

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Capitalised terms used on this cover page have the same meanings as those defined in the section headed “Definitions” in this Offer Document.

If you are in any doubt as to any aspect of this Offer Document or the Offer, you should consult a licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your Shares, you should at once hand this Offer Document, together with the accompanying form of proxy and Form of Acceptance to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or registered institution in securities, or other agent through whom the sale or the transfer was effected for onward transmission to the purchaser(s) or transferee(s).

This Offer Document should be read in conjunction with the accompanying Form of Acceptance, the contents of which form part of the terms and conditions of the Offer.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this Offer Document and the accompanying forms, make no representation as to their accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Offer Document and the accompanying forms.

SKYWORTH
SKYWORTH GROUP LIMITED
創維集團有限公司
(Incorporated in Bermuda with limited liability)
(Stock Code: 00751)

**(1) CONDITIONAL CASH OFFER BY
CLSA LIMITED ON BEHALF OF
SKYWORTH GROUP LIMITED
TO BUY-BACK UP TO 350,000,000 SHARES
AT HK\$3.11 PER SHARE
AND
(2) NOTICE OF SGM**

Exclusive Financial Adviser to the Company



Independent Financial Adviser to the Independent Board Committee



SOMERLEY CAPITAL LIMITED

A letter from the Board is set out on pages 6 to 17 of this Offer Document. A letter from CLSA Limited containing, among other things, the details of the terms of the Offer is set out on pages 18 to 25 of this Offer Document. A letter from the Independent Board Committee to the Shareholders containing its recommendation in respect of the Offer is set out on pages 26 to 27 of this Offer Document. A letter from Somerley, the Independent Financial Adviser, containing its advice to the Independent Board Committee in respect of the Offer is set out on pages 28 to 63 of this Offer Document.

Custodians, nominees and trustees who would, or otherwise intend to, forward this Offer Document and/or the accompanying Form of Acceptance to any jurisdiction outside Hong Kong should read carefully the paragraphs under the section headed “Overseas Shareholders” in Appendix I to this Offer Document.

A notice convening the SGM to be held at 5/F, United Centre, 95 Queensway, Admiralty, Hong Kong at 11:00 a.m. on Friday, 23 May 2025, is set out on pages SGM-1 to SGM-2 of this Offer Document. A form of proxy for use at the SGM is enclosed herewith. Whether or not you intend to attend and vote at the SGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, as soon as practicable but, in any event, not less than 48 hours before the time appointed for holding the SGM or any adjournment or postponement thereof (as the case may be). Such form of proxy for use at the SGM is also published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (<http://investor.skyworth.com>). Completion and return of the form of proxy will not preclude you from attending and voting at the SGM or at any adjournment or postponement thereof (as the case may be) in person should you so wish.

The Company would not distribute any corporate gift nor provide any refreshment to the attendees.

28 April 2025

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EXPECTED TIMETABLE

The timetable set out below is indicative only and may be subject to change. Any changes to the timetable will be announced by the Company.

Despatch of this Offer Document, notice of the SGM,
form of proxy for the SGM and Form of Acceptance Monday, 28 April 2025

Latest time for lodging transfer of Shares
to qualify for attendance at the SGM 4:30 p.m. on
Monday, 19 May 2025

Closure of the Register (both dates inclusive) Tuesday, 20 May 2025 to
Friday, 23 May 2025

Latest time for lodging form of proxy for the SGM 11:00 a.m. on
Wednesday, 21 May 2025

SGM 11:00 a.m. on
Friday, 23 May 2025

Announcement of results of the SGM and
whether the Offer has become unconditional no later than 7:00 p.m. on
Friday, 23 May 2025

Latest time for lodging the Form of Acceptance and
latest time for determining Shareholders' entitlement
to participate in the Offer based on the records
of the Register (*Notes 1 to 3 and 5*) 4:00 p.m. on
Friday, 6 June 2025

Closing date of the Offer (*Note 5*) Friday, 6 June 2025

Record Date Friday, 6 June 2025

Announcement of results of the Offer to be posted
on the Stock Exchange's website (*Note 5*) no later than 7:00 p.m. on
Friday, 6 June 2025

Latest date for (i) despatch of cheques to
the Accepting Shareholders and (ii) (if applicable)
despatch of share certificate for those Shares tendered
but not bought-back under the Offer (*Notes 4 and 5*) Tuesday, 17 June 2025

EXPECTED TIMETABLE

Notes:

1. Dealings in the Shares after Wednesday, 4 June 2025 will not be settled under the rules of the Stock Exchange prior to the Record Date.
2. Assuming that the resolution relating to the Offer will be approved by the Shareholders and the Offer has become unconditional on Friday, 23 May 2025, being the date of the SGM, the Offer will remain open for acceptance for a period of 14 days thereafter and will not be extended.
3. In order to accept the Offer, Qualifying Shareholders are required to submit to the Registrar the duly completed Form of Acceptance in accordance with the instructions as set out in this Offer Document and the Form of Acceptance (which instructions form part of the terms and conditions of the Offer) at or before 4:00 p.m. on Friday, 6 June 2025.
4. Remittance for the total amounts due to Accepting Shareholders under the Offer (subject to deduction of seller's ad valorem stamp duty payable on the Shares bought-back from such Accepting Shareholders) will be made by the Company no later than 7 business days (as defined in the Takeovers Code) after the close of the Offer.
5. If there is a tropical cyclone warning signal number 8 or above or "extreme conditions" announced by the Hong Kong Government or a black rainstorm warning (collectively, "**severe weather conditions**") on any of the following deadlines ("**Key Deadlines**"):
 - (a) the latest time for acceptance of the Offer and the submission and publication deadline for a closing announcement;
 - (b) the latest time and date by which the Offer can become or be declared unconditional;
 - (c) the last day for the Company to despatch or post relevant share certificates or make the share certificates available for collection; and
 - (d) the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances,
 - (i) in case any severe weather condition is in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon and/or thereafter on any Key Deadline, such Key Deadline will remain on the same business day (as defined in the Takeovers Code); or
 - (ii) in case any severe weather condition is in force in Hong Kong at any local time at 12:00 noon and/or thereafter on any Key Deadline, such Key Deadline will be rescheduled to the following business day (as defined in the Takeovers Code) which does not have any of those warnings or conditions in force in Hong Kong at any time at 12:00 noon and/or thereafter or such other day as the Executive may approve in accordance with the Takeovers Code.

Further announcement(s) will be made if there is any change to the expected timetable as a result of any severe weather condition.

All references to time and dates contained in this Offer Document refer to Hong Kong time and dates.

DEFINITIONS

In this Offer Document, unless the context otherwise requires, the following expressions shall have the following meanings:

“2020 Share Award Scheme”	the share award scheme of the Company adopted on 21 October 2020;
“2024 Share Award Scheme”	the share award scheme of the Company adopted on 30 January 2024;
“Accepting Shareholder(s)”	Qualifying Shareholder(s) accepting the Offer;
“acting in concert”	has the meaning ascribed to it under the Takeovers Code;
“Announcement”	the announcement of the Company dated 27 March 2025 in relation to, among other things, the Offer;
“Board”	the board of Directors;
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited;
“CITICS Group”	CITICS HK, CLSA Limited and persons controlling, controlled by or under the same control (with the meanings ascribed to such terms in the Takeovers Code) as either CITICS HK or CLSA Limited;
“CITICS HK”	CITIC Securities (Hong Kong) Limited, the exclusive financial adviser to the Company in respect of the Offer and a corporation licensed to carry out Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, being, an indirectly wholly-owned subsidiary of CITIC Securities Company Limited, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 6030);
“CLSA Limited”	CLSA Limited, a licensed corporation to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 7 (providing automated trading services) regulated activities under the SFO, being the agent making the Offer on behalf of the Company, an indirectly wholly-owned subsidiary of CITIC Securities Company Limited, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 6030);
“Codes”	the Takeovers Code and the Share Buy-backs Code;
“Company”	Skyworth Group Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 00751);

DEFINITIONS

“Condition”	the condition to which the Offer is subject, as set out under the section headed “ <i>Condition of the Offer</i> ” in the Letter from the Board and in Appendix I to this Offer Document;
“Deloitte”	Deloitte Touche Tohmatsu in Hong Kong, the reporting accountant to the Company;
“Director(s)”	the director(s) of the Company;
“Excluded Shareholders”	Overseas Shareholders, if any, whose addresses, as shown on the Register as at the Latest Practicable Date, are outside Hong Kong and located in jurisdictions the laws of which may prohibit the making of the Offer to such Shareholders or otherwise require the Company to comply with additional requirements which are (in the opinion of the Directors, but subject to the prior consent of the Executive) unduly onerous or burdensome, having regard to the number of Shareholders involved in such jurisdictions and their shareholdings in the Company;
“Executive”	the Executive Director of the Corporate Finance Division of the Securities and Futures Commission or any delegate of the Executive Director;
“Form of Acceptance”	the form of acceptance for use by the Qualifying Shareholders in connection with the Offer;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong;
“HKSCC”	HKSCC Nominees Limited;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Independent Board Committee”	an independent committee of the Board, comprising all the independent non-executive Directors, namely Mr. Li Weibin, Mr. Cheong Ying Chew, Henry and Mr. Hung Ka Hai, Clement, who have no interest in the Offer other than as a Shareholder, which has been formed to advise the Shareholders in respect of the Offer;
“Independent Financial Adviser” or “Somerley”	Somerley Capital Limited, a corporation licensed to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, being the independent financial adviser appointed to advise the Independent Board Committee and the Shareholders in relation to the Offer;

DEFINITIONS

“Irrevocable Undertakings”	the irrevocable undertakings given by (i) each of Mr. Wong and Ms. Lin that he or she will not, and will procure the holders of Shares whose Shares he or she is deemed to be interested in by virtue of Part XV of the SFO (including Target Success) not to, accept the Offer and (ii) each of the Undertaking Directors, Ms. Qu Wanfei and Ms. Tang Yan that he or she will not, and will procure any holders of Shares whose Shares he or she is deemed to be interested in by virtue of Part XV of the SFO not to, accept the Offer;
“Last Trading Day”	27 March 2025, being the last trading day of the Shares on the Stock Exchange prior to the issue of the Announcement;
“Latest Acceptance Time”	the latest time for receipt by the Registrar of the Form of Acceptance submitted by the Qualifying Shareholders, being 4:00 p.m. on Friday, 6 June 2025, or such later date as the Company may announce in accordance with the requirements of the Codes;
“Latest Practicable Date”	25 April 2025, being the latest practicable date for the purpose of ascertaining certain information referred to in this Offer Document prior to its printing;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Maximum Number”	the maximum number of Shares to be bought-back pursuant to the Offer, being an aggregate of 350,000,000 Shares, representing approximately 15.67% of the issued Shares as at the Latest Practicable Date;
“Mr. Lin”	Mr. Lin Jin, the son of Mr. Wong and Ms. Lin and an executive Director and Chairman of the Board of the Company;
“Mr. Wong”	Mr. Wong Wang Sang, Stephen;
“Ms. Lin”	Ms. Lin Wei Ping, the spouse of Mr. Wong and an executive Director;
“Offer”	a conditional cash offer by CLSA Limited on behalf of the Company to buy-back Shares at the Offer Price from all Qualifying Shareholders, subject to the Maximum Number;
“Offer Document”	this document (accompanying with the form of proxy for the SGM and the Form of Acceptance);

DEFINITIONS

“Offer Period”	has the meaning ascribed to it under the Takeovers Code and commencing from the date of the Announcement, being 27 March 2025, and ending on the date at which the Offer closes, lapses or is withdrawn, as the case may be;
“Offer Price”	HK\$3.11 per Share;
“Overseas Shareholder(s)”	Shareholder(s), whose address(es), as shown in the Register, is/are outside Hong Kong;
“PRC”	the People’s Republic of China, but for the purpose of this Offer Document, excluding Hong Kong, Macau Special Administrative Region and Taiwan;
“Qualifying Shareholder(s)”	Shareholder(s), other than the Excluded Shareholder(s) (if any), whose name(s) appear(s) on the Register on the Record Date;
“Record Date”	the record date for the Offer which will be the 14th day after the date of the SGM, i.e. Friday, 6 June 2025;
“Register”	the register of members of the Company;
“Registrar”	Computershare Hong Kong Investor Services Limited, being the Hong Kong branch share registrar and transfer office of the Company, whose address is situated at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong;
“Relevant Period”	the period from 27 September 2024 (being the date falling six months prior to 27 March 2025, the commencement date of the Offer Period) up to and including the Latest Practicable Date;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“SGM”	the special general meeting of the Company to be convened at 5/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 23 May 2025 at 11:00 a.m. (or any adjournment or postponement thereof, as the case may be) for considering and, if thought fit, approving the ordinary resolution in connection with the Offer;
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company;

DEFINITIONS

“Share Award Schemes”	collectively, the 2020 Share Award Scheme and the 2024 Share Award Scheme;
“Share Buy-backs Code”	the Code on Share Buy-backs of Hong Kong;
“Shareholder(s)”	holder(s) of the Share(s);
“Skyworth Digital”	Skyworth Digital Co., Ltd., an indirect non wholly-owned subsidiary of the Company established in the PRC, whose shares are listed on the Shenzhen Stock Exchange (Stock Code: 000810.SZ);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Code on Takeovers and Mergers of Hong Kong;
“Target Success”	Target Success Group (PTC) Limited, a company incorporated in the British Virgin Islands with limited liability, trustee of the Skysource Unit Trust in which all of the units and issued shares of Target Success are held by Mr. Wong;
“Title Documents”	the relevant Share certificate(s), transfer receipt(s) and/or other document(s) of title with respect to ownership(s) of the Share(s) (and/or any satisfactory indemnity or indemnities required in respect thereof);
“Undertaking Directors”	Mr. Lin, Mr. Shi Chi, Mr. Lam Shing Choi, Eric, Mr. Wu Qinan and Mr. Li Weibin, being Directors (other than Ms. Lin) who hold interests in Shares;
“U.S.”	United States of America;
“Wong Concert Party Group”	Mr. Wong and parties acting in concert with him (including Target Success, Ms. Lin (the spouse of Mr. Wong), Mr. Lin (the son of Mr. Wong) and Ms. Qu Wanfei (the spouse of Mr. Lin)); and
“%”	per cent.

* *The English translation of Chinese name(s) in this Offer Document, where indicated, is included for information only, and should not be regarded as the official English translation of such Chinese name(s).*

SKYWORTH

SKYWORTH GROUP LIMITED

創維集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 00751)

Executive Directors:

Mr. Lin Jin (*Chairman of the Board*)
Mr. Shi Chi (*Chief Executive Officer*)
Ms. Lin Wei Ping
Mr. Wu Qinan
Mr. Lam Shing Choi, Eric

Independent non-executive Directors:

Mr. Cheong Ying Chew, Henry
Mr. Li Weibin
Mr. Hung Ka Hai, Clement

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Principal Place of Business
in Hong Kong:*

Rooms 1601-04
Westlands Centre
20 Westlands Road
Quarry Bay
Hong Kong

28 April 2025

To the Shareholders

Dear Sir or Madam,

**(1) CONDITIONAL CASH OFFER BY
CLSA LIMITED ON BEHALF OF
SKYWORTH GROUP LIMITED
TO BUY-BACK UP TO 350,000,000 SHARES
AT HK\$3.11 PER SHARE
AND
(2) NOTICE OF SGM**

INTRODUCTION

On 27 March 2025, the Board announced that the Offer would be made by CLSA Limited on behalf of the Company to buy-back for cancellation, subject to the Condition, up to the Maximum Number, being 350,000,000 Shares, representing approximately 15.67% of the issued Shares as at the Latest Practicable Date, at the Offer Price of HK\$3.11 per Share.

LETTER FROM THE BOARD

The purpose of this Offer Document is to provide you with, among other things, (i) information relating to the Offer; (ii) a letter from the Independent Board Committee containing its recommendation to the Shareholders in respect of the Offer; (iii) a letter from Somerley, the Independent Financial Adviser, containing its advice to the Independent Board Committee as to whether the Offer is fair and reasonable and as to acceptance and voting; and (iv) a notice of the SGM.

The Form of Acceptance accompanying this Offer Document is for use only by the Qualifying Shareholders who wish to accept the Offer.

THE OFFER

The number of Shares to be bought-back for cancellation by CLSA Limited on behalf of the Company at the price of HK\$3.11 per Share will not exceed the Maximum Number, being 350,000,000 Shares, representing approximately 15.67% of the issued Shares as at the Latest Practicable Date.

The Offer is not conditional on any minimum number of Shares being tendered for acceptance or any minimum number of Shares to be bought-back under the Offer.

The Offer will be made in full compliance with the Codes.

THE OFFER PRICE

The Offer Price of HK\$3.11 per Share valued the entire issued share capital of the Company as at the Latest Practicable Date at approximately HK\$6,945.5 million.

The Offer Price represents:

- a premium of approximately 7.24% over the closing price of the Shares of HK\$2.90 as quoted on the Stock Exchange on the Latest Practicable Date;
- a premium of approximately 15.19% over the closing price of the Shares of HK\$2.7000 as quoted on the Stock Exchange on the Last Trading Day;
- a premium of approximately 15.79% over the average closing price of the Shares of approximately HK\$2.6860 as quoted on the Stock Exchange for the last 5 trading days up to and including the Last Trading Day;
- a premium of approximately 14.89% over the average closing price of the Shares of approximately HK\$2.7070 as quoted on the Stock Exchange for the last 10 trading days up to and including the Last Trading Day;
- a premium of approximately 15.97% over the average closing price of the Shares of approximately HK\$2.6817 as quoted on the Stock Exchange for the last 30 trading days up to and including the Last Trading Day;

LETTER FROM THE BOARD

- a discount of approximately 64.73% to the Group's net asset value attributable to the Shareholders of approximately HK\$8.8187 per Share pursuant to the latest audited consolidated financial statements of the Company as at 31 December 2024, calculated based on the audited consolidated net asset value attributable to the Shareholders of RMB18,238 million (based on the exchange rate of HK\$1:RMB0.92604, the central parity rate published by the People's Bank of China on its website as at 31 December 2024 for illustrative purposes) as at 31 December 2024 and Shares in issue as at the Latest Practicable Date; and
- a discount of approximately 62.48% to the unaudited adjusted consolidated net asset value per Share attributable to the Shareholders in the Company of approximately HK\$8.29, after taking into account of the property valuation report set out in Appendix IV to this Offer Document, based on the total number of issued Shares as at the Latest Practicable Date.

The Offer Price was determined after taking into account, among other things, the historical prices of the Shares traded on the Stock Exchange, historical financial information of the Company, and the prevailing market conditions and sentiments, and with reference to share buy-back transactions in Hong Kong in recent years.

Under the Companies Act 1981 of Bermuda (as amended), on the date on which the buy-back of Shares by the Company pursuant to the Offer is effected, there should be no reasonable grounds for believing the Company is, or would after the buy-back be, unable to pay its liabilities as they become due. The Directors are of the opinion that, in the event the maximum amount of consideration is payable upon full acceptance and completion of the Offer, the Company will maintain sufficient working capital to pay its liabilities as they become due and to meet the operating requirements of the Group.

CONFIRMATION OF FINANCIAL RESOURCES

At the Offer Price, the Offer, if accepted in full, will result in the Company paying approximately HK\$1,088.5 million in aggregate to the Accepting Shareholders in cash which will be funded by internal resources of the Group.

CITICS HK, being the exclusive financial adviser to the Company, is satisfied that the Company has sufficient financial resources to enable it to satisfy acceptances of the Offer in full in accordance with the terms of the Offer stated in this Offer Document.

CONDITION OF THE OFFER

The Offer will be conditional upon the approval by more than 50% of the votes cast by the Shareholders by way of a poll having been obtained at the SGM in respect of the Offer.

The Condition cannot be waived.

The Offer is subject to the Condition being fulfilled in full. If the resolution to approve the Offer is not passed by the Shareholders, the Offer will not proceed and will immediately lapse.

LETTER FROM THE BOARD

The Offer is not conditional as to any minimum number of Shares tendered for acceptances.

IRREVOCABLE UNDERTAKINGS

As at the Latest Practicable Date, Mr. Wong, the controlling Shareholder, is deemed to be interested in 1,247,419,181 Shares, representing approximately 55.86% of the issued Shares as at the Latest Practicable Date. Of those 1,247,419,181 Shares, (i) 37,300,000 Shares are held by Mr. Wong himself, (ii) 1,200,958,799 Shares are held by Target Success (the Shares are held by Target Success in its capacity as trustee of the Skysource Unit Trust in which all of the units and issued shares of Target Success are held by Mr. Wong), and (iii) 9,160,382 Shares are held by Ms. Lin (being the spouse of Mr. Wong) herself. As Ms. Lin is the spouse of Mr. Wong and is deemed to be interested in the interests of Mr. Wong, she is also deemed to be interested in those 1,247,419,181 Shares.

As at the Latest Practicable Date, the Undertaking Directors, Ms. Qu Wanfei (being the spouse of Mr. Lin, a Director) and Ms. Tang Yan (being the spouse of Mr. Shi Chi, a Director) are interested in an aggregate of 57,384,719 Shares (representing approximately 2.57% of the issued Shares as at the Latest Practicable Date).

Each of Mr. Wong and Ms. Lin has irrevocably undertaken to the Company that he or she will not, and will procure the holders of Shares whose Shares he or she is deemed to be interested in by virtue of Part XV of the SFO (namely Target Success) not to, accept the Offer. Further, each of the Undertaking Directors, Ms. Qu Wanfei and Ms. Tang Yan has irrevocably undertaken to the Company that he or she will not, and will procure the holders of Shares whose Shares he or she is deemed to be interested in by virtue of Part XV of the SFO not to, accept the Offer. The Irrevocable Undertakings will be binding until the closing, lapse or withdrawal of the Offer.

As at the Latest Practicable Date, save for the Irrevocable Undertakings, neither the Company nor parties acting in concert with it had received any irrevocable commitment to accept or reject the Offer.

As at the Latest Practicable Date, the trustee of the Share Award Schemes held an aggregate of 3,556,000 Shares (representing approximately 0.16% of the issued Shares as at the Latest Practicable Date), amongst which (i) 500,000 Shares are held for the 2020 Share Award Scheme to be used to satisfy the share awards granted to employee of the Group, and (ii) 3,056,000 Shares are held for the 2024 Share Award Scheme to be used to satisfy the share awards to be granted to employees of the Group. Under the scheme rules of the Share Award Schemes, the trustee shall not exercise the voting rights in respect of any Shares held under the Share Award Schemes. Accordingly, such 3,556,000 Shares shall not be voted at the SGM. In accordance with the scheme rules of the Share Award Schemes, the Board has instructed the trustee of the Share Award Schemes not to accept the Offer.

LETTER FROM THE BOARD

CHANGES IN SHAREHOLDING STRUCTURE

The table below shows the Company's existing shareholding structure and the shareholding structure immediately after completion of the Offer, assuming that (i) all the Qualifying Shareholders will accept the Offer in full (and taking into account the fact that each of Mr. Wong, Ms. Lin, the Undertaking Directors, Ms. Qu Wanfei and Ms. Tang Yan has irrevocably undertaken to the Company that he or she will not, and will procure the holders of Shares whose Shares he or she is deemed to be interested in by virtue of Part XV of the SFO (including Target Success) not to, accept the Offer); and (ii) no additional Shares will be issued from the Latest Practicable Date up to and including the date of completion of the Offer:

Name of Shareholder	As at the Latest Practicable Date		Immediately after completion of the Offer	
	Number of Shares	Approx. %	Number of Shares	Approx. %
Wong Concert Party Group				
Target Success (<i>Note 1</i>)	1,200,958,799	53.78	1,200,958,799	63.77
Mr. Wong (<i>Note 2</i>)	37,300,000	1.67	37,300,000	1.98
Ms. Lin (<i>Note 3</i>)	9,160,382	0.41	9,160,382	0.49
Mr. Lin (<i>Note 4</i>)	3,898,719	0.17	3,898,719	0.21
Ms. Qu Wanfei (<i>Note 5</i>)	<u>150,000</u>	<u>0.01</u>	<u>150,000</u>	<u>0.01</u>
Sub-total	<u>1,251,467,900</u>	<u>56.04</u>	<u>1,251,467,900</u>	<u>66.45</u>
Undertaking Directors (apart from Mr. Lin) and Ms. Tang Yan				
Mr. Shi Chi (<i>Note 6</i>)	26,000,000	1.16	26,000,000	1.38
Ms. Tang Yan (<i>Note 7</i>)	20,336,000	0.91	20,336,000	1.08
Mr. Lam Shing Choi, Eric (<i>Note 8</i>)	3,000,000	0.13	3,000,000	0.16
Mr. Wu Qinan (<i>Note 9</i>)	3,000,000	0.13	3,000,000	0.16
Mr. Li Weibin (<i>Note 10</i>)	<u>1,000,000</u>	<u>0.04</u>	<u>1,000,000</u>	<u>0.05</u>
Sub-total	<u>53,336,000</u>	<u>2.39</u>	<u>53,336,000</u>	<u>2.83</u>
Trustee of the 2020 Share Award Scheme	500,000	0.02	500,000	0.03
Trustee of the 2024 Share Award Scheme	<u>3,056,000</u>	<u>0.14</u>	<u>3,056,000</u>	<u>0.16</u>
Company and its concert parties (<i>Note 11</i>)	1,307,359,900	58.54	1,307,359,900	69.42
Independent Shareholders	<u>924,907,520</u>	<u>41.41</u>	<u>574,907,520</u>	<u>30.53</u>
Total	<u><u>2,233,267,420</u></u>	<u><u>100.00</u></u>	<u><u>1,883,267,420</u></u>	<u><u>100.00</u></u>

LETTER FROM THE BOARD

Notes:

1. 1,200,958,799 Shares are held by Target Success in its capacity as trustee of the Skysource Unit Trust in which all of the units and issued shares of Target Success are held by Mr. Wong. As such, Mr. Wong is deemed to be interested in those 1,200,958,799 Shares.
2. Mr. Wong is interested in 1,247,419,181 Shares, which comprise 37,300,000 Shares held by himself, the deemed interests in 1,200,958,799 Shares held by Target Success and the deemed interests in 9,160,382 Shares held by his spouse, Ms. Lin.
3. Ms. Lin is an executive Director of the Company and the spouse of Mr. Wong. Accordingly, Ms. Lin is deemed to be interested in such Shares held by Mr. Wong under the SFO. As at the Latest Practicable Date, Ms. Lin has also been granted share awards in relation to 3,000,000 Shares under the 2024 Share Award Scheme.
4. Mr. Lin is an executive Director of the Company and the son of Mr. Wong and Ms. Lin. As at the Latest Practicable Date, Mr. Lin has also been granted share awards in relation to 12,000,000 Shares under the 2024 Share Award Scheme.
5. Ms. Qu Wanfei is the spouse of Mr. Lin, who holds 150,000 Shares as at the Latest Practicable Date. As such, Mr. Lin is deemed to be interested in such 150,000 Shares held by Ms. Qu Wanfei.
6. Mr. Shi Chi is an executive Director and the Chief Executive Officer of the Company. As at the Latest Practicable Date, Mr. Shi Chi has also been granted share awards in relation to 20,000,000 Shares under the 2024 Share Award Scheme.
7. Ms. Tang Yan is the spouse of Mr. Shi Chi, who holds 20,336,000 Shares as at the Latest Practicable Date. As such, Mr. Shi Chi is deemed to be interested in such 20,336,000 Shares held by Ms. Tang Yan.
8. Mr. Lam Shing Choi, Eric is an executive Director of the Company. As at the Latest Practicable Date, Mr. Lam Shing Choi, Eric has also been granted (i) share awards in relation to 500,000 Shares under the 2020 Share Award Scheme and (ii) share awards in relation to 3,000,000 Shares under the 2024 Share Award Scheme.
9. Mr. Wu Qinan is an executive Director of the Company. As at the Latest Practicable Date, Mr. Wu Qinan has also been granted share awards in relation to 3,000,000 Shares under the 2024 Share Award Scheme.
10. Mr. Li Weibin is an independent non-executive Director of the Company.
11. Concert parties of the Company comprise the Wong Concert Party Group, the Undertaking Directors (other than Mr. Li Weibin, who is an independent non-executive Director), Ms. Tang Yan, trustee of the Share Award Schemes and CITICS HK. CITICS HK is the exclusive financial adviser to the Company in respect of the Offer. Accordingly, CITICS HK and relevant members of the CITICS Group which hold Shares are presumed to be acting in concert with the Company in accordance with class (5) of the definition of “acting in concert” in the Codes (except in respect of Shares held by exempt principal traders or exempt fund managers, in each case recognised by the Executive as such for the purposes of the Codes or Shares held on behalf of non-discretionary investment clients of other parts of the CITICS Group). As at the Latest Practicable Date, CITICS HK and relevant members of the CITICS Group (excluding entities of the CITICS Group that are exempt principal traders or exempt fund managers) did not hold any Shares on a proprietary basis.
12. Numbers may not add up to 100% due to rounding.

LETTER FROM THE BOARD

Assuming that (i) the Qualifying Shareholders will accept the Offer in full (and taking into account the fact that each of Mr. Wong, Ms. Lin, the Undertaking Directors, Ms. Qu Wanfei and Ms. Tang Yan has irrevocably undertaken to the Company that he or she will not, and will procure the holders of Shares whose Shares he or she is deemed to be interested in by virtue of Part XV of the SFO (including Target Success) not to, accept the Offer); and (ii) no additional Shares will be issued from the Latest Practicable Date up to and including the date of completion of the Offer, over 25% of the issued Shares will be held by public Shareholders and accordingly the Company will comply with the public float requirement under Rule 8.08 of the Listing Rules after completion of the Offer.

As at the Latest Practicable Date, save as disclosed above, none of the Directors (i) have any interest in the Shares; or (ii) own or control any Shares or any options, warrants, derivatives or securities convertible into Shares.

REASONS FOR THE OFFER

The price of the Shares has historically been traded at a significant discount to the Group's net asset value attributable to the Shareholders per Share. Taking the closing price of the Shares of HK\$2.7000 on the Last Trading Day as the reference date, the discounts to the Group's net asset value attributable to the Shareholders per Share of HK\$8.8187 as at 31 December 2024 for the below periods are as follows:

- (a) on the Latest Practicable Date: 67.12%;
- (b) on the Last Trading Day: 69.38%;
- (c) average discount to the Group's net asset value attributable to the Shareholders per Share as at 31 December 2024 based on the average closing price of the Shares of approximately HK\$2.7463 as quoted on the Stock Exchange for the three months up to and including the Last Trading Day: 68.86%;
- (d) average discount to the Group's net asset value attributable to the Shareholders per Share as at 31 December 2024 based on the average closing price of the Shares of approximately HK\$2.9414 as quoted on the Stock Exchange for the six months up to and including the Last Trading Day: 66.65%; and
- (e) average discount to the Group's net asset value attributable to the Shareholders per Share as at 31 December 2024 based on the average closing price of the Shares of approximately HK\$2.9507 as quoted on the Stock Exchange for the twelve months up to and including the Last Trading Day: 66.54%.

