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Chapter I Overview of Transaction

I. Background and objective of transaction

(I) Background of transaction

1. Comprehensively promote the deepening of the reform of state-owned enterprises and encourage the improvement of the quality of listed companies

The report of the 20th National Congress of the Communist Party of China clearly stated that to accelerate the construction of a new development pattern and focus on promoting high-quality development, it is necessary to deepen the reform of state-owned assets and state-owned enterprises, accelerate the optimization of the layout and structural adjustment of the state-owned economy, promote state-owned capital and state-owned enterprises to become stronger, better and bigger, and enhance the core competitiveness of enterprises. The "Opinions of the State Council on Further Improving the Quality of Listed Companies" clearly stated that improving the quality of listed companies is an inherent requirement for promoting the healthy development of the capital market, and is an important part of accelerating the improvement of the socialist market economy system in the new era, and it's required to continuously improve the governance level of listed companies and promote listed companies to become better and stronger.

As a subsidiary of Hangzhou SASAC, the Transaction is an important measure to thoroughly implement the Xi Jinping's socialist thought with Chinese characteristics in the new era and the spirit of the Third Plenary Session of the 20th Central Committee of the Communist Party of China, and to implement the guiding ideology of the Party Central Committee and the State Council to deepen the reform of state-owned enterprises, which will help improve the industrial layout of state-owned listed companies, improve asset quality and operational efficiency, and realize the preservation and appreciation of state-owned assets.

2. National policies encourage mergers and acquisitions and mergers and acquisitions between listed companies

In March 2024, the China Securities Regulatory Commission (CSRC) issued the "Opinions on Strengthening the Supervision of Listed Companies (Trial)", which clearly proposes to support listed companies to enhance their investment value through mergers and acquisitions, and encourages listed companies to comprehensively use shares, cash, directional convertible bonds and other tools to implement mergers and acquisitions, inject high-quality assets, and support the absorption and merger of listed companies. In April 2024, the State Council issued the "Several Opinions on Further Promoting the Healthy Development of the Capital Market", proposing to give full play to the role of the capital market as the main channel in the process of mergers and acquisitions, strengthen the property rights pricing and transaction functions of the capital market, broaden the financing channels for mergers and acquisitions, and enrich the payment methods for mergers and acquisitions. In September 2024, the China Securities Regulatory Commission (CSRC) issued the Opinions on Deepening the Reform of the M&A and Restructuring Market for Listed Companies to further optimize the restructuring review process, improve the efficiency of restructuring review, and activate the M&A and restructuring market. It supports the absorption and merger of the same industry, upstream and downstream between listed companies not under the common control, and the absorption and merger between listed companies under the common control. With the support of a number of policies, China's capital market mergers and acquisitions have entered an "active period".

The Transaction is a positive response to the encouragement of mergers and acquisitions and the absorption and merger of listed companies by the State Council and the China Securities Regulatory Commission, which will help promote the strong quality and external image of the surviving company, improve the asset quality and operational efficiency of the listed companies, thereby enhancing the sustainable profitability of the listed company and enhancing the investment value of the listed company.

(II) Objective of transaction

1. Addressing the legacy of B-shares and augmenting HTC's financing capacity

HTC went public on SZSE B-share market in 1998, with IPO of HKD 171,200,000. Subsequently, confined by listing and financing on B-share market, HTC was perpetually unable to raise funds through capital market upon its IPO. Moreover, HTC's B-shares has poor liquidity and stock valuation under prices that of any counterpart listed company on A-share market, which conspires against the company's development and realization of interest of small- and medium-sized shareholders.

Since its IPO, HTC has clawed its way to make solid progress, and now become a leading industrial turbine provider in China's high-end equipment industry. In the face of intensifying marketplace and new trends of industrial development, the transaction is conducive to addressing the legacy of HTC. With more financing channels and greater financing capacity, the company will become a more profitable and premium listed company by leverage of the capital market.

2. Boosting homemade gas turbine production, as high-quality guarantee for implementation of the national strategy of "engine and turbine project"

Therefore, as the pillar equipment of the clean and low-carbon energy system under the strategy of "carbon peak and carbon neutrality", it is urgent to comprehensively improve the development and demonstration application of domestic independent gas turbines, so that the independent and controllable core technologies continue to mature in application practice and realize domestic substitution. In 2016, China fully launched the implementation of the "two-engine special project", hoping to break through the core technology of gas turbines, break the monopoly of foreign products, and accelerate the independent innovation and development of China's gas turbine industry.

