

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint 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 joint announcement.



山高新能源集團有限公司
SHANDONG HI-SPEED NEW ENERGY GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 01250)

SHANDONG HI-SPEED HOLDINGS GROUP LIMITED
山高控股集團有限公司

(incorporated in Bermuda with limited liability)

(Stock Code: 412)

JOINT ANNOUNCEMENT

CONNECTED TRANSACTIONS

GENERAL CONSTRUCTION CONTRACTS

GENERAL CONSTRUCTION CONTRACTS

General Construction Contract I

Each of the SHNE Board and the SDHG Board announces that on 4 January 2023 (after trading hours), Yangzhou Baoying, an indirect wholly owned subsidiary of SHNE and an indirect non-wholly owned subsidiary of SDHG, entered into the General Construction Contract I with China Power Construction Group and Shandong Luqiao, pursuant to which China Power Construction Group and Shandong Luqiao agreed to act as the Contractors for the Construction Work I at an aggregate contracting fee of RMB46,620,618.49 (inclusive of all taxes) (subject to adjustment in case of change in national tax policies).

General Construction Contract II

Each of the SHNE Board and the SDHG Board announces that on 4 January 2023 (after trading hours), Yangzhou Baoying, an indirect wholly owned subsidiary of SHNE and an indirect non-wholly owned subsidiary of SDHG, entered into the General Construction Contract II with China Power Construction Group and Shandong Luqiao, pursuant to which China Power Construction Group and Shandong Luqiao agreed to act as the Contractors for the Construction Work II at an aggregate contracting fee of RMB47,453,982.70 (inclusive of all taxes) (subject to adjustment in case of change in national tax policies).

LISTING RULES IMPLICATIONS

On 20 October 2022, various subsidiaries of each of SHNE and SDHG, as employers, entered into the October General Contractor Services Contracts with entities which are direct or indirect non-wholly owned subsidiaries of Shandong Hi-Speed Group as contractors. The transactions contemplated under the October General Contractor Services Contracts constituted connected transactions for both SHNE and SDHG pursuant to Chapter 14A of the Listing Rules and were aggregated pursuant to Rule 14A.81 of the Listing Rules. Details of the October General Contractor Services Contracts are set out in the October Announcement.

As at the date of this joint announcement, save for China Power Construction Group is an Independent Third Party, (i) Shandong Luqiao is an indirect non-wholly owned subsidiary of Shandong Hi-Speed Group; (ii) Shandong Hi-Speed Group through various entities owns an aggregate of approximately 43.44% of the issued share capital of SDHG and approximately 43.45% of the issued share capital of SHNE; and (iii) SHNE is an indirect non-wholly owned subsidiary of SDHG. Shandong Hi-Speed Group is therefore an indirect controlling shareholder and a connected person of each of SHNE and SDHG under Chapter 14A of the Listing Rules. Accordingly, Shandong Luqiao is an associate of Shandong Hi-Speed Group and therefore a connected person of each of SHNE and SDHG under Chapter 14A of the Listing Rules.

Yangzhou Baoying is an indirect wholly owned subsidiary of SHNE and an indirect non-wholly owned subsidiary of SDHG. Accordingly, each of the transactions contemplated under the General Construction Contract I and the General Construction Contract II constitutes a connected transaction for both SHNE and SDHG pursuant to Chapter 14A of the Listing Rules.

Pursuant to Rule 14A.81 of the Listing Rules, a series of connected transactions will be aggregated and treated as if they were one transaction if they were all entered into within a 12-month period or were otherwise related. Since (i) the General Construction Contracts and the October General Contractor Services Contracts are conducted by subsidiaries of each of SHNE and SDHG with entities which are direct or indirect non-wholly owned subsidiaries of Shandong Hi-Speed Group (save for China Power Construction Group, Shandong Yuantai and Shandong Shenghe which are Independent Third Parties); (ii) the General Construction Contracts and the October General Contractor Services Contracts were entered into within a 12-month period; and (iii) the transactions under the General Construction Contracts and the October General Contractor Services Contracts are of the same nature, the transactions under the General Construction Contracts and the October General Contractor Services Contracts shall be aggregated.

