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)

CONTINUING CONNECTED TRANSACTION — REVISION OF ANNUAL CAPS AND RENEWAL OF THE MASTER AGREEMENT

BACKGROUND

Reference is made to the announcement of the Company dated 22 May 2025 in relation to the entering into of the 2025 Annual Master Agreement by the Company (on its own and on behalf of its subsidiaries) and Shuangliang Eco-Energy (on its own and on behalf of its subsidiaries) for a term from 22 May 2025 to 31 December 2025.

SUPPLEMENTAL ANNUAL MASTER AGREEMENT

On 28 October 2025 (after trading hours), the Company and Shuangliang Eco-Energy entered into the Supplemental Annual Master Agreement to revise the existing annual cap of the add-on services in relation to heat services-related equipment, devices and material (the "**Add-on Services**"). Save for the revision of the existing annual cap of the Add-on Services, all other terms and conditions under the 2025 Annual Master Agreement remain the same. For details of the 2025 Annual Master Agreement, please refer to the announcement of the Company dated 22 May 2025. As at the date of this announcement, the existing annual cap of the Add-on Services has not been exceeded.

RENEWAL OF THE MASTER AGREEMENT

As the 2025 Annual Master Agreement (as amended by the Supplemental Annual Master Agreement) will expire on 31 December 2025, on 28 October 2025 (after trading hours), the Company and Shuangliang Eco-Energy entered into the 2026 to 2028 Master Agreement to renew the transactions under the 2025 Annual Master Agreement (as amended by the Supplemental Annual Master Agreement) for a further term of three years from 1 January 2026 to 31 December 2028.

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 45.9% 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 transactions contemplated under the 2025 Annual Master Agreement (as amended by the Supplemental Annual Master Agreement) and the 2026 to 2028 Master Agreement constitute continuing connected transaction of the Company under Chapter 14A of the Listing Rules.

Supplemental Annual Master Agreement

The entering of the Supplemental Annual Master Agreement constitutes material variation to the terms of the 2025 Annual Master Agreement. Pursuant to Rule 14A.54(2) of the Listing Rules, if the Company proposes to effect a material change to the terms for continuing connected transactions, it is required to re-comply with the provisions of Chapter 14A of the Listing Rules applicable to the relevant continuing connected transactions.

As the highest applicable percentage ratio in respect of the new annual caps under the Supplemental Annual Master Agreement exceeds 0.1% but is less than 5%, the 2025 Annual Master Agreement (as amended by the Supplemental Annual Master Agreement) (including the revised annual caps) and the transactions contemplated thereunder are subject to the reporting, announcement and annual review requirements, but are exempt from the independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

Renewal of the Master Agreement

As the highest applicable percentage ratio in respect of the proposed annual caps under the 2026 to 2028 Master Agreement exceeds 0.1% but is less than 5%, the 2026 to 2028 Master Agreement and the transactions contemplated thereunder are subject to the reporting, announcement and annual review requirements, but are exempt from the independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

GENERAL

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 transactions contemplated under the 2025 Annual Master Agreement (as amended by the Supplemental Annual Master Agreement) and the 2026 to 2028 Master Agreement. Therefore, Mr. Miao Wenbin and Mr. Ma Fulin have abstained from voting on the Board resolutions approving the abovementioned transactions. Save as disclosed above, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the date of this announcement, no other Director has a material interest in the transactions contemplated under the 2025 Annual Master Agreement (as amended by the Supplemental Annual Master Agreement) and the 2026 to 2028 Master Agreement and has abstained from voting on the Board resolutions approving the abovementioned transactions.

BACKGROUND

Reference is made to the announcement of the Company dated 22 May 2025 in relation to the entering into of the 2025 Annual Master Agreement by the Company (on its own and on behalf of its subsidiaries) and Shuangliang Eco-Energy (on its own and on behalf of its subsidiaries) for a term from 22 May 2025 to 31 December 2025.

SUPPLEMENTAL ANNUAL MASTER AGREEMENT

On 28 October 2025 (after trading hours), the Company and Shuangliang Eco-Energy entered into the Supplemental Annual Master Agreement to revise the existing annual cap of the Add-on Services. Save for the revision of the existing annual cap of the Add-on Services, all other terms and conditions under the 2025 Annual Master Agreement remain the same. For details of the 2025 Annual Master Agreement, please refer to the announcement of the Company dated 22 May 2025. As at the date of this announcement, the existing annual cap of the Add-on Services has not been exceeded.

