he/she was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he/she ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No	Yes Mr. Yee was an Independent Non-Executive Director of Ezion Holdings Limited (Ezion) from January 5, 2016, to April 9, 2021. Ezion filed a winding up application on January 28, 2022, which was granted by the court on February 18, 2022, placing Ezion into liquidation. The liquidators appointed were Messrs. Ng Kian Kiat and Goh Wee Teck of RSM Corporate Advisory Pte Ltd.	No
(c)	Whether there is any unsatisfied judgment against him?	No	No	No	No
(d)	Whether he/she has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he/she is aware) for such purpose?	No	No	No	No

Additional Information on Directors Seeking Re-Election

NAME OF DIRECTOR		YANG ZHENG	WANG DAO FU	YEE CHIA HSING	LIN JIANKAI
(e)	Whether he/she has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he/she is aware) for such breach?	No	No	No	No
(f)	Whether at any time during the last 10 years, judgment has been entered against him/her in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he/she has been the subject of any civil proceedings (including any pending civil proceedings of which he/she is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No	No	No
(g)	Whether he/she has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No	No	No

Additional Information on Directors Seeking Re-Election

NAME OF DIRECTOR		YANG ZHENG	WANG DAO FU	YEE CHIA HSING	LIN JIANKAI
(h)	Whether he/she has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No	No	No
(i)	Whether he/she has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No	No	No

Additional Information on Directors Seeking Re-Election

NAME OF DIRECTOR	YANG ZHENG	WANG DAO FU	YEE CHIA HSING	LIN JIANKAI
(j) Whether he/she has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:–	No	No	No	No
(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or				
(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or				
(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or				
(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere,				

Additional Information on Directors Seeking Re-Election

NAME OF DIRECTOR	YANG ZHENG	WANG DAO FU	YEE CHIA HSING	LIN JIANKAI
in connection with any matter occurring or arising during that period when he/she was so concerned with the entity or business trust?				
(k) Whether he/she has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No	No	No
Any prior experience as a director of an issuer listed on the Exchange? If yes, please provide details of prior experience. If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange. Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).	Not applicable. This relates to the re-appointment of Director.	Not applicable. This relates to the re-appointment of Director.	Not applicable. This relates to the re-appointment of Director.	No, Mr. Lin Jiankai will be attending training on the roles and responsibilities of a director is a listed issuer as prescribed by the Exchange in September 2026.

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中聖集團
SUNPOWER GROUP LTD.

ADVANCING WITH INNOVATION

NEW QUALITY ENERGY PROVIDER EMPOWERED BY AI

Annual Report 2025

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People's Republic of China

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