The Directors (other than members of the Independent Board Committee who have expressed their view in the letter from the Independent Board Committee set out in this Offer Document) believe that the Offer provides an opportunity for the Shareholders to realise part of their investments in the Company at a premium over recent market prices, in particular, where a reference is made to the closing price of the Shares on 27 March 2025, or to increase their proportionate equity interests in the Company by retaining their shareholdings and participating in the future prospects of the Group.

LETTER FROM THE BOARD

The 64.73% discount to the Group's net asset value attributable to the Shareholders per Share as at 31 December 2024 as implied by the Offer Price when compared to the historical discounts to the Group's net asset value attributable to the Shareholders per Share of HK\$8.8187 as at 31 December 2024 as noted above under items (a) to (d) also represents an opportunity for the Shareholders to monetise their shareholding at a smaller discount to the Group's net asset value attributable to the Shareholders per Share as at 31 December 2024.

INFORMATION ON THE GROUP

The Group is principally engaged in manufacture and sales of smart TV, home access systems, photovoltaic products, smart white appliances, intelligent manufacturing, internet value-added services, property development, property holding, modern services and trading of other products.

FUTURE INTENTIONS ON THE GROUP

The business and management of the Group will remain unchanged and the Company's listing on the Stock Exchange will be maintained upon completion of the Offer. It is intended that no major changes will be introduced to the businesses of the Group and the employment of the employees of the Group will be continued and the material fixed assets of the Group will not be redeployed as a result of the Offer.

The Company has no intention to rely on sections 705, 711 to 716 and 718 to 721 of the Companies Ordinance (Cap. 622) or any comparable provisions of the company law in Bermuda in relation to the right of compulsory acquisition of Shares held by minority Shareholders after the Offer. The Company intends to continue to meet the public float requirement of Rule 8.08 of the Listing Rules.

FINANCIAL EFFECTS OF THE OFFER

Pursuant to Schedule III to the Takeovers Code, the financial effects of the Offer are set out below, and the unaudited pro forma financial information of the Group upon completion of the Offer, illustrating the financial impact of the Offer on the earnings per Share, net assets per Share, liabilities and working capital (expressed as net current assets) of the Group, is set out in Appendix III to this Offer Document.

Earnings per Share

Based on the unaudited pro forma financial information of the Group set out in Appendix III to this Offer Document and assuming that full acceptance of the Offer was completed on 1 January 2024 and the Maximum Number had been bought-back under the Offer, the basic earnings per Share for the year ended 31 December 2024 would, as a result, have increased by approximately 17.89% from RMB24.59 cents per Share to RMB28.99 cents per Share.

LETTER FROM THE BOARD

Net assets per Share

Based on the unaudited pro forma financial information of the Group set out in Appendix III to this Offer Document and assuming that full acceptance of the Offer was completed on 31 December 2024 and the Maximum Number had been bought-back under the Offer, the net assets per Share as at 31 December 2024 would, as a result, have increased by approximately 12.00% from RMB8.16 per Share to RMB9.14 per Share.

Liabilities

The Offer will be paid in cash and funded by internal resources of the Group. The liabilities as at 31 December 2024 would remain unchanged at approximately RMB46,870 million following completion of the Offer.

Working capital

Based on the unaudited pro forma financial information of the Group set out in Appendix III to this Offer Document and assuming full acceptance of the Offer was completed on 31 December 2024 and the Maximum Number had been bought-back under the Offer, the working capital (expressed as net current assets) of the Group as at 31 December 2024 would decrease by approximately 8.16% from approximately RMB12,388 million to RMB11,377 million.

The Directors confirm that the Group will have sufficient working capital to meet its normal operating requirements after completion of the Offer assuming full acceptance of the Offer.

Based on the above and having considered the manner of funding of the consideration for the Offer, the Company considers that completion of the Offer will have no material adverse effect on the Group's earnings per Share, net assets per Share, liabilities or working capital.

PUBLIC FLOAT AND MAINTAINING THE LISTING STATUS OF THE COMPANY

The Stock Exchange has stated that if, at the close of the Offer, less than the minimum prescribed percentage applicable to the Company, being 25% of the issued Shares, are held by the public, or if the Stock Exchange believes that:

- (a) a false market exists or may exist in the trading of the Shares; or
- (b) that there are insufficient Shares in public hands to maintain an orderly market,

it will consider exercising its discretion to suspend dealings in the Shares.

The Company intends to remain listed on the Stock Exchange. The Directors will jointly and severally undertake to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in the Shares.

LETTER FROM THE BOARD

For the avoidance of doubt, as disclosed in the section headed “*Changes in Shareholding Structure*” above, assuming that (i) the Qualifying Shareholders will accept the Offer in full (and taking into account the fact that each of Mr. Wong, Ms. Lin, the Undertaking Directors, Ms. Qu Wanfei and Ms. Tang Yan has irrevocably undertaken to the Company that he or she will not, and will procure the holders of Shares whose Shares he or she is deemed to be interested in by virtue of Part XV of the SFO (including Target Success) not to, accept the Offer); and (ii) no additional Shares will be issued from the Latest Practicable Date up to and including the date of completion of the Offer, over 25% of the issued Shares will be held by public Shareholders and accordingly the Company will comply with the public float requirement under Rule 8.08 of the Listing Rules after completion of the Offer.

CODES IMPLICATIONS AND SGM

Based on the Maximum Number of Shares subject to the Offer and taking into account the Irrevocable Undertakings, it is expected that full acceptance of the Offer will not result in change in control of the Company and will not result in acquisition of voting rights by any Shareholder that gives rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

The Offer constitutes a share buy-back by general offer by the Company pursuant to the Share Buy-backs Code. A share buy-back by general offer must be approved by a majority of the votes cast by shareholders in attendance in person or by proxy at a general meeting of the shareholders duly convened and held to consider the proposed share buy-back.

The Offer will be conditional upon the passing of an ordinary resolution by way of poll to approve the Offer by the Shareholders, either voting in person or by proxy, at the SGM. Since there is no Shareholder who has a material interest in the Offer which is different from the interest of the other Shareholders, no Shareholder is required to abstain from voting at the SGM.

Pursuant to the scheme rules of the Share Award Schemes, the trustee shall not exercise the voting rights attached to the Shares held by it, and accordingly, the trustee shall not vote at the SGM. As at the Latest Practicable Date, the trustee of the Share Award Schemes held an aggregate of 3,556,000 Shares (representing approximately 0.16% of the issued Shares as at the Latest Practicable Date), amongst which (i) 500,000 Shares are held for the 2020 Share Award Scheme to be used to satisfy the share awards granted to employee of the Group, and (ii) 3,056,000 Shares are held for the 2024 Share Award Scheme to be used to satisfy the share awards to be granted to employees of the Group.

The SGM will be convened at 5/F, United Centre, 95 Queensway, Admiralty, Hong Kong at 11:00 a.m. on Friday, 23 May 2025 for considering and, if thought fit, approving the resolution in respect of the Offer.

LETTER FROM THE BOARD

A notice convening the SGM is set out on pages SGM-1 to SGM-2 of this Offer Document and a form of proxy for use at the SGM is also enclosed. Whether or not you intend to attend the SGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Registrar not later than 48 hours before the time appointed for holding the SGM or any adjournment or postponement thereof (as the case may be). Such form of proxy for use at the SGM is also published on the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (<http://investor.skyworth.com>). Completion and return of the form of proxy will not preclude you from attending and voting at the SGM or at any adjournment or postponement thereof (as the case may be) in person should you so wish.

The Independent Board Committee, comprising all the independent non-executive Directors who have no interest in the Offer other than as a Shareholder, has been formed to advise the Shareholders in respect of the Offer. Somerley has been appointed as the Independent Financial Adviser to advise the Independent Board Committee as to whether the Offer is fair and reasonable so far as the Shareholders are concerned, whether they are in the interests of the Company and the Shareholders as a whole, and as to acceptance and voting.

Shareholders should note that their decisions on how to vote on the resolution to be proposed at the SGM to approve the Offer shall not affect their decisions on whether to accept the Offer or not. Even if they vote in favour of or against the resolution to be proposed at the SGM, they are free nonetheless to accept or reject the Offer.

RECOMMENDATION

Your attention is drawn to the letter from the Independent Board Committee as set out on pages 26 to 27 of this Offer Document and to the letter from Somerley as set out on pages 28 to 63 of this Offer Document. The latter contains, among other things, the advice of Somerley to the Independent Board Committee in respect of the Offer and the principal factors and reasons considered by it in arriving at such advice.

Taking into account the letter from the Independent Board Committee and all other factors as stated under the section headed “*Reasons for the Offer*” above as a whole, the Board (excluding members of the Independent Board Committee whose views are set out in the letter from the Independent Board Committee as set out on pages 26 to 27 of this Offer Document) is of the opinion that although the Offer is not in the ordinary and usual course of the business of the Group, the Offer is fair and reasonable and in the interest of the Shareholders as a whole. The Board (excluding members of the Independent Board Committee whose views are set out in the letter from the Independent Board Committee as set out on pages 26 to 27 of this Offer Document) therefore recommends the Shareholders to vote in favour of the resolution to be proposed at the SGM approving the Offer.

LETTER FROM THE BOARD

FURTHER INFORMATION

Your attention is also drawn to the terms of the Offer as set out in the letter from CLSA Limited on pages 18 to 25 and in Appendix I to this Offer Document, the financial information of the Group as set out in Appendix II to this Offer Document, the unaudited pro forma financial information of the Group as set out in Appendix III to this Offer Document, the property valuation report as set out in Appendix IV to this Offer Document and the general information as set out in Appendix V to this Offer Document.

Shareholders and potential investors should note that the Offer is subject to the Condition being fulfilled and, therefore, may or may not become unconditional. Shareholders and potential investors are advised to exercise caution when dealing in the Shares and should consult their professional advisers when in doubt.

Yours faithfully,
For and on behalf of the Board
Skyworth Group Limited
Shi Chi
Chief Executive Officer



28 April 2025

To the Shareholders

Dear Sir or Madam,

**CONDITIONAL CASH OFFER BY
CLSA LIMITED ON BEHALF OF
SKYWORTH GROUP LIMITED
TO BUY-BACK UP TO 350,000,000 SHARES
AT HK\$3.11 PER SHARE**

INTRODUCTION

On 27 March 2025, the Board announced that the Offer would be made by CLSA Limited on behalf of the Company to buy-back for cancellation, subject to the Condition, up to the Maximum Number, being 350,000,000 Shares, representing approximately 15.67% of the issued Shares as at the Latest Practicable Date, at the Offer Price of HK\$3.11 per Share.

The Offer will be made in full compliance with the Codes. The Qualifying Shareholders may accept the Offer by lodging the Form of Acceptance for the sale of their Shares to the Company at the Offer Price of HK\$3.11 per Share.

The Shares to be bought-back by the Company will not exceed the Maximum Number. There is no minimum number of Shares proposed to be bought-back under the Offer.

This letter forms part of this Offer Document and sets out the details of the terms of the Offer. Further details of the terms and conditions of the Offer are set out in Appendix I to this Offer Document and the accompanying Form of Acceptance.

THE OFFER

The Offer is being made by CLSA Limited on behalf of the Company subject to fulfilment of the Condition to buy-back the Shares on the following basis up to the Maximum Number, being 350,000,000 Shares:

For every Share HK\$3.11 in cash

All Qualifying Shareholders are entitled to accept the Offer by submitting Form of Acceptance for the sale of any number of their Shares to the Company on the basis of which is set out under the section headed “*Other Terms of the Offer*” below.

LETTER FROM CLSA LIMITED

The salient terms of the Offer are as follows:

- (a) CLSA Limited will make the Offer to the Shareholders on behalf of the Company to buy-back the Shares, up to the Maximum Number, at the Offer Price;
- (b) Qualifying Shareholders may accept the Offer in respect of any number of their Shares at the Offer Price up to their entire shareholding (subject to the procedures for scaling down described under the section headed “*Other Terms of the Offer*” below);
- (c) The Offer is not conditional upon a minimum number of Shares being tendered for buy-back;
- (d) All Shares validly tendered will be bought-back to the extent that the aggregate number of Shares bought-back pursuant to the Offer will not thereby exceed the Maximum Number. If the number of Shares validly tendered exceeds the Maximum Number, the number of Shares to be bought-back from each Accepting Shareholder will be reduced proportionally so that the number of Shares bought-back by the Company in aggregate is equal to the Maximum Number. Further details of the procedures for scaling down are described under the section headed “*Other Terms of the Offer*” below;
- (e) A Form of Acceptance duly received by or on behalf of the Company will become irrevocable and cannot be withdrawn after the Offer has been declared unconditional unless in accordance with Rule 19.2 of the Takeovers Code;
- (f) Shares will be bought-back in cash, free of commission, levies and dealing charges, save that the amount of stamp duty due on the Shares bought-back attributable to the seller will be deducted from the amount payable to the Accepting Shareholders and will be paid by the Company on behalf of the Accepting Shareholders;
- (g) Shares bought-back will be treated as cancelled and will not be entitled to any dividend declared for any record date set subsequent to the date of their cancellation. The issued share capital of the Company shall be diminished by the nominal value of the Shares bought-back accordingly; and
- (h) Shares will be bought-back free from all liens, charges, encumbrances, equitable interests, rights of pre-emption or other third party rights of any nature. Accordingly, the submission of a Form of Acceptance by an Accepting Shareholder will be deemed to constitute a warranty by that Accepting Shareholder to CLSA Limited and the Company that the Shares are being sold free from all liens, charges, encumbrances, equitable interests, rights of pre-emption or other third party rights of any nature.

Under the Share Buy-backs Code, the Offer will need to be approved by the Shareholders in a general meeting by a majority of votes by way of poll as referred to in the section headed “*Condition of the Offer*” below.

LETTER FROM CLSA LIMITED

As at the Latest Practicable Date, save for the 500,000 outstanding share awards under the 2020 Share Award Scheme, the 41,000,000 outstanding share awards under the 2024 Share Award Scheme and the 2,233,267,420 Shares in issue, the Company did not have other class of securities, outstanding options, derivatives, warrants or other securities which are convertible or exchangeable into Shares.

THE OFFER PRICE

The Offer Price of HK\$3.11 per Share valued the entire issued share capital of the Company as at the Latest Practicable Date at approximately HK\$6,945.5 million.

The Offer Price represents:

- a premium of approximately 7.24% over the closing price of the Shares of HK\$2.90 as quoted on the Stock Exchange on the Latest Practicable Date;
- a premium of approximately 15.19% over the closing price of the Shares of HK\$2.7000 as quoted on the Stock Exchange on the Last Trading Day;
- a premium of approximately 15.79% over the average closing price of the Shares of approximately HK\$2.6860 as quoted on the Stock Exchange for the last 5 trading days up to and including the Last Trading Day;
- a premium of approximately 14.89% over the average closing price of the Shares of approximately HK\$2.7070 as quoted on the Stock Exchange for the last 10 trading days up to and including the Last Trading Day;
- a premium of approximately 15.97% over the average closing price of the Shares of approximately HK\$2.6817 as quoted on the Stock Exchange for the last 30 trading days up to and including the Last Trading Day;
- a discount of approximately 64.73% to the Group's net asset value attributable to the Shareholders of approximately HK\$8.8187 per Share pursuant to the latest audited consolidated financial statements of the Company as at 31 December 2024, calculated based on the audited consolidated net asset value attributable to the Shareholders of RMB18,238 million (based on the exchange rate of HK\$1:RMB0.92604, the central parity rate published by the People's Bank of China on its website as at 31 December 2024 for illustrative purposes) as at 31 December 2024 and Shares in issue as at the Latest Practicable Date; and
- a discount of approximately 62.48% to the unaudited adjusted consolidated net asset value per Share attributable to the Shareholders in the Company of approximately HK\$8.29, after taking into account of the property valuation report set out in Appendix IV to this Offer Document, based on the total number of issued Shares as at the Latest Practicable Date.

LETTER FROM CLSA LIMITED

The Offer Price was determined after taking into account, among other things, the historical prices of the Shares traded on the Stock Exchange, historical financial information of the Company, and the prevailing market conditions and sentiments, and with reference to share buy-back transactions in Hong Kong in recent years.

At the Offer Price, the Offer, if accepted in full, will result in the Company paying approximately HK\$1,088.5 million in aggregate to the Accepting Shareholders in cash which will be funded by internal resources of the Group. CITICS HK, being the exclusive financial adviser to the Company, is satisfied that the Company has sufficient financial resources to enable it to satisfy acceptances of the Offer in full in accordance with the terms of the Offer stated in this Offer Document.

CONDITION OF THE OFFER

The Offer will be conditional upon the approval by more than 50% of the votes cast by the Shareholders by way of a poll having been obtained at the SGM in respect of the Offer.

The Condition cannot be waived.

The Offer is subject to the Condition being fulfilled in full. If the resolution to approve the Offer is not passed by the Shareholders, the Offer will not proceed and will immediately lapse.

The Offer will not be conditional on any minimum number of acceptances.

If the Offer is declared unconditional, Qualifying Shareholders will be able to tender their Shares for acceptance under the Offer for a period of 14 days thereafter.

Tenders duly received will become irrevocable and cannot be withdrawn after the Offer has been declared unconditional, unless in accordance with Rule 19.2 of the Takeovers Code. All Shares bought-back under the Offer will be cancelled.

Shares will be bought-back free of commissions and dealing charges, but the seller's ad valorem stamp duty payable by the Accepting Shareholders, calculated at a rate of 0.10% of the market value of the Shares to be bought-back under the Offer, or the consideration payable by the Company in respect of relevant acceptances of the Offer, whichever is the higher, will be deducted from the amount payable to the Accepting Shareholders. The Company will arrange for payment of the seller's ad valorem stamp duty on behalf of the Accepting Shareholders.

Acceptance of the Offer by any Accepting Shareholder will, subject to the Offer becoming unconditional, be deemed to constitute a warranty by such Shareholder that all Shares sold by such Shareholder under the Offer are free from all liens, charges, encumbrances, equitable interests, rights of pre-emption or other third party rights of any nature, and are sold together with all rights accruing or attaching thereto, including, without limitation, the right to receive dividends and other distributions declared, made or paid, if any, on or after the date of their cancellation. All Shares bought-back under the Offer will be cancelled.

LETTER FROM CLSA LIMITED

OTHER TERMS OF THE OFFER

Qualifying Shareholders may accept the Offer in respect of some or all of their shareholding. If valid acceptances are received for the Maximum Number or fewer Shares, all Shares validly accepted will be bought-back. If valid acceptances received exceed the Maximum Number, the total number of Shares to be bought-back by the Company from each Accepting Shareholder will be determined in accordance with the following formula:

$$\frac{A}{B} \times C$$

A = 350,000,000, being the Maximum Number

B = Total number of Shares tendered by all Accepting Shareholders under the Offer

C = Total number of Shares tendered by the relevant individual Accepting Shareholder under the Offer

As a result, it is possible that not all of such Shares tendered by an Accepting Shareholder will ultimately be bought-back. The total number of Shares which will be bought-back by the Company will not exceed the Maximum Number. The decision of the Company as to any scaling down of acceptances in accordance with the above formula and as to the treatment of fractions will be conclusive and binding on all Accepting Shareholders.

As at the Latest Practicable Date, save for the Irrevocable Undertakings, neither the Company nor parties acting in concert with it had received any irrevocable commitment to accept or reject the Offer.

OVERSEAS SHAREHOLDERS

Based on the Register, as at the Latest Practicable Date, there were no Overseas Shareholders with registered addresses outside Hong Kong. Accordingly, there were no Excluded Shareholders as at the Latest Practicable Date.

It is the responsibility of each Overseas Shareholder who wishes to accept the Offer to satisfy itself, himself or herself as to the full observance of the laws of the relevant jurisdictions in that connection, including the obtaining of any governmental or other consents which may be required or compliance with other necessary formalities or legal requirements. Any acceptance of the Offer by any Overseas Shareholder shall be deemed to constitute a representation and warranty from such Overseas Shareholder to the Company that all applicable local laws and requirements have been observed and complied with. For the avoidance of doubt, neither Hong Kong Securities Clearing Company Limited nor HKSCC will give, or be subject to, any of the above representation and warranty. Overseas Shareholders should consult their professional advisers if in doubt.

LETTER FROM CLSA LIMITED

PROCEDURES FOR ACCEPTANCE

In order to accept the Offer, Qualifying Shareholders should complete and return the accompanying Form of Acceptance in accordance with the instructions set out in this Offer Document and the instructions printed on the Form of Acceptance. The instructions in this Offer Document should be read together with the instructions on the Form of Acceptance (which instructions form part of the terms and conditions of the Offer).

In order to be valid, the completed Form of Acceptance should be forwarded, together with the Title Documents for not less than the number of Shares in respect of which the relevant Qualifying Shareholder wishes to accept the Offer, by post or by hand to the Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, in an envelope marked **“Skyworth Group Limited — Buy-back Offer”** as soon as possible after receipt of the Form of Acceptance but in any event so as to reach the Registrar by no later than 4:00 p.m. (Hong Kong time) on Friday, 6 June 2025, or such later time and/or date as the Company may, subject to the Takeovers Code, decide and announce.

Unless the Offer is extended or revised in accordance with the Takeovers Code, no Form of Acceptance received after the Latest Acceptance Time will be accepted.

If the Form of Acceptance is executed by a person other than the registered holder, appropriate evidence of authority (e.g. a grant of probate or certified copy of a power of attorney) must be delivered to the Registrar with the completed Form of Acceptance.

No acknowledgement of receipt of any Form of Acceptance or Title Documents will be given.

Only one Form of Acceptance may be accepted from each Qualifying Shareholder by the Registrar. Acceptances duly received will become irrevocable and cannot be withdrawn after the Offer has been declared unconditional unless in accordance with Rule 19.2 of the Takeovers Code.

ODD LOTS

The Shares are currently traded in board lot of 2,000 Shares each. There is no intention to change the board lot size as a result of the Offer. Qualifying Shareholders should note that acceptance of the Offer may result in their holding of odd lots of Shares. Matching services will be provided with details as set out in *“Appendix I — Terms of the Offer — 7. Odd Lots”*.

NOMINEE REGISTRATION OF SHARES

To ensure equality of treatment of all Shareholders, those registered Shareholders who hold Shares as nominees for more than one beneficial owner should, as far as practicable, treat the holding of each beneficial owner separately. In order for beneficial owners of the Shares, whose investments are registered in nominee names (including those whose interests in Shares are held through CCASS), to accept the Offer, it is essential that they provide instructions to their nominee agents of their intentions with regards to the Offer.

LETTER FROM CLSA LIMITED

RESPONSIBILITY FOR DOCUMENTS

All communications, notices, Form of Acceptance, the Title Documents and remittances to be delivered or sent by, to or from any Shareholder will be delivered or sent by, to and from them, or their designated agents, at their risk and none of the Company, CLSA Limited, the Registrar or any of their respective directors or any other persons involved in the Offer accepts any liability for any loss or any other liabilities whatsoever which may rise as a result.

SETTLEMENT

Subject to the Offer becoming unconditional and provided that a duly completed Form of Acceptance, accompanied by the relevant Title Documents are received by the Registrar by not later than the Latest Acceptance Time and are or are deemed to be in order, the Registrar will inform the relevant Accepting Shareholder by ordinary post of the buy-back of its/his/her Shares. At the same time, the Registrar will send, by ordinary post at that Accepting Shareholder's risk, a remittance for such total amount as is due to that Accepting Shareholder under the Offer, subject to deduction for the seller's ad valorem stamp duty due on the buy-back of the Shares as disclosed in the section headed "*Condition of the Offer*" above, as soon as possible, but in any event no later than 7 business days (as defined in the Takeovers Code) after the close of the Offer. Settlements will be made by Skyworth TV Holdings Limited (創維電視控股有限公司), a wholly-owned subsidiary of the Company, for and on behalf of the Company.

If the Shares of an Accepting Shareholder have not been bought-back by the Company in full, the Title Documents in respect of the balance of such Shares or a replaced certificate therefor will be returned or sent to it/him/her by ordinary post at its/his/her own risk, as soon as possible, but in any event no later than 7 business days (as defined in the Takeovers Code) after the close of the Offer.

If the Offer does not become unconditional, the Title Documents will be returned and/or sent to each Accepting Shareholder (by ordinary post, at that Accepting Shareholder's own risk) no later than 7 business days (as defined in the Takeovers Code) after the Offer is withdrawn or lapses. Where any Accepting Shareholder has sent one or more transfer receipt(s) and in the meantime one or more Share certificate(s) has/have been collected on that Shareholder's behalf in respect thereof, that Accepting Shareholder will be sent (by ordinary post, at that Accepting Shareholder's own risk) such Share certificate(s) in lieu of the transfer receipt(s).

TAXATION

Qualifying Shareholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of their acceptances of the Offer. It is emphasised that none of the Company, its ultimate beneficial owners and parties acting in concert with any of them, CLSA Limited, the Independent Financial Adviser, the Registrar or any of their respective directors or any persons involved in the Offer accepts responsibility for any taxation effects on, or liabilities of, any person or persons as a result of their acceptances of the Offer.

LETTER FROM CLSA LIMITED

SPECIAL GENERAL MEETING

A notice convening the SGM to be held at 5/F, United Centre, 95 Queensway, Admiralty, Hong Kong at 11:00 a.m. on Friday, 23 May 2025 for considering and, if thought fit, approving the resolution in respect of the Offer, is set out on pages SGM-1 to SGM-2 of this Offer Document and a form of proxy for use at the SGM is also enclosed.

GENERAL

Shareholders are strongly advised to consider carefully the information in the letter from the Board, the recommendation of the Independent Board Committee and the advice from Somerley contained in this Offer Document, and to consult their professional advisers as they see fit.

Your attention is also drawn to the information set out in the appendices of this Offer Document which form part of this Offer Document.

Yours faithfully,
For and on behalf of
CLSA LIMITED
Edmund Chan
Managing Director, Head of M&A

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

The following is the text of a letter from the Independent Board Committee to the Shareholders in respect of the Offer for inclusion in this Offer Document.

SKYWORTH
SKYWORTH GROUP LIMITED
創維集團有限公司
(Incorporated in Bermuda with limited liability)
(Stock Code: 00751)

28 April 2025

To the Shareholders

Dear Sir or Madam,

**CONDITIONAL CASH OFFER BY
CLSA LIMITED ON BEHALF OF
SKYWORTH GROUP LIMITED
TO BUY-BACK UP TO 350,000,000 SHARES
AT HK\$3.11 PER SHARE**

We have been appointed by the Board to form the Independent Board Committee to advise you in respect of the Offer, details of which are set out in the letter from the Board in the document issued by the Company dated 28 April 2025 (the “**Offer Document**”), in which this letter is included. Capitalised terms used in this letter have the same meanings as defined in the Offer Document unless the context requires otherwise.

Your attention is drawn to the letter from Somerley set out on pages 28 to 63 of the Offer Document which contains its advice and recommendation to us in respect of the Offer as well as the principal factors and reasons for its advice and recommendation.

Having taken into account the factors and reasons considered by, and the opinion of, Somerley as stated in the aforementioned letter of advice, we are of the opinion that the Offer is on balance fair and reasonable so far as the Shareholders are concerned and that the Offer is in the interests of the Company and the Shareholders as a whole. We therefore recommend the Shareholders to vote in favour of the resolution to approve the Offer at the SGM.

We also concur with the advice of Somerley to the Qualifying Shareholders to accept the Offer as realisation of their investments. However, the Qualifying Shareholders are reminded to monitor the market price of the Shares during the Offer Period. If during the Offer Period, it transpires that the market price of the Shares exceeds the Offer Price and the sales proceeds (net of the transaction costs) exceed the net proceeds to be received under the Offer, the Qualifying Shareholders who wish to realise their investments in the Company in whole or in part should, if they are able to do so, seek to sell their Shares in the market instead of accepting the Offer. On the other hand, for those Qualifying Shareholders who, after

LETTER FROM THE INDEPENDENT BOARD COMMITTEE
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considering the information contained in the Offer Document, would like to participate in the future prospects of the Group following completion of the Offer, they should consider retaining all or part of their Shares.

Yours faithfully,
the Independent Board Committee

Li Weibin
*Independent Non-executive
Director*

Cheong Ying Chew, Henry
*Independent Non-executive
Director*

Hung Ka Hai, Clement
*Independent Non-executive
Director*

LETTER FROM SOMERLEY

Set out below is the letter of advice from Somerley Capital Limited, the Independent Financial Adviser to the Independent Board Committee regarding the Offer for the purpose of incorporation in this Offer Document.



SOMERLEY CAPITAL LIMITED

20th Floor
China Building
29 Queen's Road Central
Hong Kong

28 April 2025

To: the Independent Board Committee of Skyworth Group Limited

Dear Sirs,

CONDITIONAL CASH OFFER BY CLSA LIMITED ON BEHALF OF SKYWORTH GROUP LIMITED TO BUY-BACK UP TO 350,000,000 SHARES AT HK\$3.11 PER SHARE

INTRODUCTION

We refer to our appointment to advise the Independent Board Committee in connection with the Offer. Details of the Offer are contained in the Offer Document dated 28 April 2025, of which this letter forms part. Terms used in this letter shall have the same meanings as those defined in the Offer Document unless the context otherwise requires.

On 27 March 2025, the Board announced that the Offer would be made by CLSA Limited on behalf of the Company to buy-back for cancellation, subject to the Condition, up to the Maximum Number, being 350,000,000 Shares, representing approximately 15.67% of the issued Shares as at the Latest Practicable Date, at the price of HK\$3.11 per Share.

Based on the Maximum Number of Shares subject to the Offer and taking into account the Irrevocable Undertakings, it is expected that full acceptance of the Offer will not result in change in control of the Company and will not result in acquisition of voting rights by any Shareholder that gives rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

The Offer constitutes a share buy-back by general offer by the Company pursuant to the Share Buy-backs Code. A share buy-back by general offer must be approved by a majority of the votes cast by shareholders who do not have a material interest in the Offer which is different from the interests of all other Shareholders, in attendance in person or by proxy at a general meeting of the shareholders duly convened and held to consider the Offer.

