

江苏新开投资集团有限公司

绿色融资框架

2024 年 11 月

概要

本方案旨在为江苏新开投资集团有限公司（“新开集团”）提供可持续发展债券主题认证（绿色债券或可持续发展债券）建议。

Jiangsu Xinkai Investment Group Co., Ltd.
江苏新开投资集团有限公司

GREEN FINANCE FRAMEWORK OVERVIEW
绿色融资框架概述

INTRODUCTION 介绍 **(介绍部分不会在OC发布)**

Jiangsu Xinkai Investment Group Co., Ltd. (“Xinkai Group” or “The Company”) was established on 27 December 2021. It is wholly owned by Jiangsu Xinkai Holding Group Co., Ltd., The State-owned Assets Supervision and Administration Commission of Taizhou Municipal Government (referred to as “SASAC”) remains the ultimate shareholder and the actual controller of Jiangsu Xinkai.

江苏新开投资集团有限公司（简称“新开集团”或“公司”）成立于2021年12月27日，由江苏新开控股集团集团有限公司全资拥有。泰州市政府国有资产监督管理委员会（简称“国资委”）仍为新开集团的最终股东及实际控制人。

Xinkai Group is one of the important infrastructure construction entities in Taizhou City, responsible for the development, construction and operation of urban industrial infrastructure in the eastern area of Taizhou New City. At present, its business segments are mainly project construction and commodity sales, supplemented by housing leasing, property services, catering services and other businesses that are developing steadily at the same time.

新开集团是泰州市重要的基础设施建设主体之一，负责泰州市新城区东进区域的城市产业基础设施的开发、建设和运营。目前业务板块以项目代建、商品销售为主，并辅以房屋租赁、物业服务、餐饮服务等其他业务同步稳定发展。

The Company intends to use net proceeds from the offering of the Bonds for the repayment of the principal amount of the Company’s medium- and long-term offshore bonds due xxx 2024. In accordance with this green finance framework (the “Green Finance Framework”), the Company’s will refinance the Eligible Green Projects as defined in this framework. The Green Finance Framework has received a “second party opinion” by xxx.

公司拟根据公司绿色金融框架，将本次发行债券所得款项净额用于偿还公司于2024年3月到期的中长期境外债券的本金。根据本绿色金融框架（“绿色金融框架”），公司将为本框架定义的合格绿色项目进行再融资。绿色金融框架已收到xxx的“第二方意见”。

GREEN FINANCE FRAMEWORK 绿色融资框架

The Company's Green Finance Framework has been developed to demonstrate how the Company intends to enter into Green Financing Transactions ("GFT"), including bonds, loans and other debt instruments, to fund environmental-friendly projects to support its business strategies and vision, which will conform to the green finance principles listed below:

公司的绿色金融框架旨在展示本公司如何进行绿色融资交易（“GFT”），包括债券、贷款和其他债务工具，为环保项目提供资金以支持其业务战略和愿景，这将符合以下所列的绿色金融原则：

- With respect to bonds: Green Bond Principles ("GBP") 2021 (with June 2022 Appendix 1) released by International Capital Market Association ("ICMA") and Green Bond Endorsed Projects Catalogue (2021 Edition); and/or
- 债券方面：国际资本市场协会（ICMA）发布的《2021年绿色债券原则》（“GBP”）（附2022年6月附录1）和《绿色债券认可项目目录（2021年版）》；和/或
- With respect to loans: Green Loan Principles (April 2023 edition) jointly published by the Loan Market Association, the Asia Pacific Loan Market Association and the Loan Syndications and Trading Association or as they may be subsequently amended ("GLP"); and
- 对于贷款：由贷款市场协会、亚太贷款市场协会和贷款银团和交易协会联合发布的《绿色贷款原则》（2023年4月版）或随后可能修订的《绿色贷款原则》（“GLP”）；以及
- With respect to other forms of financing: other sustainable or green finance principles as may have been established at the time of such financing transaction being undertaken.
- 其他形式的融资方面：在进行此类融资交易时可能确立的其他可持续或绿色金融原则。

In alignment with the above principles and guidelines, the Company's Green Finance Framework consists of the following core components:

根据上述原则和指引，公司的可持续发展融资框架由以下核心部分组成：

- Use of Proceeds
- 募集资金用途
- Process for Project Evaluation and Selection
- 项目评估和遴选过程
- Management of Proceeds
- 募集资金管理
- Reporting
- 报告
- External Review
- 外部审查

Bond(s) issued under the Green Finance Framework may take the form of public transactions or private placements, in bearer or registered format, and may take the form of senior unsecured or subordinated issuances. Such bonds and loans issued under the Green Finance Framework will be standard recourse-to-the-issuer debt obligation and investors will not bear the credit risk of the underlying allocated eligible asset exposures. GFT may be done in any jurisdiction and market reflecting the Group’s current and future business needs.

在可持续发展融资框架下发行的债券可以采取公募或私募的形式，以不记名或注册形式，也可以采取高级无抵押或次级发行的形式。根据可持续发展融资框架发行的债券及贷款，将是对发行人债务义务的标准追索权，投资者将不承担合资格资产潜在分配的信用风险。可持续性融资交易可在任何反映公司当前和未来业务需求的司法管辖区和市场进行。

USE OF PROCEEDS

募集资金用途

The net proceeds raised under the Green Finance Framework or an amount equal to these net proceeds will be used exclusively to fund or refinance existing eligible green projects (“Eligible Green Projects”) that meet the below category of eligibility as recognized in the 2021 GBP (“Eligible Criteria”):


在可持续发展融资框架下筹集的净资金或等额资金，将专门用于资助现有融资和/或再融资合资格绿色项目（公司全资或部分拥有），这些项目符合《可持续发展融资框架》中的以下合资格类别。

Refinancing of Eligible Projects will have a look-back period of no longer than 36 months from the time of issuance. The Company is committed to fully allocate the net proceeds on a best-effort basis within 24 months of issuance. Projects and assets eligible for Green financing must fulfil the relevant eligibility criteria set forth below.

合资格项目的再融资回溯期自发行之日起不得超过 36 个月。公司承诺在发行后 24 个月内尽最大努力全额分配募集的净资金。合资格的绿色融资项目和资产必须满足下文规定的相关资格标准。

Eligible Green Projects

合资格的绿色项目

<u>Eligible Green Project Category (SDG Mapping)</u> 合资格绿色项目类别 (SDG符合性)	<u>Eligible Criteria and Example of Eligible Green Projects</u> 合资格标准及合资格绿色项目示例	<u>Environmental Benefits</u> 环境效益
Energy Efficiency 能源效率 	Investments and expenditure related to the acquisition, manufacture, construction, installation, development and operation of projects or assets that improve energy efficiency and/or reduce energy consumption and losses, including: smart grid, energy storage systems, upgrade equipment and refurbished building. 与提高能效和/或减少能源消耗和损失的项目或资产的收购、制造、建设、安装、开发和运营	Project Goals: Improve energy efficiency or reduce in the total energy consumption and losses; Climate change mitigation 项目目标: 提高能源效率或减少总能耗和损失；减缓气候变化。

 	<p>有关的投资和支出，包括：智能电网、能源储存和建筑翻新等</p>	
<p>Green Buildings 绿色建筑</p>   	<p>Acquisition, construction, and maintenance of buildings that have received the below recognized green building certifications. 收购、建造和维修已获得或预期获得以下绿色建筑认证的建筑物。</p> <ul style="list-style-type: none"> • Conform to Green Building Evaluation Standards (GB/T 50378) with two stars or above; or • 符合《绿色建筑评价标准》（GB/T 50378）二星级及以上标准；或 • Obtain U.S. Leadership in Energy and Environmental Design (LEED) – Gold grade or above; or • 获得美国能源与环境设计先锋奖（LEED）– 金级或以上；或 • Hong Kong BEAM Plus – minimum certification level of Gold; or • 香港 BEAM Plus – 最低认证级别为金级；或 • BREEAM – minimum certification level of Excellent Building; or • BREEAM – 最低认证级别为优秀建筑；或 • EDGE Green Building Certificate – minimum certification level of level 1; or • EDGE 绿色建筑认证 – 最低认证级别为 1 级；或 • Building and Construction Authority (BCA) Green Mark – Gold Plus or above; or • 建筑与施工管理局（BCA）绿色标志– 金级 Plus 或以上；或 	<p>Project Goals: In order to comply with regional, national or internationally recognized standards or certifications for environmental performance, and to achieve harmonious coexistence between humans and nature. 项目目标: 为了遵守地区、国家或国际公认的环境绩效标准或认证，实现人与自然的和谐共生。</p>

