

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.



慧居科技

Wise Living Technology Co., Ltd

慧居科技股份有限公司

(A joint stock limited liability company incorporated in the People's Republic of China)

(Stock Code: 2481)

RENEWAL OF CONTINUING CONNECTED TRANSACTION

INTRODUCTION

Reference is made to the announcement of the Company dated 27 March 2025 in relation to the entering into of the 2024 Annual Master Agreement by the Company and Shuangliang Eco-Energy for a term commencing upon approval by the respective authorised bodies (board of directors or the shareholders' meeting) of both Parties (whichever is later) and shall remain in effect until the conclusion of the next annual review by the respective authorised bodies (board of directors or the shareholders' meeting) of both Parties following the approval of the 2024 Annual Master Agreement (whichever is later). The Board is pleased to announce that, on 22 May 2025, the Company and Shuangliang Eco-Energy have entered into the 2025 Annual Master Agreement for a term from 22 May 2025 to 31 December 2025.

LISTING RULES IMPLICATIONS

As at the date of this announcement, Mr. Miao Shuangda (one of the controlling shareholders of the Company) and his associates, both directly and indirectly and individually and collectively, hold approximately 46.01% equity interest in Shuangliang Eco-Energy. Therefore, Shuangliang Eco-Energy is a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the entering into of the 2025 Annual Master Agreement with Shuangliang Eco-Energy and the transactions contemplated thereunder constitute continuing connected transaction of the Company under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio in respect of the proposed annual caps under the 2025 Annual Master Agreement exceeds 0.1% but is less than 5%, the 2025 Annual Master Agreement and the transactions contemplated thereunder are subject to the reporting, annual review, announcement and Shareholders' approval requirements under Chapter 14A of the Listing Rules.

As at the date of this announcement, Mr. Miao Wenbin, being the chairman of the board of directors of Shuangliang Eco-Energy and Mr. Ma Fulin, being a shareholder of Shuangliang Eco-Energy are considered to have material interest in the 2025 Annual Master Agreement and the transactions contemplated thereunder and have abstained from voting on the Board resolutions approving the abovementioned transactions. Save as disclosed above, no other Director has a material interest in the 2025 Annual Master Agreement and the transactions contemplated thereunder and has abstained from voting on the Board resolutions approving the abovementioned transactions.

INTRODUCTION

Reference is made to the announcement of the Company dated 27 March 2025 in relation to the entering into of the 2024 Annual Master Agreement by the Company and Shuangliang Eco-Energy for a term commencing upon approval by the respective authorised bodies (board of directors or the shareholders' meeting) of both Parties (whichever is later) and shall remain in effect until the conclusion of the next annual review by the respective authorised bodies (board of directors or the shareholders' meeting) of both Parties following the approval of the 2024 Annual Master Agreement (whichever is later). The Board is pleased to announce that, on 22 May 2025, the Company and Shuangliang Eco-Energy have entered into the 2025 Annual Master Agreement for a term from 22 May 2025 to 31 December 2025.

RENEWAL OF THE CONTINUING CONNECTED TRANSACTION

2025 Annual Master Agreement

Set out below are the principal terms of the 2025 Annual Master Agreement:

Date: 22 May 2025

Parties:

- (a) the Company (on its own and on behalf of its subsidiaries); and
- (b) Shuangliang Eco-Energy (on its own and on behalf of its subsidiaries)

Subject matter: Pursuant to the 2025 Annual Master Agreement, the Company and/or the subsidiaries of the Company shall purchase heat services-related equipment, devices and materials (with related supporting services) and/or add-on services in relation to heat services-related equipment, devices and materials (such as equipment modification, maintenance and safety monitoring)

Term: The 2025 Annual Master Agreement is for a term from 22 May 2025 to 31 December 2025. The Company will duly consider the need of procurement of heat services-related equipment, devices and materials (with related supporting services) and related add-on services and enter into a new agreement upon expiry of the 2025 Annual Master Agreement

Pricing: The purchase price for each individual purchase order and/or the service fee for each request shall be determined after arm's length negotiations between Shuangliang Eco-Energy Group and the Company from time to time with reference to the then prevailing market price, quality and logistics capacity of similar products or services in the market by way of independent third-party quotation. However, under the same conditions, the purchase price shall not be higher than the price at which the Company and/or its subsidiaries purchase equivalent services from independent third parties

Reasons for Entering Into the 2025 Annual Master Agreement

For conducting the business of the Group, the Group procured heat service-related equipment, such as pipes, heat exchangers and heat pumps. Shuangliang Eco-Energy Group has supplied heat services related equipment, devices and materials (with related supporting services) and provided add-on services in relation to heat services-related equipment, devices and materials to the Group since 2014.