An Independent Board Committee, which comprises all the independent non-executive Directors who have no interest in the Offer other than as a Shareholder, namely Mr. Li Weibin, Mr. Cheong Ying Chew, Henry and Mr. Hung Ka Hai, Clement, has been formed to advise the

LETTER FROM SOMERLEY

Shareholders in respect of the Offer. The Independent Board Committee has approved our appointment as the Independent Financial Adviser to advise it as regards its recommendation on the Offer.

We are not associated with the Company, or any party acting, or presumed to be acting, in concert with it and, accordingly, are considered eligible to give independent advice on the Offer. Apart from normal professional fees paid or payable to us in connection with this appointment, no arrangement exists whereby we will receive any fees or benefits from the Company or any party acting, or presumed to be acting, in concert with it. We are not aware of any relationship or interest between us and the Company or other parties that would be reasonably considered to affect our independence to act as an independent financial adviser to the Independent Board Committee in respect of the Offer.

BASIS OF OUR OPINION

In formulating our advice and recommendation, we have relied on the information and facts supplied, and the opinions expressed, by the Directors and management of the Group (“**Management**”), which we have assumed to be true, accurate and complete in all material aspects at the Latest Practicable Date. We have also assumed that all representations contained or referred to in the Offer Document were true, accurate and complete at the time they were made and remain so at the Latest Practicable Date.

We have reviewed, among other things, the Announcement, the Offer Document, the annual reports of the Company for the years ended 31 December 2022, 2023 (“**2023 Annual Report**”) and 2024 (“**2024 Annual Report**”), the property valuation report as set out in appendix IV to the Offer Document (“**Property Valuation Report**”) and the information contained in the Offer Document. The Directors have also confirmed that full acceptance of the Offer will leave the Company with sufficient net assets and working capital to support its present and planned business. We have sought and received confirmation from the Directors that no material fact has been omitted from the information supplied and opinions expressed to us by them. We consider that the information we have received is sufficient for us to reach our opinion and advice as set out in this letter. The Shareholders will be notified of any material changes to such information and representations or any change to our opinion as soon as possible in accordance with Rule 9.1 of the Takeovers Code. We have no reason to doubt the truth and accuracy of the information provided to us or to believe that any material fact has been omitted or withheld. We have not, however, conducted any independent investigation into the businesses and affairs of the Group, nor have we carried out any independent verification on the information supplied.

We have not considered the tax implications on the Qualifying Shareholders of acceptance or non-acceptance of the Offer, since these depend on their individual circumstances. Shareholders who are resident overseas or subject to overseas taxes or Hong Kong taxation on securities dealings should consider their own tax positions. If Shareholders are in any doubt on their tax position, they should consult their own professional advisers.

LETTER FROM SOMERLEY

TERMS OF THE OFFER

1. Background of the Offer

On 27 March 2025, the Board announced that the Offer would be made by CLSA Limited on behalf of the Company to buy-back for cancellation, subject to the Condition, up to the Maximum Number, being 350,000,000 Shares, representing approximately 15.67% of the issued Shares as at the Latest Practicable Date, at the price of HK\$3.11 per Share.

The Offer is not conditional on any minimum number of Shares being tendered for acceptance or any minimum number of Shares to be bought-back under the Offer.

The Offer will be made in full compliance with the Codes.

2. Terms of the Offer

The salient terms of the Offer are as follows:

- (a) CLSA Limited will make the Offer to the Shareholders on behalf of the Company to buy-back the Shares, up to the Maximum Number, at the Offer Price;
- (b) Qualifying Shareholders may accept the Offer in respect of any number of their Shares at the Offer Price up to their entire shareholding (subject to the procedures for scaling down described under the section headed “4. Other terms of the Offer” below);
- (c) The Offer is not conditional upon a minimum number of Shares being tendered for buy-back;
- (d) All Shares validly tendered will be bought-back to the extent that the aggregate number of Shares bought-back pursuant to the Offer will not thereby exceed the Maximum Number. If the number of Shares validly tendered exceeds the Maximum Number, the number of Shares to be bought-back from each Accepting Shareholder will be reduced proportionally so that the number of Shares bought-back by the Company in aggregate is equal to the Maximum Number. Further details of the procedures for scaling down are described under the section headed “4. Other terms of the Offer” below;
- (e) A Form of Acceptance duly received by or on behalf of the Company will become irrevocable and cannot be withdrawn after the Offer has been declared unconditional unless in accordance with Rule 19.2 of the Takeovers Code;
- (f) Shares will be bought-back in cash, free of commission, levies and dealing charges, save that the amount of stamp duty due on the Shares bought-back attributable to the seller will be deducted from the amount payable to the Accepting Shareholders and will be paid by the Company on behalf of the Accepting Shareholders;

LETTER FROM SOMERLEY

- (g) Shares bought-back will be treated as cancelled and will not be entitled to any dividend declared for any record date set subsequent to the date of their cancellation. The issued share capital of the Company shall be diminished by the nominal value of the Shares bought-back accordingly; and
- (h) Shares will be bought-back free from all liens, charges, encumbrances, equitable interests, rights of pre-emption or other third party rights of any nature. Accordingly, the submission of a Form of Acceptance by an Accepting Shareholder will be deemed to constitute a warranty by that Accepting Shareholder to CLSA Limited and the Company that the Shares are being sold free from all liens, charges, encumbrances, equitable interests, rights of pre-emption or other third party rights of any nature.

Under the Share Buy-backs Code, the Offer will need to be approved by the Shareholders in a general meeting by a majority of votes by way of poll as referred to in the section headed “3. Condition of the Offer” below.

The Company does not intend to announce, declare or pay any dividend, distribution or other return of capital or alter its dividend policy before the close of the Offer.

3. Condition of the Offer

The Offer will be conditional upon the approval by more than 50% of the votes cast by the Shareholders by way of a poll having been obtained at the SGM in respect of the Offer.

The Condition cannot be waived.

The Offer is subject to the Condition being fulfilled in full. If the resolution to approve the Offer is not passed by the Shareholders, the Offer will not proceed and will immediately lapse.

The Offer will not be conditional on any minimum number of acceptances.

If the Offer is declared unconditional, Qualifying Shareholders will be able to tender their Shares for acceptance under the Offer for a period of 14 days thereafter.

Tenders duly received by the Company and/or CLSA Limited will become irrevocable and cannot be withdrawn after the Offer has been declared unconditional, unless in accordance with Rule 19.2 of the Takeovers Code. All Shares bought-back under the Offer will be cancelled.

LETTER FROM SOMERLEY

4. Other terms of the Offer

Qualifying Shareholders may accept the Offer in respect of some or all of their shareholding. If valid acceptances are received for the Maximum Number or fewer Shares, all Shares validly accepted will be bought-back. If valid acceptances received exceed the Maximum Number, the total number of Shares to be bought-back by the Company from each Accepting Shareholder will be determined in accordance with the following formula:

$$\frac{A}{B} \times C$$

A = 350,000,000, being the Maximum Number

B = Total number of Shares tendered by all Accepting Shareholders under the Offer

C = Total number of Shares tendered by the relevant individual Accepting Shareholder under the Offer

As a result, it is possible that not all of such Shares tendered by an Accepting Shareholder will ultimately be bought-back. The total number of Shares which will be bought-back by the Company will not exceed the Maximum Number. The decision of the Company as to any scaling down of acceptances in accordance with the above formula and as to the treatment of fractions will be conclusive and binding on all Shareholders.

The detailed terms of the Offer are set out in the Offer Document.

As at the Latest Practicable Date, save for the Irrevocable Undertakings, neither the Company nor parties acting in concert with it had received any irrevocable commitment to accept or reject the Offer.

PRINCIPAL REASONS AND FACTORS CONSIDERED

1. Information of the Group

(a) Business activities of the Group

The Group is principally engaged in manufacture and sales of smart TV, home access systems, photovoltaic products, smart white appliances, intelligent manufacturing, internet value-added services, property development, property holding, modern services and trading of other products. The Group has four business segments as follow:

- (i) the smart household appliances business focuses on the manufacture and sale of smart TV, smart white appliances and other smart appliances such as smart air conditioners, smart refrigerators, smart washing machines, smart kitchen appliances in the PRC and overseas markets, intelligent manufacturing, provision and sales of internet value-added services of Coocaa system in the PRC, among others;

LETTER FROM SOMERLEY

- (ii) the smart systems technology business focuses on manufacture and sale of home access systems, intelligent manufacturing, automotive electronic systems, lighting products, security system and other electronic products;
- (iii) the new energy business focuses on sale and installation of distributed photovoltaic power stations in the customer-side retail sector in the PRC market for residential and commercial uses; and
- (iv) the modern services business and others, mainly include sales of properties, loan financing, leasing of properties and trading of other products, among others.

The Group's operations are in the Mainland China, Asia (other than the Mainland China), Europe, Americas, Africa and other regions, and over 50% of the Group's revenue was generated from the PRC for the years ended 31 December 2022, 2023 and 2024.

(b) Financial performance of the Group

Set out below is a summary of the financial performance of the Group for the years ended 31 December 2022, 2023 and 2024 as extracted from the 2023 Annual Report and 2024 Annual Report.

Selling and distribution expenses of RMB243 million for the year ended 31 December 2023 has been reclassified to cost of sales to conform to the presentation for the year ended 31 December 2024. The directors of the Company consider that such presentation would better reflect the financial performance and position of the Group.

	Year ended 31 December		
	2022	2023	2024
	<i>RMB million</i>	<i>RMB million</i>	<i>RMB million</i>
	<i>(audited)</i>	<i>(audited)</i>	<i>(audited)</i>
Revenue			
Sales of goods	52,889	68,376	64,388
Others	<u>602</u>	<u>655</u>	<u>625</u>
Total revenue	53,491	69,031	65,013
Cost of sales	<u>(45,284)</u>	<u>(59,629)</u>	<u>(56,205)</u>
Gross profit	8,207	9,402	8,808
<i>Gross profit margin</i>	<i>15.3%</i>	<i>13.6%</i>	<i>13.5%</i>

LETTER FROM SOMERLEY

	Year ended 31 December		
	2022	2023	2024
	<i>RMB million</i>	<i>RMB million</i>	<i>RMB million</i>
	<i>(audited)</i>	<i>(audited)</i>	<i>(audited)</i>
Other income	1,201	1,009	1,235
Other gains and losses	44	(64)	(160)
Selling and distribution expenses	(3,439)	(3,452)	(3,749)
General and administrative expenses	(1,654)	(1,921)	(1,807)
Research and development expenses	(2,116)	(2,127)	(2,086)
Finance costs	(432)	(522)	(480)
Share of results of associates and joint venture	<u>8</u>	<u>(2)</u>	<u>(23)</u>
Profit before taxation	1,819	2,323	1,738
Income tax expense	<u>(412)</u>	<u>(557)</u>	<u>(578)</u>
Profit for the year	1,407	1,766	1,160
<i>Net profit margin</i>	<u>2.6%</u>	<u>2.6%</u>	<u>1.8%</u>
Profit for the year attributable to:			
the Shareholders	827	1,069	568
non-controlling interests	<u>580</u>	<u>697</u>	<u>592</u>
	<u>1,407</u>	<u>1,766</u>	<u>1,160</u>
Earnings per Share (“EPS”) (expressed in RMB cents)			
Basic	<u>31.97</u>	<u>43.15</u>	<u>24.59</u>
Diluted	<u>31.95</u>	<u>43.15</u>	<u>24.59</u>
Dividends for the year	69	176	Nil
Per Share	HK\$0.03	HK\$0.08	Nil

LETTER FROM SOMERLEY

(i) *Revenue and gross profit margin*

Set out below is a summary of the Group's segmental revenue for the years ended 31 December 2022, 2023 and 2024.

	Year ended 31 December					
	2022		2023		2024	
	<i>RMB</i>	<i>% to total</i>	<i>RMB</i>	<i>% to total</i>	<i>RMB</i>	<i>% to total</i>
	<i>million</i>	<i>revenue</i>	<i>million</i>	<i>revenue</i>	<i>million</i>	<i>revenue</i>
Revenue						
Smart household						
appliances business	27,544	51.5%	30,592	44.3%	33,407	51.4%
Smart systems technology						
business	11,933	22.3%	10,391	15.1%	8,495	13.1%
New energy business	11,934	22.3%	23,340	33.8%	20,270	31.2%
Modern services business						
and others	2,080	3.9%	4,708	6.8%	2,841	4.3%
Total revenue	<u>53,491</u>	<u>100%</u>	<u>69,031</u>	<u>100%</u>	<u>65,013</u>	<u>100%</u>

For the years ended 31 December 2023 versus 2022

The Group achieved a revenue of approximately RMB69,031 million for the year ended 31 December 2023, representing a growth of approximately 29.1% from that of approximately RMB53,491 million for the prior year. The smart household appliances business segment, which was the largest segment of the Group primarily covering, among others, smart TV, smart white appliances, other smart appliances and provision of internet connection services of Coocaa system, recorded a revenue growth of approximately 11.1% for the year ended 31 December 2023. Furthermore, the Group recorded a significant increase of RMB11,406 million or 95.6% in its new energy business, showing the development momentum of new energy business.

The gross profit of the Group for the year ended 31 December 2023 was approximately RMB9,402 million, representing an increase of approximately 14.6% as compared to that for the prior year. The gross profit margin of the Group decreased from approximately 15.3% for the year ended 31 December 2022 by approximately 1.7 percentage points to approximately 13.6% for the year ended 31 December 2023. As stated in the 2023 Annual Report, given the decrease in the overall shipment volume of upstream suppliers and the increase in demand for large-sized screens in the TV market, the price of TV panels continued its upward trend from the end of 2022 to the end of this year, and rising costs narrowed the gross profit margin. In addition, the new energy business is in a period of rapid growth and its gross profit margin is still lower

LETTER FROM SOMERLEY

than that of other business segments of the Group. Its significant year-on-year growth in sales also led to a slight decrease in the overall gross profit margin of the Group.

The Group's net profit for the year ended 31 December 2023 was approximately RMB1,766 million, representing an increase of approximately 25.5% as compared to that for the prior year. The increase in the net profit was mainly due to the increase in revenue as mentioned above, and the decreases in various expenses to revenue ratio for the year ended 31 December 2023 as compared to that for the prior year, including selling and distribution expenses, general and administrative expenses and research and development expenses. The net profit margin remained stable at approximately 2.6% for the years ended 31 December 2022 and 2023.

For the years ended 31 December 2024 versus 2023

The Group achieved a revenue of approximately RMB65,013 million for the year ended 31 December 2024, representing a decrease of approximately 5.8% from that of approximately RMB69,031 million for the prior year. As disclosed in the 2024 Annual Report, the smart household appliances business segment recorded a revenue growth of approximately 9.2% for the year ended 31 December 2024, which was mainly due to (i) the increase in revenue from smart appliances business (including other business tax) of approximately 25.4% from approximately RMB7,088 million for the year ended 31 December 2023 to approximately RMB8,886 million for the year ended 31 December 2024; and (ii) the increase in revenue from smart TV products (including other business tax) of approximately 9.7%, from approximately RMB19,008 million for the year ended 31 December 2023 to approximately RMB20,844 million for the year ended 31 December 2024. Revenue from smart systems technology business for the year ended 31 December 2024 decreased by approximately 18.2% from approximately RMB10,391 million for the previous year, which was mainly as a result of the decrease in revenue from both the mainland China market and overseas markets. For the year ended 31 December 2024, the Group recorded a revenue of approximately RMB20,270 million from the new energy business, representing a decrease of approximately 13.2% as compared with RMB23,340 million recorded in the previous year, the cumulative installed capacity of photovoltaic power stations that have been built and under grid-connected operation exceeded 19.5GW. For the year ended 31 December 2024, the Group recorded a revenue of RMB2,841 million from the modern services business and others, representing a decrease of approximately 39.7% as compared to RMB4,708 million recorded in the previous year. As disclosed in the 2024 Annual Report, the construction and development business under the Group's modern services business sector was impacted by the prolonged downturn in China's real estate market, leading to impairment provisions.

LETTER FROM SOMERLEY

The gross profit of the Group for the year ended 31 December 2024 was approximately RMB8,808 million, representing a decrease of approximately 6.3% as compared to that for the prior year. The gross profit margin of the Group remained relatively stable at approximately 13.6% and 13.5% for the year ended 31 December 2023 and 2024, respectively. As stated in the 2024 Annual Report, the narrowing profit margins of the modern services business adversely affected the Group's overall gross profit. Despite this, the Group's smart household appliances business improved its gross profit by appropriately reducing OEM operations and focusing on the sales of its own brand and premium product market. Additionally, the new energy business introduced more financing partners, coupled with the continued decline in the cost of key raw materials, which also positively contributed to the improvement in gross profit margin.

The Group's net profit for the year ended 31 December 2024 was approximately RMB1,160 million, representing a decrease of approximately 34.3% as compared to that for the prior year. The decrease in the net profit was mainly due to the decrease in revenue as mentioned above, and the increase in various expenses to revenue ratio for the year ended 31 December 2024 as compared to that for the prior year, including selling and distribution expenses and research and development expenses. As a result of the foregoing, the net profit margin decreased from approximately 2.6% for the years ended 31 December 2023 to approximately 1.8% for the year ended 31 December 2024.

(ii) *Dividends*

Recent interim and final dividends per Share of the Company have been as follow:

Financial year	Interim dividend per Share	Final dividend per Share	Total	Dividend payout ratio
2024	—	—	—	—
2023	HK\$0.03	HK\$0.05	HK\$0.08	16.2%
2022	HK\$0.03	—	HK\$0.03	8.5%
2021	—	HK\$0.23	HK\$0.23	30.4%
2020	—	—	—	0.0%

As set out in the table above, the Company paid final dividend of HK\$0.23 per Share and an interim dividend of HK\$0.03 per Share for the year ended 31 December 2021 and the six months ended 30 June 2022, representing a dividend payout ratio of 30.4% and 8.5%, respectively. Total dividend for the year ended 31 December 2023 was HK\$0.08 per Share, representing a dividend payout ratio of 16.2%. The Group declared no interim nor final dividend for the year ended 31 December 2024.

LETTER FROM SOMERLEY

(c) *Financial position of the Group*

Set out below is a summary of the financial position of the Group as at 31 December 2022, 2023 and 2024 as extracted from the 2023 Annual Report and the 2024 Annual Report.

	Year ended 31 December		
	2022	2023	2024
	<i>RMB million</i>	<i>RMB million</i>	<i>RMB million</i>
	<i>(audited)</i>	<i>(audited)</i>	<i>(audited)</i>
Non-current assets			
Property, plant and equipment	7,888	9,576	9,989
Right-of-use assets	2,541	2,728	2,836
Investment properties	1,410	1,517	1,464
Other non-current assets	<u>6,145</u>	<u>6,663</u>	<u>5,997</u>
	<u>17,984</u>	<u>20,484</u>	<u>20,286</u>
Current assets			
Inventories and other contract costs	8,947	10,205	12,444
Stock of properties	7,349	6,033	5,699
Trade and other receivables	16,429	17,015	18,494
Pledged and restricted bank deposits	3,353	3,461	3,437
Cash and cash equivalents	9,054	9,114	8,348
Other current assets	<u>1,294</u>	<u>849</u>	<u>1,300</u>
	<u>46,426</u>	<u>46,677</u>	<u>49,722</u>
Current liabilities			
Trade and other payables	25,283	26,566	27,237
Bank borrowings	9,404	8,218	9,387
Other current liabilities	<u>840</u>	<u>644</u>	<u>710</u>
	<u>35,527</u>	<u>35,428</u>	<u>37,334</u>
Net current assets	<u>10,899</u>	<u>11,249</u>	<u>12,388</u>
Non-current liabilities			
Bank borrowings	5,853	7,097	6,918
Trade and other payables	354	1,019	1,727
Other non-current liabilities	<u>782</u>	<u>860</u>	<u>891</u>
	<u>6,989</u>	<u>8,976</u>	<u>9,536</u>
Net assets value	<u><u>21,894</u></u>	<u><u>22,757</u></u>	<u><u>23,138</u></u>

LETTER FROM SOMERLEY

	Year ended 31 December		
	2022	2023	2024
	RMB million	RMB million	RMB million
	(audited)	(audited)	(audited)
Capital and reserves			
Share capital	266	250	235
Reserves	<u>17,601</u>	<u>17,889</u>	<u>18,003</u>
Equity attributable to the Shareholders	17,867	18,139	18,238
Non-controlling interests	<u>4,027</u>	<u>4,618</u>	<u>4,900</u>
	<u><u>21,894</u></u>	<u><u>22,757</u></u>	<u><u>23,138</u></u>

(i) Property, plant and equipment

As at 31 December 2024, the Group's property, plant and equipment ("PP&E") consisted of (i) leasehold land and buildings; (ii) construction in progress; (iii) plant and machinery; and (iv) furniture, equipment, motor vehicles and others. As at 31 December 2024, the Group's PP&E was approximately RMB9,989 million, representing an increase of approximately 4.3% from that of approximately RMB9,576 million as at 31 December 2023. The increase in the PP&E was mainly due to was mainly due to construction development of the new industrial bases.

(ii) Inventories and other contract costs

As at 31 December 2024, inventories and other contract costs of the Group amounted to approximately RMB12,444 million. The balance increased by approximately 21.9% from that of approximately RMB10,205 million as at 31 December 2023 mainly due to the expansion of new energy business and smart household appliances business which increased the Group's inventories as at 31 December 2024.

(iii) Stock of properties

As at 31 December 2024, stock of properties of the Group amounted to approximately RMB5,699 million. The balance decreased by approximately 5.5% from that of approximately RMB6,033 million as at 31 December 2023, which was primarily attributable to the write-down of stock of properties during the year.

(iv) Cash and cash equivalents

The Group had cash and cash equivalents of approximately RMB8,348 million as at 31 December 2024, representing a decrease of approximately 8.4% from that of approximately RMB9,114 million as at 31 December 2023. The decrease was mainly due to the net cash used in operating activities of approximately RMB506 million

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and the net cash used in financing activities of approximately RMB263 million, partially offset by the net cash generated from investing activities of approximately RMB17 million.

(v) Bank borrowings

The current portion of bank borrowings of the Group as at 31 December 2024 was approximately RMB9,387 million, representing an increase of approximately 14.2% from that of approximately RMB8,218 million as at 31 December 2023. The non-current portion of bank borrowings of the Group as at 31 December 2024 was approximately RMB6,918 million, representing a decrease of approximately 2.5% from that as at 31 December 2023. Total borrowings of the Group increased by approximately 6.5% from approximately RMB15,315 million as at 31 December 2023 to approximately RMB16,305 million as at 31 December 2024. As a result, the Group's gearing ratio, calculated as total borrowings divided by total equity, had increased from approximately 67.3% as at 31 December 2023 to approximately 70.5% as at 31 December 2024.

(vi) Net asset value

Equity or net asset value ("NAV") of the Group attributable to the Shareholders remained relatively stable at approximately RMB18,139 million and RMB18,238 million as at 31 December 2023 and 2024, respectively. The NAV of the Group attributable to the Shareholders as at 31 December 2024, based on 2,233,267,420 Shares in issue as at the Latest Practicable Date, was approximately RMB8.2 per Share.

(d) Prospects and future intention of the Group

As mentioned in the 2024 Annual Report, in terms of business development, the Group will remain focused on high quality, innovation, and technological iteration to enhance user experience and sustain the market appeal of its competitively advantaged product categories. The Group will continue to explore more diversified business models, increase investment, and strengthen research and development to achieve further breakthroughs in smart industrialisation and product model transformation, driving the high-quality development of its overall business.

With the steady enhancement of network infrastructure and the rapid development of AI technology, cross-industry integration is accelerating. The Group has clear objectives for each of its industries, aiming to optimise resource allocation to develop a new generation of high-margin, high-value products to maintain market leadership and capture a larger share of emerging product markets. Leveraging the development of 5G home access systems, control systems and next-generation smart appliances, the Group consolidates its advantages as a developer and operator of smart home systems. Building on its leading position in the domestic smart home appliances and digital technology industries, the Group seizes opportunities presented by the global trends of digitalisation, smartisation, and low-carbonisation, integrating hardware and software to meet diverse scenario needs. Through the three key elements of "connectivity, intelligence and

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ecology”, the Group is committed to building smart household appliances and Double Carbon ecological brands, deploying multi-modal AI products and technologies, and vigorously developing AI and AIGC-related application features and scenario-based smart device platforms. This expands comprehensive smart home content services, achieving seamless intelligent control for homes, offices and vehicles. The brand equity of Skyworth Group also adds significant value to newly expanded products such as shavers, driving their steady growth and inspiring the Group to continue innovating, delivering smarter and more stylish experiences to customers. In response to the rapid development of AI, the Group launches the LED-AI Super TV in 2025, embedded with the DeepSeek AI model and equipped with intelligent algorithms tailored for different office modes. This product, along with smart hotel and smart office commercial solutions centered on smart TVs as control hubs, will accelerate the application of display and commercial display products.

Against the backdrop of the global economy transitioning towards smartisation, low-carbonisation and diversification, the Group will proactively align with cutting-edge technological theories and achieve technological integration across its full range of products, striving to create leading products and solutions. Leveraging its keen market insight capabilities, the Group will continuously optimise product promotion strategies and deepen the development of new channels, further enhancing the brand presence and market influence of Skyworth.

As stated in the letter from the Board contained in the Offer Document, the business and management of the Group will remain unchanged and the Company’s listing on the Stock Exchange will be maintained upon completion of the Offer. It is intended that no major changes will be introduced to the businesses of the Group and the employment of the employees of the Group will be continued and the material fixed assets of the Group will not be redeployed as a result of the Offer.

2. Reasons for the Offer and future intention of the Group

As stated in the letter from the Board contained in the Offer Document, the price of the Shares has historically been traded at a significant discount to the Group’s NAV attributable to the Shareholders per Share. Taking the closing price of the Shares of HK\$2.7000 on the Last Trading Day as the reference date, the discounts to the Group’s NAV attributable to the Shareholders per Share of HK\$8.8187 as at 31 December 2024, being the NAV of the Group attributable to the Shareholders of approximately RMB18,238 million (equivalent to approximately HK\$19,695 million) as at 31 December 2024 divided by Shares in issue as at the Latest Practicable Date, for the below periods are as follows:

- (a) on the Latest Practicable Date: 67.12%;
- (b) on the Last Trading Day: 69.38%;
- (c) average discount to the Group’s net asset value attributable to the Shareholders per Share as at 31 December 2024 based on the average closing price of the Shares of approximately HK\$2.7463 as quoted on the Stock Exchange for the three months up to and including the Last Trading Day: 68.86%;

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- (d) average discount to the Group's net asset value attributable to the Shareholders per Share as at 31 December 2024 based on the average closing price of the Shares of approximately HK\$2.9414 as quoted on the Stock Exchange for the six months up to and including the Last Trading Day: 66.65%; and
- (e) average discount to the Group's net asset value attributable to the Shareholders per Share as at 31 December 2024 based on the average closing price of the Shares of approximately HK\$2.9507 as quoted on the Stock Exchange for the twelve months up to and including the Last Trading Day: 66.54%.

The Directors (other than members of the Independent Board Committee who have expressed their view in the letter from the Independent Board Committee set out in the Offer Document) believe that the Offer provides an opportunity for the Shareholders to realise part of their investments in the Company at a premium over recent market prices, in particular, where a reference is made to the closing price of the Shares on 27 March 2025, or to increase their proportionate equity interests in the Company by retaining their shareholdings and participating in the future prospects of the Group.

The 64.73% discount to the Group's NAV attributable to the Shareholders per Share as at 31 December 2024 and the 62.48% discount to the Reassessed NAV (as defined below) as implied by the Offer Price, respectively, when compared to the historical discounts to the Group's NAV attributable to the Shareholders per Share of HK\$8.8187 as at 31 December 2024 as noted above under items (c) to (e) also represents an opportunity for the Shareholders to monetise their shareholding at a smaller discount to the Group's NAV attributable to the Shareholders per Share as at 31 December 2024. In addition, upon completion of the Offer, on a pro forma basis and on the assumptions set out in appendix III to the Offer Document, the Offer will have the effect of enhancing NAV attributable to owners of the Company per Share from approximately RMB8.16 per Share to RMB9.14 per Share (approximately 12.0%).

In light of the above, given that (i) the Group's financial performance may be uncertain in the near future, as the Group's business has been under pressure in the recent times with the net profit attributable to the Shareholders of the Group decreased by approximately 46.9% in 2024; (ii) the Offer provides an opportunity for the Shareholders either to sell their Shares at a premium over the prevailing market prices of the Shares and receive cash, or to increase their proportionate interests in the Company by retaining their holdings of the Shares and participating in the future prospects of the Company; and (iii) the Offer will enhance the earnings per Share and NAV attributable to owners of the Company per Share of the Group upon completion of the Offer, we are of the view that the Offer benefits all Shareholders.

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3. Analysis of the Offer

(a) Comparison to the Offer Price

The Offer Price of HK\$3.11 per Share represents:

	Closing/average closing price of the Shares (HK\$)	Premium over the Share price
(1) The Last Trading Day	2.7000	15.19%
(2) Last 5 trading days up to and including the Last Trading Day	2.6860	15.79%
(3) Last 10 trading days up to and including the Last Trading Day	2.7070	14.89%
(4) Last 30 trading days up to and including the Last Trading Day	2.6817	15.97%
(5) The Latest Practicable Date	2.9000	7.24%
	NAV of the Group attributable to the Shareholders per Share (HK\$)	Discount to the NAV of the Group attributable to the Shareholders per Share
(6) Audited NAV of the Group attributable to the Shareholders per Share as at 31 December 2024 (<i>Note 1</i>)	8.8187	64.73%
(7) Adjusted NAV of the Group attributable to the Shareholders per Share as at 31 December 2024 (<i>Note 2</i>)	8.29	62.48%

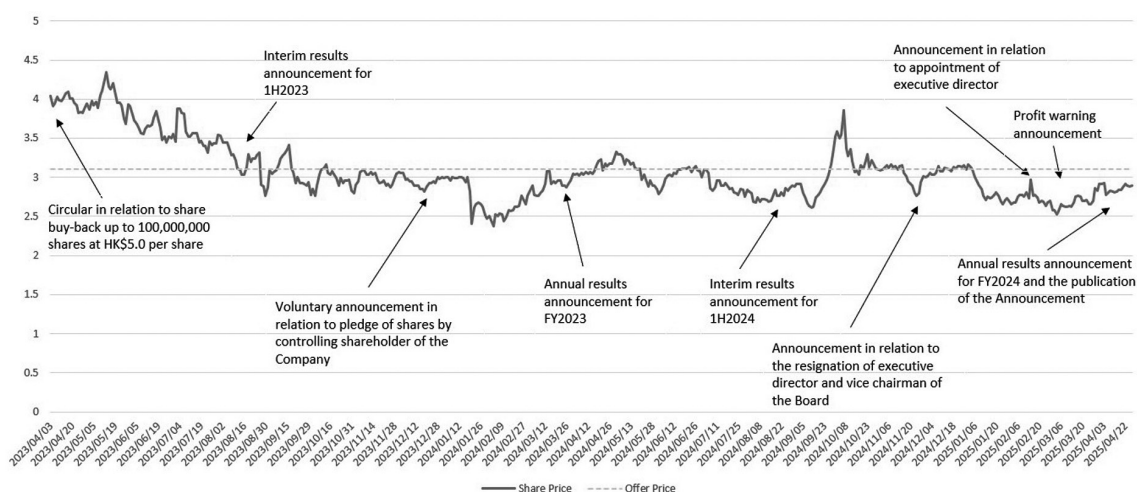
Notes:

- Audited NAV of the Group attributable to the Shareholders per Share as at 31 December 2024 is calculated based on the audited NAV of the Group attributable to the Shareholders of RMB18,238 million (based on the exchange rate of HK\$1: RMB0.92604, the central parity rate published by the People's Bank of China on its website as at 31 December 2024 for illustrative purposes) as at 31 December 2024, and the Shares as at the Latest Practicable Date.
- Adjusted NAV of the Group attributable to the Shareholders per Share as at 31 December 2024 is calculated based on the audited NAV of the Group attributable to the Shareholders of RMB18,238 million (based on the exchange rate of HK\$1:RMB0.92604, the central parity rate published by the People's Bank of China on its website as at 31 December 2024 for illustrative purposes) as at 31 December 2024, adjusted by (i) revaluation deficit based on the valuation of the property interests of the Group as at 28 February 2025, details of which are set out in the Property Valuation Report; and (ii) potential tax liabilities, and the Shares as at the Latest Practicable Date.

