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## 中電控股有限公司

### CLP Holdings Limited

(incorporated in Hong Kong with limited liability)

(Stock Code: 00002)

## Continuing Connected Transactions

### Summary and highlights

- CLP Group's power purchase agreements ("PPAs") for Huaiji hydro, Sandu wind and Bobai wind projects have recently been renewed or entered into with the CSG Group (i.e. China Southern Power Grid Co., Ltd. and its subsidiaries). These agreements constitute continuing connected transactions ("CCTs") for CLP Holdings as the CSG Group is a connected person of CLP Holdings (at the subsidiary level).
- Upon the renewal or entry of these agreements, and when aggregated with other related CCTs for power sales renewed or entered into with the CSG Group during 2024, the projected Annual Aggregate Cap for all of these Transactions is expected to be more than 1% but less than 5% of the relevant Listing Rules percentage ratios, thereby triggering the requirement to make this announcement, as well as the annual review requirements under the Listing Rules.
- This announcement sets out, amongst other things, the following details concerning the Transactions: the background and the reasons for entering into the Transactions; the historical transaction values (where applicable); and the project caps and how these were determined.

### 1. CCTs BETWEEN THE CLP GROUP AND THE CSG GROUP

The Company last made an announcement in relation to the ongoing CCTs between the CLP Group and the CSG Group in the 2024 Announcement.

Since the publication of the 2024 Announcement, a number of CCTs have been entered into including: (a) some of the CCTs disclosed in the 2024 Announcement which have been renewed; (b) transactions

for a new project (i.e. Bobai wind project) and new agreements for existing projects which constitute CCTs have been entered into - these mainly relate to some high voltage electricity supply contracts for existing projects of the CLP Group in Mainland China; and (c) various existing project companies in Mainland China have continued to conduct Power Exchange Sales involving the sales of electricity alone or bundled with green electricity certificates. These CCTs have been aggregated for Listing Rules purposes on the basis that these are agreements where, in principle, the CLP Group sells electricity to the CSG Group or are agreements associated with such sales, in the case of the Power Exchange Sales, they have been aggregated because the CSG Group assumes the settlement risk for the electricity sales made by the CLP Group.

As a result of the renewal or the entering into the PPAs for Huaiji hydro, Sandu wind and Bobai wind projects and when aggregated with the relevant CCTs with the CSG Group entered into during 2024, the relevant percentage ratios under the Listing Rules in respect of the projected Annual Aggregate Cap were more than 1% but less than 5%, thereby triggering this announcement obligation.

All of the above agreements for the Transactions were conducted in the ordinary and usual course of business of the CLP Group and their principal terms are summarised in Table A below:

**Table A – Details of the Transactions**

	<b>Name, date and current term of the agreement</b>	<b>Transaction party within the CLP Group</b>	<b>Transaction party within the CSG Group</b>	<b>Start date of current contractual arrangement (see Note (a))</b>	<b>Nature and description of the transaction</b>	<b>Basis for determining the consideration</b>
<b>1.</b>	<b>CLP Power electricity sales to Mainland China</b>					
1.1	Energy Economy Interchange Agreement  Date: 27 December 2023  Term: From 1 January 2024 to 31 December 2026	CLP Power	CSG-GPG	25 December 2015	Economic interchange of electricity from, on the one side, CLP Power to CSG-GPG and, on the other, from CSG-GPG to CLP Power, depending on which party is affected by an emergency incident resulting in interruption of normal electricity supply to its customers. The potential sale of electricity by CLP Power to CSG-GPG falls to be aggregated with the Transactions.	The consideration will, under circumstances prescribed in the agreement, be settled either by cash payment or by CSG-GPG's supply of such volume of water to Guangzhou Pumped Storage Power Station (for which the CLP Group has contractual rights to use 50% of Phase I of the power station (600MW)) for the generation of electricity equivalent to the volume supplied by CLP Power.  For the energy transfer settled by cash payment, it is based on the number of kWh sold multiplied by an arm's length tariff (unit rate of energy transfer) agreed between the parties. In addition, under the standby capacity support, the consideration settled by cash payment is based on the capacity (MW) and hours requested to standby multiplied by an arm's length tariff (standby charges) agreed between the parties. The unit rate of energy transfer and standby charges are determined after taking into account the available market information and the relevant cost.

	<b>Name, date and current term of the agreement</b>	<b>Transaction party within the CLP Group</b>	<b>Transaction party within the CSG Group</b>	<b>Start date of current contractual arrangement (see Note (a))</b>	<b>Nature and description of the transaction</b>	<b>Basis for determining the consideration</b>
<b>2.</b>	<b>Huaiji hydro project</b>					
2.1	Zelian Hydro Station PPA (see Note (b))  Date: 17 June 2024  Term: From 31 May 2024 to 31 May 2025 (automatically renewable - see Note (c))	Guangdong Huaiji Xinlian Hydro-electric Power Company Limited, a subsidiary of the CLP-GHX	Zhaoqing Power Bureau of CSG-GPG, a subsidiary of CSG ("CSG-ZPB")	23 July 2009	CLP-GHX sells electricity to CSG-ZPB.	Payment is based on the number of kWh sold multiplied by a tariff pre-determined by the Zhaoqing Development and Reform Commission ("Zhaoqing DRC"). This tariff is published at the Zhaoqing DRC Document ZhaoJia [2012] No. 67, supplemented by the Guangdong Provincial Development and Reform Commission ("Guangdong PDRC") Document YueJia [2013] No. 177, and is updated from time to time.
2.2	Longzhongtan Hydro Station PPA (see Note (b))  Date: 17 June 2024  Term: From 31 May 2024 to 31 May 2025 (automatically renewable – see Note (c))	CLP-GHX	CSG-ZPB	23 July 2009	As in item 2.1 above	As in item 2.1 above
2.3	Jiaoping Hydro Station PPA (see Note (b))  Date: 17 June 2024  Term: From 31 May 2024 to 31 May 2025 (automatically renewable – see Note (c))	CLP-GHX	CSG-ZPB	23 July 2009	CLP-GHX sells electricity to CSG-ZPB which delegated the role of settlement to Zhaoqing Huaiji Power Bureau ("CSG-ZHPB"), another subsidiary of CSG.	As in item 2.1 above
2.4	Xiazhu Hydro Station PPA (see Note (b))  Date: 17 June 2024  Term: From 31 May 2024 to 31 May 2025 (automatically renewable – see Note (c))	CLP-GHX	CSG-ZPB	23 July 2009	As in item 2.3 above	As in item 2.1 above

	<b>Name, date and current term of the agreement</b>	<b>Transaction party within the CLP Group</b>	<b>Transaction party within the CSG Group</b>	<b>Start date of current contractual arrangement (see Note (a))</b>	<b>Nature and description of the transaction</b>	<b>Basis for determining the consideration</b>
2.5	<p>Shuixia Hydro Station PPA (see Note (b))</p> <p>Date: 17 June 2024</p> <p>Term: From 31 May 2024 to 31 May 2025 (automatically renewable – see Note (c))</p>	<p>Guangdong Huaiji Weifa Hydro-electric Power Company Limited, a subsidiary of the Company (“CLP-GHW”)</p>	CSG-ZPB	23 February 2012	CLP-GHW sells electricity to CSG-ZPB which delegated the role of settlement to CSG-ZHPB, another subsidiary of CSG.	As in item 2.1 above
2.6	<p>Baishuihe Four Hydro Stations PPA (see Note (b))</p> <p>Date: 17 June 2024</p> <p>Term: From 31 May 2024 to 31 May 2025 (automatically renewable – see Note (c))</p>	<p>Guangdong Huaiji Changxin Hydro-electric Power Company Limited (“CLP-GHC”)</p> <p>Guangdong Huaiji Gaotang Hydro-electric Power Company Limited (“CLP-GHG”)</p> <p>CLP-GHW</p> <p>CLP-GHX</p> <p>All of the above companies are subsidiaries of the Company.</p>	CSG-ZPB	23 February 2012	CLP-GHC, CLP-GHG, CLP-GHW and CLP-GHX sell electricity to CSG-ZPB.	As in item 2.1 above
2.7	<p>Supplemental Agreement to Baishuihe Four Hydro Stations PPA</p> <p>Date: 9 December 2020</p> <p>Term: From 9 December 2024 to 8 December 2025 (automatically renewable – see Note (d))</p>	CLP-GHC, CLP-GHG, CLP-GHW and CLP-GHX	CSG-ZPB	9 December 2020	CLP-GHC, CLP-GHG, CLP-GHW and CLP-GHX sell/purchase electricity to/from CSG-ZPB.	As in item 2.1 above