Upon the transaction, the surviving company will, by leverage of the capital market, continue to strengthen the development and application of homemade gas turbines, boost development of independent innovation of China's gas turbine industry, as an act of contributing to the implementation of the national strategy of "engine and turbine project".

3. Clearing the bottleneck for growth of Hirisun, and increasing core competence and investment value of the listed company

In increasingly cut-throat marketplace, Hirisun is facing a bottleneck for performance growth, thus urgently seeking transformation and upgrading. Upon the completion of the transaction, the surviving company will scale up production, diversify product portfolios, and improve technical strength and management operation. Using market-oriented instruments, it will spur the M&A Parties into deepening reforms, while refining its own governance structure. The integrated development and mutual promotion of industrial operation and capital operation will spark high-quality development of the surviving company. The development of the electric power information business in tandem with industrial turbine business will further strengthen core competence and sustainable profitability of the surviving company and increase its investment value.

II. Transaction plan

(I) Overview of transaction plan

Hirisun intends to issue A-shares to all HTC shareholders concerned, for stock-for-stock merger of HTC. Hirisun acts as the acquirer, and HTC acts as the acquiree. That is to say, Hirisun issues A-shares to all HTC shareholders concerned, in exchange for HTC shares held by these shareholders.

Upon the completion of the stock-for-stock merger, HTC will be delisted and disqualified from being a corporation, while Hirisun will inherit and take on all HTC's assets, liabilities, businesses, human resources, contracts and all the other rights and obligations. Hirisun will request for listing and circulating A-shares issued by Hirisun for the stock-for-stock merger on SZSE ChiNext market.

(II) Merger plan

1. Both parties of share exchange and merger

The merger party of this share exchange absorption merger is Hirisun, and the absorbed merger party is HTC.

2. Method of share exchange and absorption merger

Hirisun will issue A shares as consideration to all the share exchange shareholders of HTC, and absorb and merge HTC through share exchange, and the shares held by all the shareholders of HTC will be converted into A shares of Hirisun in accordance with the share exchange ratio.

As the merger party and surviving company of this merger, Hirisun will inherit and undertake all the assets, liabilities, business, personnel and all other rights and obligations of HTC; As the merged party of this merger, HTC will terminate its listing and cancel its legal personality.

3. The type and par value of the shares to be issued in exchange for shares

The type of shares issued by Hirisun as a result of this merger is domestically listed RMB ordinary shares (A shares), with a par value of 1.00 yuan per share.

4. The object of the share exchange and the registration date of the merger

The issuance object of this merger is all shareholders of HTC registered after the market close on the equity registration date of the merger implementation, that is, on the equity registration date of the implementation of the merger, the shareholders of HTC who have not declared, partially declared, have no right to declare or invalidly declare the exercise of the cash option, as well as the provider of the cash option (if it has actually paid cash consideration to the shareholders who exercise the cash option and transferred the shares of HTC), and all the shares held by the share exchange object will be converted into A shares issued by Hirisun due to the merger in accordance with the share exchange ratio.

The board of directors of the two parties will separately negotiate and announce the equity registration date for the implementation of the merger after the transaction is approved by the Shenzhen Stock Exchange (hereinafter referred to as the "Shenzhen Stock Exchange") and the China Securities Regulatory Commission agrees to register.

5. The exchange price and the exchange ratio

The pricing benchmark date of the merger is the date of the announcement of the first board resolution of the two parties. Taking into account factors such as historical stock price, operating performance, market capitalization, etc., in accordance with the relevant provisions of the "Restructuring Management Measures", and after negotiation between the two parties of the merger, the exchange price of Hirisun is determined to be 9.56 yuan per share according to the average stock trading price of the 20 trading days before the pricing benchmark date. The average stock trading price of HTC is HK\$7.77 per share according to the average stock trading price of 20 trading days before the pricing benchmark date, which is equivalent to RMB 7.11 per share by converted according to the median price of RMB to Hong Kong dollar announced by the People's Bank of China on October 25, 2024 (HK\$1 = 0.91496 RMB) that is the trading day before HTC share suspension.

