

**Hangzhou Turbine Power Group Co., Ltd.**  
**Resolutions of the 12th Meeting of the 9th Supervisory Board**

*The members of the Supervisory Board acknowledge being responsible for the truthfulness, accuracy, and completeness of the announcement. There are no false records, misleading statements, or significant omissions in this announcement.*

The notice for calling of the 12th session of the 9th term of Supervisory Board of Hangzhou Turbine Power Group Co., Ltd. was served on April 16, 2025, and the meeting was held in the April 24, 2025 in the meeting room No.305 of Steam turbine power Building of the Company. the meeting was held by way of onsite meeting voting. All of the 3 supervisors presented the meeting and examined and voted on the proposals on the meeting. The supervisors examined and voted on the proposals at the meeting. The secretary of the Board Wang Gang observed the meeting. The holding of the meeting complies with the relevant provisions of the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law") and the Articles of Association of Hangzhou Turbine Power Group Co., Ltd. (hereinafter referred to as the "Articles of Association"), and is legal and valid. The meeting was presided over by Ms.Zhang Weijie, Chairman of Supervisory Board .

The following proposals were examined at the meeting and passed by open ballot:

**I. "Proposal on the Transaction Complying with the Relevant Laws and Regulations of the Major Asset Restructuring of Listed Companies"**

Hangzhou Hirisun Technology Incorporated. (hereinafter referred to as " Hirisun " or "the surviving company") intends to absorb and merge Hangzhou Turbine by issuing A shares to all shareholders of Hangzhou Turbine (hereinafter referred to as the "Transaction", the "Consolidation" or the "Absorption Merger").

In accordance with the company law , the Securities Law of the People's Republic of China, the Administrative Measures for the Major Asset Restructuring of Listed Companies (hereinafter referred to as the "Restructuring Administrative Measures"), the Regulatory Guidelines for Listed Companies No. 9-Regulatory Requirements for the Planning and Implementation of Major Asset Restructuring of Listed Companies, and other laws, regulations and normative documents, after

self-examination and demonstration of the actual situation of the Company and the related matters, the Board of Directors considered that the Transaction complies with the provisions of relevant laws, regulations and normative documents.

The proposal was adopted by 3 votes in favor, 0 votes objection and 0 votes waived.

## **II. Proposal on the Share Exchange and Merger of Hangzhou Turbine Power Group Co., Ltd. Namely the Related Party Transaction Plan by Hangzhou Hirisun Technology Incorporated.**

The specific plan of the Transaction is as follows:

### **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.

The proposal was adopted by 3 votes in favor, 0 votes objection and 0 votes waived.

### **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.

The proposal was adopted by 3 votes in favor, 0 votes objection and 0 votes waived.

### **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.

The proposal was adopted by 3 votes in favor, 0 votes objection and 0 votes waived.

### **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(hereinafter referred to as the "CSRC ") agrees to register.

The proposal was adopted by 3 votes in favor, 0 votes objection and 0 votes waived.

### **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 = RMB 0.91496) 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.

The proposal was adopted by 3 votes in favor, 0 votes objection and 0 votes waived.

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

Up to now, the total share capital of HTC is 1,174,946,885 shares, and the shares of HTC participating in this share exchange are 1,174,946,885 shares. Calculated with reference to the share exchange ratio, the total number of shares issued by Hirisun for this share exchange is 1,174,946,885 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.

The proposal was adopted by 3 votes in favor, 0 votes objection and 0 votes waived.

#### **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 ChiNext Market of the Shenzhen Stock Exchange.

The proposal was adopted by 3 votes in favor, 0 votes objection and 0 votes waived.

## **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.

The proposal was adopted by 3 votes in favor, 0 votes objection and 0 votes waived.

## **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 implementation 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 ChiNext Market 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 before 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.

The proposal was adopted by 3 votes in favor, 0 votes objection and 0 votes waived.