SHNE

As at the date of this joint announcement, as one or more of the applicable percentage ratios set out in the Listing Rules in respect of the transactions contemplated under General Construction Contracts when aggregated with the October General Contractor Services Contracts exceed 0.1% but are all less than 5% for SHNE, the entering into of the General Construction Contracts are subject to the reporting and announcement requirements but exempt from the circular (including independent financial advice) and independent shareholders' approval requirements under Chapter 14A of the Listing Rules for SHNE.

SDHG

As at the date of this joint announcement, as one or more of the applicable percentage ratios set out in the Listing Rules in respect of the transactions contemplated under the General Construction Contracts when aggregated with the October General Contractor Services Contracts exceed 0.1% but are all less than 5% for SDHG, the entering into of the General Construction Contracts are subject to the reporting and announcement requirements but exempt from the circular (including independent financial advice) and independent shareholders' approval requirements under Chapter 14A of the Listing Rules for SDHG.

GENERAL CONSTRUCTION CONTRACTS

General Construction Contract I

Each of the SHNE Board and the SDHG Board announces that on 4 January 2023 (after trading hours), Yangzhou Baoying, an indirect wholly owned subsidiary of SHNE and an indirect non-wholly owned subsidiary of SDHG, entered into the General Construction Contract I with China Power Construction Group and Shandong Luqiao, pursuant to which China Power Construction Group and Shandong Luqiao agreed to act as the Contractors for the Construction Work I at an aggregate contracting fee of RMB46,620,618.49 (inclusive of all taxes) (subject to adjustment in case of change in national tax policies).

The major terms of the General Construction Contract I are as follows:

Date

4 January 2023 (after trading hours)

Parties

- (i) Yangzhou Baoying (as employer);
- (ii) China Power Construction Group (as contractor); and
- (iii) Shandong Luqiao (as contractor).

Scope of services

The services in relation to the Construction Work I to be provided by the Contractors to Yangzhou Baoying include, *inter alia*, (i) procurement of equipment, transportation services, loading and unloading of equipment, storage, installation, testing and commissioning of the required parts, provision of special tools, technical services, design liaison and personnel training, etc.; (ii) responsible for all work subsequent to completion acceptance including equipment inspection, performance testing, quality supervision in relation to different parts and components, etc.; (iii) responsible for special declaration, implementation, evaluation and acceptance of the project; (iv) provision of all materials, spare parts, special tools, relevant technical information, landscape, vegetation restoration and other engineering work related to the project; (v) clearing of seedlings and ground attachments, demolition and relocation of lines and road interferences, construction and maintenance of new roads and other coordination work in the project site; (vi) responsible for rental of equipment yard, construction and regular maintenance of the equipment yard, as well as reclamation work in accordance with the relevant requirements under the construction master plan, materials and equipment receiving and unloading, storage and transfer work and equipment management; and (vii) completion of the work within the contracting scope according to the requirements under the China electric power quality engineering as well as cooperate with the general contracting unit of the booster station to declare, handle and coordinate all work related to the project.

The Contractors shall remedy any failures or defects during the 12-month warranty period of the Construction Work I under the General Construction Contract I.

Construction period

Expected construction commencement date: upon receipt of the formal notification from Yangzhou Baoying

Expected completion date: 30 December 2023

Contracting fee

The total contracting fee under the General Construction Contract I payable by Yangzhou Baoying to the Contractors is RMB46,620,618.49 (inclusive of all taxes) (subject to adjustment in case of change in national tax policies).

It is expected that the contracting fee under the General Construction Contract I will be funded by internal resources of the SHNE Group.

Payment terms

(i) Advance payment

After the signing of the General Construction Contract I, a deposit of the sum equals to 10% of the total contracting fee under the General Construction Contract I shall be payable within one month of the date of signing of the General Construction Contract I or no later than seven days prior to the construction commencement date.

(ii) Milestone Payment

Subject to the receipt and acceptance of the relevant supporting documents, Yangzhou Baoying shall pay the Contractors the remaining contracting fee, up to 97% of the construction and installation fees and other fees and a total of 90% of the expenses for equipment purchased and supplied by the Contractors, in stages based on the progress of the relevant work to be provided by the Contractors under the General Construction Contract I.