It's finally determined that the exchange price of HTC is to give a premium of 34.46% on this basis, and the exchange price of HTC = the average trading price of HTC * (1 + premium rate) = 9.56 yuan / share, and the number of shares of Hirisun that can be exchanged for each 1 share of HTC = the exchange price of HTC / the exchange price of Hirisun. According to the above formula, the exchange ratio between HTC and Hirisun is 1:1, that is, every 1 share of HTC can be exchanged for 1 shares of Hirisun share.

From the pricing benchmark date of the merger to the implementation date of the share exchange (both dates inclusive), the share exchange ratio shall not be adjusted under any other circumstances, except for the distribution of cash dividends, stock dividends, capital reserve conversion to share capital, allotment and other ex-rights and dividends by either party to the merger, or in the event that the exchange price needs to be adjusted in accordance with the requirements of relevant laws, regulations or regulatory authorities.

6. The number of shares to be issued in exchange for shares

Up to now, the total share capital of HTC is 1,175,009,597 shares, and the shares of HTC participating in this share exchange are 1,175,009,597 shares. Calculated with reference to the share exchange ratio, the total number of shares issued by Hirisun for this share exchange is 1,175,009,597 shares.

If either of the two parties to the merger has any ex-rights and dividends such as cash dividends, stock dividends, capital reserve conversion to share capital, allotment and other ex-rights and dividends from the pricing benchmark date to the share exchange date (both dates inclusive), or the stock repurchase and cancellation of HTC, the number of shares issued by the above-mentioned exchange shall be adjusted accordingly.

The A-shares of Hirisun obtained by the share exchange shareholders of HTC shall be integers. If the amount obtained by multiplying the HTC shares held by the exchange ratio is not an integer, then one share will be issued to each shareholder in descending order according to the mantissa after the decimal point until the actual number of shares exchanged matches the planned number of shares. If there are more shares with the same ending than the remaining number, the computer system will randomly distribute them until the actual number of shares exchanged matches the planned number of shares to be issued.

7. The place of listing of the shares issued by the exchange of shares

The A-shares issued by Hirisun for this share exchange will be applied for listing and circulation on the Growth Enterprise Market of the Shenzhen Stock Exchange.

8. Disposal of shares held by shareholders whose rights are restricted in share exchange

For the shares of HTC that have been pledged, frozen by the judiciary or restricted by laws and regulations from transferring, such shares will be converted into shares of Hirisun when they are exchanged, and the pledge, judicial freezing status or other rights restrictions originally set on the shares of HTC will continue to be valid on the corresponding shares of Hirisun in exchange.

9. The interest protection mechanism of Hirisun dissenting shareholders

In order to protect the interests of Hirisun shareholders and reduce the impact of Hirisun's stock price fluctuations on investors after the merger, in accordance with the relevant provisions of "The Company Law" and the "Articles of Association of Hangzhou Hirisun Technology Co., Ltd.", Hirisun's dissenting shareholders will be given the appraisal rights in this merger.

(1) Dissenting shareholders of Hirisun

The dissenting shareholders of Hirisun who have the right to exercise appraisal rights refer to the shareholders of HTC who have voted valid against at the shareholders' meeting to all the relevant proposals on the merger plan and the sub-proposals voted on one by one and on the relevant proposals on the merger agreement signed by the two parties to the merger, and have continued to hold the shares representing the objection rights until the implementation date of the appraisal rights request of the dissenting shareholders of Hirisun, and meanwhile have performed the relevant reporting procedures within the specified time.

(2) The provider of the appraisal rights

Hangzhou State-owned Capital Investment and Operation Co., Ltd. (hereinafter referred to as "Hangzhou Capital"), as the provider of the appraisal rights, provides the appraisal rights to the dissenting shareholders of Hirisun. Dissenting shareholders of Hirisun shall no longer assert the right to claim the appraisal rights from Hirisun or any shareholder of Hirisun who agrees to the merger. After the Transaction is registered by the China Securities Regulatory Commission, the provider of the appraisal rights promised to unconditionally accept the shares held by the dissenting shareholders of Hirisun who had successfully declared the exercise of the appraisal rights on the imple-

mentation date of the appraisal rights claim, and pay the corresponding cash consideration to the dissenting shareholders of Hirisun according to the price of the appraisal rights claim.