#### **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 = RMB 0.91496 ) 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;
- (2) 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) 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 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.

(5) Exercise of the cash option



After the Transaction is registered by the China Securities Regulatory Commission, HTC will determine the equity registration date for the implementation of the cash option. Dissenting shareholders of HTC who exercise the cash option may obtain the cash consideration paid by the cash option provider at the cash option price on the implementation date of each share of HTC validly declared, and at the same time transfer the corresponding shares to the name of the cash option provider. The provider of the cash option shall acquire all the shares of HTC exercising the cash option by the dissenting shareholders of HTC on the implementation date of the cash option, and pay the cash consideration accordingly. The shares of HTC acquired by the cash option provider through the cash option will be converted into A shares issued by Hirisun for the merger in accordance with the share exchange ratio on the implementation date of the merger plan.

The following conditions must be met at the same time for the registered dissenting shareholders of HTC to exercise the cash option: (1) 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 HTC 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 HTC deliberated on the merger, as a validly registered shareholder of HTC, continue to hold the shares representing the right of opposition until the implementation date of the cash option; (3) Successfully perform the relevant declaration procedures within the cash option reporting period. Shareholders who meet the above conditions are only entitled to exercise the cash option in respect of their share declarations for which they have cast a valid negative vote. If the dissenting shareholders of HTC sell their shares after the registration date of the equity registration date of the shareholders' meeting of the HTC share absorption merger (including but not limited to being judicially compulsorily deducted, etc.), the number of shares entitled to the cash option shall be reduced accordingly; If the dissenting shareholders of HTC purchase shares after the registration date of the equity registration date of the shareholders' meeting of the HTC share absorption merger, the number of shares entitled to the cash option shall not increase, and such shares shall not enjoy the cash option.

The dissenting shareholders of HTC who hold the following shares are not entitled to exercise the cash option in respect of the shares they hold: (1) the shares of HTC with rights restrictions, such as shares that have been pledged or set with other third-party rights or restricted by laws and regulations such as judicial freeze; (2) its legal holder undertakes in writing to give up the shares of the cash option of the dissenting shareholders of HTC; and (3) other shares that are not subject to the exercise of the cash option under applicable law. The above-mentioned shares that are not entitled to claim the cash option will be converted into shares issued by Hirisun in accordance with the exchange ratio on the exchange date.

Dissenting shareholders of HTC who have submitted the shares of HTC as collateral for margin financing and securities lending transactions must transfer the shares of HTC from the credit guarantee account of the securities company to their ordinary securities account before the equity registration date of the cash option before they can exercise the cash option. Dissenting shareholders of HTC who have carried out the agreed repurchase securities transaction must complete the early repurchase procedures in a timely manner before the equity registration date of the cash option before exercising the cash option.

The relevant taxes and fees arising from the exercise of the cash option shall be borne by the dissenting shareholders of HTC exercising the cash option, the provider of the cash option and other entities shall bear the responsibility in accordance with the relevant laws, regulations, regulatory

authorities and the provisions of the securities registration and clearing 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 HTC cannot exercise the cash option, 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, HTC will separately announce the detailed arrangements for the cash option plan of HTC dissenting shareholders (including but not limited to the declaration, settlement and delivery of the cash option), and will disclose information in a timely manner in accordance with laws, regulations and the provisions of the Shenzhen Stock Exchange.

The proposal was adopted by 3 votes in favor, 0 votes objection and 0 votes waived.

#### **11. Transitional arrangements**

During the transition period, in order to achieve a smooth transition of business, if it is truly necessary, if either party needs the cooperation of the other party in the course of business development (including but not limited to providing relevant materials, issuing explanations, jointly reporting to the competent authorities, etc.), the other party shall actively cooperate in this regard.

