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CENTRAL NEW ENERGY HOLDING GROUP LIMITED

中環新能源控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1735)

VOLUNTARY ANNOUNCEMENT IN RELATION TO THE ENTERING INTO OF A MEMORANDUM OF UNDERSTANDING

This announcement is made by Central New Energy Holding Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) on a voluntary basis.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that, on 7 April 2025, Sama Tech Ventures L.L.C (“**Sama Tech**”) and the Company, entered into a memorandum of understanding (the “**MOU**”), pursuant to which the parties to the MOU (the “**Parties**”) intend to establish a long-term cooperation mechanism in relation to information exchange in the field of decarbonisation, business development and project cooperation in the United Arab Emirates (“**UAE**”) and the Gulf Cooperation Council (“**GCC**”) region.

THE MOU

The principal terms of the MOU are summarised as follows:

Date : 7 April 2025

Parties : (i) Sama Tech; and
(ii) the Company.

Purpose and obligations : The MOU will facilitate the Company and Sama Tech in participating together in the following activities:

1. The Parties shall establish a long-term information exchange mechanism, and regularly share new insights, new progress and new opportunities in the field of decarbonisation with each other, utilise respective resource advantages, work together, and achieve mutual benefit.
2. Sama Tech shall provide suggestions and guidance for the Company regarding the UAE and the GCC, its potential business opportunities and continuing operational requirements related to new project(s) in the UAE and the GCC.

3. Sama Tech shall help the Company to establish a long-term cooperation in the UAE, identify relevant business opportunities in the UAE and the GCC within both public and private authorities.

Term and termination : The MOU shall be effective from the date of the MOU and continue for a term of 2 years (the “**Term**”).

The MOU shall be terminable by either party upon service on the other party of one (1) month’s notice in writing at any time during the Term.

INFORMATION ABOUT SAMA TECH

To the best of the Directors’ knowledge, information and belief, and having made all reasonable enquiries, Sama Tech is a joint venture established by Sama Green Sustainable Association and AG Capital Investment Management L.L.C. Sama Tech is principally engaged in civil engineering consultancy, electricity facilities engineering consultancy, mechanical engineering consultancy, project management services and consultancy and studies and researches in renewable energy.

To the best of the Directors’ knowledge, information and belief, and having made all reasonable enquiries, Sama Tech and its ultimate beneficial owners are independent third parties not connected with the Company and its connected persons (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)).

REASONS FOR AND BENEFITS OF ENTERING INTO THE MOU

The Group currently has five main business segments, namely, (i) new energy and engineering, procurement and construction; (ii) green building and construction related business in Hong Kong and the People’s Republic of China; (iii) smart energy management services; (iv) health and wellness; and (v) food and beverage supply chain.

The Board believes that, through the cooperation as contemplated and outlined in the MOU, the Parties may integrate resources and coordinate strategies to establish a long-term information exchange mechanism to share policy dynamics, technological breakthroughs and project opportunities in the field of decarbonisation in the UAE, the GCC countries and the world. Sama Tech may leverage its experience in the Middle East market to provide local policy interpretation, resource coordination and other support for the Company’s market penetration and project implementation in the UAE and the GCC region. The Company may rely on its technical reserves and production capacity advantages to form synergies with Sama Tech in the fields of low-carbon technology output and green energy investment. This cooperative exploration in the dimensions of low-carbon technology commercialisation and emerging market access may assist the Company in accelerating the development of markets along the “Belt and Road” and provide an innovative model of “Chinese solution + Middle East implementation” for global energy transformation.

Thus, the Board considers that the proposed cooperation with Sama Tech will be beneficial to the future growth of the Group and will be in the interests of the Company and its shareholders (the “**Shareholders**”) as a whole.

The Board wishes to state that no forecast or prediction of the profits of the Group has been made with regard to the MOU.

Shareholders and potential investors should note that the MOU is not intended to be legally binding and merely provides a cooperation framework between the Group and Sama Tech. The detailed terms of the cooperation contemplated under the MOU are subject to the terms of any definitive agreement(s) which the Parties may subsequently enter into from time to time. Further announcement(s) will be made by the Company as and when appropriate in accordance with the Listing Rules.

By Order of the Board
Central New Energy Holding Group Limited
Yu Zhuyun
*Chairman, Chief Executive Officer
and Executive Director*

Hong Kong, 8 April 2025

As at the date of this announcement, the executive Directors are Mr. Yu Zhuyun (Chairman and Chief Executive Officer) and Mr. Li Menglin; the non-executive Directors are Mr. Qiao Xiaoge and Ms. Zhu Yujuan; and the independent non-executive Directors are Dr. Li David Xianglin, Mr. Wang Wenxing and Dr. Zhou Chunsheng.