

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

CHINA NUCLEAR ENERGY TECHNOLOGY CORPORATION LIMITED

中國核能科技集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 611)

CONNECTED TRANSACTION AND CONTINUING CONNECTED TRANSACTIONS IN RELATION TO THE ZHANGZHOU JIAOMEI ROOFTOP PHOTOVOLTAIC POWER GENERATION PROJECT AGREEMENT

CONNECTED TRANSACTION UNDER THE ZHANGZHOU JIAOMEI ROOFTOP PHOTOVOLTAIC POWER GENERATION PROJECT AGREEMENT

On 21 July 2025 (after trading hours), the Lessee (being an indirect wholly-owned subsidiary of the Company) entered into the Zhangzhou Jiaomei Rooftop Photovoltaic Power Generation Project Agreement with the Lessor (being an indirect non-wholly-owned subsidiary of Nanshan Holdings), pursuant to which the Lessor shall lease to the Lessee the rooftop of the logistics park located at Jiaomei Town, Zhangzhou Taiwanese Investment Zone, Fujian Province for the design, construction, installation and operation of rooftop solar photovoltaic power systems by the Group to expand the Group's business in new energy.

LISTING RULES IMPLICATIONS

As at the date of this announcement, the Lessor is an indirect non-wholly-owned subsidiary of Nanshan Holdings, a substantial shareholder of the Company. As such, the Lessor is an associate of Nanshan Holdings and therefore a connected person of the Company pursuant to Rule 14A.13(1) of the Listing Rules.

Pursuant to the requirement of HKFRS16, the Rooftop Lease under the Zhangzhou Jiaomei Rooftop Photovoltaic Power Generation Project Agreement will be recognized as the right-of-use assets of the Group. Accordingly, the Rooftop Lease contemplated under the Zhangzhou Jiaomei Rooftop Photovoltaic Power Generation Project Agreement constitutes a one-off connected transaction of the Company under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio of the Rooftop Lease contemplated under the Zhangzhou Jiaomei Rooftop Photovoltaic Power Generation Project Agreement calculated in accordance with the Listing Rules, on the basis of the value of the right-of-use assets to be recognized by the Group in connection with the Rooftop Lease, exceeds 0.1% but is less than 5%, the Rooftop Lease contemplated under the Zhangzhou Jiaomei Rooftop Photovoltaic Power Generation Project Agreement is subject to the reporting and announcement requirements, but is exempt from independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

FULLY EXEMPT CONTINUING CONNECTED TRANSACTIONS

Pursuant to the terms of the Zhangzhou Jiaomei Rooftop Photovoltaic Power Generation Project Agreement, during the term thereof, the Lessor shall have priority in using the electricity generated by the rooftop solar photovoltaic power systems installed at the rooftop leased under the Rooftop Lease and operated by the Group. The electricity fees payable by the Lessor shall be calculated based on the amount of electricity consumed, at the rate of 70% of the unit price prescribed and charged by the relevant power supply bureau in the logistic park for the same period. The electricity fees for the Power Purchase shall be paid on a monthly basis, commencing from the date of supply of electricity by the Group.

As the Directors currently expect that the electricity fees payable by the Lessor to the Group for the Power Purchase under the Zhangzhou Jiaomei Rooftop Photovoltaic Power Generation Project Agreement on an annual basis will be less than HK\$3,000,000, the Power Purchase will fall within the de minimis threshold under Rule 14A.76(1)(c) of the Listing Rules and be fully exempt from all reporting, annual review, announcement and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

INTRODUCTION

The Board is pleased to announce that on 21 July 2025 (after trading hours), the Lessee (being an indirect wholly-owned subsidiary of the Company) entered into the Zhangzhou Jiaomei Rooftop Photovoltaic Power Generation Project Agreement with the Lessor (being an indirect non-wholly-owned subsidiary of Nanshan Holdings) in respect of (among other things) the Rooftop Lease. The Group intends to use the rooftop under the Rooftop Lease for the design, construction, installation and operation of rooftop solar photovoltaic power systems by the Group.