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(b) Price performance of the Shares

Set out below is the movement of the closing prices of the Shares during the period from 1 April 2023 to the Latest Practicable Date (the “**Review Period**”), and the announcements of the Company relating to certain corporate events that took place during the Review Period. We consider the Review Period, which covers a period of more than 24 months, represents a sufficient period of time to provide a general overview on the recent market performance of the Shares for the purpose of this analysis.



Source: The website of the Stock Exchange

During the period from 3 April 2023 to the Last Trading Day (“**Pre-Announcement Period**”), the closing price of the Shares ranging from HK\$2.38 to HK\$4.34, with an average of approximately HK\$3.08. Out of a total of 486 trading days during the Pre-Announcement Period, there were 319 trading days when the Shares price closed below the Offer Price.

The closing price of the Shares started at HK\$4.04 on 3 April 2023 and showed resilience, maintaining levels above the Offer Price until mid-May, reaching a peak of HK\$4.34 on 15 May 2023. However, following this peak, the Share price began to decline and continued to decrease until August 2023. On 25 August 2023 (after trading hour), the Company published its interim results announcement for the six months ended 30 June 2023. The closing price of the Shares decreased by approximately 12.35% on the following trading day. The Share price continued to demonstrate a decreasing trend. On 27 December 2023, the Company published a voluntary announcement in relation to the pledge of Shares by Controlling Shareholder.

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In late January 2024 to early February 2024, the closing price of the Shares has decreased from HK\$3.00 on 18 January 2024 to HK\$2.38 on 5 February 2024, being the lowest closing price during the Pre-Announcement Period. We have discussed with Management and they are not aware of any particular reason that led to the significant fluctuation of the Share closing prices during such period. Since then the Share price exhibited signs of recovery until early May, with HK\$3.33 recorded in 2 May 2024. During the period, the Company has published its annual results for the year ended 31 December 2023 on 26 March 2024 after trading hour, and the Share price increased slightly 2.0% on the following trading day. The Share price then decreased again from March 2024 to August 2024. On 27 August 2024 (after trading hour), the Company has published its interim results for the six months ended 30 June 2024 and the Share price remained relatively stable on the following trading day. The closing price of the Shares increased significantly from HK\$2.61 on 12 September 2024 to HK\$3.86 on 7 October 2024. We have discussed with Management and they are not aware of any particular reason that led to the significant fluctuation of the Share closing prices during such period.

Since then, the closing price of the Shares led another decreasing trend from during October 2024 to February 2025. On 14 February 2025 (after trading hour), the Company has published the inside information announcement regarding the profit warning, and the Share price has decreased by 7.1% and closed at HK\$2.76 per Share on the next following trading day. From 14 February 2025 to the Last Trading Day, the Share price fluctuated within a range between HK\$2.53 and HK\$2.97. On 27 March 2025 (i.e. the Last Trading Day) after trading hour, the Company has published the annual results for the year ended 31 December 2024 and the Announcement. The closing price of the Shares on the next trading day increased by 5.93% from HK\$2.70 to HK\$2.86. As at the Latest Practicable Date, the Share price closed at HK\$2.90.

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(c) *Trading liquidity*

Set out below are the monthly total trading volumes of the Shares and the percentages of the monthly total trading volume to the Outstanding Shares and the public float of the Company for the Review Period:

			Percentage of the average daily trading volume of the Shares to the Outstanding Shares (Note 1)	Percentage of the average daily trading volume of the Shares to the public float of the Company (Note 2)
	Number of trading days	Average daily trading volume of the Shares		
2023				
April	17	5,405,401	0.24%	0.58%
May	21	4,105,841	0.18%	0.44%
June	21	3,517,914	0.16%	0.38%
July	20	4,128,877	0.18%	0.45%
August	23	5,439,371	0.24%	0.59%
September	19	6,111,598	0.27%	0.66%
October	20	3,908,076	0.17%	0.42%
November	22	3,210,307	0.14%	0.35%
December	19	4,926,319	0.22%	0.53%
2024				
January	22	3,847,452	0.17%	0.42%
February	19	2,403,669	0.11%	0.26%
March	20	3,177,570	0.14%	0.34%
April	20	5,833,870	0.26%	0.63%
May	21	3,768,486	0.17%	0.41%
June	19	6,858,247	0.31%	0.74%
July	22	2,868,805	0.13%	0.31%
August	22	2,134,955	0.10%	0.23%
September	19	5,177,773	0.23%	0.56%
October	21	5,484,531	0.25%	0.59%
November	21	4,748,183	0.21%	0.51%
December	20	4,385,825	0.20%	0.47%

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		Average daily trading volume of the Shares	Percentage of the average daily trading volume of the Shares to the Outstanding Shares (Note 1)	Percentage of the average daily trading volume of the Shares to the public float of the Company (Note 2)
2025				
January	19	2,901,795	0.13%	0.31%
February	20	8,630,645	0.39%	0.93%
3 March to 27 March (i.e. the Last Trading Day)	19	6,106,471	0.27%	0.66%
From 28 March up to the Latest Practicable Date	18	15,610,227	0.70%	1.69%

Source: The website of the Stock Exchange

Notes:

1. The calculation is based on the average daily trading volume of the Shares divided by the Outstanding Shares at the Latest Practicable Date.
2. The calculation is based on the average daily trading volume of the Shares divided by the total number of Shares held by the public (i.e. the Shareholders other than the Company and its concert parties) as at the Latest Practicable Date.

As shown in the above table, the average daily trading volumes of the Shares represented approximately 0.10% to 0.39% of the Shares and approximately 0.23% to 0.93% of the Shares constituting the public float of the Company before the Last Trading Day. During February 2025, trading volume has been higher in general, being approximately 0.39% and 0.93% of the Shares and the public float of the Company, respectively, which may possibly due to the publication of the inside information announcement in relation to the profit warning. The publication of the Announcement heightened the trading volume to an average of approximately 15.61 million Shares being approximately 0.70% and 1.69% of the Shares and the public float of the Company, respectively, from 28 March 2025 (i.e. the first trading day following the publication of the Announcement) to the Latest Practicable Date.

Given the historically thin trading volume of the Shares, it is uncertain whether there would be sufficient liquidity in the Shares for the Shareholders to dispose of a significant number of Shares in the open market without causing an adverse impact on the market

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price of the Shares. The Offer therefore represents an opportunity for the Shareholders, particularly for those who hold a large volume of Shares, to dispose of their holdings at the Offer Price if they so wish.

(d) Analysis of historical NAV of the Group

We have compared the discount of average closing Share price to consolidated NAV of the Group attributable to the Shareholders per Share during the Review Period as set out in the table below.

	Average closing Share price <i>HK\$</i>	Consolidated NAV of the Group attributable to the Shareholders per Share <i>(Note 1)</i> <i>HK\$</i>	Discount of average closing Share price to consolidated NAV of the Group attributable to the Shareholders per Share
Period (Note 2)			
3 April 2023 to 25 August 2023	3.68	7.70	52.23%
28 August 2023 to 26 March 2024	2.90	8.01	63.83%
27 March 2024 to 27 August 2024	2.98	8.40	64.53%
28 August 2024 to 27 March 2025 (i.e. Last Trading Day)	2.93	8.57	65.82%
28 March 2025 to the Latest Practicable Date	2.86	8.82	67.57%
Average			62.80 %
Median			64.53 %
Maximum			67.57 %
Minimum			52.23 %

Source: The website of the Stock Exchange and the Company's respective annual or interim results announcements

Notes:

1. The consolidated NAV of the Group attributable to the Shareholders per Share is calculated based on the published consolidated NAV of the Group attributable to the Shareholders in the then latest annual or interim results announcement of the Company and divided by the average number of Shares in issue during the respective period.
2. Except for 3 April 2023 to 25 August 2023, the beginning date of each of the period represents the first trading dates after the Company announced its annual or interim results.

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As illustrated in the table above, the Shares have been consistently traded at discounts to the NAV of the Group attributable to the Shareholders during the Review Period. The discount of average closing Share price to consolidated NAV of the Group attributable to the Shareholders per Share during the Review Period (“**Average Discounts Range**”) ranging from 52.23% to 67.57%. As set out in sub-section “3. (a) Comparison to the Offer Price”, the Offer Price represents discounts of approximately 64.73% to NAV of the Group attributable to the Shareholders per Share as at 31 December 2024 and is within the range of the Average Discounts Range.

(e) Property Valuation and Reassessed NAV

In evaluating the Offer, we have also reviewed the adjusted consolidated NAV of the Group attributable to the Shareholders (“**Reassessed NAV**”) based on the 2024 Annual Report and the adjustment, comprising the deficit arising from property revaluation, the relevant potential PRC tax liabilities and property revaluation deficit attributable to non-controlling interests.

(i) Background of the Property Valuation

The Group is principally engaged in, among other things, property development and property holding. ValQuest Advisory (Hong Kong) Limited (“**Property Valuer**”) was engaged by the Company to derive at an appraised value of the property interests of the Group (“**Property Valuation**”) as at 28 February 2025 (“**Property Valuation Date**”). The valuation of the property interests attributable to the Group (“**Properties**”) as appraised by Property Valuer as at the Property Valuation Date was approximately RMB15,238.4 million. Details of the Property Valuation are set out in the Property Valuation Report enclosed in appendix IV to the Offer Document. The Property Valuation has been prepared in compliance with The HKIS Valuation Standards published by The Hong Kong Institute of Surveyors and the requirements set out in Chapter 5 and Practice Note 12 of the Listing Rules. We have reviewed the engagement letter between the Company and the Property Valuer, the Property Valuation Report and the relevant valuation workings of the Property Valuer and interviewed the relevant staff of the Property Valuer with particular attention to (i) the Property Valuer’s terms of engagement with the Company; (ii) the Property Valuer’s qualification and experience in relation to the preparation of the Property Valuation; and (iii) the steps and due diligence measures taken by the Property Valuer in performing the Property Valuation.

From our review of the engagement letter between the Company and the Property Valuer, we are satisfied that the terms of engagement between the Company and the Property Valuer are appropriate to the opinion the Property Valuer is required to give. The Property Valuer has confirmed that it is independent from the Company or any party acting, or presumed to be acting, in concert with any of them. We further understand that the Property Valuer is certified with the relevant professional qualifications required to perform the Property Valuation and the person-in-charge of the Property Valuation has over 20 years’ experience in conducting property valuation services to clients in Hong Kong, the PRC as well as

other overseas countries. We note that the Property Valuer mainly carried out its due diligence through on-site inspections, making enquiries and conducting its own proprietary research and has relied on publicly available information obtained through its own research as well as the financial information provided by the Management.

(ii) Property Valuation methodologies

In arriving at its opinion of value of the Properties, the Property Valuer valued the Properties by adopting the (a) direct comparison method for the Properties other than those held by the Group in Mainland China and Hong Kong for investment purpose, by making reference to comparable sale evidences available in the local market, and with adjustments to reflect the differences between the subject properties and the comparables in terms of various factors such as transaction timing, location, floor level and view etc.; (b) income capitalisation method for the Properties held by the Group in Mainland China and Hong Kong for investment purpose, by capitalising the rental income of the property interests (based on the tenancy schedules) and making provisions for the Properties' reversionary income potential, and making reference to comparable sales evidence as available in the market where applicable; and (c) depreciated replacement cost method for Properties with no readily identifiable market comparable sale or rental data, based on an estimate of the market value of the land in its existing use, plus the current cost of replacement of the improvements less allowance for physical deterioration and all relevant forms of obsolescence and optimisation.

(iii) Property Valuation basis and assumption

We note that the Properties were valued on the basis that assuming all consents, approvals and licences from relevant government authorities for the development of the Properties have been obtained, and that the design, construction and occupation of the properties are in compliance with the local planning regulations and have been approved by the relevant authorities. For those Properties which their actual use(s) do(es) not comply with those stated in the relevant title certificates (i.e., property numbers 1, 12, 16, 21, 24, 31, 38, 48, and 51), the valuation results are based on the Properties' permissible use(s) and without taking into account their existing use(s), and hence the user incompatibilities would not affect the values of these Properties. In addition, for those Properties which were either (partly) under construction or vacant sites as of the Property Valuation Date, the Property Valuer has assumed that these Properties would be developed and constructed in accordance with the approved development schemes by the relevant government authorities and provided by the Group. As discussed with the Property Valuer, for those Properties which (i) are not entitled to be transferred over the entire term of the land use rights of such properties in accordance with the respective title certificates; and (ii) are not with proper legal titles and they are only transferrable upon obtaining the relevant legal titles, their valuation are excluded from the value reported in the Property Valuation.

Direct comparison method

In arriving at the appraised value of the Properties based on direct comparison approach, the Property Valuer generally started the process by collecting and analysing recent transactions of market comparables located in the vicinity of the Properties. In particular, the Property Valuer selected market comparable transactions that (i) were located in the same district or, if not available, nearby districts; (ii) were conducted within one year; and (iii) had the same usage of the Properties. The selected market comparables were then adjusted to reflect the difference between the market comparables and the Properties in terms of, among others, transaction timing, location, floor level and view.

We have discussed with the Property Valuer on their selection criteria (“**Property Valuer Selection Criteria**”), such as location, property type and timing of transaction, to identify at least three market comparables for each appraised property, and the adjustments made including location, transaction timing, floor level, view and size etc.. We have selected and reviewed nine Property Valuation working papers, covering each valuation methodology, and we note their basis for adopting the Property Valuer Selection Criteria and we consider the Property Valuer Selection Criteria to be reasonable and relevant to the Properties and at least three market comparable properties identified fulfil the Property Valuer Selection Criteria. Overall, we are of the view the selection criteria of the comparable properties and the adjustments made by the Property Valuer are reasonable, in line with our understanding of the market practices and relevant for the purpose of establishing the appraised value of the Properties.

Income capitalisation method

In respect of the Properties valued by income capitalisation method, we have discussed with and reviewed the underlying workings from the Property Valuer. We noted that the appraised values of these Properties were derived on the basis of discounting the expected rental income from the Property Valuation Date to the land use rights expiry date of the respective properties, assuming the property is leased out. The respective expected rental income were based on the tenancy schedules formulated by the Group, taking into account the Properties’ reversionary income potential. We noted that the Property Valuer has adopted the capitalisation rate with reference to the yields generally expected by the market for comparable properties of similar use type. As advised by the Property Valuer, such reference are common benchmark for capitalisation rate in appraising property interests using income capitalisation method.

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Depreciated replacement cost method

Depreciated replacement cost is based on an estimate of the market value of the land in its existing use, plus the current cost of replacement of the improvements less allowance for physical deterioration and all relevant forms of obsolescence and optimisation. In arriving at the values of the land portion, reference has been made to the sales evidence as available in the subject localities. We have discussed with and reviewed the underlying working from the Property Valuer and noted that the estimated cost of replacement was based on the average construction cost data published by several cost consultants, taking into account relevant local rules and regulations. The Property Valuer has then determined the newness rate of the Properties based on the physical conditions and economic life of the respective Properties.

Lastly, we also understand that the Property Valuer had performed cross-checking on the valuation by using the alternative valuation method where applicable. We have obtained and reviewed their working schedule and we note that the results from alternative valuation methods, if applicable, are generally in line with the appraised values.

After taken into account the above, we consider that the valuation methodology, together with the basis and assumptions, of the Property Valuation adopted by the Property Valuer as discussed above are appropriate and in line with the market practices.

(iv) Reassessed NAV

The total appraised value of the Properties as at 28 February 2025 amounted to approximately RMB16,203.1 million, representing a valuation deficit of approximately RMB1,709.0 million as compared to the book value of the Properties of approximately RMB17,912.1 million as at 31 December 2024. Taken into account (i) the reversal of potential tax liabilities in relation to the valuation deficit of approximately RMB890.4 million; and (ii) the valuation deficit shared by non-controlling interests of approximately RMB964.8 million, these give rise to a net revaluation deficit of approximately RMB1,783.4 million (“**Net Revaluation Deficit**”) over the book value of the Properties attributable to the Company as at 31 December 2024.

As discussed with the Property Valuer, we understand that (i) property numbers 4, 15, 16, 33, 36, 38, 49, 55, 61 and 62 are not entitled to be transferred over the entire term (ranging from 30 to 70 years) of the land use rights of such properties in accordance with the respective title certificates; and (ii) properties or portion(s) of property numbers 1, 6, 8, 9, 32, 35, 39, 41, 43, 51, 53, 57, 60, 74, 79 and 84 are not with proper legal titles and they are only transferrable upon obtaining the relevant legal titles, of which (a) the Company is in the course of obtaining relevant legal titles for property numbers 8, 9, 35, 41, 60, 74 and 84; and (b) the legal titles for the property numbers 1, 6, 32, 39, 43, 51, 57 and 79 are not and will not be obtainable due to historical legal defects. As disclosed in the Property Valuation Report, all

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these properties are of no commercial value as of the Valuation Date and excluded from the Property Valuation. For details of the abovementioned properties, please refer to Property Valuation Report as set out in the appendix IV to the Offer Document.

The table below shows the calculations of the Reassessed NAV, after taking into account the consolidated NAV of the Group attributable to the Shareholders as at 31 December 2024 and the Net Revaluation Deficit:

	<i>RMB (million)</i>
Audited consolidated NAV of the Group attributable to the Shareholders as at 31 December 2024	18,238.00
<i>Adjustments:</i>	
Less: Property Valuation deficit attributable to the Group arising from the valuation of the Properties as at 28 February 2025 (<i>Note 1</i>)	(1,641.79)
Add: reversal of potential tax liabilities	<u>546.72</u>
The Net Revaluation Deficit	<u>(1,095.07)</u>
The Reassessed NAV	17,142.93
The Reassessed NAV per Share (<i>Note 2</i>)	RMB7.68
HK\$ equivalent	HK\$8.29
Offer Price per Share	HK\$3.11
— Discount to the Reassessed NAV	62.48%

Notes:

1. This represents the revaluation deficit arising from the shortage of market value of the property interests attributable to the Group as valued by the Property Valuer as at 28 February 2025 of approximately RMB15,238.4 million over their corresponding book values attributable to the Group of approximately RMB16,880.2 million as at 31 December 2024.
2. Based on the Reassessed NAV of approximately RMB17,142.93 million divided by the Shares as at the Latest Practicable Date.

As set out in the above table, the Offer Price of HK\$3.11 per Share represents a discount of approximately 62.48% to the Reassessed NAV of approximately HK\$8.29 per Share. As compared to the discount of 64.73% to audited consolidated NAV of the Group attributable to the Shareholders as at 31 December 2024 per Share, the difference is not significant. As such, we consider the revaluation of the Properties has no material impact to our assessment.

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4. Comparable Companies analysis

The Group is principally engaged in manufacture and sales of smart TV, home access systems, photovoltaic products, smart white appliances, intelligent manufacturing, internet value-added services, property development, property holding, modern services and trading of other products. For the year ended 31 December 2024, a majority of the Group's revenue and profits were generated from multimedia business, smart systems technology business, new energy business and smart appliances business. We therefore consider that the Group should be primarily assessed on an earnings basis, for example by comparing price-to-earnings ratio as implied by the Offer Price to the comparable companies' ratios on the same basis.

Based on the above, in assessing the fairness and reasonableness of the Offer Price, we compared primarily the price-to-earnings ratio ("**P/E Ratio**") and, for reference purpose only, price-to-book ratio ("**P/B Ratio**") represented by the Offer Price against those of companies (i) listed on the Main Board of the Stock Exchange; (ii) principally engaged in manufacturing and sale of television or related display devices (i.e., the multimedia business segment of the Group) to customers in the PRC with approximately 50% or more of revenue derived from such business activities in the latest full financial year; and (iii) recorded a net profit attributable to owners of the company for their latest financial year/trailing twelve-months period results. Given the very limited number of companies satisfying the above selection criteria for our analysis, we have therefore expanded our review to companies with principal activities that are manufacturing and sale of home appliances, smart system technology, and sale and installation of distributed photovoltaic power stations (i.e., the new energy business segment of the Group), which are broadly comparable to those of the Group ("**Comparable Companies**"). We consider the Comparable Companies (to be exhaustive based on the selection criteria as set out above), in general, would serve as a fair and representative sample for the purpose of drawing a meaningful comparison to the Offer Price. Details of the Comparable Companies are set out as below:

Company name	Stock code	Principal business activities	Market capitalisation (HK\$ million)	P/E Ratio (times) (Note 1)	P/B Ratio (times) (Note 2)
Midea Group Co., Ltd.	300	principally engaged in the manufacture and distribution of household electronics.	595,327.56	14.30	2.54
Haier Smart Home Co., Ltd.	6690	principally engaged in research and development, manufacturing and sales of home appliances.	240,355.52	11.88	2.00
Hisense Home Appliances Group Co., Ltd.	921	principally engaged in the development, manufacture and distribution of home electric appliances.	38,949.02	10.77	2.33

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Company name	Stock code	Principal business activities	Market capitalisation (HK\$ million)	P/E Ratio (times) (Note 1)	P/B Ratio (times) (Note 2)
TCL Electronics Holdings Limited	1070	principally engaged in the manufacture and sale of display devices.	22,310.28	12.68	1.30
Vesync Co., Ltd	2148	principally engaged in the small home appliance online market.	6,346.97	8.77	2.21
JS Global Lifestyle Company Limited (“JS Global”)	1691	principally engaged in the design, manufacture, marketing, export and distribution of electrical appliances.	6,219.48	128.75	1.50
Town Ray Holdings Limited	1692	principally engaged in the manufacture and sale of electrothermic household appliance.	929.81	8.64	2.62
Home Control International Limited	1747	principally engaged in the provision of solutions for sensing and control technologies marketed in the smart home automation, consumer electronics and set-top-box segments.	445.85	22.85	2.28
Raymond Industrial Limited	229	principally engaged in the electrical household appliance businesses.	436.15	9.65	0.65
			Maximum	128.75	2.62
			Minimum	8.64	0.65
			Median	11.88	2.21
			Average	25.37	1.94
			Excluding JS Global’s P/E ratio as an outlier (Note 3)		
			Median	11.33	
			Average	12.44	
The Company (based on the Offer price) (Note 4)			6,945.46	11.32	0.35

Source: The website of the Stock Exchange

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Notes:

1. P/E Ratios of the Comparable Companies were calculated based on the disclosed profit attributable to owners of the company for the latest financial year/trailing twelve months period of the respective Comparable Company and the respective Comparable Company's market capitalisation as at the Latest Practicable Date.
2. P/B Ratios of the Comparable Companies were calculated based on the respective net asset value attributable to owners of the company as published in their respective latest financial report/results and the respective Comparable Company's market capitalisation as at the Latest Practicable Date.
3. The P/E Ratio of JS Global of approximately 128.75 times which is extraordinarily higher than those of the other Comparable Companies and therefore, is considered an outlier for the P/E Ratio analysis.
4. The implied P/E Ratio and P/B Ratio of the Company as represented by the Offer Price were calculated based on the profit for the year attributable to owners of the Company for FY2024 and the equity attributable to owners of the Company as at 31 December 2024, respectively, as derived from/disclosed in the 2024 Annual Report and the implied market capitalisation of the Company as represented by the Offer Price.

As set out in the table above, the implied P/E Ratio of the Offer Price of approximately 11.32 times is close to the average and median P/E Ratio of the Comparable Companies (excluding JS Global as an outlier) of approximately 12.44 and 11.33 times, respectively.

For reference purpose, the P/B Ratio of the Comparable Companies ranging from approximately 0.65 times to approximately 2.62 times, with an average and a median of approximately 1.94 times and approximately 2.21 times, respectively. The implied P/B Ratio of the Offer Price of approximately 0.35 times is lower than the minimum of the P/B Ratio of Comparable Companies.

In respect of a comparison to the industry peers, the implied P/E Ratio of the Offer Price, being the most recent and relevant parameter given the principal activities of the Group and the value of which is primarily assessed on an earnings basis, of 11.32 times is close to the average and median of the P/E Ratio of the Comparable Companies. This indicates the Offer Price is a fair and reasonable exit for the Shareholders from the perspective of investing in the industry that the Group engages in. It also gives Shareholders an opportunity to receive the Consideration for their Shares at a premium over the current market price of the Company and at a valuation in line with the market.

Based on the above analysis, we consider the Offer Price is reasonable as compared to the Comparable Companies.

5. Comparable Transactions analysis

We have performed an analysis of comparable buy-back transactions made by way of a general offer, excluding buy-back transactions in connection with privatisation, announced on the website of the Stock Exchange during the Review Period ("**Comparable Transactions**"). We consider that a review period covering around two years is appropriate as the Comparable Transactions are considered relevant for the purpose of assessing recent market practices in relation to share buy-back.

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It should be noted that the subject companies in the Comparable Transactions can provide a general understanding of the pricing for this type of transaction in Hong Kong, but under different market conditions. The factors and considerations for each transaction affecting the premium over or discounts to the offer prices may vary in each case and could be different to the Offer. Having said that, the Comparable Transactions could still provide a meaningful analysis of the market trend of the transaction of same type over the past two years. As such, we consider that the Comparable Transactions relevant in assessing the fairness and reasonableness of the Offer Price.

For each of the Comparable Transactions identified, we compared the offer price with (a) the closing price on the last trading day prior to the issue of the respective offer announcement; and (b) the average closing price for the last 5, 10, and 30 trading days up to and including the last trading day prior to the issue of the respective announcement. Set out below is a summary of the Comparable Transactions:

Date of announcement	Company name	Stock code	Principal business activities	Percentage of shares to be purchased	Offer size HK\$ (million)	Premium of offer price over			
						The closing price on last trading day	The average closing price for last 5 trading days up to and including the last trading day	The average closing price for last 10 trading days up to and including the last trading day	The average closing price for last 30 trading days up to and including the last trading day
6 December 2024	China National Building Material Company Limited	3323	Principally engaged in production and sale of building materials	18.47%	3,392	15.1%	16.7%	19.8%	19.5%
23 October 2024	China Boqi Environmental (Holding) Co., Ltd.	2377	Principally engaged in providing independent flue gas treatment service and environmental protection solution service	15.00%	181	16.5%	37.3%	52.7%	66.8%
19 July 2024	Zhihu Inc.	2390	principally engaged in the operation of online question-and-answer communities	15.90%	427	7.2%	10.0%	9.6%	14.9%
22 May 2024	Hong Kong Technology Venture Company Limited	1137	principally engaged in e-commerce business	11.25%	215	20.8%	23.0%	23.1%	33.2%
11 July 2023	Shougang Fushan Resources Group Limited	639	principally engaged in coking coal mining, production and sales of coking coal products	2.47%	300	17.7%	17.7%	20.6%	9.6%
						Average	15.5%	20.9%	25.2%
						Median	16.5%	17.7%	20.6%
						Maximum	20.8%	37.3%	52.7%
						Minimum	7.2%	10.0%	9.6%
The Offer Price				15.67%	1,089	15.2%	15.8%	14.9%	16.0%

Source: The website of the Stock Exchange

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A total of five Comparable Transactions have been identified which represent an exhaustive and representative list based on our selection criteria and is considered appropriate for our evaluation. As set out in the table above, the Offer Price presents (a) premium of 15.2% over the closing Share price on the Last Trading Day; and (b) premiums of 15.8%, 14.9% and 16.0% over the average closing Share prices for the last 5, 10 and 30 trading days up to and including the Last Trading Day, respectively. The premium over the closing Share price on the Last Trading Day is in line with the average and the median of the Comparable Transactions, while the premium over the average closing Share Prices for the last 5, 10 and 30 trading days are above the lower end of those of the Comparable Transactions.