	<b>Name, date and current term of the agreement</b>	<b>Transaction party within the CLP Group</b>	<b>Transaction party within the CSG Group</b>	<b>Start date of current contractual arrangement (see Note (a))</b>	<b>Nature and description of the transaction</b>	<b>Basis for determining the consideration</b>
2.8	Niuqi Hydro Station PPA (see Note (b))  Date: 28 August 2024  Term: From 23 August 2024 to 22 August 2025 (automatically renewable – see Note (c))	CLP-GHX	CSG-ZPB	12 January 2009	As in item 2.1 above	As in item 2.1 above
2.9	Zelian Hydro Station (35kV Zelian Line) High Voltage Electricity Supply Contract (see Note (f))  Date: 23 December 2021  Term: From 23 December 2024 to 22 December 2025 (automatically renewable – see Note (e))	CLP-GHX	CSG-ZHPB	23 December 2021	CSG-ZHPB supplies electricity to CLP-GHX as an industrial user for station consumption.	According to the National Development and Reform Commission (“NDRC”) Document [2021] No. 809, power users are required to purchase electricity through market sales directly or through grid companies, who will act as agents to purchase electricity on behalf of industrial and commercial users that cannot purchase directly from the market.  The tariff is based on 1-1.5 times weighted average price of the monthly centralised bidding transactions plus fees such as agency fees as well as transmission and distribution fees.
2.10	Longzhongtan Hydro Station (10kV Fenggan-Ganyu Branch Line) High Voltage Electricity Supply Contract (see Note (f))  Date: 23 December 2021  Term: From 23 December 2024 to 22 December 2025 (automatically renewable – see Note (e))	CLP-GHX	CSG-ZHPB	23 December 2021	As in item 2.9 above	As in item 2.9 above

	<b>Name, date and current term of the agreement</b>	<b>Transaction party within the CLP Group</b>	<b>Transaction party within the CSG Group</b>	<b>Start date of current contractual arrangement (see Note (a))</b>	<b>Nature and description of the transaction</b>	<b>Basis for determining the consideration</b>
2.11	Jiaoping Hydro Station (10kV Xiqu-I Line) High Voltage Electricity Supply Contract (see Note (f))  Date: 23 December 2021  Term: From 23 December 2024 to 22 December 2025 (automatically renewable – see Note (e))	CLP-GHX	CSG-ZHPB	23 December 2021	As in item 2.9 above	As in item 2.9 above
2.12	Xiazhu Hydro Station (35kV Liangxia Line) High Voltage Electricity Supply Contract (see Note (f))  Date: 23 December 2021  Term: From 23 December 2024 to 22 December 2025 (automatically renewable – see Note (e))	CLP-GHX	CSG-ZHPB	23 December 2021	As in item 2.9 above	As in item 2.9 above
2.13	Shuixia Hydro Station (110kV Shashui Line) High Voltage Electricity Supply Contract (see Note (f))  Date: 23 December 2021  Term: From 23 December 2024 to 22 December 2025 (automatically renewable – see Note (e))	CLP-GHW	CSG-ZHPB	23 December 2021	CSG-ZHPB supplies electricity to CLP-GHW as an industrial user for station consumption.	As in item 2.9 above

	<b>Name, date and current term of the agreement</b>	<b>Transaction party within the CLP Group</b>	<b>Transaction party within the CSG Group</b>	<b>Start date of current contractual arrangement (see Note (a))</b>	<b>Nature and description of the transaction</b>	<b>Basis for determining the consideration</b>
2.14	Baishuihe Four Hydro Stations (110kV Feixin Line) High Voltage Electricity Supply Contract (see Note (f))  Date: 23 December 2021  Term: From 23 December 2024 to 22 December 2025 (automatically renewable – see Note (e))	CLP-GHC, CLP-GHG, CLP-GHW and CLP-GHX	CSG-ZHPB	23 December 2021	CSG-ZHPB supplies electricity to CLP-GHC, CLP-GHG, CLP-GHW and CLP-GHX as industrial users for station consumption.	As in item 2.9 above
2.15	Shuixia Hydro Station (10kV Zhongxia Line) High Voltage Electricity Supply Contract (see Note (f))  Date: 2 March 2023  Term: From 2 March 2024 to 1 March 2025 (automatically renewable – see Note (e))	CLP-GHW	CSG-ZHPB	2 March 2023	As in item 2.13 above	As in item 2.9 above
2.16	Shuixia Hydro Station (10kV Xiashuai Line) High Voltage Electricity Supply Contract (see Note (f))  Date: 2 March 2023  Term: From 2 March 2024 to 1 March 2025 (automatically renewable – see Note (e))	CLP-GHW	CSG-ZHPB	2 March 2023	As in item 2.13 above	As in item 2.9 above

	<b>Name, date and current term of the agreement</b>	<b>Transaction party within the CLP Group</b>	<b>Transaction party within the CSG Group</b>	<b>Start date of current contractual arrangement (see Note (a))</b>	<b>Nature and description of the transaction</b>	<b>Basis for determining the consideration</b>
2.17	Niuqi Hydro Station (35kV Dongniu-II Line) High Voltage Electricity Supply Contract (see Note (f))  Date: 13 February 2023  Term: From 13 February 2023 to 12 February 2026 (automatically renewable – see Note (e))	CLP-GHX	Zhaoqing Guangning Power Bureau of CSG-GPG, a subsidiary of CSG (“CSG-ZGPB”)	13 February 2023	CSG-ZGPB supplies electricity to CLP-GHX as industrial user for station consumption.	As in item 2.9 above
2.18	Changdiao Hydro Station (10kV Xinying Line) High Voltage Electricity Supply Contract (see Note (f))  Date: 16 June 2023  Term: From 16 June 2023 to 15 June 2026 (automatically renewable – see Note (e))	CLP-GHC	CSG-ZHPB	16 June 2023	CSG-ZHPB supplies electricity to CLP-GHC as an industrial user for station consumption.	As in item 2.9 above
2.19	Shuixia Hydro Station (10kV standby transmission line) High Voltage Electricity Supply Contract (see Note (f))  Date: 25 January 2024  Term: From 25 January 2024 to 24 January 2027 (automatically renewable – see Note (e))	CLP-GHW	CSG-ZHPB	25 January 2024	As in item 2.13 above	As in item 2.9 above