(iii) Quality Assurance Fund

After the first anniversary of the relevant construction warranty period, if there are no deficiencies with respect to the quality of the construction works undertaken by the Contractors under the General Construction Contract I, Yangzhou Baoying shall issue the certificate of end of warranty period.

The Contractors can apply for the payment by Yangzhou Baoying of the remaining outstanding contracting fee of up to 3% of the construction and installation fees and other fees and a total of 10% of the expenses for equipment purchased and supplied by the Contractors, which shall be payable within 28 business days after such application.

Performance Guarantee by the Contractors

Within 15 business days after the date of signing of the General Construction Contract I, the Contractors shall provide to Yangzhou Baoying an unconditional and irrevocable guarantee in an amount which equals to 10% of the total contracting fee, and shall be valid until the completion of the relevant examination and testing procedures.

General Construction Contract II

Each of the SHNE Board and the SDHG Board announces that on 4 January 2023 (after trading hours), Yangzhou Baoying, an indirect wholly owned subsidiary of SHNE and an indirect non-wholly owned subsidiary of SDHG, entered into the General Construction Contract II with China Power Construction Group and Shandong Luqiao, pursuant to which China Power Construction Group and Shandong Luqiao agreed to act as the Contractors for the Construction Work II at an aggregate contracting fee of RMB47,453,982.70 (inclusive of all taxes) (subject to adjustment in case of change in national tax policies).

The major terms of the General Construction Contract II are as follows:

Date

4 January 2023 (after trading hours)

Parties

- (i) Yangzhou Baoying (as employer);
- (ii) China Power Construction Group (as contractor) and
- (iii) Shandong Luqiao (as contractor).

Scope of services

The services in relation to the Construction Work II to be provided by the Contractors to Yangzhou Baoying include, *inter alia*, (i) procurement of equipment, transportation services, loading and unloading, storage and installation of equipment, provision of special tools and the relevant technical services, design coordination and personnel training, construction of various infrastructure and formations within the construction site, acceptance of water conservation engineering work and environmental protection engineering work, water and electricity supply engineering, construction of office and temporary living quarters, garbage disposal, performing relevant reliability and pre-acceptance testing procedures and purchase of insurances to insure against the risks associated with the project, third party liability and after-sales services during the relevant warranty period; (ii) System Accessing Engineering and Construction; (iii) complete all work involved in completion acceptance; (iv) responsible for all project-related special declaration, implementation, acceptance, performance testing, grid connection testing and interconnection testing within three months after completion of full grid connection; (v) provision of all materials, spare parts, special tools and relevant technical information and responsible for landscape, vegetation restoration and other engineering work related to the project; (vi) responsible for compensation of temporary construction land, clearing of seedlings and ground attachments, coordination of construction land, transportation channels and construction coordination, etc.; (vii) responsible for rental of equipment yard, construction and regular maintenance of the equipment yard, as well as reclamation work in accordance with the relevant requirements under the master plan, materials and equipment receiving and unloading, storage, transfer work as well as equipment management; and (viii) responsible for the declaration, coordination, processing, acceptance, re-inspection of the entire project.

The Contractors shall remedy any failures or defects during the 12-month warranty period of the Construction Work II under the General Construction Contract II.

Construction period

Expected construction commencement date: upon receipt of the formal notification from Yangzhou Baoying

Expected completion date: 30 December 2023

Contracting fee

The total contracting fee under the General Construction Contract II payable by Yangzhou Baoying to the Contractors is RMB47,453,982.70 (inclusive of all taxes) (subject to adjustment in case of change in national tax policies).

It is expected that the contracting fee under the General Construction Contract II will be funded by internal resources of the SHNE Group.

Payment terms

(i) Advance payment

After the signing of the General Construction Contract II, a deposit of the sum equals to 10% of the total contracting fee under the General Construction Contract II shall be payable within one month of the date of signing of the General Construction Contract II or no later than seven days prior to the construction commencement date.