6. Effect on shareholdings

The table below shows the Company's existing shareholding structure and the shareholding structure immediately after completion of the Offer, assuming that (i) all the Shareholders will accept the Offer in full (and taking into account the fact that each of Mr. Wong, Ms. Lin, the Undertaking Directors, Ms. Qu Wanfei and Ms. Tang Yan has irrevocably undertaken to the Company that he or she will not, and will procure the holders of Shares whose Shares he or she is deemed to be interested in by virtue of Part XV of the SFO (including Target Success) not to, accept the Offer); and (ii) no additional Shares will be issued from the Latest Practicable Date up to and including the date of completion of the Offer:

Name of Shareholder	As at the Latest Practicable Date		Immediately after completion of the Offer	
	Number of Shares	Approx. %	Number of Shares	Approx. %
Wong Concert Party Group				
Target Success	1,200,958,799	53.78	1,200,958,799	63.77
Mr. Wong	37,300,000	1.67	37,300,000	1.98
Ms. Lin	9,160,382	0.41	9,160,382	0.49
Mr. Lin	3,898,719	0.17	3,898,719	0.21
Ms. Qu Wanfei	<u>150,000</u>	<u>0.01</u>	<u>150,000</u>	<u>0.01</u>
Sub-total	<u>1,251,467,900</u>	<u>56.04</u>	<u>1,251,467,900</u>	<u>66.45</u>
Undertaking Directors (apart from Mr. Lin) and Ms. Tang Yan				
Mr. Shi Chi	26,000,000	1.16	26,000,000	1.38
Ms. Tang Yan	20,336,000	0.91	20,336,000	1.08
Mr. Lam Shing Choi, Eric	3,000,000	0.13	3,000,000	0.16
Mr. Wu Qinan	3,000,000	0.13	3,000,000	0.16
Mr. Li Weibin	<u>1,000,000</u>	<u>0.04</u>	<u>1,000,000</u>	<u>0.05</u>
Sub-total	<u>53,336,000</u>	<u>2.39</u>	<u>53,336,000</u>	<u>2.83</u>

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Name of Shareholder	As at the Latest Practicable Date		Immediately after completion of the Offer	
	Number of Shares	Approx. %	Number of Shares	Approx. %
Trustee of the 2020 Share Award Scheme	500,000	0.02	500,000	0.03
Trustee of the 2024 Share Award Scheme	3,056,000	0.14	3,056,000	0.16
Company and its concert parties	1,307,359,900	58.54	1,307,359,900	69.42
Independent Shareholders	<u>924,907,520</u>	<u>41.41</u>	<u>574,907,520</u>	<u>30.53</u>
Total	<u>2,233,267,420</u>	<u>100.00</u>	<u>1,883,267,420</u>	<u>100.00</u>

Note: Details of the Company's existing shareholding structure and the shareholding structure immediately after completion of the Offer are set out in the letter from the Board contained in the Offer Document.

The Offer will create the opportunity for the independent Shareholders to sell a portion of their Shares if they wish. The independent Shareholders would be able to sell 37.84% of their shareholdings. If not all independent Shareholders accept the Offer for all their Shares, individual Shareholders who do tender all their Shares would be able to sell a greater percentage.

7. Other matters in relation to the Offer

(a) Odd Lots

The Shares are currently traded in board lot of 2,000 Shares each. The Company has no intention to change the board lot size as a result of the Offer. Accepting Shareholders should note that acceptance of the Offer may result in their holding of odd lots of Shares, which cannot be traded efficiently on the Stock Exchange.

The Company has appointed Computershare Hong Kong Investor Services Limited as the designated agent to provide service, on a best effort basis, to match sales and purchases of odd lot holdings of Shares in the market for a period of six weeks from the date of completion of the Offer to enable Shareholders to dispose of their odd lots or to top up their odd lots to whole board lots. Details of such arrangement are set out in the Offer Document.

(b) Timing of the Offer

Assuming the Condition in respect of the Shareholders' approval of the Offer will be fulfilled, and the Offer will become unconditional on 23 May 2025, being the date of the SGM, the Offer will remain open for acceptance for a period of 14 days thereafter and will not be extended. As such, the closing date of the Offer is 6 June 2025, and it will not be extended.

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Qualifying Shareholders who wish to accept the Offer are advised to do so after the announcement of the results of the SGM, keeping in mind that the latest time for lodging the Form of Acceptance is 4:00 p.m. on 6 June 2025.

As the number of Shares to be repurchased from each Shareholder will only be known when the Offer has closed, Shareholders should note that payments pursuant to acceptance of the Offer, subject to deduction of stamp duty due on Shares repurchased attributable to the seller, will be made no later than 7 business days following the close of the Offer.

DISCUSSION AND ANALYSIS

Subject, *inter alia*, to the Shareholders' approval, the Offer is being made for 350 million Shares, approximately 15.67% of the issued Shares as at the Latest Practicable Date. The Qualifying Shareholders have the opportunity to elect to accept the Offer in respect of any number of Shares up to their entire holding, but will be scaled down if total acceptances exceed 350 million Shares. As set out in the chart in section headed "Effect on shareholdings", the Qualifying Shareholders could sell 37.84% of their shareholdings, assuming all such Qualifying Shareholders tender all their Shares to the Offer.

(1) As regards the Offer

(a) The Offer is a valuable opportunity for Shareholders

Under a share repurchase by general offer, a company offers its shareholders the opportunity to tender some or all of their shares for repurchase and cancellation so that the number of shares the company has in issue decreases. Consequently, shareholders who do not sell will have an increased percentage interest in the company at the close of a successful repurchase even though the number of shares they hold does not change. This opportunity for Shareholders to sell or retain Shares is, in our view, a valuable one, particularly at a premium over the recent market prices.

(b) The Offer is an appropriate method to return capital to Shareholders

A share repurchase by general offer is, in our opinion, an appropriate method for companies with strong cash generating ability, ample cash balances and limited capital expenditure programmes to return capital to shareholders. Another method would be a special dividend. Some advantages of the Offer, for example, returning significant capital to the Shareholders, are common to both a share repurchase and a special dividend. However, in our view, the Offer has advantages over a special dividend. It has a beneficial impact on the pro forma EPS and, importantly, it provides greater flexibility for Shareholders. Rather than passively receiving a dividend, Shareholders have the choice of tendering their Shares to the Offer or potentially increasing their percentage holdings in the Company by retaining their Shares.

(c) The Offer is readily affordable by the Company

As set out in the 2024 Annual Report, the Group's cash and cash equivalents as at 31 December 2024 were approximately RMB8,348 million (equivalent to approximately HK\$9,014.7 million). The Offer, with offer size HK\$1,088.5 million will be easily affordable by the Company. The Group has also retained a healthy financial position, with a debt-to-equity ratio ranging from 67.3% to 70.5% for FY2022, FY2023 and FY2024. The Group has manageable debt levels and sufficient cash reserves to support its operation.

(d) Pro forma increase in EPS

On a pro forma basis and on the assumptions set out in appendix III to the Offer Document and in the section headed "Financial effects of the Offer — Earnings per Share" in the letter from the Board of the Offer Document, the basic EPS in 2024 would increase from approximately RMB24.59 cents per Share to RMB28.99 cents per Share (approximately 17.9%).

(e) Effect on net assets per Share

On a pro forma basis and on the assumptions set out in appendix III to the Offer Document, the Offer will have the effect of enhancing NAV attributable to owners of the Company per Share from approximately RMB8.16 per Share to RMB9.14 per Share (approximately 12.0%).

(2) Whether or not the Offer is fair and reasonable

(a) Earnings and margins under pressure and uncertain prospects

The Group's business has been under pressure in the recent times. The net profit attributable to the Shareholders of the Group decreased by approximately 46.9% in 2024, due to a number of factors, including the decreasing of revenue in some of the major business segments, including the smart systems technology business, new energy business and modern services business, as discussed in the section headed "1. (b) Financial performance of the Group" above.

(b) Market prices of the Shares

The market prices of the Shares are discussed in the sub-section headed "3. (b) Price performance of the Shares". The Offer Price of HK\$3.11 is higher than the prices at which the Shares have traded since early January 2025. The Offer Price reflects premiums of 15.19% to 15.97% over the average closing price for up to 30 trading days and including the Last Trading Day, which we consider a useful comparison for the Qualifying Shareholders.

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The Offer Price represents a discount of approximately 64.73% to NAV of the Group attributable to the Shareholders per Share as at 31 December 2024, which is within the range of Average Discounts Range as discussed in the sub-section headed “3. (d) Analysis of historical NAV of the Group”.

(c) Comparable to industry peers and market precedents

In respect of a comparison to industry peers, the implied P/E Ratio of the Offer Price, being the most recent and relevant parameter given the principal activities of the Group the value of which is primarily assessed on an earnings basis, of 11.32 times is close to the average and median of the P/E Ratio of the Comparable Companies. This indicates the Offer Price is a fair and reasonable exit for the Shareholders from the perspective of investing in the industry that the Group engages in.

The implied P/B Ratio of the Offer Price of approximately 0.35 times is lower than the minimum of the P/B Ratio of Comparable Companies. Since the value of the Group, in our view, is primarily assessed on an earnings basis, the implied P/B Ratio of the Offer Price does not have much relevance in our assessment.

The premiums of the Offer Price over the recent market price before the announcement of the Offer are comparable to those of the Comparable Transactions.

(d) A fixed cash price exit opportunity

Although the liquidity of the Shares has been relatively high during the Review Period, for Qualifying Shareholders who wish to realise their Shares, the Offer represents an opportunity to dispose of at least part of their holdings at a fixed cash price at a premium over the recent market prices.

OPINION AND RECOMMENDATION

Based on the above principal factors and reasons, we consider that the Offer is fair and reasonable so far as the Shareholders are concerned. Accordingly, we advise the Independent Board Committee to recommend, and we ourselves recommend, the Shareholders to vote in favour of resolution to be proposed at the SGM to approve the Offer.

Qualifying Shareholders who are highly risk averse or who do not agree with the analysis set out in this letter, may opt to vote against the resolution to approve the Offer. They should bear in mind that if the resolution is not passed, they will lose the opportunity to realise all or part of their shareholdings in the Company, representing 37.84% of the Shares held by Qualifying Shareholders, at a premium over the prevailing market price.

We further advise the Independent Board Committee to recommend Qualifying Shareholders, particularly those who are risk averse, to accept the Offer in respect of the whole or part of their holdings. Such Qualifying Shareholders should bear in mind that they will be able to sell around 37.84% of their shareholdings. As there are no assured entitlements, a Qualifying Shareholder who accepts the Offer in respect of less than his whole holding may

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find his acceptance scaled down to below these levels, depending on the response from other Qualifying Shareholders. Qualifying Shareholders who decide to accept the Offer are urged to read carefully appendix I to the Offer Document — Terms of the Offer and also the instructions on the Form of Acceptance.

Qualifying Shareholders who have confidence in the prospects of the Group may prefer not to accept the Offer and so potentially increase their percentage shareholding. Such Shareholders may note that Mr. Wong, Ms. Lin, each of the Undertaking Directors, Ms. Qu Wanfei and Ms. Tang Yan will not accept the Offer.

Following the Announcement, the Shares have traded below the Offer Price, closing at HK\$2.90 as at the Latest Practicable Date. Qualifying Shareholders who intend to realise their investments in the Company in whole or in part by accepting the Offer should monitor the Share price; if the proceeds of selling in the market (net of costs) would be higher than the net proceeds receivable under the Offer, such Qualifying Shareholders should consider selling their Shares in the market. Such Shareholders should also note that it is likely that they will only be able to dispose of part of their shareholdings in the Company and that the market price of the Shares may drop after the close of the Offer.

Yours faithfully,
for and on behalf of
SOMERLEY CAPITAL LIMITED
Calvin Leung
Director

Mr. Calvin Leung is a licensed person registered with the Securities and Futures Commission of Hong Kong and a responsible officer of Somerley Capital Limited, which is licensed under the SFO to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities. He has over 20 years of experience in the corporate finance industry.

CLSA Limited makes the Offer to the Qualifying Shareholders on behalf of the Company to buy-back Shares for cancellation, on the terms and subject to the conditions set out in this Offer Document. The terms and conditions of the Offer are set out below.

TERMS AND CONDITIONS OF THE OFFER

1 The Offer

The Company will buy-back Shares up to the Maximum Number, being 350,000,000 Shares, at the Offer Price.

2 Condition

The Offer will be conditional upon the approval by more than 50% of the votes cast by the Shareholders by way of a poll having been obtained at the SGM in respect of the Offer.

The Condition cannot be waived.

The Offer is subject to the Condition being fulfilled in full. If the resolution to approve the Offer is not passed by the Shareholders, the Offer will not proceed and will immediately lapse.

The Offer is not conditional as to any minimum number of Shares tendered for acceptances.

3 Maximum Number

The Maximum Number which will be bought-back by the Company pursuant to the Offer is 350,000,000 Shares, representing approximately 15.67% of the issued Shares as at the Latest Practicable Date.

4 Qualifying Shareholders

The Offer is available to all the Qualifying Shareholders whose names appear on the Register as at the Latest Acceptance Time.

5 Acceptance

5.1 Qualifying Shareholders may accept the Offer in respect of some or all of their shareholding at the Offer Price (subject to the procedures for scaling down described under the section headed “*Buy-back of Shares under the Offer*” as set out below) by submitting to the Registrar a duly completed Form of Acceptance, accompanied by the relevant Title Documents, by no later than the Latest Acceptance Time. Each Share may only be accepted for buy-back by the Company once.

5.2 The Offer Price will be paid in cash.

- 5.3 Forms of Acceptance which have been duly completed and received by the Registrar will become irrevocable and cannot be withdrawn after the Offer has become, or has been declared, unconditional unless in accordance with Rule 19.2 of the Takeovers Code.
- 5.4 All Shares bought-back by the Company will be free of commissions and dealing charges, but the seller's ad valorem stamp duty will be payable by the Accepting Shareholders at a rate of 0.10% of the market value of the Shares to be bought-back under the Offer, or the consideration payable by the Company in respect of relevant acceptances of the Offer, whichever is the higher. The relevant amount of stamp duty payable will be deducted by the Company from the amount payable to the Accepting Shareholders under the Offer. The Company will arrange for payment of the seller's ad valorem stamp duty on behalf of the Accepting Shareholders to the Stamp Duty Office in accordance with the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong).
- 5.5 All Shares bought-back under the Offer will be treated as cancelled in accordance with the bye-laws of the Company and the applicable laws of Bermuda and will not rank for any dividends or other distributions after the cancellation.
- 5.6 Subject to the Offer becoming unconditional, the submission of a Form of Acceptance by an Accepting Shareholder in the manner described in paragraph 5.1 above will be deemed to constitute a warranty of such Accepting Shareholder to CLSA Limited and the Company that all Shares sold by such Accepting Shareholder under the Offer are fully paid and are held by such Accepting Shareholders free from all liens, charges, options, claims, equities, adverse interests, rights of pre-emption or third party rights or encumbrances whatsoever and are sold together with all rights accruing or attaching thereto, including, without limitation, the right to receive dividends and other distributions declared, made or paid, if any, on or after the date the Shares are cancelled.

6 Buy-back of Shares under the Offer

- 6.1 Qualifying Shareholders may accept the Offer in respect of some or all of the Shares held by them. Subject to the Offer becoming unconditional: (i) if valid acceptances are received for the Maximum Number or fewer Shares, all Shares validly accepted will be bought-back; and (ii) if valid acceptances received exceed the Maximum Number, the total number of Shares to be bought-back by the Company from each Accepting Shareholder will be determined in accordance with the following formula:

$$\frac{A}{B} \times C$$

A = 350,000,000, being the Maximum Number

B = Total number of Shares tendered by all Accepting Shareholders under the Offer

C = Total number of Shares tendered by the relevant individual Accepting Shareholder under the Offer

- 6.2 As a result, it is possible that not all of such Shares tendered by an Accepting Shareholder will ultimately be bought-back.
- 6.3 Fractions of Shares will not be bought-back under the Offer and, accordingly, the number of Shares that the Company will buy-back from each Accepting Shareholder in accordance with the above formula will be rounded up or down to the nearest whole number at the discretion of the Company.
- 6.4 The total number of Shares which will be bought-back by the Company will not exceed the Maximum Number. The decision of the Company as to any scaling down of acceptances in accordance with the above formula and as to the treatment of fractions will be conclusive and binding on all the Accepting Shareholders.

7 Odd Lots

- 7.1 The Shares are currently traded in board lot of 2,000 Shares each. There is no intention to change the board lot size as a result of the Offer. Accepting Shareholders should note that acceptance of the Offer may result in their holding of odd lots of Shares.
- 7.2 For this purpose, Computershare Hong Kong Investor Services Limited whose address is at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (telephone number: (852) 2862 8555 during office hours (i.e. 9:00 a.m. to 6:00 p.m.)) has been appointed by the Company as the designated agent to provide service, on a best effort basis, to match sales and purchases of odd lot holdings of Shares in the market for a period of six weeks from the date of completion of the Offer to enable Shareholders to dispose of their odd lots or to top up their odd lots to whole board lots of 2,000 Shares. Shareholders who would like to match odd lots are recommended to make an appointment in advance by dialling the telephone number of Computershare Hong Kong Investor Services Limited set out above. Shareholders should note that the matching of odd lots is not guaranteed. Further details of the related arrangements will be announced after the Offer has become unconditional, as and if appropriate.

8 Acceptance Period

- 8.1 The Offer is open for acceptance from the date of this Offer Document. If the Condition is satisfied, the Offer will be open for acceptance for a further 14 days thereafter and will not be extended. In order to be valid, a Form of Acceptance must be duly completed, together with the relevant Title Documents in respect of such number of Shares which represent not less than the number of Shares in respect of which the relevant Qualifying Shareholder intends to tender for acceptance under the Offer, delivered to and received by the Registrar at or before the Latest Acceptance Time, which is currently expected to be 4:00 p.m. (Hong Kong time) on Friday, 6 June 2025, or such later date as the Company may, with the prior consent of the Executive, decide and announce.

- 8.2 The date when the Condition is expected to be satisfied is Friday, 23 May 2025, being the date of the SGM (or any adjournment or postponement thereof, as the case may be). Such date may be deferred by the Company, subject to the prior consent of the Executive.

9 Irrevocable Acceptances

Forms of Acceptance which have been duly completed and received by the Registrar will become irrevocable and cannot be withdrawn after the Offer has become, or has been declared, unconditional unless in accordance with Rule 19.2 of the Takeovers Code.

10 General

- 10.1 Shares will be bought-back by the Company on the basis that they are fully paid, their legal and beneficial ownership will be transferred to the Company for subsequent cancellation on the Register and that the Shares are free from all liens, charges, options, claims, equities, adverse interests, rights of pre-emption or third party rights or encumbrances whatsoever and are sold together with all rights accruing or attaching thereto, including, without limitation, the right to receive dividends and other distributions declared, made or paid, if any, on or after the date the Shares are cancelled.
- 10.2 The Qualifying Shareholders may accept the Offer by completing and returning the Form of Acceptance in accordance with the instructions as set out in this Offer Document and printed on the Form of Acceptance (which constitute part of the terms and conditions of the Offer). A Form of Acceptance may be rejected as invalid if the procedures contained in this Offer Document and in the Form of Acceptance are not complied with.
- 10.3 The Offer and all acceptances of it, the Forms of Acceptance, and all actions taken or made or deemed to be taken or made pursuant to these terms will be governed by and construed in accordance with Hong Kong laws. Delivery of a Form of Acceptance will constitute submission to the non-exclusive jurisdiction of the Hong Kong courts.
- 10.4 Failure of any person to receive an Offer Document and/or a Form of Acceptance will not invalidate any aspect of the Offer. Extra prints of these documents will be available to any Qualifying Shareholder at the office of the Registrar during office hours from the date of despatch of this Offer Document to the Latest Acceptance Time (both days inclusive), between 9:00 a.m. to 4:30 p.m. (Hong Kong time) from Mondays to Fridays (other than public holidays), and on the Stock Exchange's website at www.hkexnews.hk and on the Company's website at <http://investor.skyworth.com>.
- 10.5 The Company reserves the right, subject to any applicable law or regulatory requirements, to amend the Offer Price. In the event of such amendment (which will not, for the avoidance of doubt, include an alteration of the Maximum Number), a supplemental document and new Forms of Acceptance will be despatched to the Qualifying Shareholders. Any revised offer will be kept open for at least 14 days

after the date of the revised offer document. If in the course of the Offer, the Company revises the terms of the Offer, all Qualifying Shareholders, whether they have accepted the Offer or not, will be entitled to the revised terms.

- 10.6 The right of acceptance of the Offer is personal to each Qualifying Shareholder and is not capable of being assigned or renounced in favour of others or otherwise transferred by the Qualifying Shareholders.
- 10.7 All questions as to the number of Shares bought-back, the price to be paid therefor, or any alteration of such price in accordance with the terms contained herein, and the validity, form, eligibility (including the time of receipt) and acceptance for payment of any acceptance will be determined by the Company in its sole discretion, which determination will be final and binding on all of the parties (except as otherwise required under the applicable law or by the Codes). The Company reserves the absolute right to reject any or all acceptances it determines not to be in proper form or the acceptance or payment therefor which may, in the opinion of the Company, be unlawful. The Company also reserves the absolute right (provided that this is exercised consistently with the requirements of the Codes or otherwise with the Executive's consent) to waive any of the terms of the Offer, except the Condition, either generally or in a particular case and any defect or irregularity in the acceptance of any particular Share or any particular holder thereof. An acceptance may be rejected as invalid unless all defects or irregularities have been cured or waived. In the event of a waiver, the consideration under the Offer will not be despatched until after the Form of Acceptance is completed in all respects and the Title Documents satisfactory to the Company have been received. None of the Company, CLSA Limited, the Registrar or any of their respective directors or any other person involved in the Offer is or will be obliged to give notice of any defects or irregularities in acceptances, and none of them will incur any liability for failure to give any such notice.
- 10.8 All communications, notices, Form(s) of Acceptance, Title Documents and remittances to be delivered or sent by, to or from any Qualifying Shareholder will be delivered or sent by, to and from them, or their designated agents, at their own risks and none of the Company, CLSA Limited, the Registrar or any of their respective directors or any other person involved in the Offer accepts any liability for any loss or any other liabilities whatsoever which may arise as a result.
- 10.9 Should any Qualifying Shareholder require any assistance in completing the Form of Acceptance or have any enquiries regarding the procedures for tendering and settlement or any other similar aspect of the Offer, the Qualifying Shareholder may contact the Registrar at its hotline at (852) 2862 8555 during the period from Monday, 28 April 2025 to Friday, 6 June 2025 (both days inclusive) between 9:00 a.m. and 6:00 p.m. (Hong Kong time) from Mondays to Fridays (other than public holidays) and on the closing day of the Offer (i.e. Friday, 6 June 2025) between 9:00 a.m. and 4:00 p.m. (Hong Kong time).

PROCEDURES FOR ACCEPTANCE AND SETTLEMENT**1 General Procedures for Acceptance**

- 1.1 In order to accept the Offer, Qualifying Shareholders should complete and return the accompanying Form of Acceptance in accordance with the instructions set out in this Offer Document and the instructions printed on the Form of Acceptance. The instructions in this Offer Document should be read together with the instructions on the Form of Acceptance (which instructions form part of the terms and conditions of the Offer).
- 1.2 In order to be valid, the completed Form of Acceptance should be forwarded, together with the Title Documents for not less than the number of Shares in respect of which the relevant Qualifying Shareholder wishes to accept the Offer, by post or by hand to the Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, in an envelope marked “**Skyworth Group Limited — Buy-back Offer**” as soon as possible after receipt of the Form of Acceptance but in any event so as to reach the Registrar by no later than 4:00 p.m. (Hong Kong time) on Friday, 6 June 2025, or such later time and/or date as the Company may, subject to the Takeovers Code, decide and announce.
- 1.3 Unless the Offer is extended or revised in accordance with the Takeovers Code, no Form of Acceptance received after the Latest Acceptance Time will be accepted.
- 1.4 If the Form of Acceptance is executed by a person other than the registered holder, appropriate evidence of authority (e.g. a grant of probate or certified copy of a power of attorney) must be delivered to the Registrar with the completed Form of Acceptance.
- 1.5 No acknowledgement of receipt of any Form of Acceptance or Title Documents will be given.
- 1.6 The Company reserves the right, at its sole discretion, to investigate, in relation to any acceptance, whether the representations and warranties set out in this Appendix I could have been properly given by the relevant Qualifying Shareholder and, if such investigation is made and as a result the Company determines (for any reason) that any such representation and/or warranty could not have been properly given, such acceptance may be rejected as invalid.
- 1.7 Only one Form of Acceptance may be accepted from each Qualifying Shareholder by the Registrar.

2 Nominee Holdings

2.1 If the Title Documents in respect of a Qualifying Shareholder's Shares is/are in the name of a nominee company (including those Shares held in CCASS) or some name other than its/his/her own, and such Qualifying Shareholder wishes to accept the Offer (either in full or in respect of part of its/his/her holding(s) of Shares), it/he/she must either:

- (a) lodge the Title Documents with the nominee company, or other nominee, with instructions authorising it to accept the Offer on its/his/her behalf and requesting it to deliver the Form of Acceptance duly completed together with the Title Documents to the Registrar, on or before such deadline (which may be earlier than the deadline specified for the Offer) as may be stipulated by the nominee; or
- (b) arrange for the Shares to be registered in its/his/her name by the Company through the Registrar, and send the Form of Acceptance duly completed together with the Title Documents to the Registrar; or
- (c) where its/his/her Shares have been maintained with its/his/her licensed securities dealer/custodian bank through CCASS, instruct its/his/her broker/custodian bank to authorise HKSCC to accept the Offer on its/his/her behalf on or before the deadline set by HKSCC. In order to meet the deadline set by HKSCC, that Qualifying Shareholder should check with its/his/her broker/custodian bank for the timing on processing of its/his/her instruction, and submit such instruction to its/his/her broker/custodian bank as required by them; or
- (d) if that Qualifying Shareholder's Shares have been lodged with its/his/her Investor Participant Account with CCASS, authorise its/his/her instruction via the CCASS Phone System or CCASS Internet System on or before the deadline set by HKSCC.

2.2 Qualifying Shareholders with such a nominee holding of Shares should ensure that they undertake the above applicable course of action promptly so as to allow their nominee(s) sufficient time to complete the acceptance procedure on their behalf by the Latest Acceptance Time.

3 Recent Transfers

If a Qualifying Shareholder has lodged transfer(s) of Shares for registration in its/his/her name and has not yet received the Share certificate(s) and wishes to accept the Offer, it/he/she should nevertheless complete the Form of Acceptance and deliver it to the Registrar together with the transfer receipt(s) duly signed by it/him/her at or before the Latest Acceptance Time. Such action will be deemed to be an irrevocable authority to the Company and/or CLSA Limited and/or their respective agent(s) to collect from the Company or the Registrar on its/

his/her behalf the relevant Share certificate(s) when issued and to deliver such Share certificate(s), subject to the terms of the Offer, as if it was/they were delivered to the Registrar with the Form of Acceptance.

4 Lost or Unavailable Share Certificates

- 4.1 If the Title Documents are not readily available and/or are lost and a Qualifying Shareholder wishes to accept the Offer, the Form of Acceptance should nevertheless be completed and delivered to the Registrar so as to reach the Registrar not later than the Latest Acceptance Time and the Title Documents should be forwarded to the Registrar as soon as possible thereafter and in any event before the Latest Acceptance Time.
- 4.2 Acceptances of the Offer may, at the discretion of the Company, be treated as valid even if not accompanied by the Title Documents but, in such cases, the cash consideration due will not be despatched until the relevant Title Documents have been received by the Registrar or in the case of loss of Title Documents, such Title Documents have been cancelled and the Register has been updated.
- 4.3 If a Qualifying Shareholder has lost its/his/her Title Documents, it/he/she should write to the Registrar and request a form of letter of indemnity in respect of the lost Title Documents (as the case may be) which, when completed by it/him/her in accordance with the instructions given, should be returned, together with the Form of Acceptance and any Title Documents which are available, to the Registrar either by post or by hand, so as to arrive not later than the Latest Acceptance Time. In such cases, the Qualifying Shareholder will be informed of the fees payable to the Registrar for which it/he/she will be responsible.

5 Additional Form of Acceptance

If a Qualifying Shareholder has lost the accompanying Form of Acceptance or such original has become unusable, and requires a replacement of such form, it/he/she should write to the Registrar or visit the Registrar at its office and request an additional Form of Acceptance for completion by such Qualifying Shareholder. Alternatively, it/he/she could download the Form of Acceptance from the website of the Stock Exchange at www.hkexnews.hk or the Company's website at <http://investor.skyworth.com>.

6 Settlement

- 6.1 Subject to the Offer becoming unconditional and provided that a duly completed Form of Acceptance, accompanied by the relevant Title Documents are received by the Registrar by not later than the Latest Acceptance Time and are or are deemed to be in order, the Registrar will inform the relevant Accepting Shareholder by ordinary post of the buy-back of its/his/her Shares. At the same time, the Registrar will send, by ordinary post at that Accepting Shareholder's risk, a remittance for such total amount as is due to that Accepting Shareholder under the Offer, subject to deduction

pursuant to paragraph 5.4 in the section headed “*Terms and Conditions of the Offer*” above, as soon as possible, but in any event no later than 7 business days (as defined in the Takeovers Code) after the close of the Offer.

- 6.2 If the Shares of an Accepting Shareholder have not been bought-back by the Company in full, the Title Documents in respect of the balance of such Shares or a replaced certificate therefor will be returned or sent to it/him/her by ordinary post at its/his/her own risk, as soon as possible, but in any event no later than 7 business days (as defined in the Takeovers Code) after the close of the Offer.
- 6.3 If the Offer does not become unconditional, the Title Documents will be returned and/or sent to each Accepting Shareholder (by ordinary post, at that Accepting Shareholder’s own risk) no later than 7 business days (as defined in the Takeovers Code) after the Offer is withdrawn or otherwise lapses. Where any Accepting Shareholder has sent one or more transfer receipt(s) and in the meantime one or more Share certificate(s) has/have been collected on that Shareholder’s behalf in respect thereof, that Accepting Shareholder will be sent (by ordinary post, at that Accepting Shareholder’s own risk) such Share certificate(s) in lieu of the transfer receipt(s).

7 New Qualifying Shareholders

Any new Qualifying Shareholder may collect a copy of this Offer Document, together with the form of proxy and Form of Acceptance from the Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong during business hours from Monday, 28 April 2025 to the closing date of the Offer, i.e. Friday, 6 June 2025 (both days inclusive). Such Shareholder may also contact the Registrar (through the enquiry general telephone line referred to in paragraph 10.9 under the section headed “*Terms and Conditions of the Offer*” above) and request a copy of this Offer Document, the accompanying form of proxy and Form of Acceptance (as appropriate) to be sent to its/his/her registered address as recorded in the Register.

OVERSEAS SHAREHOLDERS

Based on the Register, as at the Latest Practicable Date, there were no Overseas Shareholders with registered addresses outside Hong Kong. Accordingly, there were no Excluded Shareholders as at the Latest Practicable Date.

It is the responsibility of each Overseas Shareholder who wishes to accept the Offer to satisfy itself, himself or herself as to the full observance of the laws of the relevant jurisdictions in that connection, including the obtaining of any governmental or other consents which may be required or compliance with other necessary formalities or legal requirements. Any acceptance of the Offer by any Overseas Shareholder shall be deemed to constitute a representation and warranty from such Overseas Shareholder to the Company that all applicable local laws and requirements have been observed and complied with. For the avoidance of doubt, neither Hong Kong Securities Clearing

Company Limited nor HKSCC will give, or be subject to, any of the above representation and warranty. Overseas Shareholders should consult their professional advisers if in doubt.