	<b>Name, date and current term of the agreement</b>	<b>Transaction party within the CLP Group</b>	<b>Transaction party within the CSG Group</b>	<b>Start date of current contractual arrangement (see Note (a))</b>	<b>Nature and description of the transaction</b>	<b>Basis for determining the consideration</b>
<b>3.</b>	<b>Meizhou solar project</b>					
3.1	<p>Meizhou Solar Project PPA (see Note (b))</p> <p>Date: 1 March 2019</p> <p>Term: From 1 February 2024 to 1 February 2025 (automatically renewable – see Note (g))</p>	<p>Pingyuan Litian New Energy Power Company Limited, a wholly owned subsidiary of the Company (“CLP Meizhou”)</p>	<p>Meizhou Power Bureau of CSG-GPG, a subsidiary of CSG (“CSG-MPB”)</p>	1 February 2019	CLP Meizhou sells electricity to CSG-MPB.	Payment is based on the number of kWh sold multiplied by a tariff pre-determined by the Guangdong PDRC. This tariff is published at the Guangdong PDRC Document YueFaGaiJiaGe [2017] No. 3084 and is updated from time to time.
3.2	<p>Meizhou Solar Project High Voltage Electricity Supply Contract (110kV, DongLi Line) (see Note (f))</p> <p>Date: 10 July 2019</p> <p>Term: From 10 July 2024 to 9 July 2025 (automatically renewable – see Note (e))</p>	CLP Meizhou	<p>Meizhou Pingyuan Power Bureau of CSG-GPG, a subsidiary of CSG (“CSG-MPPB”)</p>	10 July 2019	CSG-MPPB supplies electricity to CLP Meizhou as an industrial user for power consumption at the project site.	As in item 2.9 above
3.3	<p>Meizhou Solar Project High Voltage Electricity Supply Contract (10kV, DongShi Line) (see Note (f))</p> <p>Date: 9 June 2017</p> <p>Term: From 9 June 2024 to 8 June 2025 (automatically renewable – see Note (e))</p>	CLP Meizhou	CSG-MPPB	9 June 2017	As in item 3.2 above	As in item 2.9 above

	<b>Name, date and current term of the agreement</b>	<b>Transaction party within the CLP Group</b>	<b>Transaction party within the CSG Group</b>	<b>Start date of current contractual arrangement (see Note (a))</b>	<b>Nature and description of the transaction</b>	<b>Basis for determining the consideration</b>
<b>4. Yang_er hydro project</b>						
4.1	Yang_er Hydro Project High Voltage Electricity Supply Contract (10kV, for dam) (see Note (h))  Date: 23 September 2022  Term: From 23 September 2022 to 22 September 2025 (automatically renewable – see Note (i))	Dali Yang_er Hydropower Development Co., Ltd., a wholly owned subsidiary of the Company (“Dali Yang_er”)	Dali Yangbi Power Bureau of CSG Yunnan, a subsidiary of CSG (“CSG Yangbi”)	1 September 2009	CSG Yangbi supplies electricity to Dali Yang_er as an industrial user for consumption at project site.	According to Yunnan Provincial Development and Reform Commission (“Yunnan PDRC”) Document [2021] No. 1140, power users are required to purchase electricity through market sales directly or through grid companies, who will act as agents to purchase electricity on behalf of industrial and commercial users that cannot purchase directly from the market.  The tariff is based on 1-1.5 times weighted average price of the monthly centralised bidding transactions plus fees such as agency fees as well as transmission and distribution fees.
4.2	Yang_er Hydro Project High Voltage Electricity Supply Contract (10kV, for plant) (see Note (h))  Date: 23 September 2022  Term: From 23 September 2022 to 22 September 2025 (automatically renewable – see Note (i))	Dali Yang_er	CSG Yangbi	1 September 2009	As in item 4.1 above	As in item 4.1 above
4.3	Yang_er Hydro Project High Voltage Electricity Supply Contract (110kV)  Date: 18 March 2024  Date: From 18 March 2024 to 17 March 2027 (automatically renewable – see Note (i))	Dali Yang_er	CSG Yangbi	4 November 2009	CSG Yangbi supplies electricity to Dali Yang_er as an industrial user for station consumption.	As in item 4.1 above

	Name, date and current term of the agreement	Transaction party within the CLP Group	Transaction party within the CSG Group	Start date of current contractual arrangement (see Note (a))	Nature and description of the transaction	Basis for determining the consideration
4.4	Power Exchange Sales	Dali Yang_er	CSG Yunnan and Kunming PEC	See Note (j)	Dali Yang_er sells electricity through Kunming PEC from time to time where (i) CSG Yunnan acts as settlement agent and assumes settlement risks for these transactions as defined under the Kunming PEC settlement rules or (ii) CSG Yunnan acts as the purchaser for interprovincial electricity sales.	Payment is based on the number of kWh sold multiplied by the tariff determined through competitive bidding processes conducted on Kunming PEC, an arm's length tariff agreed between the parties for market sales (as applicable), or set by Kunming PEC for interprovincial electricity sales (together with a transaction fee charged by Kunming PEC).
<b>5. Xicun solar project (Phases I and II)</b>						
5.1	Xicun Solar Project PPA (see Note (b))  Date: 22 November 2022  Term: From 10 October 2024 to 9 October 2025 for Phases I and II (automatically renewable – see Note (k))	CLP Dali (Xicun) Solar Power Co., Ltd, a wholly owned subsidiary of the Company ("CLP Xicun")	CSG Yunnan	24 September 2014	CLP Xicun sells electricity to CSG Yunnan.	According to Yunnan Energy Operations Document [2021] No. 286, renewable energy generators are required in non-wet seasons (from January to May and from November to December) fully participate in market sales, and in wet seasons (between June and October), all generation is required to be sold under "Priority Sales" at a discounted tariff based upon the average monthly bidding tariffs announced by Kunming PEC. The total tariff includes the settled price and a subsidy.
5.2	Xicun Solar Project High Voltage Electricity Supply Contract (for project site) (see Note (h))  Date: 25 September 2022  Term: From 25 September 2022 to 24 September 2025 (automatically renewable – see Note (i))	CLP Xicun	Dali Binchuan Power Bureau of CSG Yunnan, a subsidiary of CSG ("CSG Binchuan")	11 December 2014	CSG Binchuan supplies electricity to CLP Xicun as an industrial user for power consumption at the project site.	As in item 2.9 above

	<b>Name, date and current term of the agreement</b>	<b>Transaction party within the CLP Group</b>	<b>Transaction party within the CSG Group</b>	<b>Start date of current contractual arrangement (see Note (a))</b>	<b>Nature and description of the transaction</b>	<b>Basis for determining the consideration</b>
5.3	Xicun Solar Project High Voltage Electricity Supply Contract  Date: 7 April 2024  Term: From 7 April 2024 to 6 April 2027 (automatically renewable – see Note (i))	CLP Xicun	CSG Binchuan	27 January 2015	CSG Binchuan supplies electricity to CLP Xicun for power consumption as an industrial user at the project site for equipment when the plant is not in generation status.	As in item 2.9 above
5.4	Xicun Solar Project High Voltage Electricity Supply Contract (for pump station) (see Note (h))  Date: 25 September 2022  Term: From 25 September 2022 to 24 September 2025 (automatically renewable – see Note (i))	CLP Xicun	CSG Binchuan	31 July 2015	CSG Binchuan supplies electricity to CLP Xicun as an agricultural user for use by the watering facilities.	Payment is based on the number of kWh sold multiplied by a tariff pre-determined by the NDRC and subject to adjustment in accordance with the 2022 Implementation Scheme for Trading in Yunnan Electricity Market issued by Yunnan PDRC and Yunnan Provincial Energy Administration and is updated from time to time.
5.5	Power Exchange Sales	CLP Xicun	CSG Yunnan and Kunming PEC	See Note (j)	CLP Xicun sells electricity through Kunming PEC from time to time where CSG Yunnan acts as settlement agent and assumes settlement risks for these transactions as defined under the Kunming PEC settlement rules.	Payment is based on the number of kWh sold multiplied by the tariff determined through competitive bidding processes conducted on Kunming PEC or an arm's length tariff agreed between the parties for market sales (as applicable).