During the Transition Period, the merging parties shall, and shall procure that each of their subsidiaries: (1) continue to operate independently in the ordinary course of business in accordance with past operational management and operating methods, and will not engage in any unusual transactions or incur any unusual debts; (2) to do its best to maintain all assets that make up the main business in good condition, and to maintain all good relationships with government authorities, customers, employees and other relevant parties; (3) Make, sort out and keep their respective documents and materials, and pay relevant taxes and fees in a timely manner.

During the transition period, either party to the merger shall take the initiative to respond to the reasonable requests of the other party and provide the other party with relevant assets, financial account books, meeting minutes, material claims and debts and other relevant documents in a timely manner. If it is truly necessary, if one party needs the cooperation of the other party in the course of business development (including but not limited to providing relevant materials, issuing explanations, jointly carrying out declarations to the competent authorities, etc.), the other party shall actively cooperate in this regard.

The proposal was adopted by 3 votes in favor, 0 votes objection and 0 votes waived.

#### **12. Arrangements for the transfer or delivery of the relevant assets involved in the Transaction**

##### **(1) Delivery conditions**

After the Stock-for-stock Merger agreement takes effect, the Stock-for-stock Merger will be closed on the closing date. The merging parties shall complete the delivery obligations agreed under the merger agreement on the delivery date and sign the asset delivery confirmation document.

##### **(2) Asset delivery**

Since the date of closing, the ownership of all assets of HTC (including but not limited to all properties, trademarks, patents, franchises, projects under construction and other assets) and the related rights, interests, liabilities and obligations shall be enjoyed and assumed by Hirisun. HTC agrees to assist Hirisun in handling the change procedures for the transfer of all stipulated properties of HTC (i.e., for any property, the law provides special procedures for the creation or transfer of

such property rights or rights related to such property, including but not limited to land, real estate, vehicles and vessels, trademarks, patents, etc.) from HTC to the name of Hirisun. If the formal transfer procedures cannot be performed due to the change of registration procedures and other reasons, it will not affect the rights and obligations of Hirisun to the above-mentioned assets.

After the completion of the merger, the equity of the subsidiary currently held by HTC belongs to the surviving company, and it is changed to a subsidiary of the surviving company. The subsidiary of HTC (if any) belongs to the surviving company and is registered as a subsidiary of the surviving company.

(3) Debt inheritance

Except for the debts that are repaid in advance based on the creditor's request for early repayment within the statutory time limit, all outstanding debts of the merger parties will be inherited by Hirisun after the closing date of the merger.

(4) Contract succession

After the closing date of the share exchange and absorption merger, the contract subject of the rights, obligations and rights and interests of HTC under all valid contracts/agreements signed by HTC is changed to Hirisun.

(5) Data handover

HTC shall hand over all its bank account information, reserved seals and all seals of HTC to Hirisun on the delivery date. HTC shall, from the date of delivery, hand over to Hirisun any and all documents that have a significant impact on its subsequent operations.

(6) Share transfer

On the date of the share exchange, Hirisun shall register the A shares issued to the shareholders of HTC as consideration for the merger to the shareholders of HTC. The shareholders of HTC have become shareholders of Hirisun since the date when the new shares are registered in their names.

The proposal was adopted by 3 votes in favor, 0 votes objection and 0 votes waived.

**13. Disposal of creditor's rights and debts involved in the Transaction**

Since the date of delivery, Hirisun has inherited and undertaken all the assets, liabilities, business, personnel, contracts, qualifications and all other rights and obligations of HTC.

Hirisun and HTC will perform the creditor notification and announcement procedures in accordance with the provisions of relevant laws and regulations, and will, according to the requirements of their respective creditors within the statutory time limit, in accordance with the provisions of relevant applicable laws and regulations, independently or urge third parties to repay their debts in advance or provide additional guarantees for their respective creditors. If the relevant creditors fail to claim early repayment or providing security from the merging parties within the aforesaid statutory period, the unpaid debts will be inherited by Hirisun after the closing date.

The proposal was adopted by 3 votes in favor, 0 votes objection and 0 votes waived.