EFFECT OF ACCEPTANCE OF THE OFFER BY QUALIFYING SHAREHOLDERS

Each Qualifying Shareholder by whom, or on whose behalf, a Form of Acceptance is executed irrevocably undertakes, represents, warrants and agrees to and with the Company and CLSA Limited (so as to bind it/him/her, its/his/her personal representatives, heirs, successors and assigns) to the effect:

1 Representations and Warranties

that by delivery to the Registrar a duly completed Form of Acceptance with the Title Documents, the Accepting Shareholder represents and warrants to the Company and CLSA Limited:

- (a) that it/he/she has full power and authority to tender, sell, assign and transfer all the Shares specified in such Form of Acceptance for buy-back and that the Shares are fully paid, free from all liens, charges, options, claims, equities, adverse interests, rights of pre-emption or third party rights or encumbrances whatsoever and are sold together with all rights accruing or attaching thereto, including, without limitation, the right to receive dividends and other distributions declared, made or paid, if any, on or after the date the Shares are cancelled; and
- (b) that if it/he/she is an Overseas Shareholder, it/he/she has fully observed any of its/his/her applicable legal or regulatory requirements and that the Offer may be accepted by it/him/her lawfully under the laws of the relevant jurisdiction.

2 Appointment and Authority

that the execution of the Form of Acceptance constitutes:

- (a) the irrevocable appointment of any director or officer of the Company or CLSA Limited, or such other person as any of them may direct, as such Accepting Shareholder's agent (the "**Agent**"); and
- (b) an irrevocable instruction to the Agent to complete and execute the Form of Acceptance and/or any other document at the Agent's discretion on behalf of such Accepting Shareholder and to do any other acts or things as may in the opinion of the Agent be necessary, expedient or desirable for the purpose of the Company buying-back some or all of the Shares (as the Company may in its absolute discretion determine) in respect of such Accepting Shareholder.

3 Undertakings

that by executing the Form of Acceptance, it/he/she:

- (a) agrees to ratify and confirm each and every act or thing which may be done or effected by the Company or any Agent in the proper exercise of its or its/his/her powers and/or authorities under the terms of the Offer;
- (b) undertakes to deliver to the Registrar the Title Documents in respect of the Shares for which the Offer is accepted, or an indemnity or indemnities acceptable to the Company in lieu thereof, or to procure the delivery of such document(s) to the Registrar as soon as possible thereafter and, in any event, no later than the Latest Acceptance Time;
- (c) accepts that the provisions of the Form of Acceptance and the other terms and conditions in this Offer Document are deemed to be incorporated into the terms and conditions of the Offer;
- (d) undertakes to execute any further documents, take any further action and give any further assurances which may be required in connection with its/his/her acceptance of the Offer as the Company may consider to be necessary, expedient or desirable, including without limitation, to complete the buy-back of any Shares in respect of which it/he/she has accepted the Offer free from all liens, charges, options, claims, equities, adverse interests, rights of pre-emption or third party rights or encumbrances whatsoever and such Shares are sold together with all rights accruing or attaching thereto, including, without limitation, the right to receive dividends and other distributions declared, made or paid, if any, on or after the date the Shares are cancelled and/or to perfect any of the authorities expressed to be given hereunder;
- (e) authorises the Company or the Agent to procure the despatch by ordinary post of the consideration to which it/he/she is entitled at its/his/her own risk to the first-named holder at its/his/her registered address in Box 3 of the Form of Acceptance; and
- (f) submits to the jurisdiction of the courts of Hong Kong in relation to all matters arising out of or in connection with the Offer or the Form of Acceptance.

TAXATION

Qualifying Shareholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of their acceptances of the Offer. It is emphasised that none of the Company, its ultimate beneficial owners and parties acting in concert with any of them, CLSA Limited, the Independent Financial Adviser, the Registrar or any of their respective directors or any persons involved in the Offer accepts responsibility for any taxation effects on, or liabilities of, any person or persons as a result of their acceptances of the Offer.

ANNOUNCEMENTS

1. Following the SGM (or any adjournment or postponement thereof, as the case may be) at which the Offer is to be approved by the Shareholders, the Company will announce through the Stock Exchange's website the results of the SGM and whether or not the Offer has become unconditional.
2. By 6:00 p.m. (or such later time as the Executive may permit) on the closing date of the Offer, the Company shall inform the Executive and the Stock Exchange of its decision in relation to the closing and the results of the Offer and shall publish an announcement through the Stock Exchange by 7:00 p.m. on such date stating that the Offer has been closed. A draft of such announcement must be submitted to the Executive and the Stock Exchange by 6:00 p.m. for clearance and publication through the website of the Stock Exchange by 7:00 p.m. on the same day. The announcement shall, among others (except in the case of lapse of the Offer), specify the details as required under Rule 19.1 of the Takeovers Code.
3. In calculating the number of the Shares represented by a Form of Acceptance, acceptances which are not in all respects in order or are subject to verification will be stated separately.

INTERPRETATION

1. A reference in this Offer Document to a Qualifying Shareholder includes a reference to a person(s) who, by reason of an acquisition or transfer of Shares, is entitled to execute a Form of Acceptance and in the event of more than one person executing a Form of Acceptance, the provisions of this Offer Document apply to them jointly and severally.
2. A reference in this Offer Document and the Form of Acceptance to the masculine gender includes the feminine and neuter genders, and a reference to the singular includes the plural, and vice versa.

1. FINANCIAL SUMMARY

This following is a summary of the financial results of the Group for the year ended 31 December 2022, the year ended 31 December 2023 and the year ended 31 December 2024.

	Year ended 31 December		
	2022	2023	2024
	(RMB million)		
RESULTS			
Total revenue	<u>53,491</u>	<u>69,031</u>	<u>65,013</u>
Profit before taxation	1,819	2,323	1,738
Income tax expense	<u>(412)</u>	<u>(557)</u>	<u>(578)</u>
Profit for the year	<u>1,407</u>	<u>1,766</u>	<u>1,160</u>
Profit for the year attributable to:			
Owners of the Company	827	1,069	568
Non-controlling interests	<u>580</u>	<u>697</u>	<u>592</u>
	<u>1,407</u>	<u>1,766</u>	<u>1,160</u>
Total comprehensive income (expense) for the year attributable to:			
Owners of the Company	326	983	701
Non-controlling interests	<u>582</u>	<u>700</u>	<u>594</u>
	<u>908</u>	<u>1,683</u>	<u>1,295</u>
Earnings per Share (expressed in RMB cents)			
Basic	31.97	43.15	24.59
Diluted	31.95	43.15	24.59
Equity attributable to:			
Owners of the Company	17,867	18,139	18,238
Non-controlling interests	<u>4,027</u>	<u>4,618</u>	<u>4,900</u>
	<u>21,894</u>	<u>22,757</u>	<u>23,138</u>
Dividends attributable to owners of the Company	69	176	—
Dividend per Share (in HK cents)	3.0	8.0	—

No modified or qualified opinion or emphasis of matter or material uncertainty related to going concern had been issued by Deloitte in respect of the audited consolidated financial statements of the Group for each of the years ended 31 December 2022, 2023 and 2024.

2. CONSOLIDATED FINANCIAL STATEMENTS

The Company is required to set out or refer to in this Offer Document the consolidated statement of financial position, consolidated statement of cash flows and any other primary statement as shown in the audited consolidated financial statements of the Group for the year ended 31 December 2024 (the “**2024 Financial Statements**”), together with the notes to the relevant published financial statements which are of major relevance to the appreciation of the above financial information.

The audited consolidated financial statements of the Group for the year ended 31 December 2024 (the “**2024 Financial Statements**”) are set out on pages 124 to 249 of the annual report of the Company for the year ended 31 December 2024 (the “**Annual Report 2024**”), which was published on 17 April 2025. The Annual Report 2024 is posted on the Company’s website <http://investor.skyworth.com> and the website of the Stock Exchange at www.hkexnews.hk. Please also see below a direct link to the Annual Report 2024:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2025/0417/2025041700431.pdf>

The audited consolidated financial statements of the Group for the year ended 31 December 2023 (the “**2023 Financial Statements**”) are set out on pages 120 to 265 of the annual report of the Company for the year ended 31 December 2023 (the “**Annual Report 2023**”), which was published on 18 April 2024. The Annual Report 2023 is posted on the Company’s website <http://investor.skyworth.com> and the website of the Stock Exchange at www.hkexnews.hk. Please also see below a direct link to the Annual Report 2023:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0418/2024041800548.pdf>

The audited consolidated financial statements of the Group for the year ended 31 December 2022 (the “**2022 Financial Statements**”) are set out on pages 71 to 178 of the annual report of the Company for the year ended 31 December 2022 (the “**Annual Report 2022**”), which was published on 20 April 2023. The Annual Report 2022 is posted on the Company’s website <http://investor.skyworth.com> and the website of the Stock Exchange at www.hkexnews.hk. Please also see below a direct link to the Annual Report 2022:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2023/0420/2023042000803.pdf>

The 2024 Financial Statements (but not any other part of the Annual Report 2024), the 2023 Financial Statements (but not any other part of the Annual Report 2023) and the 2022 Financial Statements (but not any other part of the Annual Report 2022) are incorporated by reference into this Offer Document and form part of this Offer Document.

3. STATEMENT OF INDEBTEDNESS AND CONTINGENT LIABILITIES

At the close of business on 28 February 2025, being the latest practicable date for the purpose of preparing this indebtedness statement prior to the publication of this Offer Document, the Group had bank borrowings, other financial liabilities and lease obligations amounting to approximately RMB18,290 million, RMB347 million and RMB135 million, respectively, details of which are as follows:

Bank borrowings

- (i) Secured and unguaranteed bank borrowings of approximately RMB41 million secured by the pledge over certain assets of the Group, including trade and bills receivables and pledged and restricted bank deposits.
- (ii) Unsecured and guaranteed bank borrowings of approximately RMB5,908 million.
- (iii) Unsecured and unguaranteed bank borrowings of approximately RMB7,344 million.
- (iv) Secured and guaranteed bank borrowings of approximately RMB4,997 million secured by the pledge over certain assets of the Group, including right-of-use assets, leasehold land and buildings and construction in progress, investment properties and stock of properties.

Other financial liabilities

- (i) Unsecured and unguaranteed advances from third parties of approximately RMB271 million.
- (ii) Secured and guaranteed advances from third parties of approximately RMB49 million secured by the pledge over certain assets of the Group, including trade and bills receivables.
- (iii) Secured and unguaranteed advances from third parties of approximately RMB27 million secured by the pledge over certain assets of the Group, including right of use assets and trade and bills receivables.

Lease obligations

As at 28 February 2025, the Group, as a lessee, had outstanding lease payments for the remainder of the relevant lease terms amounting to approximately RMB135 million in aggregate, among which approximately RMB96 million were secured by rental deposits and unguaranteed and approximately RMB39 million was unsecured and unguaranteed.

Contingent liabilities or guarantees

As at 28 February 2025, the Group provided guarantees amounting to RMB256 million in respect of mortgage bank loans granted to purchasers of the Group's properties. Guarantees are given to banks with respect to loans procured by the purchasers of the Group's properties. Such guarantees will be released by banks upon delivery of the properties to the purchasers and completion of the relevant mortgage properties registration. In addition, certain pledged bank deposits are pledged to certain banks for issues of bankers' acceptance of commercial bills by the Group.

There was no litigation or arbitration proceeding pending or threatened against the Group or any of the directors of the Company which could have a material adverse effect on the business, financial conditions or result of operations.

Save as disclosed above, as at 28 February 2025, the Group did not have any other borrowing issued and outstanding or any borrowing agreed to be issued, bank overdrafts, borrowings or other similar indebtedness, liabilities under acceptance (other than normal trade bills) or acceptance credits, debentures, mortgages, charges, hire purchase commitments, guarantees or other material contingent liabilities for the purpose of the indebtedness statement.

4. MATERIAL CHANGES

The Directors confirm that as at the Latest Practicable Date, there had been no material change in the financial or trading position or outlook of the Group since 31 December 2024, being the date to which the latest published audited accounts of the Group were made up.

5. FINANCIAL AND TRADING PROSPECTS

The Group's product line encompasses high-end, differentiated, and functionally specific smart products designed to meet the diverse needs of consumers. Facing a still complex and volatile external environment, as well as the new wave of technological revolution and industrial transformation, the Group will remain focused on high quality, innovation, and technological iteration to enhance user experience and sustain the market appeal of its competitively advantaged product categories. Looking ahead to 2025, the Company will continue to explore more diversified business models, increase investment, and strengthen research and development to achieve further breakthroughs in smart industrialisation and product model transformation, driving the high-quality development of its overall business.

With the steady enhancement of network infrastructure and the rapid development of AI technology, cross-industry integration is accelerating. The Group has clear objectives for each of its industries, aiming to optimise resource allocation to develop a new generation of high-margin, high-value products to maintain market leadership and capture a larger share of emerging product markets. This ensures stable growth in the Group's core smart household appliances business. Leveraging the development of 5G home access systems, control systems and next-generation smart appliances, the Group consolidates its advantages as a developer and operator of smart home systems. Building on its leading position in the domestic smart home appliances and digital technology industries, the Group seizes opportunities presented by the global trends of digitalisation, smartisation, and low-carbonisation, integrating hardware and software to meet diverse scenario needs. Through the three key elements of "connectivity, intelligence and ecology", the Group is committed to building smart household appliances and Double Carbon ecological brands, deploying multi-modal AI products and technologies, and vigorously developing AI and AIGC-related application features and scenario-based smart device platforms. This expands comprehensive smart home content services, achieving seamless intelligent control for homes, offices and vehicles. The brand equity of the Group also adds significant value to newly expanded products such as shavers, driving their steady growth and inspiring the Group to continue innovating, delivering smarter and more stylish experiences to customers. In response to the rapid development of AI, the Group launches the LED-AI Super TV in 2025, embedded with the DeepSeek AI model and equipped with

intelligent algorithms tailored for different office modes. This product, along with smart hotel and smart office commercial solutions centered on smart TVs as control hubs, will accelerate the application of display and commercial display products.

Against the backdrop of the global economy transitioning towards smartisation, low-carbonisation and diversification, the Group will proactively align with cutting-edge technological theories and achieve technological integration across its full range of products, striving to create leading products and solutions. Leveraging its keen market insight capabilities, the Group will continuously optimise product promotion strategies and deepen the development of new channels, further enhancing the brand presence and market influence of Skyworth.

As a photovoltaic enterprise actively responding to the Double Carbon goal, the Group embraces industrial and green technology transformations, continuously expanding into new business areas. Despite the challenging market environment with weak demand, the Group has demonstrated strong operational resilience and expansion momentum. Moving forward, the Company will not only actively strategise and extend the photovoltaic industry chain but also vigorously expand its energy storage business and advance the “going global” strategy for its new energy business, driving diversified green and low-carbon development.

The Group, rooted in China and facing the world, is committed to creating value for users and markets across regions through continuous technological and product innovation. The effectiveness of its overseas market strategy is gradually becoming evident, achieving diversified layout of sales channels and enhancing brand premium capabilities. In the future, the Group will accelerate its “going global” initiatives by optimising global resource allocation, deepening international collaborations, and establishing localised teams tailored to the business development needs of different countries and regions. The Group will continue to focus on high-end markets, refine channel strategies, and place high importance on the innovation of self-developed technologies and the high-quality development of industries. Through forward-looking planning, the Group aims to lead its business towards a globalisation strategy and industrial transformation with diversified and multi-channel approaches.

APPENDIX III	UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP
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The following is the unaudited pro forma net assets of the Group per Share as at 31 December 2024 prepared based on the audited consolidated statement of financial position of the Group as at 31 December 2024 stated in the latest published annual report of the Group for the year ended 31 December 2024 adjusted for the impact of the Offer in accordance with Rule 4.29 of the Listing Rules assuming that the Offer had been completed on 31 December 2024 to illustrate the effect of the Offer on the financial position of the Group. As it is prepared for illustrative purpose only and because of its hypothetical nature, it may not give a true picture, of what the net assets and net assets of the Group per Share shall be on the actual completion of the Offer or any future date.

	Audited net assets of the Group as at 31 December 2024 <i>RMB million</i>	Pro forma adjustment <i>RMB million (Note 1)</i>	Unaudited pro forma adjusted net assets of the Group as at 31 December 2024 <i>RMB million</i>
Non-current Assets	<u>20,286</u>		<u>20,286</u>
Current Assets*	49,722	(1,011)	48,711
Current Liabilities	<u>37,334</u>		<u>37,334</u>
Net Current Assets	<u>12,388</u>	(1,011)	<u>11,377</u>
Non-current Liabilities	<u>9,536</u>		<u>9,536</u>
Net assets	<u><u>23,138</u></u>	(1,011)	<u><u>22,127</u></u>
Equity attributable to owners of the Company	18,238	(1,011)	17,227
Non-controlling interests	<u>4,900</u>		<u>4,900</u>
Total equity	<u>23,138</u>		<u>22,127</u>
*Including:			
Cash and cash equivalents	<u>8,348</u>	(1,011)	<u>7,337</u>
	<i>RMB</i>		<i>RMB</i>
Net assets per share (<i>Notes 2&3</i>)	<u><u>8.16</u></u> (<i>Note 2</i>)		<u><u>9.14</u></u> (<i>Note 3</i>)

APPENDIX III	UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP
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Notes:

1. To reflect the consideration payable for the buy-back of 350,000,000 Shares at the offer price of HK\$3.11 per Share payable in cash of HK\$1,089 million (equivalent to approximately RMB1,008 million) and the estimated expenses of RMB3 million directly attributable to the Offer, assuming the Maximum Number of Shares to be repurchased by the Company shall be accepted in full under the Offer. The expenses mainly include legal fees, financial advisory fees and other professional fees, which are incurred for the equity transaction and are accounted for as a reduction from equity.

For the purposes of the consideration payable for the Offer, the amount denominated in HK\$ has been converted into RMB at an exchange rate of HK\$1 to RMB0.92604, which is the rate as of 31 December 2024 for the sake of convenience. No representation is made that the HK\$ amounts have been, could have been or may be converted to RMB, at that rate or at all.

2. The audited net assets of the Group per Share immediately before the completion of the Offer is calculated based on the audited net assets of the Group attributable to owners of the Company as at 31 December 2024 of RMB18,238 million and 2,234,211,420 Shares in issue (excluding 2,488,000 Shares being repurchased during the year ended 31 December 2024 and cancelled during January 2025) as at 31 December 2024.
3. The unaudited pro forma adjusted net assets of the Group immediately following the completion of the Offer per Share is calculated based on the unaudited pro forma adjusted net assets of the Group attributable to owners of the Company as at 31 December 2024 of RMB17,227 million and 1,884,211,420 Shares in issue (excluding 2,488,000 Shares being repurchased during the year ended 31 December 2024 and cancelled during January 2025) following the completion of the Offer, which is 2,234,211,420 Shares in issue (immediately before the completion of the Offer as detailed above, excluding 2,488,000 Shares being repurchased during the year ended 31 December 2024 and cancelled during January 2025), reduced by 350,000,000 Shares bought back assuming that the Offer had been completed on 31 December 2024 and there is full acceptance of the Offer up to the Maximum Number of Shares.
4. No adjustment has been made to the above unaudited pro forma financial information to reflect any operating result or other transactions of the Group entered into subsequent to 31 December 2024.

APPENDIX III UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP

The following unaudited pro forma adjusted earnings per Share of the Group for the year ended 31 December 2024 is prepared based on the audited consolidated profit for the year ended 31 December 2024 attributable to owners of the Company as shown in the annual report of the Group for the year ended 31 December 2024 reproduced on page II-1 of this Offer Document, and adjusted for the effect of the Offer as if the completion of the Offer had taken place at the beginning of the year ended 31 December 2024.

It has been prepared in accordance with Rule 4.29 of the Listing Rules assuming that the Offer had been completed on 1 January 2024 to illustrate the effect of the Offer on the earnings per Share of the Group for the year ended 31 December 2024. As it is prepared for illustrative purpose only and because of its hypothetical nature, it may not give a true picture of what the earnings per Share of the Group shall be on the actual completion of the Offer or any future period.

	For the year ended 31 December 2024	
	Audited	Unaudited pro forma adjusted
	RMB cents	RMB cents
	(Note 5)	(Note 6)
Earnings per Share		
— basic and diluted	<u>24.59</u>	<u>28.99</u>

Notes:

- The audited basic and diluted earnings per Share of the Group for the year ended 31 December 2024 is calculated based on the audited consolidated profit attributable to owners of the Company for the year ended 31 December 2024 of RMB568 million and the weighted average number of ordinary shares of 2,309,586,352 in the calculations of both basic and diluted earnings per Share for the year then ended.
- The unaudited pro forma adjusted basic and diluted earnings per Share of the Group for the year ended 31 December 2024 is calculated based on the audited consolidated profit attributable to owners of the Company for the year ended 31 December 2024 of RMB568 million and the weighted average number of ordinary shares of 2,309,586,352 in the calculations of both basic and diluted earnings per Share for the year then ended and reduced by 350,000,000 Shares bought back, assuming as if the completion of the Offer had taken place at 1 January 2024 and there is full acceptance of the Offer up to the Maximum Number of Shares for both the calculations of both basic and diluted earnings per Share.
- No adjustment has been made to the above unaudited pro forma financial information to reflect any operating result or other transactions of the Group entered into subsequent to 31 December 2024.



INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE
COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION

To the Directors of Skyworth Group Limited

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of Skyworth Group Limited (the “**Company**”) and its subsidiaries (hereinafter collectively referred to as the “**Group**”) by the directors of the Company (the “**Directors**”) for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma net assets of the Group as at 31 December 2024 and the unaudited pro forma adjusted earnings per share of the Group for the year ended 31 December 2024 and related notes as set out on pages III-1 to III-3 of Appendix III to the offer document issued by the Company dated 28 April 2025 (the “**Offer Document**”). The applicable criteria on the basis of which the Directors have compiled the unaudited pro forma financial information are described on pages III-1 to III-3 of Appendix III of the Offer Document.

The unaudited pro forma financial information has been compiled by the Directors to illustrate the impact of the proposed conditional cash offer by CLSA Limited on behalf of the Company to buy-back up to 350,000,000 shares of the Company for HK\$3.11 per share of the Company (the “**Offer**”) on the Group’s financial position as at 31 December 2024 and the Group’s earnings per share for the year ended 31 December 2024 as if the Offer had taken place at 31 December 2024 and 1 January 2024, respectively. As part of this process, information about the Group’s financial position and financial performance has been extracted by the Directors from the Group’s financial statements for the year ended 31 December 2024, on which an auditor’s report has been published.

Directors’ Responsibilities for the Unaudited Pro Forma Financial Information

The Directors are responsible for compiling the unaudited pro forma financial information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and with reference to Accounting Guideline 7 “Preparation of Pro Forma Financial Information for Inclusion in Investment Offers” (“**AG 7**”) issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”).

Our Independence and Quality Management

We have complied with the independence and other ethical requirements of the “Code of Ethics for Professional Accountants” issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

Our firm applies Hong Kong Standard on Quality Management (HKSQM) 1 “Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements” issued by the HKICPA, which requires the firm to design, implement and operate a system of quality management including policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting Accountants’ Responsibilities

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the unaudited pro forma financial information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the unaudited pro forma financial information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 “Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus” issued by the HKICPA. This standard requires that the reporting accountants plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the unaudited pro forma financial information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the unaudited pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the unaudited pro forma financial information.

The purpose of unaudited pro forma financial information included in an investment circular is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction at 31 December 2024 or 1 January 2024 would have been as presented.

APPENDIX III UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP

A reasonable assurance engagement to report on whether the unaudited pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the unaudited pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- the related pro forma adjustments give appropriate effect to those criteria; and
- the unaudited pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountants' judgment, having regard to the reporting accountants' understanding of the nature of the Group, the event or transaction in respect of which the unaudited pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the unaudited pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion:

- (a) the unaudited pro forma financial information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the unaudited pro forma financial information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong

28 April 2025

The following is the full text of the letter, summary of values and valuation reports, prepared for the purpose of incorporation in this Offer Document received from ValQuest Advisory (Hong Kong) Limited, an independent valuer, in connection with the valuations of the properties held by Skyworth Group Limited and/or its subsidiaries as of 28 February 2025.

ValQuest Advisory (Hong Kong) Limited

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The Board of Directors
Skyworth Group Limited
 Rooms 1601–04, 16th Floor
 Westlands Centre
 No. 20 Westlands Road
 Quarry Bay
 Hong Kong

28 April 2025

Re: Valuations of properties located in the Mainland China, Hong Kong, Indonesia, South Africa, Ukraine and Denmark

**Instructions, purpose
and valuation date**

We refer to the instructions from Skyworth Group Limited (the “**Company**”) to value all the properties (the “**Properties**”) held by the Company and/or its subsidiaries (hereinafter together referred to as the “**Group**”) located in the aforesaid locations (as more particularly described in the attached valuation reports), we confirm that we have carried out site inspections, made relevant enquiries and obtained such further information as we consider necessary for the purpose of providing you with our opinion of the market values of the Properties as of 28 February 2025 (the “**Valuation Date**”).

Basis of value

The property interests were valued on the basis of “market value” which is defined under The HKIS Valuation Standards 2024 published by The Hong Kong Institute of Surveyors (HKIS) as “the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm’s length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently, and without compulsion”.

Market value is understood as the value of an asset or liability estimated without regard to costs of sale or purchase (or transaction), and without offset for any associated taxes or potential taxes.

Market value is also the best price reasonably obtainable by the seller and the most advantageous price reasonably obtainable by the buyer. This estimate specifically excludes an estimated price inflated or deflated by special terms or circumstances such as a typical financing, sale and leaseback arrangements, special considerations or concessions granted by anyone associated with the sale, or any element of value available only to a specific owner or purchaser.

We confirm that the valuations and reports were undertaken in accordance with the requirements set out in Chapter 5 and Practice Note 12 of the Rules Governing the Listing of Securities issued by The Stock Exchange of Hong Kong Limited; The HKIS Valuation Standards 2024 (effective from 31 December 2024) published by HKIS; The RICS Valuation — Global Standards incorporating the IVSC International Valuation Standards (effective from 31 January 2025) published by the Royal Institution of Chartered Surveyors; and Rule 11 of the Code on Takeovers and Mergers published by the Securities and Futures Commission.

General valuation assumptions

In the course of our valuations, we have assumed that transferrable land use rights or land title have been granted to the Properties with nominal annual land use fees or ground rents, and that all requisite land premium has been fully settled. The owners of the Properties possess legal and enforceable title to the Properties, and has free and uninterrupted rights to use, occupy or assign the Properties for the whole of the unexpired land tenure. We have also relied on the legal opinions for those Properties located in Mainland China, Indonesia, South Africa and Ukraine in forming our opinion of values.

We have further assumed that all consents, approvals and licenses from the relevant government authorities for the development of the Properties have been obtained, and that the design, construction and occupation of the properties are in compliance with the local planning regulations and have been approved by the relevant authorities. For those Properties which their actual use(s) do(es) not comply with those stated in the relevant title certificates (i.e., Property Nos. 1, 12, 16, 21, 24, 31, 38, 48 and 51), our valuation results are based on the Properties' permissible use(s) and without taking into account their existing use(s), and hence the user incompatibilities would not affect the values of these Properties.

In addition, for those Properties which were either (partly) under construction or vacant sites as of the Valuation Date, we have assumed that these Properties would be developed and constructed in accordance with the approved development schemes by the relevant government authorities and provided to us by the Group.

No allowance has been made in our valuations for any charges, mortgages or amounts owing on the Properties or any expenses or taxation which may be incurred in effecting a sale. Unless otherwise stated (refer to the valuation report of the relevant Properties for details), it is assumed that the Properties are free from encumbrances, restrictions and outgoings of any onerous nature which could affect their values.

**Valuation
methodologies**

We have valued those Properties interests in Groups I, III, IV, VII, VIII and IX (except for those specified below) using the direct comparison method by making reference to comparable sales evidences available in the local market, and with adjustments to reflect the differences between the subject properties and the comparables in terms of various factors such as transaction timing, location, floor level and view etc. We have also considered the outstanding construction costs to complete the development for those Properties which were under development as of the Valuation Date.

In valuing those Properties in Groups II and V which are held by the Group in Mainland China and Hong Kong for investment purpose, we have valued these Properties using the income capitalisation method by capitalising the rental income of the property interests (based on the tenancy schedules handed to us by the Group) and have made provisions for the Properties' reversionary income potential. We have also made reference to comparable sales evidence as available in the market where applicable.

For the remaining Properties in Group I (i.e., property nos. 1, 3, 6, 9, 10, 32, 34, 35, 36, 39, 40, 43 and 45) and Group VI, due to the specific nature of the buildings and structures of these Properties which there is no readily identifiable market comparable sale or rental data, we have valued these Properties using the depreciated replacement cost method.

Depreciated replacement cost is defined as “the current cost of replacing an asset with its modern equivalent asset less deduction for physical deterioration and all relevant forms of obsolescence and optimisation.” It is based on an estimate of the market value of the land in its existing use, plus the current cost of replacement of the improvements less allowance for physical deterioration and all relevant forms of obsolescence and optimisation. In arriving at the values of the land portion, reference has been made to the sales evidence as available in the subject localities. The depreciated replacement cost of the Properties is subject to adequate potential profitability of the business.

Source of information

We have relied to a considerable extent on the information provided by the Group in respect of the Properties, and have accepted advice on such matters as identification of the Properties, land use rights and land tenure, site areas, floor areas, year of completion, occupancy status, tenancy details, planning approvals, statutory notices, easements, development schemes, construction costs and all other relevant matters.

We have had no reason to doubt the truth and accuracy of the information furnished to us by the Group. We have also sought confirmation from the Group that no material factors have been omitted from the information supplied. We consider that we have been provided with sufficient information to reach an informed view, and we have no reason to suspect that any material information has been withheld.

Title investigation

We have caused land searches to be made at the Hong Kong Land Registry for the Hong Kong properties valued, and have been provided by the Group with extracts of title documents relating to the Properties in Mainland China, Indonesia, South Africa, Ukraine and Denmark. However, we have not inspected the original documents to ascertain any amendments which may not appear on the copies handed to us by the Group. In the course of our valuation, we have relied on the information given by the Group and the legal opinion of its legal advisers concerning the title and other legal matters relating to the Properties in the relevant locations:

- Global Law Office (dated 22 April 2025) for the properties located in Mainland China;
- Guido Hidayanto & Partners Law Firm (dated 21 April 2025) for the property located in Indonesia;

- Burrows Attorneys (dated 3 April 2025) for the property located in South Africa; and
- Kinstellar LLC (dated 4 April 2025) for the property located in Ukraine.