Taking into account (i) Shuangliang Eco-Energy is a company established in 1995 and listed on the Shanghai Stock Exchange and has been supplying heat service-related equipment for some time; (ii) Shuangliang Eco-Energy Group is capable of supplying equipment, devices, materials and services required by the Group; (iii) Shuangliang Eco-Energy Group was able to meet the requirements of the Group on a timely basis with a price that the Group considered relatively competitive, the Directors consider that entering into the 2025 Annual Master Agreement with Shuangliang Eco-Energy (on its own and on behalf of its subsidiaries) would allow the Group to maintain a stable supply of heat services-related equipment, devices and materials (with related supporting services) as well as related add-on services required for the business of the Group.

Further, the Directors (including the independent non-executive Directors) are of the opinion that the terms of the 2025 Annual Master Agreement are fair and reasonable, on normal commercial terms or better and in the interest of the Group and the Shareholders as a whole.

Historical Transaction Amounts

For the three years ended 31 December 2022, 2023 and 2024, the transaction amounts with Shuangliang Eco-Energy Group were as follows:

Nature of transactions	For the year ended 31 December		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
• Purchase of heat services-related equipment, devices and material (with related supporting services)	11,683	9,124	7,056
• Add-on services in relation to heat services-related equipment, devices and material	2,231	3,170	—

Annual Cap and Basis of Determination

Pursuant to the 2025 Annual Master Agreement, the proposed annual caps for (i) purchase of heat services-related equipment, devices and material (with related supporting services) is RMB20,500,000; and (ii) add-on services in relation to heat services-related equipment, devices and materials to the Group is RMB1,000,000.

The proposed annual caps under the 2025 Annual Master Agreement was determined with reference to: (i) the historical transaction amounts for the three years ended 31 December 2024; (ii) the expected demand for heat services-related equipment, devices, and materials (with related supporting services), and/or add-on services in relation to heat services-related equipment, devices and materials of the Group in Taiyuan City, Xi County and Hulunbuir City; and (iii) the prevailing market price for similar products/services in the market.

Information of the Parties to the 2025 Annual Master Agreement

The Group

The Group is principally engaged in the provision of heat services to residential and non-residential heat service customers under concession rights. In addition to the provision of heat services, the Group also provides heat-related (i) engineering construction services; and (ii) EMC services.

Shuangliang Eco-Energy

Shuangliang Eco-Energy is a joint stock limited liability company incorporated in the PRC and listed on the Shanghai Stock Exchange (stock code: 600481.SH), which is principally engaged in the manufacturing and sales of products of (i) energy-saving and water-saving systems; and (ii) new energy systems (新能源系統). Mr. Miao Shuangda (one of the controlling shareholders of the Company) and his associates, both directly and indirectly and individually and collectively, hold approximately 46.01% equity interest in Shuangliang Eco-Energy. Therefore, Shuangliang Eco-Energy is a connected person of the Company under Chapter 14A of the Listing Rules. During the three years ended 31 December 2024, Shuangliang Eco-Energy Group had mainly supplied us with equipment for heat service.

LISTING RULES IMPLICATIONS

As at the date of this announcement, Mr. Miao Shuangda (one of the controlling shareholders of the Company) and his associates, both directly and indirectly and individually and collectively, hold approximately 46.01% equity interest in Shuangliang Eco-Energy. Therefore, Shuangliang Eco-Energy is a connected person of the Company under Chapter 14A of the Listing Rules. Accordingly, the entering into of the 2025 Annual Master Agreement with Shuangliang Eco-Energy and the transactions contemplated thereunder constitute continuing connected transaction of the Company under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio in respect of the proposed annual caps under the 2025 Annual Master Agreement exceeds 0.1% but is less than 5%, the 2025 Annual Master Agreement and the transactions contemplated thereunder are subject to the reporting, annual review, announcement and Shareholders' approval requirements under Chapter 14A of the Listing Rules.