	<b>Name, date and current term of the agreement</b>	<b>Transaction party within the CLP Group</b>	<b>Transaction party within the CSG Group</b>	<b>Start date of current contractual arrangement (see Note (a))</b>	<b>Nature and description of the transaction</b>	<b>Basis for determining the consideration</b>
<b>6.</b>	<b>Xundian wind project (Phases I and II)</b>					
6.1	Xundian Wind Project PPA (see Note (b))  Date: 17 January 2023  Term: From 31 January 2024 to 30 January 2025 for Phases I and II (automatically renewable – see Note (k))	CLP (Kunming) Renewable Energy Co., Ltd., a wholly owned subsidiary of the Company (“CLP Xundian”)	CSG Yunnan	2 December 2015	CLP Xundian sells electricity to CSG Yunnan.	According to Yunnan Energy Operations Document [2021] No. 286 and subsequent notice YunFaGaiJiaGe [2023] No. 665, subsidised renewable energy generators (i.e. Xundian Phase I) are required in non-wet seasons (from January to May and from November to December) fully participate in market sales, and in wet seasons (between June and October), all generation is required to be sold under “Priority Sales” at a discounted tariff based upon the average monthly bidding tariffs announced by Kunming PEC. The total tariff includes the settled price and a subsidy. For grid-parity wind energy generators (i.e. Xundian Phase II), they should fully participate in market sales throughout the year, but 60% of the monthly dispatched volume will be compensated based on the difference between the average market tariff and the coal-fired power benchmark tariff.
6.2	Xundian Wind Project High Voltage Electricity Supply Contract (see Note (h))  Date: 22 December 2023  Term: From 22 December 2023 to 21 December 2026 (automatically renewable – see Note (i))	CLP Xundian	Kunming Power Bureau of CSG Yunnan, a subsidiary of CSG (“CSG-KPB”)	30 November 2015	CSG-KPB supplies electricity via a 110kV line to CLP Xundian for station consumption.	As in item 2.9 above

	<b>Name, date and current term of the agreement</b>	<b>Transaction party within the CLP Group</b>	<b>Transaction party within the CSG Group</b>	<b>Start date of current contractual arrangement (see Note (a))</b>	<b>Nature and description of the transaction</b>	<b>Basis for determining the consideration</b>
6.3	Xundian Wind Project High Voltage Electricity Supply Contract (10kV) (see Note (h))  Date: 8 July 2019  Term: From 8 July 2022 to 7 July 2025 (automatically renewable – see Note (i))	CLP Xundian	Kunming Xundian Power Supply Company Limited of CSG Yunnan, a subsidiary of CSG (“CSG-KXPSC”)	19 September 2017	CSG-KXPSC supplies electricity to CLP Xundian for non-residential use by the facilities in the plant.	Payment is based on the number of kWh sold multiplied by the non-residential tariff determined by the Yunnan PDRC. This tariff is updated from time to time.
6.4	Power Exchange Sales	CLP Xundian	CSG Yunnan and Kunming PEC	See Note (j)	CLP Xundian sells electricity through Kunming PEC from time to time where CSG Yunnan acts as settlement agent and assumes settlement risks for these transactions as defined under the Kunming PEC settlement rules.	As in item 5.5 above
<b>7. Sandu wind project (Phases I and II)</b>						
7.1	Sandu Wind Project PPA (see Note (b))  Date: 5 February 2024  Term: From 1 January 2024 to 31 December 2025 (automatically renewable – see Note (l))	CLP (Sandu) Renewable Energy Limited, a wholly owned subsidiary of the Company (“CLP Sandu”)	Guizhou Power Grid Company Limited, a subsidiary of CSG (“CSG Guizhou”)	31 March 2016	CLP Sandu sells electricity to CSG Guizhou.	Payment is based on the number of kWh sold multiplied by a tariff pre-determined by the Guizhou Provincial Development and Reform Commission (“Guizhou PDRC”). The tariff is published at the Guizhou PDRC Document QianFaGaiJiaGe [2015] No. 1935 and is updated from time to time.

	<b>Name, date and current term of the agreement</b>	<b>Transaction party within the CLP Group</b>	<b>Transaction party within the CSG Group</b>	<b>Start date of current contractual arrangement (see Note (a))</b>	<b>Nature and description of the transaction</b>	<b>Basis for determining the consideration</b>
7.2	<p>Sandu Wind Project High Voltage Electricity Supply Contract</p> <p>Date: 19 December 2024</p> <p>Term: From 19 December 2024 to 18 December 2027 (automatically renewable – see Note (m))</p>	CLP Sandu	<p>Duyun Sandu Power Bureau of CSG Guizhou, a subsidiary of CSG (“CSG-DSPB”)</p>	8 December 2015	<p>CSG-DSPB supplies electricity to CLP Sandu as an industrial user for power consumption at the project site.</p>	<p>According to the NDRC Document [2021] No. 809 and the Guizhou Province Commission of Development &amp; Reform Price Document [2023] No. 497, power users shall purchase electricity through market sales directly or through grid companies, which shall act as agents to purchase electricity on behalf of industrial and commercial users that cannot purchase directly from the market.</p> <p>The tariff shall be based on 1-1.5 times of agency power purchase price plus fees such as line loss fee, transmission and distribution fee, system operation fee, government funds and surcharges, basic electricity fee.</p>
7.3	<p>Sandu Wind Project Electricity Supply Contract (10kV) (see Note (h))</p> <p>Date: 23 March 2018</p> <p>Term: From 23 March 2024 to 22 March 2027 (automatically renewable – see Note (i))</p>	CLP Sandu	CSG-DSPB	23 March 2018	<p>CSG-DSPB supplies electricity to CLP Sandu for power consumption at the project site.</p>	<p>Payment is based on the number of kWh sold multiplied by the residential users tariff determined by the Guizhou PDRC. The tariff is published at the Guizhou PDRC Document QianFaGaiJiaGe [2020] No. 1025 and is updated from time to time.</p>
<b>8. Bobai wind project</b>						
8.1	<p>Bobai Wind Project PPA (see Note (b))</p> <p>Date: 14 June 2024</p> <p>Term: 14 June 2024 to 31 December 2024 (automatically renewable – see Note (n))</p>	<p>CLP Guangxi Bobai Energy Limited, a wholly owned subsidiary of the Company (“CLP Bobai”)</p>	<p>Guangxi Power Grid Company Limited, a subsidiary of CSG (“CSG-GX”)</p>	14 June 2024	<p>CLP Bobai sells electricity to CSG-GX.</p>	<p>Payment is based on the number of kWh sold multiplied by a tariff pre-determined by the “Notice on Issuing the Implementation Plan for Guangxi Electricity Market Trading” and “Notice on Announcing the Tariff in Government-Authorised Contract for New Energy Generation Enterprises”, which were issued by the Development and Reform Commission of Guangxi Zhuang Autonomous Region.</p>

Name, date and current term of the agreement	Transaction party within the CLP Group	Transaction party within the CSG Group	Start date of current contractual arrangement (see Note (a))	Nature and description of the transaction	Basis for determining the consideration
8.2 Bobai Wind Project Electricity Supply Contract  Date: 26 June 2024  Term: 26 June 2024 to 25 June 2025 (automatically renewable – see Note (e))	CLP Bobai	Yulin Power Bureau of CSG-GX, a subsidiary of CSG (“CSG-YPB”)	26 June 2024	CSG-YPB supplies electricity to CLP Bobai for power consumption at the project site.	According to the “Notice on Issuing the Implementation Plan for Guangxi Electricity Market Trading for 2024” issued by the Development and Reform Commission of Guangxi Zhuang Autonomous Region, industrial and commercial users are encouraged to purchase electricity through market sales directly.  The tariff consists of the electricity energy trading price, line loss fee for the grid connection, transmission and distribution fees, system operation fee, government funds and surcharges, market profit and loss sharing, peak and valley floating price, etc.
8.3 Power Exchange Sales	CLP Bobai	CSG-GX and Guangxi PEC	See Note (o)	CLP Bobai sells electricity through Guangxi PEC from time to time where CSG-GX acts as settlement agent and assumes settlement risks for these transactions as defined under the Guangxi PEC settlement rules.	Payment is based on the number of kWh sold multiplied by the tariff determined through competitive bidding processes conducted on Guangxi PEC or an arm’s length tariff agreed between the parties for market sales (as applicable).