(ii) Milestone Payment

Subject to the receipt and acceptance of the relevant supporting documents, Yangzhou Baoying shall pay the Contractors the remaining contracting fee, up to 97% of the construction and installation fees and other fees and a total of 90% of the expenses for equipment purchased and supplied by the Contractors, in stages based on the progress of the relevant work to be provided by the Contractors under the General Construction Contract II.

(iii) Quality Assurance Fund

After the first anniversary of the relevant construction warranty period, if there are no deficiencies with respect to the quality of the construction works undertaken by the Contractors under the General Construction Contract II, Yangzhou Baoying shall issue the certificate of end of warranty period.

The Contractors can apply for the payment by Yangzhou Baoying of the remaining outstanding contracting fee of up to 3% of the construction and installation fees and other fees and a total of 10% of the expenses for equipment purchased and supplied by the Contractors, which shall be payable within 28 business days after such application.

Performance Guarantee by the Contractors

Within 15 business days after the date of signing of the General Construction Contract II, the Contractors shall provide to Yangzhou Baoying an unconditional and irrevocable guarantee in an amount which equals to 10% of the total contracting fee, and shall be valid until the completion of the relevant examination and testing procedures.

APPROVAL BY THE SHNE BOARD AND THE SDHG BOARD

SHNE Board Approval

None of the SHNE Directors has any material interest in the General Construction Contracts and the transactions contemplated thereunder and no SHNE Director is required to abstain from voting on the relevant board resolutions. However, to avoid any potential conflict of interest, Mr. Wang Xiaodong, Mr. Zhu Jianbiao, Mr. Wang Wenbo and Ms. Liao Jianrong had voluntarily abstained from voting on the resolutions of the SHNE Board approving the General Construction Contracts and the transactions contemplated thereunder.

SDHG Board Approval

None of the SDHG Directors has any material interest in the General Construction Contracts and the transactions contemplated thereunder and no SDHG Director is required to abstain from voting on the relevant board resolutions. However, to avoid any potential conflict of interest, Mr. Wang Xiaodong, Mr. Liu Zhijie, Mr. Liu Yao, Mr. Liang Zhanhai and Mr. Wang Wenbo had voluntarily abstained from voting on the resolutions of the SDHG Board approving the General Construction Contracts and the transactions contemplated thereunder.

Save as disclosed above, no other SHNE Director or the SDHG Director had abstained from voting on the board resolution(s) at relevant board meetings approving the General Construction Contracts and the transactions contemplated thereunder.

REASONS FOR AND BENEFITS OF THE GENERAL CONSTRUCTION CONTRACTS AND BASIS OF CONSIDERATION

Reasons and Benefits

It has always been the aspiration of SHNE to promote the revolution in energy production and consumption as well as build a clean, low-carbon, safe and efficient energy system. The SDHG Group adhered to the concept of long-term value investment and continued to be optimistic about the positive development of China's economy. It actively integrates its business into the new development pattern in the clean energy field and actively promotes projects in this field which is strongly supported by the Chinese government under the 14th Five-Year Plan to achieve carbon dioxide emissions peak in 2030 and carbon neutrality in 2060. Each of SHNE and SDHG is of the view that implementation of the Project would promote the use of clean energy, provide a continuous supply of clean electricity through photovoltaic power generation, and to store the surplus electricity to improve energy conversion efficiency and reduce energy costs for local residents.

Basis of Consideration

The SHNE Group invited public tender for the Construction Work I and the Construction Work II. The SHNE Group selected China Power Construction Group and Shandong Luqiao as the tender winners for both Construction Work I and Construction Work II after conducting relevant evaluation procedures. Having taking into consideration of various factors, including but not limited to technical experience, professional qualifications, business reputation and project management abilities of all the tenderers, and total expected expenses, the advice from independent tender consultants and internal staff with solid industry experience, long established relationship between the SDHG Group and Shandong Hi-Speed Group and the project resources would be obtained with the assistance of Shandong Hi-Speed Group, the SHNE Board and the SDHG Board considered that the contractors selected are appropriate choices to carry out the relevant works under the General Construction Contracts. The total contracting fees under each of the General Construction Contract I and the General Construction Contract II was determined after arm's length negotiation between the parties on normal commercial terms with reference to, *inter alia*, (i) relevant services required by the SHNE Group and the SDHG Group, (ii) the relevant design, procurement and construction costs, (iii) the prevailing market price for the similar services, and (iv) the price of similar service contracts that the SHNE Group procured from other Independent Third Parties. The SHNE Board and the SDHG Board are of the view that the total contracting fees under each of the General Construction Contract I and the General Construction Contract II is fair and