ZHANGZHOU JIAOMEI ROOFTOP PHOTOVOLTAIC POWER GENERATION PROJECT AGREEMENT

The principal terms of the Zhangzhou Jiaomei Rooftop Photovoltaic Power Generation Project Agreement are set out as follows:

Date

21 July 2025 (after trading hours)

Parties

- (1) The Lessor, an indirect non-wholly-owned subsidiary of Nanshan Holdings; and
- (2) The Lessee, an indirect wholly-owned subsidiary of the Company.

Term

20 years, commencing from 21 July 2025 and up to 20 July 2045 (both days inclusive).

Premises

The Lessor shall lease to the Lessee the rooftop of the logistic park located in Jiaomei Town, Zhangzhou Taiwanese Investment Zone, Fujian Province with an aggregate area of approximately 58,100 sq.m.

Rent

The rent payable for the rooftop shall be paid yearly, and calculated based on the actual area of the rooftop being leased at the agreed rates of RMB6 per sq.m. per year. The annual rental shall be approximately RMB348,600 (tax inclusive), which will be funded by the Group's internal resources.

The above rates were determined pursuant to the Zhangzhou Jiaomei Rooftop Photovoltaic Power Generation Project Agreement after arm's length negotiations between the parties with reference to the leased area of the rooftop, the prevailing market conditions and the prevailing market rental rates of comparable premises in the vicinity.

REASON FOR AND BENEFITS OF THE ENTERING INTO OF THE ZHANGZHOU JIAOMEI ROOFTOP PHOTOVOLTAIC POWER GENERATION PROJECT AGREEMENT

The Group is of the view that the national policies of the PRC are dedicated to develop new energy system nationwide, including the photovoltaic power generation segment. The Group wishes to seize this market opportunity with its abundant of expertise and resources at an industry-leading level to expand its market share in the new energy industry. The establishment of photovoltaic power stations by full utilizing rooftop resources in segments like logistic parks, facilitated by the transactions pursuant to the Zhangzhou Jiaomei Rooftop Photovoltaic Power Generation Project Agreements, will continue to expand and boost the Group's new energy business in the long term.

The Company intends to collaborate with the subsidiaries of Nanshan Holdings to advance the photovoltaic project development in order to meet their business needs. The entering into of the Zhangzhou Jiaomei Rooftop Photovoltaic Power Generation Project Agreement will allow the Group to take advantage of the logistic park resources owned by Nanshan Holdings group. Sizeable revenues are expected to be generated from the business collaboration between the Group and the subsidiaries of Nanshan Holdings, which will enrich the income streams of the Company and promote our operating results.

The Directors (including the independent non-executive Directors) are of the view that the Zhangzhou Jiaomei the Rooftop Photovoltaic Power Generation Project Agreement has been entered into in the ordinary and usual course of business of the Group and on fair and reasonable after arm's length negotiations between the parties, and the terms of the Zhangzhou Jiaomei Rooftop Photovoltaic Power Generation Project Agreement and the transactions contemplated thereunder are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

INFORMATION OF THE PARTIES

The Group

The Group is principally engaged in new energy operations, including (a) the engineering, procurement and construction (“EPC”) and consultancy segment which comprises the Group's EPC and consulting services related to the construction of photovoltaic power plants and other general construction and engineering services; (b) the power generation segment which comprises the Group's power generation operations; (c) the financing segment which comprises the Group's financing operations; (d) the trading business segment which comprises the Group's trading of solar power related products; and (e) the other segments which comprise the Group's corporate management, investment and treasury services.

The Lessee is a limited liability company established under the laws of the PRC and an indirect wholly-owned subsidiary of the Company, and is principally engaged in solar power generation.

The Lessor

The Lessor is a limited liability company established under the laws of the PRC. It is principally engaged in road freight transportation; freight forwarding; container repair services; logistics information consulting services; cargo warehousing and loading and unloading services (except dangerous chemicals); and leasing of owned houses, sites and machinery and equipment.

As at the date of this announcement, the Lessor is an indirect non-wholly-owned subsidiary of and ultimately controlled by Nanshan Holdings.