## Notes:

- (a) Where an agreement has been renewed (as variously described in Table A above and the following footnotes), this refers to the start date of the initial written agreement which has since been renewed and is now represented by the current agreement and term shown in the first column.
- (b) The industry practice in the PRC is for each PPA to be accompanied by one or more GCCs or other ancillary agreements. The GCCs and ancillary agreements (such as metering agreements) set out operational and technical provisions for allowing grid connection for the generation assets and are entered into by the same CLP party and CSG party (or another CSG Group company) to the PPA. There is no transaction value in the GCCs or ancillary agreements. In practice, the GCCs and ancillary agreements are dependent on the PPAs and will fall away when the relevant PPA is terminated. Given their nature and for clarity of presentation, the table above does not include details of the GCCs and ancillary agreements as they are sufficiently summarised in this note unless such ancillary agreement carries transaction value separately from the PPA.
- (c) Automatically extended for the same term if no amendment or termination is raised by either party before its expiration. There is no limit to the number of extensions.
- (d) Automatically renewed and extended for a one year term if no party objects prior to the expiry of the current term. During the extended term, a party may object to the continuation of the extended term by giving a written notice of objection to the other party and if no agreement could be reached within 60 working days therefrom, the agreement terminates automatically.
- (e) Automatically renewed for a subsequent one year term (and further successive one year period(s)) if the user continues to use the power supply and no party objects in writing upon the expiry of the current term.
- (f) In accordance with the new requirements under NDRC Document [2021] No. 809 and YueFaGaiJiaGe [2021] No. 402, as applicable, power users shall purchase electricity through market sales directly or through grid companies, which shall act as agents to purchase electricity on behalf of industrial and commercial users that cannot purchase directly from the market. From late 2021 onwards, a supplemental agreement to the existing electricity supply contract was signed, as applicable, to reflect the respective change to tariff mechanism.
- (g) Meizhou Solar Project PPA was entered into on 1 March 2019 in respect of a one year period from 1 February 2019 to 1 February 2020; thereafter, it was automatically renewable for a subsequent one year term (also further successive one year period(s)) by continued performance if no party objects in writing upon the expiry of the current term; the maximum period of extension shall not exceed five years.



- (h) The agreement remains ongoing but is not required to be set out in Table A above as it was entered into before the date of the 2024 Announcement and was disclosed therein; however, it is included in Table A for completeness.
- (i) Automatically renewed for a three year term if the user continues to use the power supply and no party objects in writing upon the expiry of the prevailing term.
- (j) Power Exchange Sales are entered into through Kunming PEC from time to time with details then recorded on its electronic platform. The CLP Group has been conducting Power Exchange Sales through Kunming PEC since 1 January 2017.
- (k) The agreement is automatically renewed for one year if neither party proposes to amend or terminate before the expiry of the prevailing term.
- (l) Sandu Wind Project PPA was entered into on 5 February 2024 in respect of a two-year period from 1 January 2024 to 31 December 2025 to replace the previous PPA signed on 31 December 2021. The agreement is automatically renewed for two years if neither party proposes to amend or terminate before the expiry of the prevailing term.
- (m) Automatically renewed for a one year term if the user continues to use the power supply and no party objects in writing upon the expiry of the prevailing term. There is no limit to the number of extensions.
- (n) Bobai Wind Project PPA was entered into on 14 June 2024 in respect of a period from 14 June 2024 to 31 December 2024. The agreement is automatically renewed for one year if neither party proposes to amend or terminate before the expiry of the prevailing term. There is no limit to the number of extensions.
- (o) Power Exchange Sales are entered into through Guangxi PEC from time to time with details then recorded on its electronic platform. The CLP Group has been conducting Power Exchange Sales through Guangxi PEC since 1 September 2024.

## 2. HISTORICAL TRANSACTION VALUES AND PROPOSED NEW ANNUAL AGGREGATE CAP

### *Annual Aggregate Cap*

As CCTs under the Listing Rules, the Transactions are subject to annual caps determined by the Company on an aggregated basis. The Annual Aggregate Cap has been set for this purpose. If the actual aggregate value of the Transactions exceeds the Annual Aggregate Cap, the Company will have to re-comply with the Listing Rules announcement requirement.

Table B below sets out the following regarding the Transactions:

1. the historical transaction values for (a) the eleven months ended 30 November 2024 (based on the historical information available for the purpose of this announcement) and (b) the two financial years ended 31 December 2022 and 2023; and
2. the proposed annual cap by individual Transaction and project, and the Annual Aggregate Cap for the financial year ending 31 December 2025.

### *Monitoring the Caps*

The total actual value of the Transactions will be compared against the Annual Aggregate Cap when monitoring the annual cap for Listing Rules purposes. The individual caps by Transaction and project are set out in Table B for reference only and for the purpose of deriving the Annual Aggregate Cap. Projects may exceed or fall short of their individual caps so long as, on an aggregated basis, the value of all Transactions is within the Annual Aggregate Cap. The Annual Aggregate Cap or the individual caps, however, shall not be treated as a forecast of the actual revenues or expenses likely to be received or incurred by the CLP Group, as the case may be, for the Transactions or the individual projects in the financial year for 2025.

The Annual Aggregate Cap (as shown in Table B) is set by reference to the Company's financial year ending 31 December and the annual transaction value takes into account that some of the Transactions are annual agreements which are subject to renewal at various times during the year. An allowance within the Annual Aggregate Cap for Prospective Projects has been included to cater for any Transactions for new projects which may be entered into during 2025.

For the purpose of monitoring compliance with the Annual Aggregate Cap, the Company will calculate the value of the electricity delivered under the relevant Transactions at the applicable tariff (or other contractual price) prevailing at the relevant time throughout the year, exclusive of VAT. Where any agreement expires and is renewed during any financial year, the value of the electricity delivered during the financial year will be time apportioned under the expiring agreement and the renewed agreement respectively.

**Table B – Historical transaction values, proposed annual cap by individual Transaction and project, and the Annual Aggregate Cap**

		Historical Transaction Values (excluding VAT) (HK\$ million)			Proposed Annual Cap (HK\$ million)
		For the year ended 31 December 2022	For the year ended 31 December 2023	For the 11 months ended 30 November 2024	For the year ending 31 December 2025
<b>1.</b>	<b>CLP Power electricity sales to Mainland China</b>				
1.1	Energy Economy Interchange Agreement (see Note (a))	-	-	-	280
	Sub-total (rounded up to next million)	-	-	-	280
<b>2.</b>	<b>Huaiji hydro project</b>				
2.1	Zelian Hydro Station PPA	5.69	5.84	5.51	6.98
2.2	Longzhongtan Hydro Station PPA	2.68	2.60	2.48	3.15
2.3	Jiaoping Hydro Station PPA	1.61	1.98	1.83	2.37
2.4	Xiazhu Hydro Station PPA	7.32	6.45	8.95	9.43
2.5	Shuixia Hydro Station PPA	26.33	34.11	30.30	40.75
2.6	Baishuihe Four Hydro Stations PPA	130.46	120.09	136.07	169.68
2.7	Supplemental Agreement to Baishuihe Four Hydro Stations PPA	-	-	-	0.33
2.8	Niuqi Hydro Station PPA	21.30	22.78	22.18	27.21
2.9	Zelian Hydro Station (35kV Zelian Line) High Voltage Electricity Supply Contract	0.01	0.01	0.01	0.01
2.10	Longzhongtan Hydro Station (10kV Fenggan-Ganyu Branch Line) High Voltage Electricity Supply Contract	0.01	0.01	0.01	0.05
2.11	Jiaoping Hydro Station (10kV Xiqu-I Line) High Voltage Electricity Supply Contract	0.25	0.12	0.04	0.25
2.12	Xiazhu Hydro Station (35kV Liangxia Line) High Voltage Electricity Supply Contract	0.04	0.02	0.02	0.05
2.13	Shuixia Hydro Station (110kV Shashui Line) High Voltage Electricity Supply Contract	0.39	0.10	0.10	0.41