reasonable, and is compatible to the prevailing rates or is at better terms than those procured by other project companies for comparable jobs in the market. The SHNE Directors and the SDHG Directors are of the view that the contracting fees under each of the General Construction Contract I and the General Construction Contract II and their respective terms are no less favourable to the SHNE Group and the SDHG Group than those available from Independent Third Parties.

Each of the SHNE Board and the SDHG Board (including their respective independent non-executive directors) is of the view that the General Construction Contracts are entered into in the ordinary and usual course of business and are on normal commercial terms or better, and the terms of which are fair and reasonable and in the interests of each of SHNE and SDHG and their respective shareholders as a whole.

INFORMATION OF THE PARTIES

SHNE and the SHNE Group

SHNE is a company incorporated in the Cayman Islands with limited liability and its shares are listed on the Main Board of the Stock Exchange (Stock Code: 1250). The principal activity of SHNE is investment holding. The SHNE Group is principally engaged in the investment, development, construction, operation and management of photovoltaic power businesses, wind power businesses and clean heat supply businesses in the PRC.

SDHG and the SDHG Group

SDHG is an investment holding company incorporated in Bermuda with limited liability and its shares are listed on the Main Board of the Stock Exchange (Stock Code: 412). The SDHG Group is principally engaged in industrial investment, standard investment business, non-standard investment business and licensed financial services.

Yangzhou Baoying

As at the date of this joint announcement, Yangzhou Baoying is directly wholly owned by Essense (Hong Kong) Limited, a direct wholly owned subsidiary of Vertex Win Holdings Limited which is in turn wholly owned by SHNE. It is principally engaged in solar power generation technology services and photovoltaic power generation equipment leasing.

China Power Construction Group

As at the date of this joint announcement, China Power Construction Group is directly wholly owned by Power Construction Corporation of China, Ltd, whose shares are listed on the Shanghai Stock Exchange (Stock Code: 601669) and is owned as to approximately 58.93% by 中國電力建設集團有限公司 (China Power Construction Group Limited*) which is in turn 100% controlled by the State Council of the PRC. It is a company established in the PRC and is principally engaged in construction engineering design and survey, road management and maintenance, power generation, supply and transmission business.

To the best knowledge, information and belief of the SHNE Directors and the SDHG Directors, after having made all reasonable enquiries, China Power Construction Group and its ultimate beneficial owners are Independent Third Parties.

Shandong Luqiao

As at the date of this joint announcement, Shandong Luqiao is a direct wholly owned subsidiary of SDHS Road&Bridge Group which is in turn directly and indirectly owned as to approximately 55.70% in aggregate by Shandong Hi-Speed Group, an indirect controlling shareholder of each of SHNE and SDHG. It was established in the PRC and is principally engaged in the sales of construction materials and machinery for construction projects, manufacturing and sales of cement products and concrete structure components, provision of testing and inspection services for highway and solid waste management services.

SDHS Road&Bridge Group

As at the date of this joint announcement, SDHS Road&Bridge Group is directly and indirectly owned as to approximately 55.70% in aggregate by Shandong Hi-Speed Group. It is a company established in the PRC with limited liability, the shares of which are listed on the Shenzhen Stock Exchange (Stock Code: 000498) and is principally engaged in road and bridge construction and relevant maintenance construction.

Shandong Hi-Speed Group

As at the date of this joint announcement, Shandong Hi-Speed Group is (i) directly and indirectly held as to 90% by the State-owned Assets Supervision and Administration Commission of Shandong Provincial Government; and (ii) directly held as to 10% by Shandong Provincial Council for Social Security Fund, a governmental institution set up by the 山東省人民政府 (Shandong Provincial People's Government*). Shandong Hi-Speed Group is an investment holding company in the infrastructure sector in Shandong Province with total assets of more than RMB1.2 trillion. It operates and manages nearly 8,000 kilometres of expressways and has invested in six publicly listed companies the shares of which are listed on the stock exchanges in Hong Kong, Shanghai and Shenzhen. It has been awarded domestic AAA-level and international A-level credit ratings. It has also been ranked as one of the "Top 500 Chinese Enterprises" for 15 consecutive years and it made its debut on the "Fortune 500" in 2022.