(3) The price of the appraisal rights claim

The price of the appraisal rights request of the dissenting shareholders of Hirisun is the average trading price of the A-shares in the 20 trading days before the suspension of the Hirisun A-shares (i.e., the 20 trading days before the pricing benchmark date), that is, 9.56 yuan per share.

If the distribution of cash dividends, stock dividends, capital reserve to share capital, allotment and other ex-rights and dividends occurs from the pricing benchmark date to the implementation date of the appraisal rights request (both dates inclusive), the appraisal rights price shall be adjusted accordingly.

(4) The price adjustment mechanism for appraisal rights

1) Adjustment object

The object of adjustment is the price of the appraisal rights of the dissenting shareholders of Hirisun.

2) The conditions under which the price adjustment plan will take effect

(1) The state-owned assets authority approves the price adjustment plan;

(2) The general shareholders' meeting of Hirisun deliberated and approved the price adjustment plan;

(3) The general shareholders' meeting of HTC deliberated and approved the price adjustment plan.

3) The period in which the price can be adjusted

From the announcement date of the resolution of the merger deliberated and approved in the Hirisun general shareholders' meeting to the date before the China Securities Regulatory Commission agreed to register the Transaction.

4) Trigger condition

From the announcement of the first board resolution of Hirisun to the time when the China Securities Regulatory Commission agrees to register the Transaction, if any of the following two circumstances occur, the board of directors of Hirisun has the right to hold a meeting within the price adjustment period to consider whether to make an adjustment to the price of the appraisal rights:

A. The Growth Enterprise Index(399006.SZ) has a closing point drop of more than 20% in at least 10 out of 20 consecutive trading days prior to any trading day compared to the closing point of the previous trading day before the suspension of trading on the A-share market of Hirisun; And prior to the trading day, the daily trading average price of Hirisun A-shares has fallen by more than 20% in at least 10 consecutive trading days compared to the trading average price of Hirisun A-shares in the 20 trading days before the suspension of trading (i.e. the 20 trading days before the pricing benchmark date);

Or

B. Wind Information Technology Service Index (866311.WI) has a closing point drop of more than 20% in at least 10 of the 20 consecutive trading days prior to any trading day compared to the closing point of the trading day before the suspension of the A-share trading of Hirisun; And prior to the trading day, the daily average trading price of Hirisun A-shares had fallen by more than 20% in at least 10 out of 20 consecutive trading days compared to the average trading price of Hirisun A-shares in the 20 trading days before the suspension of trading (i.e. the 20 trading days before the pricing benchmark date).

5) Adjustment mechanism and price adjustment benchmark date

The board of directors of Hirisun shall convene a meeting of the board of directors within 20 trading days from whichever date is later-the date to the first achievement of the trigger conditions for price adjustment and the date on which the effective conditions of the price adjustment plan are met, and deliberate and decide whether to adjust the price of the appraisal rights of the dissenting shareholders of Hirisun in accordance with the price adjustment plan. During the price adjustment period, Hirisun will only adjust the price of the dissenting shareholder's appraisal rights once. If Hirisun has convened a meeting of board of directors to review and decide to adjust the price of the dissenting shareholder's appraisal rights, and the price adjustment condition is triggered again, no further adjustment will be made; If the board of directors has convened a meeting to deliberate and decide not to adjust the price of the appraisal rights of the dissenting shareholder, and the price adjustment condition is triggered again, no further adjustment will be made.

The benchmark date for price adjustment is the next trading day after the date of achievement of the above-mentioned trigger conditions. The adjusted price of the appraisal rights of dissenting shareholders is the average trading price of the stock in the 20 trading days prior to the benchmark date of the price adjustment.

(5) Exercise of the appraisal rights

After the transaction is registered with the China Securities Regulatory Commission, Hirisun will determine the equity registration date for the implementation of the appraisal rights. The dissenting shareholders who exercise the appraisal rights may obtain the cash consideration paid by the provider of the appraisal rights according to the price of the appraisal rights on the implementation date of each share of the appraisal rights that they have validly declared, and at the same time transfer the corresponding shares to the name of the provider of the appraisal rights. The provider of the appraisal rights shall acquire all the shares of Hirisun on the implementation date of the appraisal rights exercised by the dissenting shareholders of Hirisun, and pay the cash consideration accordingly.