	<ul style="list-style-type: none"> • Meet the requirements of the "Near-Zero Energy Building Technical Standards" (GB/T 51350) • 符合《近零能耗建筑技术标准》(GB/T 51350) 的要求 	
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Exclusion Criteria

排除标准

In any case, eligible assets/projects exclude the type of activities listed in the latest International Finance Corporation (IFC) Exclusion List (2007):

在任何情况下，合资格资产/项目不包括最新国际金融公司（IFC）排除清单（2007）中列出的活动类型：

- Production or trade in any product or activity deemed illegal under host country laws or regulations or international conventions and agreements, or subject to international bans, such as pharmaceuticals, pesticides/herbicides, ozone-depleting substances, PCBs, wildlife or products regulated under CITES.
- 生产或交易任何根据东道国法律或法规，或国际公约和协定，或受国际禁令约束的，被视为非法的产品或活动，例如药品、杀虫剂/除草剂、消耗臭氧层物质、多氯联苯、野生动植物或《濒危野生动植物种国际贸易公约》规定的产品。
- Production or trade in weapons and munitions.
- 武器和弹药的生产或贸易。
- Production or trade in alcoholic beverages (excluding beer and wine).
- 酒精饮料（不包括啤酒和葡萄酒）的生产或贸易。
- Production or trade in tobacco.
- 烟草生产或贸易。
- Gambling, casinos, and equivalent enterprises.
- 赌博、赌场和同等企业。
- Production or trade in radioactive materials. This does not apply to the purchase of medical equipment, quality control (measurement) equipment or any equipment where IFC considers the radioactive source to be trivial and/or adequately shielded.
- 放射性物质的生产或贸易。但不适用于购买医疗设备、质量控制（测量）设备以及国际金融公司认为放射源微不足道和/或被充分屏蔽的任何设备。

- Production or trade in unbonded asbestos fibers. This does not apply to the purchase and use of bonded asbestos cement sheeting where the asbestos content is less than 20%.
- 生产或贸易无粘结石棉纤维。不适用于购买和使用石棉含量低于 20% 的粘结石棉水泥板。
- Drift net fishing in the marine environment using nets in excess of 2.5 km in length.
- 使用长度超过 2.5 公里的渔网在海洋环境中进行流网捕鱼。
- Production or activities involving forced labor or child labor.
- 涉及强迫劳动或童工的生产或活动。
- Commercial logging operations for use in primary tropical moist forests.
- 用于原始热带湿润森林的商业伐木作业。
- Production or trade in wood or other forestry products other than from sustainably managed forests.
- 生产或贸易非可持续管理森林的木材或其他林业产品。
- Production, generation or trade in fossil fuel.
- 化石燃料的生产、生成或贸易。

PROCESS FOR PROJECT EVALUATION AND SELECTION

项目评估和遴选过程

The Company has a robust internal control and policy mechanism to ensure environmental and social risks are identified and mitigated. It complies with the Energy Saving Regulation of the People's Republic of China (《中华人民共和国节约能源法》), the Energy Efficiency Standards for Public Buildings (《公共建筑节能设计标准》), the Regulation for Green Construction (《建筑工程绿色施工规范》) and other related policies and regulations enforcing sustainability considerations.

公司拥有健全的内部监控及政策机制，以确保识别及减轻环境及社会风险。公司业务符合《中华人民共和国节约能源法》、《公共建筑节能设计标准》、《建筑工程绿色施工规范》及其他以落实可持续发展为出发点的相关政策及规例。

During the design stage, environmental impact assessments ("EIA") will be conducted in accordance with the application regulations to identify environmental and social impact, controls and mitigation measures will be made to minimize the impact on the environment. The assessment results will be recorded in the EIA report. During the construction stage, mitigation measures and protection of the eco-system are strictly implemented and monitored.