		Historical Transaction Values (excluding VAT) (HK\$ million)			Proposed Annual Cap (HK\$ million)
		For the year ended 31 December 2022	For the year ended 31 December 2023	For the 11 months ended 30 November 2024	For the year ending 31 December 2025
2.14	Baishuihe Four Hydro Stations (110kV Feixin Line) High Voltage Electricity Supply Contract	0.13	0.07	0.17	0.24
2.15	Shuixia Hydro Station (10kV Zhongxia Line) High Voltage Electricity Supply Contract	N/A	0.01	0.01	0.01
2.16	Shuixia Hydro Station (10kV Xiashuai Line) High Voltage Electricity Supply Contract	N/A	0.01	0.01	0.01
2.17	Niuqi Hydro Station (35kV Dongniu-II Line) High Voltage Electricity Supply Contract	N/A	0.08	0.06	0.13
2.18	Changdiao Hydro Station (10kV Xinying Line) High Voltage Electricity Supply Contract	N/A	0.01	0.02	0.02
2.19	Shuixia Hydro Station (10kV standby transmission line) High Voltage Electricity Supply Contract (agreement entered into in January 2024)	N/A	N/A	-	0.06
	Sub-total (rounded up to next million)	197	195	208	262
<b>3.</b>	<b>Meizhou solar project</b>				
3.1	Meizhou Solar Project PPA	50.29	45.60	40.29	57.51
3.2	Meizhou Solar Project High Voltage Electricity Supply Contract (110kV, DongLi Line)	0.06	0.07	0.06	0.10
3.3	Meizhou Solar Project High Voltage Electricity Supply Contract (10kV, DongShi Line)	0.30	0.30	0.26	0.36
	Sub-total (rounded up to next million)	51	46	41	58
<b>4.</b>	<b>Yang_er hydro project</b>				
4.1	Yang_er Hydro Project High Voltage Electricity Supply Contract (10kV, for dam)	0.01	0.01	0.01	0.01
4.2	Yang_er Hydro Project High Voltage Electricity Supply Contract (10kV, for plant)	0.01	-	-	0.01
4.3	Yang_er Hydro Project High Voltage Electricity Supply Contract (110kV)	-	-	-	0.01
4.4	Power Exchange Sales	33.54	31.57	28.77	37.78
	Sub-total (rounded up to next million)	34	32	29	38
<b>5.</b>	<b>Xicun solar project (Phases I and II)</b>				
5.1	Xicun Solar Project PPA	46.50	45.55	40.91	49.32
5.2	Xicun Solar Project High Voltage Electricity Supply Contract (for project site)	-	-	-	0.01
5.3	Xicun Solar Project High Voltage Electricity Supply Contract	0.38	0.34	0.40	0.57

		Historical Transaction Values (excluding VAT) (HK\$ million)			Proposed Annual Cap (HK\$ million)
		For the year ended 31 December 2022	For the year ended 31 December 2023	For the 11 months ended 30 November 2024	For the year ending 31 December 2025
5.4	Xicun Solar Project High Voltage Electricity Supply Contract (for pump station)	0.02	0.03	0.03	0.06
5.5	Power Exchange Sales	86.07	92.82	73.81	100.51
	Sub-total (rounded up to next million)	133	139	116	151
<b>6.</b>	<b>Xundian wind project (Phases I and II)</b>				
6.1	Xundian Wind Project PPA	11.68	25.17	34.10	42.92
6.2	Xundian Wind Project High Voltage Electricity Supply Contract	0.14	0.18	0.29	0.48
6.3	Xundian Wind Project High Voltage Electricity Supply Contract (10kV)	0.01	-	0.01	0.04
6.4	Power Exchange Sales	52.98	76.28	68.29	91.36
	Sub-total (rounded up to next million)	65	102	103	135
<b>7.</b>	<b>Sandu wind project (Phases I and II)</b>				
7.1	Sandu Wind Project PPA	124.39	139.18	106.44	215.56
7.2	Sandu Wind Project High Voltage Electricity Supply Contract	0.47	0.37	0.50	1.08
7.3	Sandu Wind Project Electricity Supply Contract (10kV)	0.02	0.02	-	0.11
	Sub-total (rounded up to next million)	125	140	107	217
<b>8.</b>	<b>Bobai wind project</b>				
8.1	Bobai Wind Project PPA (agreement entered into in June 2024)	N/A	N/A	6.71	61.27
8.2	Bobai Wind Project Electricity Supply Contract (agreement entered into in June 2024)	N/A	N/A	0.19	0.20
8.3	Power Exchange Sales	N/A	N/A	5.42	122.53
	Sub-total (rounded up to next million)	N/A	N/A	13	184
<b>9.</b>	<b>Prospective Projects</b>				
9.1	Provision for new projects	N/A	N/A	N/A	320
<b>Annual Aggregate Cap (see Note (b))</b>					<b>1,645</b>

## Notes:

- (a) Besides the transaction values shown in the table, CLP Power also supplied electricity to CSG-GPG in 2022 under this agreement with consideration settled by CSG-GPG in full by the supply of water to Guangzhou Pumped Storage Power Station to generate the same quantity of power equivalent to the power supplied by CLP Power without any cash settlement. For the purpose of disclosure for this particular arrangement, the notional transaction values have been calculated as if all transactions had been settled in cash in accordance with this agreement; the notional values derived were equivalent to HK\$35.7 million in 2022 for power supply carried out. These equivalent amounts, if incurred, are also the references used to monitor whether all transactions fall within the relevant Annual Aggregate Cap.
- (b) Total of all proposed annual caps by project, and including for Prospective Projects.
- (c) In the above table, the applicable average RMB:HK\$ exchange rate for the relevant period is used, being for the year ended 31 December 2022 and 2023 respectively, and for the eleven months ended 30 November 2024.

The section below sets out the basis for the Company's determination of the Annual Aggregate Cap and the caps by project category.

### **CLP Power electricity sales to Mainland China**

The project cap for 2025 in respect of this category is HK\$280 million, taking into account the potential demand from CSG-GPG, if and when, affected by emergency incidents.

The Energy Economy Interchange Agreement is for the potential emergency electricity supply to CSG-GPG grid system (as power importer) by CLP Power. The annual cap was determined by reference to the electricity supply to be paid in cash or settled in kind and the standby support charge to be paid in cash (see item 1.1 in Table A of this announcement) by CSG-GPG as the power importer in an emergency incident affecting its power system. The other aspect of this agreement which relates to the potential emergency electricity supply to the CLP Power grid system will not be aggregated with the Transactions as the nature of this is the sale or supply of electricity to CLP Power, as opposed to the sale or supply of electricity to the CSG Group.

### **Power Projects in Mainland China**

The power market reform in Mainland China was initiated in 2015 which introduced competition to electricity supply and retail markets. Power exchange centres have then been set up in different provinces providing trading platforms for power generators to negotiate electricity supply contracts for the sales of electricity alone or bundled with green electricity certificates directly with end users. The Annual Aggregate Cap takes into account the electricity demands in the regions where the relevant projects operate as well as the pace of the market sales reform. As disclosed in our previous announcements, electricity sales by Yang\_er hydro, Xicun solar and Xundian wind projects in Yunnan, as well as electricity sales by the new Bobai wind project in Guangxi, have been made through Kunming PEC (40% owned by CSG Yunnan) and Guangxi PEC (37% owned by CSG Guangxi) respectively, which constitute CCTs with the CSG Group primarily due to the settlement risks in respect of these sales assumed by CSG Yunnan and CSG Guangxi according to the trading rules implemented by the relevant PRC authority.

