

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

*This announcement is for information purposes only and does not constitute, and is not intended to be, an invitation or offer to acquire, purchase or subscribe for, or offer to sell or a solicitation of any offer to buy securities in Hong Kong, the PRC or elsewhere.*



## **Tsaker New Energy Tech Co., Limited**

**彩客新能源科技有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1986)**

### **COMPLETION OF DISCLOSEABLE TRANSACTIONS OF DEEMED DISPOSALS OF EQUITY INTEREST IN A SUBSIDIARY PURSUANT TO THE PROPOSED SPIN-OFF**

#### **COMPLETION OF THE FIRST ROUND CAPITAL INCREASE**

References are made to (i) the announcement of the Company dated 17 October 2022 in relation to the proposed spin-off of the Shandong TNM Group, (ii) the announcement of the Company dated 10 March 2023 in relation to the First Batch of First Round Capital Increase, and (iii) the announcement of the Company dated 17 April 2023 in relation to the Second Batch of First Round Capital Increase which, together with the First Batch of First Round Capital Increase, both constituted deemed disposals of the Company's equity interests in Shandong TNM by the Company (collectively, the "**Announcements**"). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

The Board is pleased to announce that, as of 26 May 2023, all conditions precedent under the First Batch of First Round Capital Increase Agreement and the Second Batch of First Round Capital Increase Agreement have been fulfilled, and payment of the cash consideration of both batches of the First Round Capital Increase by the First Round Independent Investors to Shandong TNM has been completed (the "**First Round Completion**"). Upon the First Round Completion, the Company's interest in Shandong TNM is approximately 90.16%, and hence Shandong TNM continues to be an indirect non-wholly owned subsidiary of the Company, and the financial results of the Shandong TNM Group continues to be consolidated in the consolidated financial statements of the Group. As the First Round Capital Increase has not resulted in loss of the Group's control over the Shandong TNM Group, any deemed disposal as a result of the First Round Capital Increase will be accounted for as an equity transaction that will not result in the recognition of any gain or loss in profit or loss by the Group.

The shareholding structure of Shandong TNM immediately after the First Round Completion is set out below:

	Immediately before completion of capital increase by any First Round Independent Investors		Immediately after the First Round Completion	
	Registered capital of Shandong TNM (RMB)	Approximate equity interest in the registered capital of Shandong TNM (%)	Registered capital of Shandong TNM (RMB)	Approximate equity interest in the registered capital of Shandong TNM (as enlarged by the First Round Capital Increase) (%)
<b>Tsaker Huayu</b>	<b>250,000,000</b>	<b>100.00%</b>	<b>250,000,000</b>	<b>90.16%</b>
<b>First Batch of First Round</b>				
<b>Independent Investors</b>	—	—	<b>17,738,093</b>	<b>6.40%</b>
Xinchuang Future	—	—	4,285,714	1.55%
Anyida	—	—	2,380,952	0.86%
Hebei Industrial Investment <sup>(i)</sup>	—	—	2,380,952	0.86%
Guochuang Future	—	—	2,380,952	0.86%
Zhongdian CICC	—	—	1,785,714	0.64%
Shunheng Wotai	—	—	1,190,476	0.43%
Xingaodi Capital	—	—	1,190,476	0.43%
Hainan Zhiming (i.e., the Employee Shareholding Platform)	—	—	2,142,857	0.77%
<b>Second Batch of First Round</b>				
<b>Independent Investors</b>	—	—	<b>9,523,810</b>	<b>3.44%</b>
Sinopec Capital	—	—	5,952,381	2.15%
Shuangchuang Fund	—	—	3,571,429	1.29%
<b>Total</b>	<b>250,000,000</b>	<b>100.00%</b>	<b>277,261,903</b>	<b>100.00%</b>

Notes:

- (i) The equity interest of Hebei Industrial Investment in Shandong TNM is held via Hebei Industrial Investment New Energy Development Centre (Limited Partnership)\* (河北產投新能源發展中心(有限合夥)) (“**Hebei Industrial Investment New Energy LP**”). Pursuant to the terms of the First Batch of First Round Capital Increase Agreement, Hebei Industrial Investment may designate other entities to hold actual interest in its capital increase in Shandong TNM. Based on publicly available information and to the best of the Directors’ knowledge, information and belief, the general partner of Hebei Industrial Investment New Energy LP is Beijing Qijian Private Equity Fund Management Co., Ltd.\* (北京騏健私募基金管理有限公司) (“**Beijing Qijian**”), with a capital contribution of 50%, and the sole limited partner of Hebei Industrial Investment New Energy LP is Hebei Industrial Investment Guidance Fund Management Co., Ltd.\* (河北產業投資引導基金管理有限公司) (“**Hebei Industrial Investment Fund Management**”), with a capital contribution of 50%; Beijing Qijian is an indirect wholly-owned subsidiary of Hebei Industrial Investment Fund Management; Hebei Industrial Investment Fund Management is the general partner of Hebei Industrial Investment, and the approximate shareholding of each shareholder of Hebei Industrial Investment Fund Management is as follows:

**Name of shareholders****Shareholding**

Hebei Province Jicai Industrial Guidance Equity Investment Fund Co., Ltd.* <sup>^</sup> (河北省冀財產業引導股權投資基金有限公司)	30%
Tangshan City Development Group Co., Ltd.* (唐山市城市發展集團有限公司)	19%
Rongsheng (Tianjin) Investment Management Co., Ltd.* (融晟(天津)投資管理有限公司)	15%
China Mobile Capital Holding Co., Ltd.* (中移資本控股有限責任公司)	10%
Hesteel Group Investment Holding Co., Ltd.* (河鋼集團投資控股有限公司)	8%
Shenzhen Capital Group Co., Ltd.* (深圳市創新投資集團有限公司)	5%
CSPC-NBP Pharmaceutical Co., Ltd.* (石藥集團恩必普藥業有限公司)	2.6%
Xin'ao Capital Management Co., Ltd.* (新奧資本管理有限公司)	2.6%
China Fortune (Beijing) Equity Investment Management Co., Ltd.* (華夏幸福(北京)股權投資管理有限公司)	2.6%
Tus Industry Investment Management (Tianjin) Co., Ltd.* (啟迪創業投資管理(天津)有限公司)	2.6%
Shanghai Steady Stone Management Centre (General Partnership)* (上海穩實投資管理中心(普通合夥))	2.6%

<sup>^</sup> A state-owned enterprise under the Hebei Provincial Department of Finance

To the best of the Directors' knowledge, information and belief, and having made all reasonable enquiries, (i) Hebei Industrial Investment and Hebei Industrial Investment New Energy LP are independent of the other First Round Independent Investors, and (ii) Hebei Industrial Investment New Energy LP and its ultimate beneficial owner are third parties independent of the Company and its connected persons.

- (ii) The amount of registered capital acquired by the First Round Independent Investors is rounded to the nearest one RMB, and the approximate percentages of the equity interest of each shareholder in the registered capital of Shandong TNM are rounded to the nearest two decimal places.

By Order of the Board  
**Tsaker New Energy Tech Co., Limited**  
**GE Yi**  
 Chairman

Beijing, the PRC, 26 May 2023

As at the date of this announcement, the Board comprises Mr. GE Yi (Chairman), Mr. BAI Kun and Ms. ZHANG Nan as executive Directors, Mr. FONTAINE Alain Vincent and Mr. PAN Deyuan as non-executive Directors and Mr. HO Kenneth Kai Chung, Mr. ZHU Lin and Mr. YU Miao as independent non-executive Directors.

\* For identification purposes only