As at the date of this announcement, Mr. Miao Wenbin, being the chairman of the board of directors of Shuangliang Eco-Energy and Mr. Ma Fulin, being a shareholder of Shuangliang Eco-Energy are considered to have material interest in the 2025 Annual Master Agreement and the transactions contemplated thereunder and have abstained from voting on the Board resolutions approving the abovementioned transactions. Save as disclosed above, no other Director has a material interest in the 2025 Annual Master Agreement and the transactions contemplated thereunder and has abstained from voting on the Board resolutions approving the abovementioned transactions.

INTERNAL CONTROLS FOR THE CONTINUING CONNECTED TRANSACTION

The Company has adopted the following measures to monitor the transactions under the 2025 Annual Master Agreement to ensure that the pricing and other contractual terms of the 2025 Annual Master Agreement are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole:

- (1) the purchase price for each individual purchase order and/or the service fee for each request is determined after arm's length negotiations between Shuangliang Eco-Energy Group and the Company from time to time with reference to the then prevailing market price, quality and logistics capacity of similar products or services in the market by way of independent third-party quotation;
- (2) the relevant business department of the Company will keep monitoring industry practices and market trends on a regular basis to ensure that the terms of the 2025 Annual Master Agreement, the purchase price for each individual purchase order and the service fee for each request are either equivalent to or better than the prevailing market price. In the event that the relevant business department consider adjustment to the pricing policy or mechanism is required, they shall make amendment proposals with detailed reasons and supporting materials for the management of the Company to consider and determine appropriate actions to be taken;
- (3) the Company's external auditors will conduct an annual review on the pricing and the annual caps of the continuing connected transactions under the 2025 Annual Master Agreement;
- (4) the audit committee of the Company will conduct an annual review of the continuing connected transactions contemplated under the 2025 Annual Master Agreement; and
- (5) the independent non-executive Directors will conduct an annual review of the continuing connected transactions contemplated under the 2025 Annual Master Agreement.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms or expressions shall have the following meanings:

“2024 Annual Master Agreement”	the agreement entered into between the Company (on its own and on behalf of its subsidiaries) and Shuangliang Eco-Energy (on its own and on behalf of its subsidiaries) on 26 April 2024 in relation to the purchase of heat services-related equipment, devices and materials (with related supporting services) and/or add-on services in relation to heat services-related equipment, devices and materials (such as equipment modification, maintenance and safety monitoring)
“2025 Annual Master Agreement”	the agreement entered into between the Company (on its own and on behalf of its subsidiaries) and Shuangliang Eco-Energy (on its own and on behalf of its subsidiaries) on 22 May 2025 in relation to the purchase of heat services-related equipment, devices and materials (with related supporting services) and/or add-on services in relation to heat services-related equipment, devices and materials (such as equipment modification, maintenance and safety monitoring)
“Board”	the board of directors of the Company
“Company”	Wise Living Technology Co., Ltd (慧居科技股份有限公司) (stock code: 2481), a company with limited liability established in the PRC on 3 September 2010 and converted into a joint stock company with limited liability on 29 December 2015
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“EMC”	energy-conservation service contract

“Group”	the Company and its subsidiaries
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Parties”	the Company and Shuangliang Eco-Energy
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	shareholders of the Company
“Shuangliang Eco-Energy”	Shuangliang Eco-Energy Systems Co., Ltd* (雙良節能系統股份有限公司), a joint stock company with limited liability established in the PRC on 5 October 1995 and listed on Shanghai Stock Exchange (stock code: 600481.SH) which is a connected person of the Company
“Shuangliang Eco-Energy Group”	Shuangliang Eco-Energy and its subsidiaries from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“%”	per cent

* For identification purpose only

By Order of the Board
Wise Living Technology Co., Ltd
LI Baoshan
Chairman and Executive Director

Hong Kong, 22 May 2025

As at the date of this announcement, the Board comprises Mr. Li Baoshan, Mr. Liu Zhigang and Mr. Luo Wei as executive Directors, Mr. Miao Wenbin, Mr. Ma Fulin and Ms. Xu Lijie as non-executive Directors, and Mr. Cheung Ho Kong, Dr. Tse Hiu Tung, Sheldon and Dr. Zhu Qing as independent non-executive Directors.