The following conditions must be met at the same time for the registered dissenting shareholders of Hirisun to exercise the appraisal rights: (1) as far as the shareholders of Hirisun are concerned, they have cast valid negative votes on the relevant proposals on the merger plan and the sub-proposals voted on one by one at the general shareholders' meeting of Hirisun on the merger plan and on the relevant proposals on the merger agreement signed by the two parties to the merger; (2) From the record date of the shareholders' meeting at which Hirisun deliberated on the merger, as a validly registered shareholder of Hirisun, continue to hold the shares representing the right of opposition until the implementation date of the appraisal rights; (3) Successfully perform the relevant declaration procedures within the filing period of the appraisal rights claim. Shareholders who meet the above conditions are only entitled to exercise the appraisal rights of shares for which they have cast a valid negative vote. If the dissenting shareholders of Hirisun sell their shares (including but not limited to being forcibly deducted by the judiciary) after the registration date of the general shareholders' meeting of the merger of Hirisun's share exchange and absorption, the number of shares entitled to exercise the appraisal rights shall be reduced accordingly; If the dissenting shareholders of Hirisun purchase shares after the registration date of the shareholders' meeting of the merger of Hirisun's share exchange and absorption, the number of shares entitled to the appraisal rights shall not increase, and such shares shall not enjoy the appraisal rights.

The dissenting shareholders of Hirisun of the register who hold the following shares shall not have the right to assert the appraisal rights of the shares they hold: (1) the shares of Hirisun with rights restrictions, such as the shares that have been pledged or set with other third-party rights or are restricted by laws and regulations such as judicial freeze; (2) its legal holder undertakes in writing to give up the appraisal rights of shares of the dissenting shareholder; and (3) other shares that are not subject to the exercise of the appraisal rights under applicable law. Dissenting shareholders who have submitted Hirisun's shares as collateral for margin trading must transfer Hirisun's shares from the securities company's customer credit guarantee account to their ordinary securities account before the equity registration date of the appraisal rights request before they can exercise the appraisal rights. Dissenting shareholders of Hirisun who have carried out the agreed repurchase securities transaction must complete the early repurchase procedures in a timely manner before they can exercise the appraisal rights

after the equity registration date of the appraisal rights claim.

The relevant taxes and fees arising from the exercise of the appraisal rights shall be borne by the dissenting shareholders of Hirisun who exercise the appraisal rights. The provider of the appraisal rights and other entities shall bear the responsibility in accordance with relevant laws, regulations, regulatory authorities, and securities registration and settlement institutions. If there is no clear regulation on this by laws, regulations, regulatory authorities, and securities registration and settlement institutions, the parties shall negotiate and resolve it in accordance with market practices.

If the merger proposal fails to obtain permit or approval from the general shareholders' meeting or relevant regulatory or government departments by both parties, resulting in the ultimate inability to implement the merger, the dissenting shareholders of Hirisun cannot exercise their appraisal rights, nor can they claim any compensation or indemnification from the merging parties.

After the transaction is approved and registered by the China Securities Regulatory Commission, Hirisun will separately announce the detailed arrangements for the appraisal rights request plan of Hirisun dissenting shareholders (including but not limited to the declaration, settlement and delivery of the appraisal rights), and will disclose information in a timely manner in accordance with laws, regulations and the provisions of the Shenzhen Stock Exchange.

10. Mechanism for protecting the interests of dissenting shareholders of HTC

In order to protect the interests of the shareholders of HTC and reduce the impact of the fluctuation of the stock price of HTC on investors after the merger, in accordance with the relevant provisions of The Company Law and the Articles of Association of Hangzhou Turbine Power Group Co., Ltd., the dissenting shareholders of HTC will be given the cash option right in this merger.

(1) Dissenting shareholders of HTC

The dissenting shareholders of HTC who have the right to exercise the cash option refer to the shareholders who participated in the general shareholders' meeting held by HTC and voted valid against to all the merger plan and the sub-proposals voted on one by one and to the relevant proposals on the merger agreement signed by the two parties in the merger, and have continued to hold the shares representing the objection right until the implementation date of the cash option of the dissenting shareholders of HTC, and at the same time perform the relevant declaration procedures within the specified time.