#### *Huaiji hydro, Meizhou solar and Sandu wind projects*

The aggregate project caps in respect of the Huaiji Hydro Project Transactions, Meizhou Solar Project Transactions and Sandu Wind Project (comprising both Phase I and newly built Phase II) Transactions for 2025 are HK\$262 million, HK\$58 million and HK\$217 million, respectively. Electricity sales for these projects are still conducted entirely through PPAs at on-grid tariffs. However, the market reform in various provinces are evolving where Sandu wind project and Meizhou solar project may participate in power exchange sales in the future. Taking these into consideration, the respective aggregate project caps were determined by reference to the prescribed on-grid tariffs of the PPAs, the historical performance of the power plants and the latest electricity sales forecast for 2025 by CLP's project companies.

*Yang\_er hydro, Xicun solar and Xundian wind projects in Yunnan and Bobai wind project in Guangxi*

The aggregate project caps in respect of the Yang\_er Hydro Project Transactions, Xicun Solar Project Transactions, Xundian Wind Project Transactions and Bobai Wind Project Transactions for 2025 are HK\$38 million, HK\$151 million, HK\$135 million and HK\$184 million, respectively. Except for Yang\_er hydro project where its power sales are conducted solely in the form of Power Exchange Sales, the sale of electricity for the Xicun solar project, Xundian wind project (comprising both Phase I and Phase II) and newly built Bobai wind project are anticipated to be conducted through PPAs and Power Exchange Sales in 2025; the project caps for these projects have accordingly taken into consideration all these factors. The project caps were also determined by reference to the historical performance of the power plants and the latest electricity sales and price forecast for 2025 by CLP's project companies.

*Prospective Projects*

This item represents an allowance within the Annual Aggregate Cap for new projects which may be acquired, undertaken or commissioned by the CLP Group in Mainland China during 2025. If so, the power sales arrangement, the associated PPA and/or other related agreements with a CSG Group entity would become new CCTs.

This allowance is based on the estimated commencement date, the expected date on which the transaction would constitute a CCT, the expected volume of electricity supply and sales, the relevant power sales channel(s), type of generation plants and capacity of the Prospective Projects, to which the appropriate state pre-determined tariff or an arm's length negotiated tariff would be expected to be applied, as the case may be. Generally, the Prospective Projects are individually small or medium sized projects and do not include larger projects which may cause one or more of the relevant percentage ratios under the Listing Rules to exceed the 1% (on an individual basis) or 5% (on an individual or aggregated basis) thresholds. The Company will publish a separate announcement if and when the relevant percentage ratio is exceeded.

### **3. REASONS FOR ENTERING INTO THE TRANSACTIONS**

**Energy Economy Interchange Agreement:** This agreement enables CLP Power and CSG-GPG to maintain an uninterrupted supply of electricity to their respective customers in case any party is affected by an emergency incident resulting in an interruption in normal electricity supply to its customers. Under this agreement, neither CLP Power nor CSG-GPG is obliged to deliver any electricity to the other requesting party; however, the underlying principle of this agreement is the mutual support (while being on an arm's length basis) for maintaining the operation and security of each other's power supply system.

**Power Purchase Agreements:** The CLP Group has been involving in the power industry in Mainland China since 1985 and is the largest external investor in Mainland China's power sector. These activities are carried out through numerous project companies of the CLP Group.

The PPAs, usually associated with GCCs, and other ancillary agreements are entered into individually by each project company and are one of the means by which the relevant project company can connect and supply to the local grid and obtain a source of revenue, in principle, based on a state pre-determined tariff (which may be subject to adjustment in accordance with the trading rules in some provinces).

**Power Exchange Sales:** Under the ongoing power sector reform in Mainland China, CLP Group's project companies in Yunnan and Guangxi have sold electricity (involving the sales of electricity alone or bundled with green electricity certificates) outside of the PPAs and obtained a source of revenue through market sales arrangements, for instance, direct sales and transactions conducted through bidding process on Kunming PEC and Guangxi PEC respectively.

The Directors (including the Independent Non-executive Directors) consider that all of the terms of the Transactions are fair and reasonable, the Transactions are on normal commercial terms or better and in the ordinary and usual course of business of the CLP Group, and are in the interests of the Company and its Shareholders as a whole.

#### **4. LISTING RULES IMPLICATIONS**

##### *Connected person at the subsidiary level*

CSG Group is a connected person of the Company (at the subsidiary level) by virtue of CSG HK, a wholly owned subsidiary of CSG, being a substantial shareholder of CAPCO, a subsidiary of the Company. Accordingly, the Transactions with members of the CSG Group constitute CCTs for the Company under Chapter 14A of the Listing Rules.

##### *Annual Aggregate Cap*

The Annual Aggregate Cap of HK\$1,645 million is used for monitoring the annual cap for Listing Rules purposes and this has exceeded the 1% threshold under the Listing Rules. This was triggered with the renewals of those CCTs announced in the 2024 Announcement which have fallen to be renewed recently, particularly the PPAs for Huaiji hydro and Sandu wind projects, and the commencement of the new Bobai wind project PPA, when aggregated with other CCTs for power sales entered into or renewed with the CSG Group during 2024. As the Transactions are CCTs with a connected person at the subsidiary level, they are only subject to the announcement requirements set out in Rules 14A.35 and 14A.68 and the annual review requirements set out in Rules 14A.55 to 14A.59 but are exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules. Particulars of the Transactions will also be included in the annual report of the Company (Rules 14A.49 and 14A.71).

### *Waivers from the Stock Exchange*

As disclosed in our previous announcements concerning CCTs with the CSG Group, the Company had obtained from the Stock Exchange a waiver from strict compliance with the requirement to have written agreements under Rule 14A.34 of the Listing Rules in respect of those PPAs renewed by continued performance by both parties of their respective obligations under the PPA on substantially the same terms. The Company had obtained further confirmation from the Stock Exchange that the electronic contracts maintained on a PEC satisfy the written agreement requirement of a CCT under the Listing Rules.

## **5. INFORMATION ABOUT THE PARTIES**

CLP Holdings is the holding company of the CLP Group, one of the largest investor-owned power businesses in Asia Pacific with investments in Hong Kong, Mainland China, Australia, India, Taiwan Region and Thailand.

CLP Power is a direct wholly owned subsidiary of CLP Holdings. It operates a vertically integrated electricity supply business in Hong Kong, and provides a highly reliable supply of electricity and excellent customer services to more than six million people in its supply area.

The other Transaction parties within the CLP Group set out in Table A of this announcement are principally engaged in the business of generating and supplying electricity in or to the PRC.

CSG is a company established in the PRC with limited liability and is a state-owned enterprise principally engaged in the investment, construction and operation of power networks in Guangdong, Guangxi, Yunnan, Guizhou and Hainan in the PRC.

CSG HK is a company incorporated in Hong Kong with limited liability and is a wholly owned subsidiary of CSG.

Kunming PEC and Guangxi PEC are principally engaged in the business of providing, operating and managing the platform to facilitate electricity trading under the market sales regime in Yunnan and Guangxi, the PRC respectively.

The Transaction parties within the CSG Group set out in Table A of this announcement are principally engaged in the business of managing and operating power grids, transmission and distribution of electricity, and supply of electricity in the PRC.