LISTING RULES IMPLICATIONS

On 20 October 2022, various subsidiaries of each of SHNE and SDHG, as employers, entered into the October General Contractor Services Contracts with entities which are direct or indirect non-wholly owned subsidiaries of Shandong Hi-Speed Group as contractors. The transactions contemplated under the October General Contractor Services Contracts constituted connected transactions for both SHNE and SDHG pursuant to Chapter 14A of the Listing Rules and were aggregated pursuant to Rule 14A.81 of the Listing Rules. Details of the October General Contractor Services Contracts are set out in the October Announcement.

As at the date of this joint announcement, save for China Power Construction Group is an Independent Third Party, (i) Shandong Luqiao is an indirect non-wholly owned subsidiary of Shandong Hi-Speed Group; (ii) Shandong Hi-Speed Group through various entities owns an aggregate of approximately 43.44% of the issued share capital of SDHG and approximately 43.45% of the issued share capital of SHNE; and (iii) SHNE is an indirect non-wholly owned subsidiary of SDHG. Shandong Hi-Speed Group is therefore an indirect controlling shareholder and a connected person of each of SHNE and SDHG under Chapter 14A of the Listing Rules. Accordingly, Shandong Luqiao is an associate of Shandong Hi-Speed Group and therefore a connected person of each of SHNE and SDHG under Chapter 14A of the Listing Rules.

Yangzhou Baoying is an indirect wholly owned subsidiary of SHNE and an indirect non-wholly owned subsidiary of SDHG. Accordingly, each of the transactions contemplated under the General Construction Contract I and the General Construction Contract II constitutes a connected transaction for both SHNE and SDHG pursuant to Chapter 14A of the Listing Rules.

Pursuant to Rule 14A.81 of the Listing Rules, a series of connected transactions will be aggregated and treated as if they were one transaction if they were all entered into within a 12-month period or were otherwise related. Since (i) the General Construction Contracts and the October General Contractor Services Contracts are conducted by subsidiaries of each of SHNE and SDHG with entities which are direct or indirect non-wholly owned subsidiaries of Shandong Hi-Speed Group (save for China Power Construction Group, Shandong Yuantai and Shandong Shenghe which are Independent Third Parties); (ii) the General Construction Contracts and the October General Contractor Services Contracts were entered into within a 12-month period and (iii) the transactions under the General Construction Contracts and the October General Contractor Services Contracts are of the same nature, the transactions under the General Construction Contracts and the October General Contractor Services Contracts shall be aggregated.

SHNE

As at the date of this joint announcement, as one or more of the applicable percentage ratios set out in the Listing Rules in respect of the transactions contemplated under General Construction Contracts when aggregated with the October General Contractor Services Contracts exceed 0.1% but are all less than 5% for SHNE, the entering into of the General Construction Contracts are subject to the reporting and announcement requirements but exempt from the circular (including independent financial advice) and independent shareholders' approval requirements under Chapter 14A of the Listing Rules for SHNE.

SDHG

As at the date of this joint announcement, as one or more of the applicable percentage ratios set out in the Listing Rules in respect of the transactions contemplated under General Construction Contracts when aggregated with the October General Contractor Services Contracts exceed 0.1% but are all less than 5% for SDHG, the entering into of the General Construction Contracts are subject to the reporting and announcement requirements but exempt from the circular (including independent financial advice) and independent shareholders' approval requirements under Chapter 14A of the Listing Rules for SDHG.