Principal terms

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

Date: 28 October 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)

New Annual Cap The existing annual caps under the 2025 Annual Master Agreement are revised as follows:

	For the year ending 31 December 2025	
	Purchase of Goods (as defined below)	**Add-on Services**
	RMB'000	*RMB'000*
Existing annul caps	20,500	1,000
New annual caps	20,500	6,000

Reasons for and benefits of entering into the Supplemental Annual Master Agreement and the revision of annual cap

Since 2025, the heat exchange units procured for the Taiyuan Project have accumulated substantial operations hours, reaching the point where technical updates and maintenance services are required. Given that the Group has procured the heat exchange units from Shuangliang Energy Group for a long time and considering Shuangliang Eco-Energy's in-depth understanding of the heat exchange units, the Group needs to procure additional Add-on Services from Shuangliang Eco-Energy. The entering into of the Supplemental Annual Master Agreement and the revision of the annual cap of the Add-on Services will ensure stable, precise and efficient operation of the heat exchange units across the heat exchange stations of the Taiyuan Project.

Having considered the long-term procurement relationship between the Group and Shuangliang Eco-Energy, the historical transaction amounts, the expected increase in demand of Add-on Services from Shuangliang Eco-Energy, the Directors (including the independent non-executive Directors, and not including Mr. Miao Wenbin and Mr. Ma Fulin) are of the opinion that the terms of the Supplemental 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.

Basis of Determination

The new annual cap of the Add-on Services for the year ending 31 December 2025 under the Supplemental Annual Master Agreement were determined with reference to the following factors: (i) the quantity of heat exchange units in the Taiyuan Project that require technical and maintenance services as at 31 December 2025; (ii) the needs for designing an intelligent control system for the heat exchange stations for the Taiyuan Project; (iii) the unaudited historical transaction amount of Add-on Services for the nine months ended 31 September 2025; and (iv) the prevailing market price for similar services in the market.

RENEWAL OF THE MASTER AGREEMENT

As the 2025 Annual Master Agreement (as amended by the Supplemental Annual Master Agreement) will expire on 31 December 2025, on 28 October 2025 (after trading hours), the Company and Shuangliang Eco-Energy entered into the 2026 to 2028 Master Agreement to renew the transactions under the 2025 Annual Master Agreement (as amended by the Supplemental Annual Master Agreement) for a further term of three years from 1 January 2026 to 31 December 2028.

Principal terms

Set out below are the principal terms of the 2026 to 2028 Master Agreement:

Date:	28 October 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 2026 to 2028 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) from Shuangliang Eco-Energy and/or its subsidiaries
Term:	The 2026 to 2028 Master Agreement is for a term from 1 January 2026 to 31 December 2028. 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 2026 to 2028 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 and benefits of entering into the 2026–2028 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 (including the independent non-executive Directors, and not including Mr. Miao Wenbin and Mr. Ma Fulin) consider that entering into the 2026 to 2028 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, and not including Mr. Miao Wenbin and Mr. Ma Fulin) are of the opinion that the terms of the 2026 to 2028 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*
	(audited)	*(audited)*	*(audited)*
• Purchase of heat services-related equipment, devices and material (with related supporting services) ("**Purchase of Goods**")	11,683	9,124	7,056
• Add-on Services	2,231	3,170	—

Annual Caps and Basis of Determination

Pursuant to the 2026 to 2028 Master Agreement, the proposed annual caps for the years ending 31 December 2026, 2027 and 2028 are as follows:

Nature of transactions	**For the year ending 31 December**		
	2026	**2027**	**2028**
	RMB'000	*RMB'000*	*RMB'000*
Purchase of Goods	17,000	17,000	17,000
Add-on Services	6,000	6,000	6,000

The proposed annual caps contemplated under the 2026 to 2028 Master Agreement were 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) in relation to heat services-related equipment, devices and materials of the Group for the Taiyuan Project, Hulunbuir Project and Shanxi Demonstration Zone Project; (iii) the expected demand for Add-on Services for Hulunbuir Project, Taiyuan Project and Shanxi Demonstration Zone Project; and (iv) the prevailing market price for similar products/services in the market.

Information of the Parties to the 2026 to 2028 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 45.9% 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 45.9% 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 transactions contemplated under the 2025 Annual Master Agreement (as amended by the Supplemental Annual Master Agreement) and the 2026 to 2028 Master Agreement constitute continuing connected transaction of the Company under Chapter 14A of the Listing Rules.

Supplemental Annual Master Agreement

The entering of the Supplemental Annual Master Agreement constitutes material variation to the terms of the 2025 Annual Master Agreement. Pursuant to Rule 14A.54(2) of the Listing Rules, if the Company proposes to effect a material change to the terms for continuing connected transactions, it is required to re-comply with the provisions of Chapter 14A of the Listing Rules applicable to the relevant continuing connected transactions.