## **6. DEFINITIONS**

Unless the context otherwise requires, terms used in this announcement shall have the following meanings:



<b>“2024 Announcement”</b>	the Company’s announcement dated 2 January 2024
<b>“Annual Aggregate Cap”</b>	the total of all the annual caps for all the <b>“Transactions”</b> , including provision for <b>“Power Exchange Sales”</b> for relevant projects and <b>“Prospective Projects”</b> for 2025 as shown in Table B of this announcement
<b>“Bobai Wind Project Transactions”</b>	each of the CCTs relating to the Bobai wind project, which are transactions under items 8.1 to 8.3 inclusive in Table A of this announcement
<b>“CAPCO”</b>	Castle Peak Power Company Limited, a company incorporated in Hong Kong with limited liability which is owned as to 70% and 30% by <b>“CLP Power”</b> and <b>“CSG HK”</b> , respectively, and is a subsidiary of CLP Holdings
<b>“CLP Group”</b>	CLP Holdings and its subsidiaries
<b>“CLP Holdings” or “Company”</b>	CLP Holdings Limited, a company incorporated in Hong Kong with limited liability and whose shares are listed on the Main Board of the <b>“Stock Exchange”</b> (Stock Code: 00002)
<b>“CLP Power”</b>	CLP Power Hong Kong Limited, a company incorporated in Hong Kong with limited liability which is a direct wholly owned subsidiary of CLP Holdings
<b>“connected person(s)”</b>	has the meaning ascribed to it under the Listing Rules
<b>“CSG”</b>	China Southern Power Grid Co., Ltd., a company established in the PRC with limited liability which is a state-owned enterprise
<b>“CSG-GPG”</b>	Guangdong Power Grid Co., Ltd., a company established in the PRC with limited liability which is a subsidiary of CSG
<b>“CSG Group”</b>	CSG and its subsidiaries
<b>“CSG-GX”</b>	Guangxi Power Grid Co., Ltd., a company established in the PRC with limited liability which is a subsidiary of CSG
<b>“CSG HK”</b>	China Southern Power Grid International (HK) Co., Limited, a company incorporated in Hong Kong with limited liability which is a wholly owned subsidiary of CSG
<b>“CSG Yunnan”</b>	Yunnan Power Grid Company Limited, a company established in the PRC with limited liability which is a subsidiary of CSG
<b>“Directors”</b>	the directors of the Company

<b>“Energy Economy Interchange Agreement”</b>	the full set of agreements comprises the energy economy interchange agreement entered into on 25 December 2015 and the associated extension agreement dated 9 October 2017 between CLP Power and CSG-GPG, as amended by its 1 <sup>st</sup> supplemental agreement dated 5 November 2018, its 2 <sup>nd</sup> supplemental agreement dated 20 December 2019, its 3 <sup>rd</sup> supplemental agreement dated 23 December 2021, its 4 <sup>th</sup> supplemental agreement dated 24 October 2022 and the associated extension arrangement dated 12 December 2022 and its 5 <sup>th</sup> supplemental agreement dated 27 December 2023, further details of which are set out in the transaction under item 1.1 in Table A of this announcement
<b>“GCC”</b>	Grid Connection Contract
<b>“green electricity certificates”</b>	green electricity certificates (GECs) refer to the energy attribute corresponding to the electricity sold by renewable energy projects. In Mainland China, the origins of GECs are certified by National Energy Administration
<b>“Guangxi PEC”</b>	Guangxi Power Exchange Center Limited, a company established in the PRC with limited liability which is 37% owned by CSG-GX
<b>“HK\$”</b>	Hong Kong dollars, the lawful currency of Hong Kong
<b>“Huaiji Hydro Project Transactions”</b>	each of the CCTs relating to the Huaiji hydro project, which are transactions under items 2.1 to 2.19 inclusive in Table A of this announcement
<b>“Kunming PEC”</b>	Kunming Power Exchange Center Limited, a company established in the PRC with limited liability which is 40% owned by CSG Yunnan
<b>“kV”</b>	Kilovolt
<b>“kWh”</b>	Kilowatt hours
<b>“Listing Rules” or “Rule(s)”</b>	the Rules Governing the Listing of Securities on the Stock Exchange
<b>“Meizhou Solar Project Transactions”</b>	each of the CCTs relating to the Meizhou solar project, which are transactions under items 3.1 to 3.3 inclusive in Table A of this announcement

<b>“Power Exchange Sales”</b>	Transactions relating to the Yang_er hydro project, the Xicun solar project, the Xundian wind project and the Bobai wind project, which are transacted and/or recorded on Kunming PEC / Guangxi PEC and are made subject to its settlement rules whereby CSG Yunnan / CSG Guangxi assumes settlement risk for these transactions; these transactions are relating to (i) the electricity sold under one form of the market sales regime, typically under an automated anonymous bidding and acceptance system on the electronic platform through Kunming PEC / Guangxi PEC, (ii) directly negotiated sales involving the sales of electricity alone or bundled with green electricity certificates, with or without a CSG Group company as the purchaser, and (iii) initiatives for interprovincial electricity sales introduced by the PRC Government for the transfer of electricity between provinces (for Kunming PEC only)
<b>“PPA”</b>	Power Purchase Agreement
<b>“PRC”</b>	the People’s Republic of China
<b>“Prospective Projects”</b>	new projects in the PRC for which the PPAs and related agreements may become CCTs during 2025 as described in section 2 of this announcement
<b>“RMB”</b>	Renminbi, the lawful currency of the PRC
<b>“Sandu Wind Project Transactions”</b>	each of the CCTs relating to the Sandu wind project, which are transactions under items 7.1 to 7.3 inclusive in Table A of this announcement
<b>“Shareholders”</b>	holders of shares of the Company
<b>“Stock Exchange”</b>	The Stock Exchange of Hong Kong Limited
<b>“subsidiary(ies)”</b>	has the meaning ascribed to it under the Listing Rules
<b>“substantial shareholder(s)”</b>	has the meaning ascribed to it under the Listing Rules
<b>“Transactions”</b>	each of the CCTs as set out in Table A of this announcement relating to the Energy Economy Interchange Agreement, the Huaiji Hydro Project Transactions, the Meizhou Solar Project Transactions, the Yang_er Hydro Project Transactions, the Xicun Solar Project Transactions, the Xundian Wind Project Transactions, the Sandu Wind Project Transactions and the Bobai Wind Project Transactions entered into or automatically renewed between members of the CSG Group and members of the CLP Group on various dates, and (where the context requires) includes Prospective Projects
<b>“VAT”</b>	value added tax

<b>“Xicun Solar Project Transactions”</b>	each of the CCTs relating to the Xicun solar project, which are transactions under items 5.1 to 5.5 inclusive in Table A of this announcement
<b>“Xundian Wind Project Transactions”</b>	each of the CCTs relating to the Xundian wind project, which are transactions under items 6.1 to 6.4 inclusive in Table A of this announcement
<b>“Yang_er Hydro Project Transactions”</b>	each of the CCTs relating to the Yang_er hydro project, which are transactions under items 4.1 to 4.4 inclusive in Table A of this announcement
<b>“%”</b>	per cent

By Order of the Board  
**Michael Ling**  
Joint Company Secretary

Hong Kong, 2 January 2025

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**中電控股有限公司**  
**CLP Holdings Limited**

(incorporated in Hong Kong with limited liability)  
(Stock Code: 00002)

The Directors of CLP Holdings as at the date of this announcement are:

**Non-executive Directors:**

The Hon Sir Michael Kadoorie, Mr Andrew Brandler,  
Mr Philip Kadoorie, Mrs Yuen So Siu Mai Betty and  
Mr Diego González Morales

**Independent Non-executive Directors:**

Sir Rod Eddington, Mr Nicholas C. Allen, Ms May Siew Boi Tan,  
Ms Christina Gaw, Mr Chunyuan Gu, Mr Chan Bernard Charnwut,  
Ms Wang Xiaojun Heather and Mrs Kung Yeung Yun Chi Ann

**Executive Director:**

Mr Chiang Tung Keung