Site inspection

We have inspected the exterior and, where possible, the interior of the Properties. During the course of our inspections, we noted that the Properties appeared to be in a generally reasonable state of repair commensurate with their ages and uses. However, no structural survey has been made, but in the course of our inspections, we did not note any serious defects. We are, however, unable to report whether the Properties are free of rot, infestation or any other structural defects. No tests were carried out on any of the services.

We have not carried out detailed on-site measurements to verify the correctness of the site areas in respect of the Properties, but have assumed that the site areas shown on the documents and/or official plans handed to us by the Group are correct. All documents and contracts have been used as reference only and all dimensions, measurements and areas are approximations.

Currency & exchange rates

Unless otherwise stated, all monetary sums stated in this report are in Renminbi (RMB). The exchange rates adopted in our valuations are approximately Renminbi (RMB) 1 =

- Hong Kong Dollar (HK\$) 1.08;
- Indonesian Rupiah (IDR) 2,272;
- South African Rand (ZAR) 2.56;
- Ukraine Hryvnia (UAH) 5.71; and
- Danish Krone (DKK) 0.99.

which were approximately the prevailing exchange rates as of the Valuation Date.

Remarks

According to the information provided by the Group, for those Properties located in Hong Kong (Groups IV and V), South Africa (Group VII) and Denmark (Group IX), the taxes arising from transfer of properties are mainly stamp taxes which are normally borne by the purchasers.

For the Properties in Mainland China (Groups I to III), the potential tax liabilities to property owners upon disposal of properties mainly include land appreciation tax (at progressive rates from 30% to 60% depending on the appreciation amount) and the corporate income tax (at 25% on the gain).

For the Properties in Indonesia (Group VI) and Ukraine (Group VIII), the property owners would need to bear corporate income tax (at 2.5% of selling price for Indonesia; and 5% (local entities or legal person) and 18% (foreign entities or person) for Ukraine) upon disposal of the properties.

**Confirmation of
independence**

We hereby confirm that ValQuest Advisory (Hong Kong) Limited and the undersigned have no pecuniary or other interests that would conflict with the proper valuations of the Properties, or could reasonably be regarded as being capable of affecting our ability to give an unbiased opinion. We confirm that we are an independent qualified valuer as referred to Rule 5.08 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited; and Note to Rule 11 of the Code on Takeovers and Mergers.

Our valuations are summarised below and the valuation reports are attached.

Yours faithfully,
for and on behalf of
ValQuest Advisory (Hong Kong) Limited
Norris Z. Y. Nie
MCIREA MRICS MHKIS
Managing Director

Note: Mr. Norris Nie is a member of the China Institute of Real Estate Appraiser, a member of The Royal Institution of Chartered Surveyors and a member of the Hong Kong Institute of Surveyors. He has over 25 years of experience in the professional property valuation and advisory services in the Mainland China, Hong Kong and other overseas countries.

SUMMARY OF VALUES

Group I — Properties held by the Group for self-occupation in Mainland China

No.	Property	Market value	Interest	Market value	Market value
		in existing state as of 28 February 2025 <i>RMB</i>		in existing state as of 28 February 2025 attributable to the Group <i>RMB</i>	in existing state as of 28 February 2025 attributable to the Group <i>HKD</i>
1.	Portion of an industrial facility located at No. 539 Tengfei Second Road Southwest Airport Economic Development Zone Shuangliu County Chengdu City Sichuan Province The People's Republic of China	23,500,000	100%	23,500,000	25,400,000
2.	Units 2007 to 2008 of Level 20 Block 2 of Tower 1 No. 229 Dong Street Zhiqian Section Jinjiang District Chengdu City Sichuan Province The People's Republic of China	1,950,000	100%	1,950,000	2,110,000
3.	A commercial development located at No. 888 Yongle Road Shizi Town Quanjiao County Chuzhou City Anhui Province The People's Republic of China	52,700,000	100%	52,700,000	56,900,000

No.	Property	Market value in existing state as of 28 February 2025 <i>RMB</i>	Interest attributable to the Group	Market value in existing state as of 28 February 2025	Market value in existing state as of 28 February 2025
				attributable to the Group <i>RMB</i>	attributable to the Group <i>HKD</i>
4.	Portion of Skyworth Semiconductor Design Tower located at Hi-tech South Forth Road Nanshan District Shenzhen City Guangdong Province The People's Republic of China	No commercial value	100%	Nil	Nil
5.	Skyworth Overseas Development Tower located in Qianhai Shenzhen-Hongkong Cooperation Zone Nanshan District Shenzhen City Guangdong Province The People's Republic of China	2,387,500,000	100%	2,387,500,000	2,578,500,000
6.	Phase 1 and Phase 2 of an industrial facility located at East of Fengle Avenue and west of Wei Fifth Road Shizi Town Quanjiao County Chuzhou City Anhui Province The People's Republic of China	494,600,000	100%	494,600,000	534,200,000
7.	Room 512 of Level 5 Section B of Block 1 No. 5 Longcheng Street Taiyuan City Shanxi Province The People's Republic of China	1,580,000	100%	1,580,000	1,710,000

No.	Property	Market value in existing state as of 28 February 2025 RMB	Interest attributable to the Group	Market value in existing state as of 28 February 2025	Market value in existing state as of 28 February 2025
				attributable to the Group RMB	attributable to the Group HKD
8.	Units 1401, 1402 and 1601 Block 4 of No. 3 West Tower Huakai Community Xinxiang County Xinxiang City Henan Province The People's Republic of China	No commercial value	100%	Nil	Nil
9.	Portion of an industrial facility located at No. 96 Binhuai Avenue Lishui Economic Development Zone Lishui District Nanjing City Jiangsu Province The People's Republic of China	674,800,000	72.44%	488,800,000	527,900,000
10.	Portion of an industrial facility located at West of Chuangxin Middle Road and north of Yangguang Avenue Shaerqin Industrial Zone Saihan District Huhhot City Inner Mongolia The People's Republic of China	155,200,000	100%	155,200,000	167,600,000
11.	Unit 203 of Block A and Unit 301 of Block D of South Tower and Unit 201 of Block B and Unit 501 of Block F of North Tower Changchun Dushi Haoting Linqun Road Xinzhan District Hefei City Anhui Province The People's Republic of China	6,630,000	100%	6,630,000	7,160,000

No.	Property	Market value in existing state as of 28 February 2025 RMB	Interest attributable to the Group	Market value in existing state as of 28 February 2025	Market value in existing state as of 28 February 2025
				attributable to the Group RMB	attributable to the Group HKD
12.	Unit 605 of Block No. 9 No. 67 Chaoyang Road Chaoyang District Beijing The People's Republic of China	10,830,000	100%	10,830,000	11,700,000
13.	Units 408, 410, 412 to 419 and 421 No. 18 Yunnan Road Lanzhou Hi-Tech Industry Development Zone Chengguan District Lanzhou City Gansu Province The People's Republic of China	8,020,000	100%	8,020,000	8,660,000
14.	Rooms 806 and 808 of Main Building No. 111 Kexue Avenue Guangzhou Hi-Tech Industry Development Zone Huangpu District Guangzhou City Guangdong Province The People's Republic of China	3,810,000	100%	3,810,000	4,110,000
15.	Various units of Block 61 Songping Village Nanshan District Shenzhen City Guangdong Province The People's Republic of China	No commercial value	100%	Nil	Nil
16.	Portion of Skyworth Tower located at South of Shennan Avenue Nanshan District Shenzhen City Guangdong Province The People's Republic of China	No commercial value	100%	Nil	Nil

No.	Property	Market value	Interest	Market value	Market value
		in existing state as of 28 February 2025 <i>RMB</i>		in existing state as of 28 February 2025 attributable to the Group <i>RMB</i>	in existing state as of 28 February 2025 attributable to the Group <i>HKD</i>
17.	Various units of Huafu Village No. 2009 Huafu Road Futian District Shenzhen City Guangdong Province The People's Republic of China	122,500,000	100%	122,500,000	132,300,000
18.	Various office units of Qunsheng Millennium Plaza East of Chengxin Road Guanshanhu District Guiyang City Guizhou Province The People's Republic of China	2,090,000	100%	2,090,000	2,260,000
19.	Various units of Block A Hongguan-shangwu No. 245 Tianshan Avenue High-tech Zone Shijiazhuang City Hebei Province The People's Republic of China	7,480,000	100%	7,480,000	8,080,000
20.	Units 514 and 628 of Block A Fangyuan-chuangshi No. 105 Zijingshan South Road Guancheng Huizu District Zhengzhou City Henan Province The People's Republic of China	3,800,000	100%	3,800,000	4,100,000
21.	Various units of Block 71 No. 508 Xinyang Road Daoli District Harbin City Heilongjiang Province The People's Republic of China	6,900,000	100%	6,900,000	7,450,000

No.	Property	Market value	Interest	Market value	Market value
		in existing state as of 28 February 2025		in existing state as of 28 February 2025	in existing state as of 28 February 2025
		attributable to the Group		attributable to the Group	attributable to the Group
		RMB		RMB	HKD
22.	Units 1 to 24 on Level 4 of SOHO Block B Gemdale Megr City No. 1335 Renhe Road Hongshan District Wuhan City Hubei Province The People's Republic of China	7,030,000	100%	7,030,000	7,590,000
23.	Various office units on Level 10 of Dongyi Shiqu Commercial Building No. 38 Renmin East Road Yuhua District Changsha City Hunan Province The People's Republic of China	6,660,000	100%	6,660,000	7,190,000
24.	Various units of Huaerzi Building No. 150 Xi'an Avenue Luyuan District Changchun City Jilin Province The People's Republic of China	5,290,000	100%	5,290,000	5,710,000
25.	Units 322 and 323 No. 186-1 Jiangdong Middle Road Jianye District Nanjing City Jiangsu Province The People's Republic of China	7,640,000	100%	7,640,000	8,250,000
26.	Various units of Block 1 No. 22 Beihai Street Dadong District Shenyang City Liaoning Province The People's Republic of China	6,690,000	100%	6,690,000	7,230,000

No.	Property	Market value in existing state as of 28 February 2025 RMB	Interest attributable to the Group	Market value in existing state as of 28 February 2025	Market value in existing state as of 28 February 2025
				attributable to the Group RMB	attributable to the Group HKD
27.	Various office units on Level 8 of Wangjing International Building located at east of Weiyang Road and south of Changqing First Road Weiyang District Xi'an City Shaanxi Province The People's Republic of China	9,420,000	100%	9,420,000	10,170,000
28.	Units 1001 and 1006 on Level 10 Block 1 of No. 2 Xipu Road Hedong District Tianjin The People's Republic of China	6,090,000	100%	6,090,000	6,580,000
29.	Level 1 and Level 2 No. 64 Baishihang Xiacheng District Hangzhou City Zhejiang Province The People's Republic of China	8,390,000	100%	8,390,000	9,060,000
30.	Level 3 CITIC Bank Tower No. 3 Honghuang Road Jiangbei District Chongqing The People's Republic of China	12,300,000	100%	12,300,000	13,300,000
31.	Portion of Skyworth Digital Tower Songbai Road Shiyao Street Bao'an District Shenzhen City Guangdong Province The People's Republic of China	278,800,000	52.55%	146,500,000	158,200,000

No.	Property	Market value in existing state as of 28 February 2025 RMB	Interest attributable to the Group	Market value in existing state as of 28 February 2025	Market value in existing state as of 28 February 2025
				attributable to the Group RMB	attributable to the Group HKD
32.	Portion of an industrial facility located at No. 36 Feilong Road National Economic and Technology Development Zone Suining City Sichuan Province The People's Republic of China	273,300,000	100%	273,300,000	295,200,000
33.	Various units of Block A of Tower 1 West zone of Phase 3 Nansongping Village Baoshen Road Nanshan District Shenzhen City Guangdong Province The People's Republic of China	No commercial value	100%	Nil	Nil
34.	Portion of an industrial facility located at No. 100 of Zone 1 of Economic Development Zone Yichun City Jiangxi Province The People's Republic of China	101,900,000	100%	101,900,000	110,100,000
35.	Portion of an industrial facility located at No. 88 Binhuai Avenue Lishui Economic Development Zone Lishui District Nanjing City Jiangsu Province The People's Republic of China	320,800,000	100%	320,800,000	346,500,000

No.	Property	Market value	Interest	Market value	Market value
		in existing state as of 28 February 2025	attributable to the Group	in existing state as of 28 February 2025	in existing state as of 28 February 2025
		<i>RMB</i>		<i>RMB</i>	<i>HKD</i>
36.	An industrial facility located in Chuangke Industrial Park Baolong Industrial City Longgang District Shenzhen City Guangdong Province The People's Republic of China	No commercial value	100%	Nil	Nil
37.	Various units of Skyworth Shuangzhi Shuangchuang Industrial Park located at No. 1688 Zhaolong Road Zhuangshi Street Zhenhai District Ningbo City Zhejiang Province The People's Republic of China	381,100,000	100%	381,100,000	411,600,000
38.	Portion of Skyworth Technology Industrial Park Shiyan Street Bao'an District Shenzhen City Guangdong Province The People's Republic of China	No commercial value	100%	Nil	Nil
39.	An industrial facility located at West of Gaige Avenue and north of Rencai Avenue New Energy, Materials and Intelligent Chip Park Knowledge City Huangpu District Guangzhou City Guangdong Province The People's Republic of China	223,300,000	100%	223,300,000	241,200,000

No.	Property	Market value in existing state as of 28 February 2025 RMB	Interest attributable to the Group	Market value in existing state as of 28 February 2025	Market value in existing state as of 28 February 2025
				attributable to the Group RMB	attributable to the Group HKD
40.	An industrial facility located at No. 295 Xinggang Road Yanjiang Development Zone Jiangdu District Yangzhou City Jiangsu Province The People's Republic of China	145,000,000	68.97%	100,000,000	108,000,000
41.	An industrial facility located at Wucun River Eastern Region Zhongkai Tonghu Ecological and Smart Zone Huizhou City Guangdong Province The People's Republic of China	535,800,000	52.55%	281,600,000	304,100,000
42.	An industrial facility located at No. 10 Saida 3rd Branch Road Xiqing Economic Development District Tianjin The People's Republic of China	84,900,000	44.14%	37,500,000	40,500,000
43.	An industrial facility located at Zone C of Heshan Industrial City Heshan Jiangmen City Guangdong Province The People's Republic of China	67,300,000	80%	53,800,000	58,100,000

No.	Property	Market value in existing state as of 28 February 2025 <i>RMB</i>	Interest attributable to the Group	Market value in existing state as of 28 February 2025	Market value in existing state as of 28 February 2025
				attributable to the Group <i>RMB</i>	attributable to the Group <i>HKD</i>
44.	Skyworth Wuhan Mini LED Display Technology Business Project located at South of Tuanjie Avenue and East of Xincheng 18th Road Dongxihu District Wuhan City Hubei Province The People's Republic of China	549,000,000	100%	549,000,000	592,900,000
45.	An industrial facility located at Tongqiao Town Zhongkai Gaoxin District Huizhou City Guangdong Province The People's Republic of China	44,500,000	88.6%	39,400,000	42,600,000
46.	An industrial facility located at No. 80 Nanhua Road Chenjiang Street Zhongkai Gaoxin District Huizhou City Guangdong Province The People's Republic of China	115,100,000	52.55%	60,500,000	65,300,000
47.	Various residential units and parking spaces at Shengtai City Yihao Yuan North of Zhenxing Avenue and south of Huanhu Road Wantan Town Zhongmu County Zhengzhou City Henan Province The People's Republic of China	2,460,000	70%	1,720,000	1,860,000

No.	Property	Market value in existing state as of 28 February 2025 RMB	Interest attributable to the Group	Market value in existing state as of 28 February 2025	Market value in existing state as of 28 February 2025
				attributable to the Group RMB	attributable to the Group HKD
48.	Levels 7 to 9 Block C of Tower 5 Phase 3 of Huaqiang Creative Industry Park North of Guanguang Road & East of Guangzhou-Shenzhen- Hong Kong HSR Line Guangming District Shenzhen City Guangdong Province The People's Republic of China	45,800,000	70%	32,100,000	34,700,000
49.	A proposed industrial facility located at Northwest corner of Guangming Xihuan Avenue and Zhutian Road Matian Street Guangming District Shenzhen City Guangdong Province The People's Republic of China	No commercial value	70%	Nil	Nil
50.	Department Store of Wenhuiyuan located at No. 26-1 Tuanshan West Road Economic Development Zone Lishui District Jiangsu Province The People's Republic of China	162,000,000	100%	162,000,000	175,000,000
Sub-total:		<u>7,364,460,000</u>		<u>6,611,920,000</u>	<u>7,141,080,000</u>

Group II — Properties held by the Group for investment in Mainland China

No.	Property	Market value in existing state as of 28 February 2025 <i>RMB</i>	Interest attributable to the Group	Market value in existing state as of 28 February 2025 attributable to the Group <i>RMB</i>	Market value in existing state as of 28 February 2025 attributable to the Group <i>HKD</i>
51.	Portion of an industrial facility located at No. 539 Tengfei Second Road Southwest Airport Economic Development Zone Shuangliu District Chengdu City Sichuan Province The People's Republic of China	32,500,000	100%	32,500,000	35,100,000
52.	Units 2001 to 2006 of Level 20 Block 2 of Tower 1 No. 229 Dong Street Zhiquan Section Jinjiang District Chengdu City Sichuan Province The People's Republic of China	10,100,000	100%	10,100,000	10,900,000
53.	Portion of an industrial facility located at No. 96 Binhuai Avenue Lishui Economic Development Zone Lishui District Nanjing City Jiangsu Province The People's Republic of China	62,700,000	72.44%	45,400,000	49,000,000

No.	Property	Market value in existing state as of 28 February 2025 RMB	Interest attributable to the Group	Market value in existing state as of	Market value in existing state as of
				28 February 2025 attributable to the Group RMB	28 February 2025 attributable to the Group HKD
54.	Portion of an industrial facility located at West of Chuangxin Middle Road and north of Yangguang Avenue Shaerqin Industrial Zone Saihan District Huhhot City Inner Mongolia The People's Republic of China	37,300,000	100%	37,300,000	40,300,000
55.	Portion of Skyworth Tower located at South of Shennan Avenue Nanshan District Shenzhen City Guangdong Province The People's Republic of China	No commercial value	100%	Nil	Nil
56.	Portion of Skyworth Digital Tower Songbai Road Shiyao Street Bao'an District Shenzhen City Guangdong Province The People's Republic of China	218,800,000	52.55%	115,000,000	124,200,000
57.	Portion of an industrial facility located at No. 36 Feilong Road National Economic and Technology Development Zone Suining City Sichuan Province The People's Republic of China	100,300,000	100%	100,300,000	108,300,000

No.	Property	Market value in existing state as of 28 February 2025 RMB	Interest attributable to the Group	Market value in existing state as of 28 February 2025 attributable to the Group RMB	Market value in existing state as of 28 February 2025 attributable to the Group HKD
58.	Units 1401 and 1402 on Level 14 Block 2 of Tower 18 Xinzhong Street Dongcheng District Beijing The People's Republic of China	11,600,000	100%	11,600,000	12,500,000
59.	Portion of an industrial facility located at No. 100 of Zone 1 of Economic Development Zone Yichun City Jiangxi Province The People's Republic of China	98,400,000	100%	98,400,000	106,300,000
60.	Portion of an industrial facility located at No. 88 Binhuai Avenue Lishui Economic Development Zone Lishui District Nanjing City Jiangsu Province The People's Republic of China	95,000,000	100%	95,000,000	102,600,000
61.	Portion of Skyworth Technology Industrial Park Shiyan Street Bao'an District Shenzhen City Guangdong Province The People's Republic of China	No commercial value	100%	Nil	Nil
62.	Skyworth Qunxin Technology Park Baolong Industrial City Longgang District Shenzhen City Guangdong Province The People's Republic of China	No commercial value	100%	Nil	Nil

No.	Property	Market value in existing state as of 28 February 2025 <i>RMB</i>	Interest attributable to the Group	Market value in existing state as of 28 February 2025 attributable to the Group <i>RMB</i>	Market value in existing state as of 28 February 2025 attributable to the Group <i>HKD</i>
63.	Units 10622, 10623 and 10624 Block 1 of Tower 7 No. 19 Fengcheng First Road Xi'an Economic and Technological Development Zone Xi'an City Shaanxi Province The People's Republic of China	1,550,000	100%	1,550,000	1,670,000
64.	Unit 05 on Level 6 and Unit 06 on Level 7 No. 82 of No. 1 Cuizhu Street Zhengzhou Hi-tech Industries Development Zone Zhengzhou City Henan Province The People's Republic of China	6,560,000	100%	6,560,000	7,080,000
65.	Unit 08 on Level 11 Office tower of Haiwei Plaza No. 101 Huayuan Road Licheng District Jinan City Shandong Province The People's Republic of China	3,050,000	100%	3,050,000	3,290,000
66.	Units 701, 702, 703 and 803 Ouzhou Garden East of Xudong Village Hongshan District Wuhan City Hubei Province The People's Republic of China	9,790,000	100%	9,790,000	10,570,000

No.	Property	Market value in existing state as of 28 February 2025 <i>RMB</i>	Interest attributable to the Group	Market value in existing state as of	Market value in existing state as of
				28 February 2025 attributable to the Group <i>RMB</i>	28 February 2025 attributable to the Group <i>HKD</i>
67.	Unit A of Level 5 South tower of Dormitory No. 11 Bagualing Mall Futian District Shenzhen City Guangdong Province The People's Republic of China	38,500,000	100%	38,500,000	41,600,000
68.	Various units in Shencai Court No. 5007 Huanggang Road Futian District Shenzhen City Guangdong Province The People's Republic of China	24,900,000	100%	24,900,000	26,900,000
69.	Unit 202, Block 7 Huamao Court Meihua Road Futian District Shenzhen City Guangdong Province The People's Republic of China	4,530,000	100%	4,530,000	4,890,000
70.	Various dormitories located at West of Huanggang Road and south of Beihuan Road Futian District Shenzhen City Guangdong Province The People's Republic of China	226,200,000	100%	226,200,000	244,300,000

No.	Property	Market value in existing state as of 28 February 2025 <i>RMB</i>	Interest attributable to the Group	Market value in existing state as of 28 February 2025 attributable to the Group <i>RMB</i>	Market value in existing state as of 28 February 2025 attributable to the Group <i>HKD</i>
71.	Various units and parking spaces at No.16 and No.1 Xingxi Avenue Shitan Town Zengcheng District Guangzhou City Guangdong Province The People's Republic of China	2,670,000	70%	1,870,000	2,020,000
72.	Units 401 and 415 of Block 8A North and Units 301 to 304 of Block 3D No. 88 Xihu East Road Houqiao Street Xishan District Wuxi City Jiangsu Province The People's Republic of China	3,100,000	70%	2,170,000	2,340,000
Sub-total:		<u>987,550,000</u>		<u>864,720,000</u>	<u>933,860,000</u>

Group III — Properties held by the Group for sale in Mainland China

No.	Property	Market value	Interest	Market value	Market value
		in existing state as of 28 February 2025 <i>RMB</i>		in existing state as of 28 February 2025 <i>RMB</i>	in existing state as of 28 February 2025 <i>HKD</i>
			attributable to the Group	attributable to the Group	attributable to the Group
73.	Unsold portion of Wenhuiyuan located at North of Tuanshan West Road and West of Qunli Avenue Lishui Economic Development Zone Lishui District Nanjing City Jiangsu Province The People's Republic of China	366,600,000	100%	366,600,000	395,900,000
74.	Unsold portion of Lehuocheng located at No. 26 Tuanshan West Road Lishui Economic Development Zone Lishui District Nanjing City Jiangsu Province The People's Republic of China	140,000	100%	140,000	150,000
75.	Wenyuefu located at No. 26 Tuanshan West Road Lishui Economic Development Zone Lishui District Nanjing City Jiangsu Province The People's Republic of China	881,400,000	100%	881,400,000	951,900,000

No.	Property	Market value in existing state as of 28 February 2025 <i>RMB</i>	Interest attributable to the Group	Market value in existing state as of 28 February 2025	Market value in existing state as of 28 February 2025
				attributable to the Group <i>RMB</i>	attributable to the Group <i>HKD</i>
76.	Skyworth Smart Society located at East of Zhaolong Road and South of Qingquan Road Zhuangshi Street Zhenhai District Ningbo City Zhejiang Province The People's Republic of China	110,400,000	100%	110,400,000	119,200,000
77.	Skyworth Shuangzhi Shuangchuang Industrial Park located at No. 1688 Zhaolong Road Zhuangshi Street Zhenhai District Ningbo City Zhejiang Province The People's Republic of China	236,900,000	100%	236,900,000	255,900,000
78.	Unsold portion of Phases 1 and 2 of Chuangwei Jingyuan No. 29 Jingfa Avenue Economic Development Zone Yichun City Jiangxi Province The People's Republic of China	79,700,000	100%	79,700,000	86,100,000
79.	Qilinhui Town located at East of Yongle Road and West of Tongle Road Quanjiao County Chuzhou City Anhui Province The People's Republic of China	2,008,500,000	100%	2,008,500,000	2,169,200,000

No.	Property	Market value in existing state as of 28 February 2025 <i>RMB</i>	Interest attributable to the Group	Market value in existing state as of 28 February 2025	Market value in existing state as of 28 February 2025
				attributable to the Group <i>RMB</i>	attributable to the Group <i>HKD</i>
80.	Yichun Skyworth Yuyuan located at South of Jinyuan Road and west of Jingdu Road Economic and technological development zone Yichun City Jiangxi Province The People's Republic of China	349,200,000	100%	349,200,000	377,100,000
81.	Skyworth Yunxitai located at South of Yuanshan East Road and east of Duoshenglou Road Yuanzhou district Yichun City Jiangxi Province The People's Republic of China	323,800,000	100%	323,800,000	349,700,000
82.	Hanhua Shijia located at West of Xincheng 14th Road and north of Jinshan Avenue Dongxihu district Wuhan City Hubei Province The People's Republic of China	1,429,700,000	100%	1,429,700,000	1,544,100,000
83.	Ruyi Smart Society located at Keerxin South Road Saihan District Huhhot City Inner Mongolia The People's Republic of China	1,219,700,000	100%	1,219,700,000	1,317,300,000
84.	Wenyuefu located at Tongqiao Town Zhongkai Gaoxin District Huizhou City Guangdong Province The People's Republic of China	570,700,000	85.77%	489,500,000	528,700,000
Sub-total:		7,576,740,000		7,495,540,000	8,095,250,000

Group IV — Property held by the Group for self-occupation in Hong Kong

No.	Property	Market value	Interest	Market value	Market value
		in existing state as of 28 February 2025 <i>RMB</i>		in existing state as of 28 February 2025 attributable to the Group <i>RMB</i>	in existing state as of 28 February 2025 attributable to the Group <i>HKD</i>
85.	Unit 1 on 5th Floor, Units 1 to 4 on 16th Floor, Units 5 to 6 on 17th Floor and Lorry Parking Space No. L19 on 1/F Westlands Centre No. 20 Westlands Road Quarry Bay Hong Kong	103,000,000	100%	103,000,000	111,200,000
	Sub-total:	<u>103,000,000</u>		<u>103,000,000</u>	<u>111,200,000</u>

Group V — Property held by the Group for investment in Hong Kong

No.	Property	Market value	Interest	Market value	Market value
		in existing state as of 28 February 2025 <i>RMB</i>		in existing state as of 28 February 2025 attributable to the Group <i>RMB</i>	in existing state as of 28 February 2025 attributable to the Group <i>HKD</i>
86.	Units 5 to 6 on 15th Floor Westlands Centre No. 20 Westlands Road Quarry Bay Hong Kong	29,600,000	100%	29,600,000	32,000,000
	Sub-total:	<u>29,600,000</u>		<u>29,600,000</u>	<u>32,000,000</u>

Group VI — Property held by the Group for self-occupation in Indonesia

No.	Property	Market value	Interest	Market value	Market value
		in existing state as of 28 February 2025 <i>RMB</i>		in existing state as of 28 February 2025 attributable to the Group <i>RMB</i>	in existing state as of 28 February 2025 attributable to the Group <i>HKD</i>
87.	An industrial facility located at EJIP Industrial Park Plot 5G Jalan Citanduy Raya Desa Sukaresmi Kecamatan Cikarang Selatan Kabupaten Bekasi Jawa Barat Indonesia	123,400,000	100%	123,400,000	133,300,000
Sub-total:		<u>123,400,000</u>		<u>123,400,000</u>	<u>133,300,000</u>

Group VII — Property held by the Group for self-occupation in South Africa

No.	Property	Market value	Interest	Market value	Market value
		in existing state as of 28 February 2025 <i>RMB</i>		in existing state as of 28 February 2025 attributable to the Group <i>RMB</i>	in existing state as of 28 February 2025 attributable to the Group <i>HKD</i>
88.	Erf 295 Faerie Glen Extension 1 Township 513 Arkansas Street Pretoria Faerie Glen Extension 1 Province of Gauteng Republic of South Africa	1,100,000	100%	1,100,000	1,190,000
Sub-total:		<u>1,100,000</u>		<u>1,100,000</u>	<u>1,190,000</u>

Group VIII — Property held by the Group for self-occupation in Ukraine

No.	Property	Market value	Interest	Market value	Market value
		in existing state as of 28 February 2025		in existing state as of 28 February 2025	in existing state as of 28 February 2025
		attributable to the Group		attributable to the Group	attributable to the Group
		<i>RMB</i>		<i>RMB</i>	<i>HKD</i>
89.	Portion of No. 8 Adama Mitskevicha Street Pervomaisky micro-district Kyiv Ukraine	6,080,000	52.55%	3,200,000	3,460,000
Sub-total:		6,080,000		3,200,000	3,460,000

Group IX — Property held by the Group for investment in Denmark

No.	Property	Market value	Interest	Market value	Market value
		in existing state as of 28 February 2025		in existing state as of 28 February 2025	in existing state as of 28 February 2025
		attributable to the Group		attributable to the Group	attributable to the Group
		<i>RMB</i>		<i>RMB</i>	<i>HKD</i>
90.	Jellingvej 26 9230 Svenstrup J Himmerland Aalborg Municipality Denmark	11,200,000	52.55%	5,890,000	6,360,000
Sub-total:		11,200,000		5,890,000	6,360,000
Grand total:		16,203,130,000		15,238,370,000	16,457,700,000

VALUATION REPORT

Group I — Properties held by the Group for self-occupation in Mainland China

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
1. Portion of an industrial facility located at No. 539 Tengfei Second Road Southwest Airport Economic Development Zone Shuangliu District Chengdu City Sichuan Province The People's Republic of China	The property comprises the self-use portion of an industrial facility with a site area of approximately 139,910.04 square metres, on which were erected various buildings and structures which were completed in various stages between 2010 and 2012. The buildings mainly comprise workshops, warehouses, ancillary office, dormitories and canteen. The total gross floor area of the property is approximately 84,679.23 square metres, in which the total gross floor area of the self-use portion is approximately 35,501.63 square metres. The land use rights of the property were granted for a term of 20 years commencing on 27 February 2020 and expiring on 26 February 2040 for industrial use.	Portion of the property with a gross floor area of 18,614 square metres is subject to various intra-group leases for various terms with the latest expiry date being 31 December 2025 at a total monthly rent of RMB242,627.39 inclusive of value-added tax (“VAT”) and management fees, but is exclusive of other charges. The remaining portion of the property is owner-occupied for production, warehouse and ancillary office purposes.	23,500,000 (100% interest attributable to the Group: RMB23,500,000 or HKD25,400,000)

Notes:

- Pursuant to a State-owned Land Use Rights Certificate — Chuan (2020) Shuang Liu Qu Bu Dong Chan Quan Zheng Di No. 0005894 issued by the Planning and Natural Resources Bureau of Chengdu dated 3 March 2020, the land use rights of the property were granted to Chengdu Skyworth Electrical Appliance Limited (“CDSW”) for a term of 20 years commencing on 27 February 2020 and expiring on 26 February 2040 for industrial use.
- The land use rights of the entire property were acquired by CDSW on 6 February 2020 at a consideration of RMB46,799,917.30 pursuant to a State-owned Land Use Rights Grant Contract — 510116–2020-C-002 (Shuang) entered into between the Planning and Natural Resources Bureau of Shuangliu District, Chengdu and CDSW.