DEFINITIONS

In this joint announcement, unless the context otherwise requires, the following terms have the following meanings:

“associates”	has the meaning ascribed to it under the Listing Rules
“China Power Construction Group”	中國電建集團山東電力建設第一工程有限公司 (China Power Construction Group Shandong Electric Power Construction First Engineering Co., Ltd.*), a company established in the PRC with limited liability
“China Railway Long Construction”	中鐵隆工程集團有限公司 (China Railway Long Construction Group Limited*), a company established in the PRC with limited liability
“connected person(s)”	has the meaning as ascribed to it under the Listing Rules
“Construction Work I”	the construction of a 110kV step-up substation with four 35kV connection cables for a 70MW photovoltaic power plant for the Project
“Construction Work II”	construction of a 110kV step-up substation with one 110kV connection cable for a 70MW photovoltaic power plant for the Project

“Contractor(s)”	China Power Construction Group and Shandong Luqiao, being the contractors under the General Construction Contract I and General Construction Contract II
“controlling shareholder”	has the meaning as ascribed to it under the Listing Rules
“General Construction Contract I”	the procurement and construction (PC) contract dated 4 January 2023 entered into between Yangzhou Baoying (as employer) and China Power Construction Group and Shandong Luqiao (as contractors) in relation to the Construction Work I
“General Construction Contract II”	the procurement and construction (PC) contract dated 4 January 2023 entered into between Yangzhou Baoying (as employer) and China Power Construction Group and Shandong Luqiao (as contractors) in relation to the Construction Work II
“General Construction Contracts”	collectively General Construction Contract I and General Construction Contract II
“Independent Third Party(ies)”	person(s) or company(ies) which is/are independent of any member of the SHNE Group, the SDHG Group, the SHNE Directors, the SDHG Directors, the chief executives, the controlling shareholders, the substantial shareholders of each of SHNE and SDHG or their subsidiaries, and their respective associates
“JNHS New Energy Technology”	濟南山高新能源科技有限公司 (Jinan Shandong Hi-Speed New Energy Technology Co., Ltd.*), a company established in the PRC with limited liability and an indirect non-wholly owned subsidiary of each of SHNE and SDHG as at date of this joint announcement
“kV”	Kilo voltage

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“MW”	Megawatt
“October Announcement”	the joint announcement dated 20 October 2022 published by SHNE and SDHG in relation to the October General Contractor Services Contracts
“October Design Services Agreements”	(i) the design services framework agreement dated 20 October 2022 entered into among SHNE (Shandong), Shandong Transportation Planning and Design Institute and Shandong Shenghe; and (ii) the survey design agreement dated 20 October 2022 entered into among JNHS New Energy Technology, Shandong Transportation Planning and Design Institute and Shandong Shenghe
“October General Construction Contract I”	the general construction contract dated 20 October 2022 entered into among Wuxiang Beiqing, Zhonggong Wuda and China Railway Long Construction
“October General Construction Contract II”	the engineering, procurement, and construction (EPC) general construction contract dated 20 October 2022 entered into between Tibet Fuhua, and Shandong Luqiao
“October General Construction Contract III”	the procurement and construction (PC) general construction contract dated 20 October 2022 entered into among JNHS New Energy Technology, Shandong Luqiao and Shandong Yuantai
“October General Contractor Services Contracts”	collectively, the October General Construction Contract I, the October General Construction Contract II, the October General Construction Contract III and the October Design Services Agreements, details of which are set out in the October Announcement
“percentage ratios”	as defined in the Listing Rules

“PRC”	the People’s Republic of China
“Project”	a fishery, photovoltaic power storage project located in Zhudu Village (朱鬥村) and Hejia Village (何家村) area, Luduo Town (魯垛鎮), Baoying County (寶應縣), Yangzhou City (揚州市), Jiangsu Province (江蘇省) of the PRC
“RMB”	Renminbi, the lawful currency of the PRC
“SDHG”	Shandong Hi-Speed Holdings Group Limited (山高控股集團有限公司), a company incorporated in Bermuda with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 412)
“SDHG Board”	the board of directors of SDHG
“SDHG Directors”	the directors of SDHG
“SDHG Group”	SDHG and its subsidiaries
“SDHS Road&Bridge Group”	山東高速路橋集團股份有限公司 (Shandong Hi-Speed Road&Bridge Group Co., Ltd.*), a company established in the PRC with limited liability and the shares of which are listed on the Shenzhen Stock Exchange (Stock Code: 000498)
“Shandong Hi-Speed Group”	山東高速集團有限公司 (Shandong Hi-Speed Group Co., Ltd.*), a company established in the PRC with limited liability and an indirect controlling shareholder of each of SDHG and SHNE
“Shandong Luqiao”	山東省路橋集團有限公司 (Shandong Luqiao Group Co., Ltd.*), a company established in the PRC with limited liability