**14. Employee placement**

After the completion of the share exchange and absorption merger, the management and employees of Hirisun will continue to retain their original jobs in accordance with the labor contract signed with Hirisun. All registered employees of HTC will be accepted by the surviving company and properly arranged. All rights and obligations of HTC as the employer of its existing employees will be enjoyed and assumed by Hirisun from the closing date.

As of now, the two parties of the consolidation merge have respectively convened a staff

representative congress or a staff congress to review and approve the employee placement plan involved in the merger.

Before the relevant shareholders' meetings to consider the merger, the two parties will hold a staff representative meeting or a staff meeting respectively to review the employee placement plan involved in the merger.

The proposal was adopted by 3 votes in favor, 0 votes objection and 0 votes waived.

#### **15. Arrangement for rolling over undistributed profits**

In addition to the profit distribution plan approved by the respective general shareholders' meetings of the two parties, the accumulated undistributed profits of Hirisun and HTC as of the implementation date of the share exchange shall be jointly enjoyed by the new and old shareholders of the surviving company according to their shareholding ratios.

The proposal was adopted by 3 votes in favor, 0 votes objection and 0 votes waived.

#### **16. Validity of the resolution**

The resolution of the Transaction is valid for 12 months from the date when the proposal is submitted and approved in the company's general shareholders' meeting. However, if the company obtains the documents agreed to be registered by the China Securities Regulatory Commission for the Transaction within the validity period, the validity period will be automatically extended to the completion date of the Transaction.

The proposal was adopted by 3 votes in favor, 0 votes objection and 0 votes waived.

### **III. Proposal on the Share Exchange and Absorption and Merger of Hangzhou Turbine Power Group Co., Ltd. Namely the Related Party Transaction Report(draft) by Hangzhou Hirisun Technology Incorporated and its Summary**

For the Transaction, the Company prepared the "Report on the Share Exchange and Absorption and Merger of Hangzhou Turbine Power Group Co., Ltd. Namely the Related Party Transaction(draft) by Hangzhou Hirisun Technology Incorporated and its Summary" in accordance with the requirements of relevant laws and regulations and normative documents such as the "Restructuring Administrative Measures" and the "Standards for the Content and Format of Information Disclosure of Companies Offering Securities to the Public No. 26 - Major Asset Restructuring of Listed Companies" and other relevant laws and normative documents.

For details, please refer to the "Report on the Share Exchange and Absorption and Merger of Hangzhou Turbine Power Group Co., Ltd. Namely the Related Party Transaction(draft) by Hangzhou Hirisun Technology Incorporated and its Summary " disclosed on the same day as this announcement on the Cninfo Information Network (<http://www.cninfo.com.cn>).

The proposal was adopted by 3 votes in favor, 0 votes objection and 0 votes waived.

#### **IV. Proposal on the Transaction Constituting a Major Asset Restructuring and Related Party Transaction**

According to the "Restructuring Administrative Measures", based on the 2024 audit reports of Hirisun and Hangzhou Turbine and the amount of this transaction, the Transaction as a whole constitutes a major asset restructuring.

According to the provisions of the Shenzhen Stock Exchange Stock Listing Rules on related parties and related party transactions, the Transaction constitutes a related transaction between the Company and Hirisun .

Based on the above, the Transaction as a whole constitutes a major asset restructuring and also constitutes a related transaction between the Company and Hirisun .

For details, please refer to the "Explanation of the Board of Directors on Whether the Transaction Constitutes a Material Asset Restructuring, Related Party Transaction and Restructuring and Listing" disclosed on the same day as this announcement on the Cninfo Information Network (<http://www.cninfo.com.cn>).

The proposal was adopted by 3 votes in favor, 0 votes objection and 0 votes waived.