LISTING RULES IMPLICATIONS

As at the date of this announcement, the Lessor is an indirect non-wholly-owned subsidiary of Nanshan Holdings, a substantial shareholder of the Company. As such, the Lessor is an associate of Nanshan Holdings and therefore a connected person of the Company pursuant to Rule 14A.13(1) of the Listing Rules.

Pursuant to the requirement of HKFRS16, the Rooftop Lease under the Zhangzhou Jiaomei Rooftop Photovoltaic Power Generation Project Agreement will be recognized as the right-of-use assets of the Group for an amount of approximately RMB4,758,062 under the Zhangzhou Jiaomei Rooftop Photovoltaic Power Generation Project Agreement. Accordingly, the Rooftop Lease contemplated under the Zhangzhou Jiaomei Rooftop Photovoltaic Power Generation Project Agreement constitutes a one-off connected transaction of the Company under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio of the Rooftop Lease contemplated under the Zhangzhou Jiaomei Rooftop Photovoltaic Power Generation Project Agreement calculated in accordance with the Listing Rules, on the basis of the value of the right-of-use assets to be recognized by the Group in connection with the Rooftop Lease, exceeds 0.1% but is less than 5%, the Rooftop Lease contemplated under the Zhangzhou Jiaomei Rooftop Photovoltaic Power Generation Project Agreement is subject to the reporting and announcement requirements, but is exempt from independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

As disclosed in the announcements of the Company dated 30 September 2024, 6 December 2024 and 23 June 2025, certain subsidiaries of the Company as lessee and certain subsidiaries of Nanshan Holdings or China Nanshan as lessor entered into the lease agreements (the **"Previous Lease Agreements"**), pursuant to which the lessors shall lease to the lessees the rooftops of the logistics park located at various regions in the PRC.

Having considered that (i) the terms and conditions of the Previous Lease Agreements and the Zhangzhou Jiaomei Rooftop Photovoltaic Power Generation Project Agreement were negotiated at different times. There is no master agreement in place, nor are the Previous Lease Agreements or the Zhangzhou Jiaomei Rooftop Photovoltaic Power Generation Project Agreement inter-conditional upon each other; (ii) the target rooftops under the Previous Lease Agreements and the Zhangzhou Jiaomei Rooftop Photovoltaic Power Generation Project Agreement do not form part of one asset. The target rooftops are situated in logistic parks across various cities in the PRC; and (iii) the signing of the Zhangzhou Jiaomei Rooftop Photovoltaic Power Generation Project Agreement will not lead to substantial involvement by the Company in a new business activity, the Board is of the view that the transactions under the Zhangzhou Jiaomei Rooftop Photovoltaic Power Generation Project Agreement need not be aggregated with the transactions under the Previous Lease Agreements.

APPROVAL BY THE BOARD

Among the Directors, (i) Mr. Li Hongwei severed as the director of Nanshan Holdings; and (ii) Mr. Qiu Wenhe severed as the director and general manager of Nanshan Holdings. However, since none of the foregoing Directors owns any shareholding in the Lessor or holds any directorship in the Lessor, none of them is considered as having a material interest in the transactions contemplated under the Zhangzhou Jiaomei Rooftop Photovoltaic Power Generation Project Agreement. Therefore, none of the Directors is required to abstain from voting in respect of the relevant Board resolutions pursuant to the bye-laws of the Company.

FULLY EXEMPT CONTINUING CONNECTED TRANSACTIONS

Pursuant to the terms of the Zhangzhou Jiaomei Rooftop Photovoltaic Power Generation Project Agreement, during the term thereof, the Lessor shall have priority in using the electricity generated by the rooftop solar photovoltaic power systems installed at the rooftop leased under the Rooftop Lease and operated by the Group. The electricity fees payable by the Lessor shall be calculated based on the amount of electricity consumed, at the rate of 70% of the unit price prescribed and charged by the relevant power supply bureau (i.e. State Grid/China Southern Power Grid (國家電網／中國南方電網)) in the logistic park for the same period. These electricity fees are determined after arm's length negotiations between the parties by taking into account that:

- (i) the fees for electricity generated by the Group's distributed rooftop photovoltaic power stations and charged to its customers (being independent third parties) are similarly calculated based on the electricity consumption, at the rate ranging from 70% to 80% of the unit price; and
- (ii) the competition for photovoltaic power station resources in the PRC is exceptionally fierce. High-quality resources, particularly rooftops of factories or logistic parks, are in high demand among investors. Based on the open bidding information published in the first half of the year, other independent operators of distributed photovoltaic power stations offer discount to their lessors, charging them based on electricity consumption, at a rate of approximately 60% of the Unit Price.

