

**MEMORANDUM OF UNDERSTANDING RELATING TO PROPOSED ACQUISITION OF
CHIZHOU ZHONGHONG ENERGY TECHNOLOGY CO., LTD.**

1. INTRODUCTION

The Board of Directors (the “**Board**”) of Abundante Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) wishes to announce that the Group’s wholly-owned subsidiary in the People’s Republic of China (the “**PRC**”), Ningxia Jinting New Energy Technology Co., Ltd. (宁夏金庭新能源科技有限公司) (“**Purchaser**”), has on 16 November 2023 entered into a non-binding memorandum of understanding (the “**MOU**”) with Ningxia Zhongwei Chenyu New Energy Co., Ltd. (宁夏中卫宸宇新能源有限公司) (the “**Vendor**”) for the proposed acquisition by the Purchaser of the entire equity of Chizhou Zhonghong Energy Technology Co., Ltd. (池州中泓能源科技有限公司) (the “**Target Company**”) held by the Vendor (the “**Proposed Acquisition**”).

2. INFORMATION ON THE PROPOSED ACQUISITION

2.1 Information on the Target Company

The Target Company is a company which is registered in the PRC and mainly engaging in the solar energy business.

The Target Company owns and operates a photovoltaic power generation facility (the “**Solar Facility**”) which is installed on the roofs of industrial buildings belonging to a third party owner in Chizhou, Anhui Province, the PRC. The electricity generated by the Solar Facility is consumed by the owner of the industrial buildings and any surplus electricity will be fed into the state power grid.

2.2 Conditions

The MOU provides that the completion of the Proposed Acquisition is subject to the satisfaction or waiver of the following conditions:

- (a) the execution of a final written agreement between the Purchaser and the Vendor;
- (b) all necessary approvals, including the approval of shareholders of the Company (where applicable), being obtained; and
- (c) the fulfilment of other customary transaction conditions, including the results of due diligence being satisfactory to the Purchaser.

3. NON-BINDING EFFECT

Save for provisions relating to confidentiality, the MOU is a non-binding expression of the understanding between the Purchaser and the Vendor and is not intended to create any binding legal relationship or obligations between the Purchaser and the Vendor.

4. SHAREHOLDERS' APPROVAL FOR PROPOSED DIVERSIFICATION OF BUSINESS

The Proposed Acquisition is in line with the Group's strategy to diversify into other sustainable businesses which will provide a stable income, which includes the solar energy business (please refer to the Company's announcement dated 3 April 2023 for further details). The Company thus believes that it is an opportune time for the Company to seek the approval of its shareholders for the proposed diversification of the core business of the Group to include, amongst others, the solar energy business, given that there may be a change in the risk profile of the Group. The Company will convene an extraordinary general meeting in due course to seek such approval from its shareholders and a circular providing more information on the proposed diversification of business will be issued in connection therewith.

5. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS

None of the Directors or controlling shareholders of the Company has any interest, direct or indirect, in the Proposed Acquisition, other than through their respective shareholdings (if any) in the Company.

The Vendor is a third party who is not related to the Company, the Group, the Directors or the controlling shareholders of the Company.

6. FURTHER ANNOUNCEMENTS

The Company will make the necessary announcements when there are material developments relating to the Proposed Acquisition or other matters contemplated by this announcement.

7. CAUTIONARY STATEMENT

Shareholders and potential investors of the Company's shares should note that there is no certainty or assurance that the Proposed Acquisition will be completed or will proceed at all as the MOU is not legally binding. Accordingly, shareholders and potential investors of the Company's shares are advised to exercise caution when dealing or trading in the Company's shares. In case of any doubt as to the action that they should take, shareholders and potential investors of the Company's shares should consult their legal, financial, tax or other professional advisers.

BY ORDER OF THE BOARD

Lee Sai Sing
Executive Director

16 November 2023