#### **V. Proposal on the Transaction Expected to Be Constituted the Situation of Restructuring Listing of Article 13 of the Measures for the Administration of Major Asset Restructuring of Listed Companies**

Before the Transaction, the controlling shareholder of Hangzhou Turbine is Hangzhou Turbine Holdings Co., Ltd., and there has been no change of control in the past 36 months. After the completion of the Transaction, Hangzhou Turbine shall terminate its listing and cancel its legal personality.

Within 36 months prior to the Transaction, the controlling shareholder of Hirisun has been changed from Hangzhou Financial Investment Group Co., Ltd. to Hangzhou Capital. In February 2024, Hangzhou Financial Investment transferred all 99,830,000 shares (accounting for 29.80% of the total share capital of Hirisun ) held by it to Hangzhou Capital by free of charge. Up to now, Hangzhou Financial Investment no longer holds shares of Hirisun , and Hangzhou Capital holds 99,830,000 shares of Hirisun , accounting for 29.80% of the total share capital of Hirisun . The controlling shareholder of Hirisun was changed from Hangzhou Financial Investment to Hangzhou Capital. Based on the 2024 audit reports of Hirisun and Hangzhou Turbine, the relevant financial data of Hangzhou Turbine accounted for more than 100% of the corresponding financial data of Hirisun , which met the restructuring listing standards stipulated in Article 13 of the "Restructuring Management Measures". Therefore, the Transaction is expected to constitute a restructuring listing.

For details, please refer to the "Explanation of the Board of Directors on Whether the Transaction Constitutes a Material Asset Restructuring, Related Party Transaction and Restructuring and Listing" disclosed on the same day as this announcement on the CninfoInformation Network (<http://www.cninfo.com.cn>).

The proposal was adopted by 3 votes in favor, 0 votes objection and 0 votes waived.

**VI. Proposal on the Transaction Complying with Article 4 of the Regulatory Guidelines for Listed Companies No. 9 - Regulatory Requirements for Listed Companies for the Planning and Implementation of Major Asset Restructuring**

The board of directors of the Company conducted a prudent self-examination and demonstration on whether the Transaction complies with the provisions of Article 4 of the Regulatory Guidelines for Listed Companies No. 9 - Regulatory Requirements for the Planning and Implementation of Major Asset Restructuring by Listed Companies, and considered that the transaction meets the relevant provisions of Article 4 of the Regulatory Guidelines for Listed Companies No. 9 - Regulatory Requirements for Listed Companies to for the Planning and Implementation of Major Asset Restructuring.

For details, please refer to the "Explanation of the Board of Directors on the Transaction in Compliance with Article 4 of the Regulatory Guidelines for Listed Companies No. 9 - Regulatory Requirements for the Planning and Implementation of Major Asset Restructuring of Listed Companies disclosed on the same day as this announcement on the Cninfo Information Network (<http://www.cninfo.com.cn>).

The proposal was adopted by 3 votes in favor, 0 votes objection and 0 votes waived.

**VII. Proposal on Approving the Financial Reports Related to the Transaction**

For the purpose of this transaction, in accordance with the requirements of laws and regulations such as the Administrative Measures for Restructuring, the Standards for the Content and Format of Information Disclosure of Companies Offering Securities to the Public No. 26 - Material Asset Restructuring of Listed Companies, the board of directors approved the audit reports and financial Reports of Hangzhou Turbine Power Group Co., Ltd. from 2022 to 2024 issued by Pan-China Certified Public Accountants (LLP).

For details, please refer to the "Hangzhou Turbine Power Group Co., Ltd.'s Audit Reports and Financial Reports from 2022 to 2024" disclosed on the same day as this announcement on Cninfo Information Network (<http://www.cninfo.com.cn>).

The proposal was adopted by 3 votes in favor, 0 votes objection and 0 votes waived.