在设计阶段，公司将根据应用法规进行环境影响评估（“环评”），以确定环境和社会影响，并采取控制和缓解措施，以尽量减少对环境的影响。评估结果将记录在环评报告中。在施工阶段，公司也将严格执行和监控生态系统的缓解措施和保护措施。

Green Financing Working Group (the “GFWG”) will oversee all projects and select the Eligible Projects to be financed. The GFWG will comprise senior representatives from the different departments like Financial Management Department, Management Engineering Department, and Audit and Legal Department, and has a standard process for project evaluation and selection. The GFWG will meet at least every 12 months and select eligible projects according to the Eligible Criteria in this framework and prioritize selecting projects that comply with the Energy Saving Regulation of the People’s Republic of China, the Green Building Evaluation Standard and other related policies and regulations enforcing sustainability considerations.

GFWG负责监督所有项目，并选择合格的项目进行融资。GFWG将由来自财务管理部、工程管理部、审计和法律部等不同部门的高级代表组成，并有一个标准的项目评估和选择流程。GFWG将至少每12个月召开一次会议，根据本框架中的合格项目标准选择合格项目，并优先选择符合《中华人民共和国节能条例》、《绿色建筑评价标准》和其他相关政策法规的项目。

The GFWG will evaluate each project based on its feasibility report. The feasibility report evaluates a project by assessing its investment necessity, feasibility in terms of both technical and financial aspects, the ratio of return against cost, potential social impact and metrics in the Eligible Criteria. The feasibility report will generally be issued by a third-party agent or a professional consultant team. The report scope will cover the process of identifying environmental and social risks in all stages related to green projects as well as the management solutions to address such risks. Moreover, the feasibility report will examine whether the related financial budget and construction plan are feasible in order for the project to be carried out.

GFWG将根据每个项目的可行性报告对每个项目进行评估。可行性报告通过评估项目的投资必要性、技术和财务方面的可行性、收益与成本的比率、潜在的社会影响和合格标准中的指标来评估项目。可行性报告一般由第三方代理机构或专业顾问团队出具。报告范围将涵盖识别与绿色项目相关的所有阶段的环境和社会风险的过程，以及应对此类风险的管理解决方案。此外，可行性报告将审查相关的财务预算和建设计划是否可行，以便项目能够实施。

A list of green projects will be provided to the GFWG, and GFWG will ensure the selected Eligible Projects to comply with the environmental regulatory policy of the project site. The GFWG then selects projects based on compliance, industry policy conformity, and completeness of relevant procedures, filing and legal documents.

可持续性项目名单将提供给GFWG，GFWG将确保被选中的合格项目符合项目所在地的环境监管政策。此后，GFWG将根据一般合规性、行业政策合规性以及相关程序、备案和法律文件的完整性来选择项目。

Lastly, the GFWG will present the board of directors with a short list of Eligible Projects and wait for approval.

最后，GFWG将向董事会提交一份合格项目的入围名单，并等待批准。

MANAGEMENT OF PROCEEDS

募集资金管理

The proceeds from GFTs will be managed by the GFWG and be deposited in the Company's funding accounts, which is a temporary cash account that keeps the unallocated proceeds in the form of cash deposits that will be used only on Eligible Projects when applicable. All net proceeds of an issuance will be allocated to Eligible Projects within two years. The GFWG will be committed to adjusting the tracked net proceeds biannually to match allocations to Eligible Projects during the time the instrument is outstanding. The expected look-back period for refinanced Eligible Projects will be three years. The GFWG will also maintain a register to keep track of the use of proceeds containing the following information:

GFTs的资金将由GFWG管理，并存入公司的资金账户，该账户为临时现金账户，以现金存款的形式保存未分配的资金，这些存款将仅在适用时用于合资格项目。发行所得款项净额将在两年内陆续分配给合资格项目。GFWG将致力于每半年调整跟踪发行所得款项净额，以在发行工具未偿付期间与合资格可持续性项目相匹配。再融资的合资格可持续性项目的预期回溯期为三年。GFWG还将保留一份登记册，以跟踪资金的使用情况，其中包含以下信息：