“Shandong Shenghe”	山東盛合電力工程設計有限公司 (Shandong Shenghe Electric Power Engineering Design Co., Ltd.*), a company established in the PRC with limited liability
“Shandong Transportation Planning and Design Institute”	山東省交通規劃設計院集團有限公司 (Shandong Transportation Planning and Design Institute Group Co., Ltd.*), a company established in the PRC with limited liability
“Shandong Yuantai”	山東源泰電力科技有限公司 (Shandong Yuantai Electric Power Technology Co., Ltd.*), a company established in the PRC with limited liability
“SHNE”	Shandong Hi-Speed New Energy Group Limited (山高新能源集團有限公司), a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1250)
“SHNE Board”	the board of directors of SHNE
“SHNE Directors”	the directors of SHNE
“SHNE Group”	SHNE and its subsidiaries
“SHNE (Shandong)”	山高新能源(山東)有限公司 (Shandong Hi-Speed New Energy Group Limited*) (formerly known as 北控清潔能源電力有限公司 (Beijing Enterprises Clean Energy Electricity Company Limited*)), a company established in the PRC with limited liability and an indirect non-wholly owned subsidiary of each of SHNE and SDHG as at date of this joint announcement
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“System Accessing Engineering and Construction”	system access engineering, design, supply and construction, commissioning testing and acceptance testing works and related services
“Tibet Fuhua”	西藏富樺能源科技有限公司 (Tibet Fuhua Energy Technology Co., Ltd.*), a company established in the PRC with limited liability, and an indirect non-wholly owned subsidiary of each of SHNE and SDHG as at date of this joint announcement
“Wuxiang Beiqing”	武鄉北清電力智慧能源有限公司 (Wuxiang Beiqing Electric Power Smart Energy Co., Ltd.*), a company established in the PRC with limited liability and an indirect non-wholly owned subsidiary of each of SHNE and SDHG as at date of this joint announcement
“Yangzhou Baoying”	揚州寶應北清光伏新能源有限公司 (Yangzhou Baoying Beiqing Photovoltaic New Energy Co., Ltd.*), a company established in the PRC with limited liability and an indirect wholly owned subsidiary of SHNE and an indirect non-wholly owned subsidiary of SDHG as at date of this joint announcement
“Zhonggong Wuda”	中工武大設計集團有限公司 (Zhonggong Wuda Design Group Limited*), a company established in the PRC with limited liability
“%”	per cent

By Order of the SHNE Board
**Shandong Hi-Speed New
Energy Group Limited**
Wang Xiaodong
Chairman

By Order of the SDHG Board
**Shandong Hi-Speed Holdings
Group Limited**
Wang Xiaodong
Chairman

Hong Kong, 4 January 2023

As at the date of this joint announcement, the SHNE Board comprises twelve Directors, namely Mr. Wang Xiaodong, Mr. Zhu Jianbiao, Mr. Wang Wenbo, Mr. Sun Qingwei, Ms. Liao Jianrong, Mr. Li Li, Mr. He Yongbing and Ms. Ai Yan as executive Directors; and Professor Shen Zuojun, Mr. Victor Huang, Mr. Yang Xiangliang and Mr. Chiu Kung Chik as independent non-executive Directors.

As at the date of this joint announcement, the SDHG Board comprises Mr. Wang Xiaodong, Mr. Zhu Jianbiao, Ms. Liao Jianrong, Mr. Liu Zhijie and Mr. Liu Yao as executive Directors; Mr. Liang Zhanhai, Mr. Chen Di and Mr. Wang Wenbo as non-executive Directors; and Mr. Guan Huanfei, Mr. Chan Wai Hei, Mr. Tan Yuexin and Mr. Jonathan Jun Yan as independent non-executive Directors.

** For identification purpose only*