**VIII. Proposal on Confirming the Valuation Report of China Securities Co., Ltd. on Hangzhou Hirisun Technology Incorporated's Share Swap Absorption and Merger with Hangzhou Turbine Power Group Co., Ltd. Namely the Related Party Transaction**

For the purpose of this transaction, in accordance with the requirements of laws and regulations such as the Administrative Measures for Restructuring, the Standards for the Content and Format of Information Disclosure of Companies Offering Securities to the Public No. 26 - Material Asset

Restructuring of Listed Companies, the Board of Directors approved the Valuation Report of China Securities Co., Ltd. on Hangzhou Hirsun Technology Incorporated's Share Swap Absorption and Merger with Hangzhou Turbine Power Group Co., Ltd. Namely the Related Party Transaction.

For details, please refer to the "Valuation Report of China Securities Co., Ltd. on Hangzhou Hirsun Technology Incorporated's Share Swap Absorption and Merger with Hangzhou Turbine Power Group Co., Ltd. Namely the Related Party Transaction" disclosed on the Cninfo Information Network (<http://www.cninfo.com.cn>) on the same day as this announcement.

The proposal was adopted by 3 votes in favor, 0 votes objection and 0 votes waived.

**IX. Proposal on the Independence of Valuation Agency, the Reasonableness of Valuation Assumptions, the Relevance of Valuation Methods and Valuation Purposes, and the Fairness of Valuation Pricing**

The Company hired China Securities Co., Ltd. as the valuation agency for this transaction. In accordance with The Company Law, The Securities Law of the People's Republic of China, the Administrative Measures for Restructuring, the Standards for the Content and Format of Information Disclosure of Companies Offering Securities to the Public No. 26 - Material Asset Restructuring of Listed Companies, the Rules for the Listing of Stocks on the Shenzhen Stock Exchange and the Articles of Association of the Company, the Board of Directors considered that the valuation agency is independent, the valuation assumptions are reasonable, the valuation method is relevant to the purpose of valuation, the valuation pricing is fair, and the valuation conclusion is reasonable.

For details, please refer to the "Explanation of the Board of Directors on the Independence of Valuation Agency, the Reasonableness of Valuation Assumptions, the Relevance of Valuation Methods and Valuation Purposes, and the Fairness of Valuation Pricing" disclosed on the same day as this announcement on Cninfo Information Network (<http://www.cninfo.com.cn>).

The proposal was adopted by 3 votes in favor, 0 votes objection and 0 votes waived.

**X. The proposal on the Transaction conforming to the provisions of Article 11 of the Measures for the Administration of Major Asset Restructuring of Listed Companies**

The board of directors of the Company conducted a prudent self-examination and demonstration on whether the transaction conforming to the relevant provisions of Article 11 of the "Restructuring Management Measures", and considered that the Transaction is conforming to the provisions of

For details, please refer to the "Explanation of the Transaction conforming to the provisions of Article 11 of the Measures for the Administration of Major Asset Restructuring of Listed Companies" disclosed on the same day as this announcement on Cninfo Information Network (<http://www.cninfo.com.cn>).

The proposal was adopted by 3 votes in favor, 0 votes objection and 0 votes waived.

**XI. Proposal on the completeness and compliance of the legal procedures for the performance of the Transaction and the validity of the legal documents submitted**

The board of directors of the Company considered that the Transaction has fulfilled the necessary legal procedures up to the current stage, which complies with the provisions of relevant laws, regulations, normative documents and the Articles of Association, and the legal documents submitted to the Shenzhen Stock Exchange and other regulatory authorities on the Transaction are legal and valid.

For details, please refer to the "Explanation of the Board of Directors on the Completeness and Compliance of the Legal Procedures for the Execution of the Transaction and the Validity of the Legal Documents Submitted" disclosed on the Cninfo Information Network (<http://www.cninfo.com.cn>) on the same day as this announcement.

The proposal was adopted by 3 votes in favor, 0 votes objection and 0 votes waived.