(2) The provider of the cash option

Hangzhou Capital, as the provider of the cash option, provides the cash option to the dissenting shareholders of HTC. The dissenting shareholders of HTC shall no longer claim the cash option from HTC or any shareholder of HTC who agrees to the merger. After the Transaction is registered with the China Securities Regulatory Commission, the provider of the cash option shall undertake unconditionally to accept the shares held by the dissenting shareholders of HTC who successfully declared the exercise of the cash option on the implementation date of the cash option, and pay the corresponding cash consideration to the dissenting shareholders of HTC according to the cash option price.

(3) The price of the cash option

The cash option price of the dissenting shareholders of HTC is the average trading price of B-shares for the 20 trading days before the suspension of trading of HTC's B-shares (i.e. 20 trading days before the pricing benchmark date), that's HK\$7.77 per share, which is equivalent to RMB7.11 per share by converted according to the median price of RMB to Hong Kong dollar announced by the People's Bank of China on October 25, 2024 (HK\$1 = 0.91496 RMB) that is the trading day before HTC share suspension. If there are ex-rights and dividends such as cash dividends, stock dividends, conversion of capital reserve to share capital, and allotment from the pricing benchmark date to the implementation date of the cash option (both dates inclusive), the cash option price will be adjusted accordingly.

(4) The price adjustment mechanism for cash option

1) Adjustment object

The object of adjustment is the cash option price of dissenting shareholders of HTC.

2) The conditions under which the price adjustment plan will take effect

(1) The state-owned assets authority approves the price adjustment plan;

(2) The shareholders' meeting of Hirisun deliberated and approved the price adjustment plan;

(3) The shareholders' meeting of HTC deliberated and approved the price adjustment plan.

3) The period in which the price can be adjusted

From the announcement date of the resolution of the merger deliberated and approved in the HTC general shareholders' meeting to the date before the China Securities Regulatory Commission agreed to register the Transaction.

4) Trigger condition

From the announcement of the first board resolution of HTC to the time when the China Securities Regulatory Commission agrees to register the Transaction, if any of the following two circumstances occur, the board of directors of HTC has the right to hold a meeting within the price adjustment period to consider whether to make an adjustment to the price of the cash option:

A. Shenzhen Stock Exchange Composite Index (399106.SZ) has a closing point drop of more than 20% in at least 10 out of 20 consecutive trading days prior to any trading day compared to the closing point of the previous trading day before the suspension of trading on the HTC's B shares; And prior to the trading day, the daily trading average price of HTCB-shares has fallen by more than 20% in at least 10 consecutive trading days compared to the trading average price of HTCB-shares in the 20 trading days before the suspension of trading (i.e. the 20 trading days before the pricing benchmark date);

Or

B. Wind Electrical Equipment Industry Index (882210.HK) has a closing point drop of more than 20% in at least 10 of the 20 consecutive trading days prior to any trading day compared to the closing point of the trading day before the suspension of the HTC's B shares; And prior to the trading day, the daily average trading price of HTC's B shares-shares has fallen by more than 20% in at least 10 out of 20 consecutive trading days compared to the average trading price of HTC's B shares in the 20 trading days before the suspension of trading (i.e. the 20 trading days before the pricing benchmark date).

5) Adjustment mechanism and price adjustment benchmark date

The board of directors of HTC shall convene a meeting of the board of directors within 20 trading days from whichever date is later-the date to the first achievement of the trigger conditions for price adjustment and the date on which the effective conditions of the price adjustment plan are met, and deliberate and decide whether to adjust the price of the cash option of the dissenting shareholders of HTC in accordance with the price adjustment plan. During the price adjustment period, HTC will only adjust the price of the dissenting shareholder's cash option once. If HTC has convened a meeting of board of directors to review and decide to adjust the price of the dissenting shareholder's cash option, and the price adjustment condition is triggered again, no further adjustment will be made; If the board of directors has convened a meeting to deliberate and decide not to adjust the cash option price of the dissenting shareholders, and the price adjustment condition is triggered again, no further adjustment will be made.

The benchmark date for price adjustment is the trading day following the date on which the above-mentioned trigger conditions are fulfilled. The adjusted cash option price of dissenting shareholders of HTC is the average stock trading price of the 20 trading days before the benchmark date of the price adjustment.

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