The electricity fees for the Power Purchase shall be paid on a monthly basis, commencing from the date of supply of electricity by the Group.

As the Directors currently expect that the electricity fees payable by the Lessor to the Group for the Power Purchase under the Zhangzhou Jiaomei Rooftop Photovoltaic Power Generation Project Agreement on an annual basis will be less than HK\$3,000,000, the Power Purchase will fall within the de minimis threshold under Rule 14A.76(1)(c) of the Listing Rules and be fully exempt from all reporting, annual review, announcement and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the meanings as set out below:

“associate(s)”	has the meaning as ascribed to it under the Listing Rules
“Board”	the board of directors of the Company
“China Nanshan”	China Nanshan Development (Group) Incorporation* (中國南山開發(集團)股份有限公司), a company established in the PRC with limited liability, the controlling shareholder of Nanshan Holdings
“Company”	China Nuclear Energy Technology Corporation Limited, a company incorporated in Bermuda with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meanings as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HKFRS”	Hong Kong Financial Reporting Standards
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Lessee”	Zhongkai (Zhangzhou) New Energy Co., Ltd.* (中開(漳州)新能源有限公司), a limited liability company established under the laws of the PRC and an indirect wholly-owned subsidiary of the Company, being the lessee under the Zhangzhou Jiaomei Rooftop Photovoltaic Power Generation Project Agreement

“Lessor”	Zhangzhou Blogis International Logistics Co., Ltd.* (漳州寶灣國際物流有限公司), a limited liability company established under the laws of the PRC and an indirect non-wholly-owned subsidiary of Nanshan Holdings, being the lessor under the Zhangzhou Jiaomei Rooftop Photovoltaic Power Generation Project Agreement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Nanshan Holdings”	Shenzhen New Nanshan Holding (Group) Co., Ltd.* (深圳市新南山控股(集團)股份有限公司), a joint stock company established in the PRC with limited liability and listed on the Shenzhen Stock Exchange (stock code: 002314)
“Power Purchase”	the sale of electricity generated from the rooftop solar photovoltaic power systems to be installed on the rooftop leased under the Rooftop Lease and operated by the Group, as contemplated under the Zhangzhou Jiaomei Rooftop Photovoltaic Power Generation Project Agreement
“PRC”	the People’s Republic of China excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan for the purpose of this announcement
“RMB”	Renminbi, the lawful currency of the PRC
“Rooftop Lease”	the lease of the rooftop for the design, construction, installation and operation of rooftop solar photovoltaic power systems by the Group, as contemplated under the Zhangzhou Jiaomei Rooftop Photovoltaic Power Generation Project Agreement
“Shareholders”	holder(s) of issued share(s) of the Company
“sq.m.”	square meter
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Zhangzhou Jiaomei Rooftop Photovoltaic Power Generation Project Agreement” the agreement entered into on 21 July 2025 between the Lessor and the Lessee in relation to, among other things, the lease of rooftop

“%” percent

* *For identification purpose only*

By Order of the Board
China Nuclear Energy Technology Corporation Limited
Li Hongwei
Chairman

Hong Kong, 21 July 2025

As at the date of this announcement, the executive Directors of the Company are Mr. Li Hongwei (Chairman), Mr. Wu Rong (Vice Chairman), Mr. Qiu Wenhe (Vice Chairman), Mr. Liu Genyu, Mr. Li Xiaofeng and Ms. Du Ruili; and the independent non-executive Directors of the Company are Dr. Xu Shiqing, Dr. Su Lixin and Mr. Wang Ruzhang.