**XII. "Proposal on the non-existence situation to the Article 12 of Regulatory Guidelines for Listed Companies No. 7-Supervision of Abnormal Stock Transactions Related to the Major Asset Restructuring of Listed Companies"**

The relevant parties involved in this transaction do not have the situation stipulated in Article 12 of the "Regulatory Guidelines for Listed Companies No. 7- Supervision of Abnormal Trading of Stocks Related to Major Asset Restructuring of Listed Companies", which prohibits them from participating in any major asset restructuring of listed companies, namely the merging parties and their controlling shareholders and actual controllers; the directors, supervisors, and senior management personnel of both merging parties, as well as the directors, supervisors, and senior management personnel of the controlling shareholders and actual controllers of both merging parties; and the intermediary agency and its handling personnel providing services for the Transaction have no such situation; There are no other entities involved in the Transaction that have been investigated or prosecuted for insider trading related to the Transaction. There have been no administrative penalties imposed by the China Securities Regulatory Commission or criminal responsibilities pursued by judicial authorities for insider trading related to major asset restructuring in the past 36 months.

In summary, there is no situation where the relevant parties of the Transaction are not allowed to participate in any major asset restructuring of listed companies in accordance with Article 12 of the "Regulatory Guidelines for Listed Companies No. 7- Supervision of Abnormal Trading of Stocks Related to Major Asset Restructuring of Listed Companies".

For details, please refer to the "Explanation of the non-existence situation to the Article 12 of Regulatory Guidelines for Listed Companies No. 7-Supervision of Abnormal Stock Transactions



Related to the Major Asset Restructuring of Listed Companies" disclosed on the CninfoInformation Network (<http://www.cninfo.com.cn>) on the same day as this announcement.

The proposal was adopted by 3 votes in favor, 0 votes objection and 0 votes waived.

**XIII. Proposal on the purchase and sale of assets by the listed company in the 12 months prior to the Transaction**

The board of directors of the Company considered that in the 12 months prior to the Transaction, the Company has not purchased or sold major assets as stipulated in the "Restructuring Management Measures", there is no asset purchase or sale related to the Transaction, and there is no situation that needs to be included in the cumulative calculation scope.

For details, please refer to the "Explanation of the purchase and sale of assets by the listed company in the 12 months prior to the Transaction " disclosed on the Cninfo Information Network (<http://www.cninfo.com.cn>) on the same day as this announcement.

The proposal was adopted by 3 votes in favor, 0 votes objection and 0 votes waived.

**XIV. Proposal on the Confidentiality Measures and Confidentiality System Adopted for the Transaction**

The board of directors of the Company considered that the Company has taken necessary and sufficient confidentiality measures in accordance with the provisions of relevant laws, regulations and normative documents in the Transaction, formulated a strict and effective confidentiality system, limited the scope of knowledge of relevant sensitive information, and strictly fulfilled the confidentiality obligation of the Transaction information before disclosure in accordance with the law.

For details, please refer to the "Explanation of the Confidentiality Measures and Confidentiality System Adopted for the Transaction " disclosed on the Cninfo Information Network (<http://www.cninfo.com.cn>) on the same day as this announcement.

The proposal was adopted by 3 votes in favor, 0 votes objection and 0 votes waived.

**XV. Proposal on explanation of whether there is a direct or indirect paid hiring of other third-party institutions or individuals in this transaction**

For the purpose of this transaction, the board of directors agreed to the "Explanation of whether there is a direct or indirect paid hiring of other third-party institutions or individuals in this transaction".

For details, please refer to the "Explanation of whether there is a direct or indirect paid hiring of other third-party institutions or individuals in this transaction " disclosed on the Cninfo Information

Network (<http://www.cninfo.com.cn>) on the same day as this announcement.

The proposal was adopted by 3 votes in favor, 0 votes objection and 0 votes waived.

This is hereby resolved.

**Documents for reference:**

1.Resolutions of the 12<sup>th</sup> meeting of the 9th Supervisory Board

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

April 26,2025