As the highest applicable percentage ratio in respect of the new annual caps under the 2025 Annual Master Agreement (as amended by the Supplemental Annual Master Agreement) (including the revised annual caps) exceeds 0.1% but is less than 5%, the Supplemental Annual Master Agreement and the transactions contemplated thereunder are subject to the reporting, announcement and annual review requirements, but are exempt from the independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

Renewal of the Master Agreement

As the highest applicable percentage ratio in respect of the proposed annual caps under the 2026 to 2028 Master Agreement exceeds 0.1% but is less than 5%, the 2026 to 2028 Master Agreement and the transactions contemplated thereunder are subject to the reporting, announcement and annual review requirements, but are exempt from the independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

GENERAL

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 transactions contemplated under the 2025 Annual Master Agreement (as amended by the Supplemental Annual Master Agreement) and the 2026 to 2028 Master Agreement. Therefore, Mr. Miao Wenbin and Mr. Ma Fulin have abstained from voting on the Board resolutions approving the abovementioned transactions. Save as disclosed above, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the date of this announcement, no other Director has a material interest in the transactions contemplated under the 2025 Annual Master Agreement (as amended by the Supplemental Annual Master Agreement) and the 2026 to 2028 Master Agreement and has abstained from voting on the Board resolutions approving the abovementioned transactions.

INTERNAL CONTROLS FOR THE CONTINUING CONNECTED TRANSACTION

In order to safeguard the interests of the Company and the Shareholders as a whole, the Company has adopted the following measures to monitor the transactions under the 2025 Annual Master Agreement (as amended by the Supplemental Annual Master Agreement) and the 2026 to 2028 Master Agreement. The relevant internal procedures, steps and the measures adopted by the Company are set out as follows:

(1) the purchase price for each individual purchase order and/or the service fee for each request was 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 kept monitoring industry practices and market trends on a regular basis to ensure that the terms of the 2025 Annual Master Agreement (as amended by the Supplemental Annual Master Agreement) and the 2026 to 2028 Master Agreement, 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 (as amended by the Supplemental Annual Master Agreement) and the 2026 to 2028 Master Agreement;

(4) the audit committee of the Company will conduct annual review of the continuing connected transactions contemplated under the 2025 Annual Master Agreement (as amended by the Supplemental Annual Master Agreement) and the 2026 to 2028 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 (as amended by the Supplemental Annual Master Agreement) and the 2026 to 2028 Master Agreement.

DEFINITIONS

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

"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 21 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)
"2026 to 2028 Master Agreement"	the master 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 28 October 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
"Hulunbuir Project"	Hulunbuir Inner City Area Municipal Heat Services Project (呼倫貝爾市中心城區城鎮供熱項目), a project established pursuant to the concession agreement dated 20 September 2013 entered into between Hulunbuir City of Inner Mongolia Autonomous Region Housing Urban-Rural Construction Committee* (內蒙古自治區呼倫貝爾市住房和城鄉建設委員會) and Hulunbuir Shuangliang Energy System Company Limited* (呼倫貝爾雙良能源系統有限公司)
"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

"Shanxi Demonstration Zone Project"	Shanxi Transformation and Comprehensive Reform Demonstration Zone Xiaohe Industrial Park and Science and Technology Innovation City Heat Services Project (山西轉型綜合改革示範區瀟河產業園區和科技創新城供暖服務項目), a project established pursuant to the concession agreement dated 18 September 2018 entered into between Management Committee of Shanxi Transformation and Comprehensive Reform Demonstration Zone* (山西轉型綜合改革示範區管理委員會) and Shanxi Transformation and Comprehensive Reform Demonstration Zone Heat Supply Company Limited* (山西轉型綜改示範區供熱有限公司)
"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
"Supplemental Annual Master Agreement"	the supplemental 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 28 October 2025 supplemental to the 2025 Annual Master Agreement in relation to the revisions of the existing annual cap under the 2025 Annual Master Agreement

"Taiyuan Project"	Taiyuan Municipal Centralised Heat Services (Condensation Heat) Project* (太原市集中供熱(冷凝熱)項目), a project established pursuant to the Taiyuan concession agreement dated 21 November 2012 entered into between Taiyuan Urban Administration Committee* (太原市城鄉管理委員會) and Taiyuan City Renewable Energy Heat Supply Company Limited* (太原市再生能源供熱有限公司)
"%"	per cent.

* *For identification purpose only*

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

Hong Kong, 28 October 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.