- Information of GFT
- 绿色融资交易资料

- Issuer/borrower entity
- 发行人/借款人实体

- Transaction date
- 交易日期

- Principal amount of proceeds
- 募集资金本金

- Maturity date
- 到期日

- Interest or coupon
- 利息或息票

- ISIN number (if applicable)
- ISIN代码（如适用）

Allocation of Use of Proceeds

募集资金用途分配

- Name and description of Eligible Projects to which the proceeds have been allocated in accordance with the Green Finance Framework
- 根据《绿色融资框架》分配收益的合资格项目的名称及说明

- Project location
- 项目位置

- Amount of investment (state currency)

- 投资金额（国家货币）
- Date of investment
- 投资日期
- Progress/construction status
- 进度/建设情况
- Environmental certification (including source and date)
- 环境认证（包括来源和日期）
- Energy Performance data (including source and date)
- 能源绩效数据（包括来源和日期）
- The balance of unallocated proceeds
- 未分配资金余额
- Information of temporary investment for unallocated proceeds
- 未分配资金的临时投资信息

REPORTING

报告

The Company is committed to providing the proceeds allocation report and impact report, which will be approved by the GFWG. Both the allocation report and impact report will be disclosed once a year. The allocation report will be disclosed until all the net proceeds are being allocated to Eligible Projects. Such information will be available on the Company's Wechat official account, including but not limited to the following:

公司承诺提供资金分配报告和影响报告，并由GFWG批准。分配报告和影响报告将每年披露一次。分配报告将持续披露，直至所有募集资金净额全部分配给合格可持续性项目。此类信息将在公司官方微信公众号，包括但不限于以下内容：

Allocation Reporting

分配报告

- The aggregate amount allocated to various Eligible Green Project Categories
- 分配给各合格绿色项目类别的总金额
- The remaining balance of funds which have not yet been allocated and type of temporary investment
- 尚未分配的资金余额和临时投资类型
- Share of financing vs. refinancing
- 融资份额与再融资份额

- Examples of Eligible Projects and brief description of the Eligible Projects which Bond proceeds have been allocated (subject to confidentiality disclosures)
- 合资格项目示例和已分配债券收益的合资格项目的简要说明（须保密披露）
- Any major developments/issues/disputes related to the projects or assets
- 与项目或资产相关的任何重大进展/问题/争议

Impact Reporting 影响报告

The Company is committed to reporting on the expected and actual environmental and social impacts associated with the Eligible Projects funded with the proceeds. The impact report will continuously be disclosed until all the net proceeds are being allocated to Eligible Projects. Subject to the nature of Eligible Projects and the availability of information, the report will include, but not limited to, the following Impact Indicators:

公司承诺报告与由募集资金资助的合资格项目相关的预期和实际环境和社会影响。影响报告将持续披露，直到所有净资金分配给合资格项目。视乎合资格项目的性质及资料的提供情况，报告将包括但不限于以下影响指标：

<u>GBP category</u> GBP类别	<u>Impact Indicators</u> 影响指标
Energy Efficiency 能源效率	<ul style="list-style-type: none"> • Annual GHG emissions reduced/avoided in tonnes of CO2 equivalent/a • 每年减少/避免的温室气体排放量（单位：吨二氧化碳当量/年） • Annual renewable energy generation in MWh/GWh (electricity) and GJ/TJ (other energy) • 每年可再生能源发电量（单位：MWh/GWh（电力）和 GJ/TJ（其他能源））
Green Buildings 绿色建筑	<ul style="list-style-type: none"> • Level of certification by property • 按属性划分的认证级别 • Energy efficiency gains in MWh or percentage vs baseline • 能效提升（兆瓦时）或与基线的百分比 • Annual absolute (gross) water saving in m3/a • 每年绝对（总）节水量（立方米/年）

External Review 外部审查

The Company has engaged xxx as the external reviewer to evaluate the appropriateness of the Green Finance Framework, and alignment with the GBP and the GLP. The assessment result document(s) will be available on Company's website.



公司已聘请xxx作为外部审查员，以评估绿色金融框架的适当性，以及与GBP和GLP的一致性。评估结果文件将载于本公司网站。