- (3) CDSW is a wholly-owned subsidiary of the Company.
- (4) We have attributed no commercial value to the buildings of the property with a total gross floor area of 35,501.63 square metres as they are yet to be granted with proper title certificates. For reference purpose, the value of these buildings (excluding the land, on a 100% basis) would be RMB70,900,000 (excluded from the value reported above) had they been granted with all relevant title certificates.
- (5) The property was inspected by Hu Yin-ling, a valuer with twelve years of real estate valuation experience on 26 March 2025.
- (6) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
 - a. CDSW possesses the legal title of the land portion of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - b. As confirmed by CDSW, they are unable to obtain the requisite title certificates for those buildings mentioned in Note 4;
 - c. The actual uses of the property do not comply with the planned use as stated in the relevant title certificate, and hence there is a risk for CDSW to be penalised by the relevant government authorities for not using the property in accordance with the planned use. As confirmed by the Company, they have not been penalised by the local government authorities for using the property for the existing uses. In addition, it has been rare for the relevant enforcement actions be taken against those property owners who do not use the properties in accordance with the planned use. As such, it is considered that the chance for CDSW be penalised for the land use contravention would be relatively minimal, and the Company also confirmed that the above would not materially affect the operation and revenue of the Company; and
 - d. The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
2. Units 2007 to 2008 of Level 20 Block 2 of Tower 1 No. 229 Dong Street Zhiquan Section Jinjiang District Chengdu City Sichuan Province The People's Republic of China	The property comprises two office units on Level 20 of a 35-storey office building (plus 3 basement levels) which was completed in about 2009. The total gross floor area of the property is approximately 154.64 square metres. The land use rights of the property were granted for a term expiring on 16 March 2046 for other commercial and services uses.	The property is subject to various intra-group leases for various terms with the latest expiry date being 30 June 2025 at a total monthly rent of RMB11,753 inclusive of VAT and management fees, but is exclusive of other charges.	1,950,000 (100% interest attributable to the Group: RMB1,950,000 or HKD2,110,000)

Notes:

- (1) Pursuant to two State-owned Land Use Rights Certificates — Jin Guo Yong (2015) Di Nos. 504034 and 504035 issued by the Land and Resources Bureau of Chengdu all dated 28 May 2015, the land use rights of the property were granted to CDSW for a term expiring on 16 March 2046 for other commercial and services uses.
- (2) Pursuant to two Building Ownership Certificates — Cheng Fang Quan Zheng Jian Zheng Zi Di Nos. 4435925 and 4435944 issued by the Urban-Rural Real Estate Administration Bureau of Chengdu all dated 27 May 2015, the building ownership rights of the property with a total gross floor area of 154.64 square metres are legally vested in CDSW.
- (3) The property was inspected by Hu Yin-ling, a valuer with twelve years of real estate valuation experience on 26 March 2025.
- (4) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
 - a. CDSW possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights and building ownership rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - b. The actual use of the property complies with those planned uses as stated in the relevant title certificates; and
 - c. The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
3. A commercial development located at No. 888 Yongle Road Shizi Town Quanjiao County Chuzhou City Anhui Province The People's Republic of China	The property comprises a parcel of land with a site area of approximately 12,192 square metres, on which was erected a 3-storey commercial building which was completed in about 2022. The total planned gross floor area of the property is approximately 47,617 square metres, in which the gross floor area of the completed existing building is approximately 7,513.63 square metres. The land use rights of the property were granted for a term of 40 years commencing on 20 May 2019 and expiring on 19 May 2059 for commercial and services uses.	The existing building of the property is currently subject to an intra-group lease for a term expiring on 31 December 2025 at an annual rent of RMB1,900,000 inclusive of VAT, but is exclusive of management fees and other charges.	52,700,000 (100% interest attributable to the Group: RMB52,700,000 or HKD56,900,000)

Notes:

- (1) Pursuant to a Real Estate Title Certificate — Wan (2022) Quan Jiao Xian Bu Dong Chan Quan Di No. 0003821 issued by the Natural Resources and Planning Bureau of Quanjiao dated 27 May 2022, the land use rights and building ownership rights of the property with a site area of 12,192 square metres; and a total gross floor area of 7,513.63 square metres are legally vested in Chuzhou Skyworth Intelligent Technology Limited (“**CZIT**”).
- (2) CZIT is a wholly-owned subsidiary of the Company.
- (3) The property was inspected by Chen Shu-Ting, a valuer with five years of real estate valuation experience on 26 March 2025.
- (4) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
 - a. CZIT possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights and building ownership rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - b. The actual use of the property complies with those planned uses as stated in the relevant title certificate; and
 - c. The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
4. Portion of Skyworth Semiconductor Design Tower located at Hi-tech South Forth Road Nanshan District Shenzhen City Guangdong Province The People's Republic of China	The property comprises the self-use portion of a 24-storey office and commercial composite building (plus 3 basement levels) which was completed in about 2013, with a site area of approximately 17,025.5 square metres. The total gross floor area of the subject building is approximately 124,961.56 square metres (including 707 basement carparks with a total gross floor area of approximately 38,684.66 square metres). The land use rights of the property were granted for a term of 50 years commencing on 25 June 2007 and expiring on 24 June 2057 for industrial use.	The existing building of the property is currently subject to an intra-group lease for a term expiring on 31 December 2025 at a total monthly rent of RMB7,756,257 inclusive of VAT, but is exclusive of management fees and other charges.	No commercial value (100% interest attributable to the Group: Nil)

Notes:

- (1) Pursuant to a Real Estate Title Certificate — Yue (2020) Shen Zhen Shi Bu Dong Chan Quan Di No. 0219720 issued by the Real Estate Title Registration Centre of Shenzhen dated 17 September 2020, the land use rights of the property were granted to Skyworth Semi-conductor (Shenzhen) Limited (“SWSC”) for a term of 50 years commencing on 25 June 2007 and expiring on 24 June 2057 for industrial use; and the building ownership rights of the subject development (excluding the basement) with a gross floor area of 86,266.9 square metres are legally vested in SWSC for research and development, commercial and canteen uses. According to the aforesaid title certificate, the property could not be transferred.
- (2) SWSC is a wholly-owned subsidiary of the Company.
- (3) We have attributed no commercial value to the property as the subject development is not entitled to be transferred in accordance with the relevant title documents. For reference purpose, the value of the property (i.e., the self-use portion, including land and buildings, on a 100% basis) would be RMB1,545,200,000 on the basis of discounting the expected rental income (assuming the property is leased out) from the Valuation Date to the land use rights expiry date of the property.
- (4) The property was inspected by Chen Shu-ting, a valuer with five years of real estate valuation experience on 24 March 2025.

- (5) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
- a. SWSC possesses the legal title of the property;
 - b. The actual use of the property complies with those planned uses as stated in the relevant title certificate; and
 - c. The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
5. Skyworth Overseas Development Tower located in Qianhai Shenzhen-Hongkong Cooperation Zone Nanshan District Shenzhen City Guangdong Province The People's Republic of China	The property comprises a 26-storey office and commercial composite building which was completed in about 2024, with a site area of approximately 12,495.87 square metres. The total gross floor area of the property is approximately 99,430.32 square metres. The land use rights of the property were granted for a term of 40 years commencing on 5 December 2016 and expiring on 4 December 2056 for commercial use.	The property has been structurally completed as of the Valuation Date pending for further works to complete.	2,387,500,000 (100% interest attributable to the Group: RMB2,387,500,000 or HKD2,578,500,000)

Notes:

- (1) Pursuant to a State-owned Land Use Rights Certificate — Yue (2018) Shen Zhen Shi Bu Dong Chan Quan Di No. 0034765 issued by the Real Estate Title Registration Centre of Shenzhen dated 8 February 2018, the land use rights of the property were granted to Skyworth Group Limited (“SGL”) for a term of 40 years commencing on 5 December 2016 and expiring on 4 December 2056 for commercial use.
- (2) The land use rights of the property were acquired by SGL on 5 December 2016 at a consideration of RMB1,670,000,000 pursuant to a State-owned Land Use Rights Grant Contract — Shen Qian Hai Di He Zi (2016) No. 008 entered into between the Qianhai Shenzhen — Hong Kong Modern Service Industry Cooperation Zone of Shenzhen Administration Bureau and SGL. According to the aforesaid contract, the land use nature of the property is commodity property. The office portion of the property could not be transferred within 10 years from the date of obtaining the relevant certificate of completion, and could only be transferred as a whole thereafter. For the upper-ground and lower-ground commercial portions, they could only be transferred as a whole upon completion.
- (3) Pursuant to a Construction Land Use Planning Permit, Shen Qian Hai Xu QH-2017-0003 issued by the Qianhai Shenzhen-Hong Kong Modern Service Industry Cooperation Zone of Shenzhen Administration Bureau dated 22 May 2017, the proposed land use for the subject site with a site area of 12,495.9 square metres was approved.
- (4) Pursuant to a Construction Project Planning Permit, Shen Qian Hai Jian Xu Zi No. QH-201909925 issued by the Qianhai Shenzhen-Hong Kong Modern Service Industry Cooperation Zone of Shenzhen Administration Bureau dated 13 August 2019, the proposed development of the property with a total planned gross floor area of 99,214.81 square metres was approved.

- (5) Pursuant to a Construction Works Commencement Permit, Shen Qian Hai Shi Xu Zi No. QH-2020-0006 issued by the Qianhai Shenzhen-Hong Kong Modern Service Industry Cooperation Zone of Shenzhen Administration Bureau dated 21 February 2020, the construction of the property with a total planned gross floor area of 99,166.14 square metres was approved.
- (6) As advised by the Group, the total budgeted construction cost for the property was approximately RMB1,166,700,000, of which an amount of approximately RMB43,600,000 was yet to be incurred as of the Valuation Date.
- (7) For reference purpose, the value of the property (on a 100% basis) assuming completion as of the Valuation Date would be RMB2,431,100,000.
- (8) SGL is a wholly-owned subsidiary of the Company.
- (9) The property was inspected by Chen Shu-ting, a valuer with five years of real estate valuation experience on 25 March 2025.
- (10) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, inter alia, the following:
 - a. SGL possesses the legal title of the land portion of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - b. The aforesaid approvals and permits are effective, and have not been rescinded, amended or repealed; and
 - c. The property is subject to a mortgage in favour of the Bank of China Shenzhen Hi-tech Zone Branch for a term commencing on 7 February 2021 and expiring on 7 February 2031 with a loan amount of RMB700,000,000. Other than the aforesaid mortgage, the property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
6. Phase 1 and Phase 2 of an industrial facility located at East of Fengle Avenue and west of Wei Fifth Road Shizi Town Quanjiao County Chuzhou City Anhui Province The People's Republic of China	The property comprises the self-use portion of phases 1 and 2 of an industrial facility with a total site area of approximately 613,269.6 square metres. The buildings mainly comprise workshops, warehouses, ancillary office, dormitories and canteen. The total gross floor area of the subject property is approximately 320,402.39 square metres (including 57,621 square metres for those without proper title certificates, refer to Note 2 for details). The land use rights of portion of the property were granted for a common term of 50 years with the latest expiry date being 28 January 2070 for industrial use.	Portion of the property is subject to an intra-group lease for a term of one year commencing on 1 January 2025 and expiring on 31 December 2025 at a total yearly rent of RMB15,337,724.27 inclusive of VAT, but is exclusive of management fees and other charges. The remaining portion of the property is currently owner-occupied for production.	494,600,000 (100% interest attributable to the Group: RMB494,600,000 or HKD534,200,000)

Notes:

- (1) Pursuant to three Real Estate Title Certificates issued by the State-land Resources and Real Estate Administration Bureau, the land use rights of portion of the subject site with a total site area of 499,155.6 square metres were granted to Skyworth Group Smart Electrical Appliance Limited ("SWAI"); and the building ownership rights of the entire Phase 1 of the property with a total gross floor area of 262,781.4 square metres are legally vested in SWAI with details as follows:

Certificate Nos. (Wan (2021) Quan Jiao Xian Bu Dong Chan Quan Di)	Issue date	Site area (sqm)	Gross floor area (sqm)	Land use rights expiry date
No. 0014644	21 Oct 2021	80,034.6	N/A	28 Jan 2070
No. 0014645	21 Oct 2021	58,742	N/A	28 Jan 2070
No. 0015277	2 Nov 2021	360,379	262,781.4	16 Oct 2068
Total		499,155.6	262,781.4	

- (2) We have attributed no commercial value to portion of the buildings of the property with a total gross floor area of 57,621 square metres as they are yet to be granted with proper title certificates. For reference purpose, the value of these buildings (excluding the land, on a 100% basis) would be RMB109,400,000 had they been granted with all relevant title certificates.
- (3) We have attributed no commercial value to portion of the subject site with a total site area of 114,114 square metres as they are yet to be granted with proper title certificates. For reference purpose, the value of the aforesaid land (on a 100% basis) would be RMB134,000,000 (excluded from the value reported above) had they been granted with all relevant title certificates.
- (4) SWAI is a wholly-owned subsidiary of the Company.
- (5) The property was inspected by Chen Shu-Ting, a valuer with five years of real estate valuation experience on 26 March 2025.
- (6) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
 - a. Save as those mentioned in Note 2 and Note 3 above, SWAI possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights and building ownership rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - b. As confirmed by SWAI, they are unable to obtain the requisite title certificates for those lands mentioned in Note 2 and Note 3;
 - c. The aforesaid approvals and permits are effective, and have not been rescinded, amended or repealed;
 - d. The actual use of the property complies with those planned uses as stated in the relevant title certificates; and
 - e. Portion of the subject land and buildings held under certificate No. 0015277 are subject to a mortgage in favour of the Industrial and Commercial Bank of China Limited, Quanjiao Branch for a term commencing on 3 November 2021 and expiring on 24 August 2030 with a maximum loan amount of RMB364,949,600 dated on 3 November 2021. Other than the aforesaid mortgage, the property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
7. Room 512 of Level 5 Section B of Block 1 No. 5 Longcheng Street Taiyuan City Shanxi Province The People's Republic of China	The property comprises an apartment on Level 5 of a 13-storey commercial and residential composite building which was completed in about 2012. The gross floor area of the property is approximately 205.29 square metres. The land use rights of the property were granted for a term of 40 years commencing on 29 April 2010 and expiring on 28 April 2050 for commercial and services uses.	The property is currently owner-occupied for office purpose.	1,580,000 (100% interest attributable to the Group: RMB1,580,000 or HKD1,710,000)

Notes:

- (1) Pursuant to a Building Ownership Certificate — Jin (2022) Tai Yuan Shi Bu Dong Chan Quan Di No. 0021138 issued by the Planning and Natural Resources Bureau of Taiyuan dated 11 January 2022, the building ownership rights of the property with a gross floor area of 205.29 square metres are legally vested in Henan Hui Min Cheng New Energy Engineering Limited (“HNHM”).
- (2) HNHM is a wholly-owned subsidiary of the Company.
- (3) The property was inspected by Lin Jian-zhen, a valuer with four years of real estate valuation experience on 31 March 2025.
- (4) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
 - a. HNHM possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights and building ownership rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - b. The actual use of the property complies with those planned uses as stated in the relevant title certificate; and
 - c. The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
8. Units 1401, 1402 and 1601 Block 4 of No.3 West Tower Huakai Community Xinxiang County Xinxiang City Henan Province The People's Republic of China	The property comprises three residential unit on Levels 14 and 16 of a 16 storey residential building which was yet to be completed as of the Valuation Date. The total gross floor area of the property is approximately 402.00 square metres.	The subject development is yet to be completed and fit for occupation as of the Valuation Date.	No Commercial Value (100% interest attributable to the Group: Nil)

Notes:

- (1) Pursuant to Xinxiang County People's Court of Henan Province Notice of Decision (2022) No. 1139 Yu 0721 dated 5 December 2022, the ownership rights of the property with total gross floor area of 402.00 square metres are legally vested in HNHM to settle the outstanding liabilities from the debtor of HNHM.
- (2) We have attributed no commercial value to the property as it is yet to be granted with proper title certificates.
- (3) HNHM is a wholly-owned subsidiary of the Company.
- (4) The property was inspected by Lin Jian-zhen, a valuer with four years of real estate valuation experience on 25 March 2025.
- (5) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, inter alia, the following:
 - a. According to the materials provided by the company, the property had been awarded to HNHM by court judgment. The company has stated that although the court has ruled on the ownership of the property, the developer has not yet physically delivered them. The government is currently mediating the matter, and the real estate certificates cannot be processed for the time being.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
9. Portion of an industrial facility located at No. 96 Binhuai Avenue Lishui Economic Development Zone Lishui District Nanjing City Jiangsu Province The People's Republic of China	The property comprises the self-use portion of an industrial facility with a total site area of approximately 324,200.81 square metres, on which were erected various buildings and structures which were completed in about 2014 to 2022. The buildings mainly comprise workshops, research and development centre, warehouse, dormitories and canteen. The total gross floor area of the subject property is approximately 291,236.19 square metres, in which the total gross floor area of the self-use portion is approximately 263,682.56 square metres (including 7,952.26 square metres for those without proper title certificates, refer to Note 3 for details). The total planned gross floor area of those portion under construction is approximately 21,369.68 square metres. The land use rights of the property were granted for various terms with the latest expiry date being 10 August 2067 for industrial use.	Portion of the property is subject to an intra-group lease for a term of one year commencing on 1 January 2025 and expiring on 31 December 2025 at a total monthly rent of RMB15,000 inclusive of VAT and management fees, but is exclusive of other charges. The remaining portion of the property is currently owner-occupied for production, research and development, and dormitory purposes. The remaining portion of the property was still under construction as of the Valuation Date and is expected to be completed by June 2025.	674,800,000 (72.44% interest attributable to the Group: RMB488,800,000 or HKD527,900,000)

Notes:

- (1) Pursuant to two Real Estate Title Certificates issued by the Planning and Natural Resources Bureau of Nanjing dated 4 February 2021 and 17 April 2023, the land use rights and building ownership rights of the property (i.e., the subject development) are legally vested in Skyworth Electric Company Limited (“SECL”) with details as follows:

Certificate Nos.	Site area (sqm)	Gross floor area (sqm)	Land use rights expiry date
Su (2023) Ning Li Bu Dong Chan Quan Di No. 0006617	127,144.01	115,790.99	10 Aug 2067
Su (2021) Ning Li Bu Dong Chan Quan Di No. 0001932	197,056.80	163,910.50	19 Feb 2064
Total	<u>324,200.81</u>	<u>279,701.49</u>	

- (2) SECL is a 72.44% interest-owned subsidiary of the Company.
- (3) We have attributed no commercial value to portion of the buildings of the property with a total gross floor area of 7,952.26 square metres as they are yet to be granted with proper title certificates. For reference purpose, the value of these buildings (excluding the land, on a 100% basis) would be RMB16,800,000 (excluded from the value reported above) had they been granted with all relevant title certificates.
- (4) Pursuant to a Construction Project Planning Permit, Jian Zi No. 3201172024GG0249440 issued by the Nanjing Municipal Bureau of Planning and Natural Resources date 26 July 2024, the proposed development of the property with a total planned gross floor area of 21,369.68 square metres was approved.
- (5) As advised by the Group, the total budgeted construction cost of the property was approximately RMB45,680,000, of which an amount of approximately RMB42,390,000 was yet to be incurred as of the Valuation Date.
- (6) The property was inspected by Chen Shu-ting, a valuer with five years of real estate valuation experience on 2 April 2025.
- (7) We have been provided with a legal opinion on the property prepared by the Company’s PRC legal advisor — Global Law Office, which contains, inter alia, the following:
- Save as those mentioned in Note 3 above, SECL possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights and building ownership rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - As confirmed by SECL, they are in the process of applying the requisite title certificates for those buildings mentioned in Note 3, and there is no material impediment for SECL to complete the relevant title registration procedures and to obtain the relevant title certificates;
 - The actual use of the property complies with those planned uses as stated in the relevant title certificates;
 - The tenancy agreement has not been registered with the relevant real estate bureau, despite such non-registration would not affect the effectiveness of the tenancy agreements and the rights of SECL under the tenancy agreements. However, SECL might be required by the relevant real estate bureau to perform the registration within a specified period of time, and would be fined for not completing the registration on time. As confirmed by the Company, they have not been penalised by the local government authorities for the non-registration, and such non-registration would not materially affect the operation and revenue of the Company; and
 - The property is subject to two mortgages in favour of the Bank of Jiangsu Co., Ltd., Lishui Branch for a term commencing on 10 October 2024 and expiring on 11 September 2025 at a maximum loan amount of RMB780,000,000 and in favour of the China Merchants Bank Co., Ltd. Nanjing Branch for a term commencing on 15 January 2024 and expiring on 14 January 2027 at a maximum loan amount of RMB269,760,000. Other than the aforesaid mortgage, the property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
10. Portion of an industrial facility located at West of Chuangxin Middle Road and north of Yangguang Avenue Shaerqin Industrial Zone Saihan District Huhhot City Inner Mongolia The People's Republic of China	The property comprises the self-use portion of an industrial facility with a site area of approximately 113,375 square metres. The buildings mainly comprise workshops, warehouses, ancillary office, dormitories and canteen. The total gross floor area of the property is approximately 80,006.01 square metres, in which the total gross floor area of the self-use portion is approximately 64,489.01 square metres. The land use rights of the property were granted for a term of 50 years commencing on 7 August 2019 and expiring on 7 August 2069 for industrial use.	The property is currently owner occupied for production, ancillary office and warehouse purposes.	155,200,000 (100% interest attributable to the Group: RMB155,200,000 or HKD167,600,000)

Notes:

- (1) Pursuant to a State-owned Land Use Rights Certificate — Meng (2021) Tu Mo Te Zuo Qi Bu Dong Chan Quan Zheng Di No. 0003441 issued by the Natural Resources Bureau of Tumote Zuoqi dated 26 March 2021, the land use rights of the property were granted to Inner Mongolia Skyworth Smart Technology Limited (“SWNM”) for a term of 50 years commencing on 7 August 2019 and expiring on 7 August 2069 for industrial use.

- (2) Pursuant to eight Real Estate Title Certificates-Meng (2023) Tu Mo Te Zuo Qi Bu Dong Chan Quan Di Nos. 0003282, 0003285, 0003287, 0003286, 0000207, 0003284, 0000208 and 0003283 issued by the Natural Resources Bureau of Tumote Zuoqi dated 11 April 2023, the land use rights and building ownership rights of the property with a total gross floor area of 80,006.01 square metres are legally vested in SWNM with details as follows:

Certificate Nos.	Site area (sqm)	Gross floor area (sqm)	Land use rights expiry date
meng (2023) Tu Mo Te Zuo Qi Bu Dong Chan Quan Di Nos. 0003282		4,979.87	7 Aug 2069
meng (2023) Tu Mo Te Zuo Qi Bu Dong Chan Quan Di Nos. 0003285		4,927.08	7 Aug 2069
meng (2023) Tu Mo Te Zuo Qi Bu Dong Chan Quan Di Nos. 0003287		3,153.41	7 Aug 2069
meng (2023) Tu Mo Te Zuo Qi Bu Dong Chan Quan Di Nos. 0003286	113,375	27,899.57	7 Aug 2069
meng (2023) Tu Mo Te Zuo Qi Bu Dong Chan Quan Di Nos. 0000207		18,616.25	7 Aug 2069
meng (2023) Tu Mo Te Zuo Qi Bu Dong Chan Quan Di Nos. 0003284		9,155.57	7 Aug 2069
meng (2023) Tu Mo Te Zuo Qi Bu Dong Chan Quan Di Nos. 0000208		6,257.58	7 Aug 2069
meng (2023) Tu Mo Te Zuo Qi Bu Dong Chan Quan Di Nos. 0003283		5,016.68	7 Aug 2069
Total	113,375	80,006.01	

- (3) SWNM is a wholly-owned subsidiary of the Company.
- (4) The property was inspected by Luo Bin-wei, a valuer with fifteen years of real estate valuation experience on 1 April 2025.
- (5) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
- SWNM possesses the legal title of the land portion of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - The tenancy agreements have not been registered with the relevant real estate bureau, despite such non-registration would not affect the effectiveness of the tenancy agreements and the rights of SWNM under the tenancy agreements. However, SWNM might be required by the relevant real estate bureau to perform the registration within a specified period of time, and would be fined for not completing the registration on time. As confirmed by the Company, they have not been penalised by the local government authorities for the non-registration, and such non-registration would not materially affect the operation and revenue of the Company;
 - The actual use of the property complies with the planned use as stated in the relevant title certificate; and
 - The property is subject to a mortgage in favour of the China Construction Bank, Huhhot Branch for a term commencing on 28 April 2023 and expiring on 28 April 2026 with a maximum loan amount of RMB520,000,000. Other than the aforesaid mortgage, the property is not subject to any guarantee, mortgage, foreclosure or other third-party rights, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
11. Unit 203 of Block A and Unit 301 of Block D of South Tower and Unit 201 of Block B and Unit 501 of Block F of North Tower Changchun Dushi Haoting Linqun Road Xinzhan District Hefei City Anhui Province The People's Republic of China	The property comprises four office units on Levels 2, 3 and 5 within various 18-storey office towers of the subject development which was completed in about 2002. The total gross floor area of the property is approximately 683.45 square metres. The land use rights of the property were granted for a term expiring on 1 May 2052 for commercial and residential uses.	The property is currently owner-occupied for office purpose.	6,630,000 (100% interest attributable to the Group: RMB6,630,000 or HKD7,160,000)

Notes:

- (1) Pursuant to four State-owned Land Use Rights Certificates — He Guo Yong (2010) Di Xin Zhan 2130, 2131, 2132 and 2133 issued by the State-land Resources Bureau of Hefei all dated 22 March 2010, the land use rights of the property were granted to Shenzhen Chuangwei-RGB Electronics Co. Ltd (“**RGB**”) for a term expiring on 1 May 2052 for commercial and residential uses.
- (2) Pursuant to four Building Ownership Certificates — Fang Di Quan Zheng He Chan Zi Di Nos. 110038667, 110038669, 110038670 and 110038671 issued by the Real Estate Title Administration Department of Hefei all dated 3 March 2010, the land use rights and building ownership rights of the property with a total gross floor area of 683.45 square metres are legally vested in RGB.
- (3) RGB is a wholly-owned subsidiary of the Company.
- (4) The property was inspected by Qiu Ling-feng, a valuer with six years of real estate valuation experience on 2 April 2025.
- (5) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
 - a. RGB possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights and building ownership rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;

- b. The actual use of the property does not comply with the planned use as stated in the relevant title certificate, and hence there is a risk for RGB to be penalised by the relevant government authorities for not using the property in accordance with the planned use. As confirmed by the Company, they have not been penalised by the local government authorities for using the property for the existing use. In addition, it has been rare for the relevant enforcement actions be taken against those property owners who do not use the properties in accordance with the planned use. As such, it is considered that the chance for RGB be penalised for the land use contravention would be relatively minimal, and the Company also confirmed that the above would not materially affect the operation and revenue of the Company; and
- c. The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
12. Unit 605 of Block No. 9 No. 67 Chaoyang Road Chaoyang District Beijing The People's Republic of China	The property comprises a residential unit on Level 6 of a 12-storey residential building which was completed in about 2006. The gross floor area of the property is approximately 445.79 square metres. The land use rights of the property were granted for a term of 70 years commencing on 20 May 2004 and expiring on 19 May 2074 for residential use.	The property is currently owner-occupied for office purpose.	10,830,000 (100% interest attributable to the Group: RMB10,830,000 or HKD11,700,000)

Notes:

- (1) Pursuant to a Building Ownership Certificate — X Jing Fang Quan Zheng Chao Qi Zi Di No. 587468 issued by the Real Estate Administration Bureau of Chaoyang District, Beijing dated 21 July 2008, the land use rights and building ownership rights of the property with a gross floor area of 445.79 square metres are legally vested in RGB.
- (2) The property was inspected by Lin Jian-zhen, a valuer with four years of real estate valuation experience on 3 April 2025.
- (3) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
 - a. RGB possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights and building ownership rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - b. The actual use of the property does not comply with the planned use as stated in the relevant title certificate, and hence there is a risk for RGB to be penalised by the relevant government authorities for not using the property in accordance with the planned use. As confirmed by the Company, they have not been penalised by the local government authorities for using the property for the existing use. In addition, it has been rare for the relevant enforcement actions be taken against those property owners who do not use the properties in accordance with the planned use. As such, it is considered that the chance for RGB be penalised for the land use contravention would be relatively minimal, and the Company also confirmed that the above would not materially affect the operation and revenue of the Company; and
 - c. The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
13. Units 408, 410, 412 to 419 and 421 No. 18 Yannan Road Lanzhou Hi-Tech Industry Development Zone Chengguan District Lanzhou City Gansu Province The People's Republic of China	The property comprises eleven office units on Level 4 of a 14-storey office building which was completed in about 2005. The total gross floor area of the property is approximately 657.53 square metres. The land use rights of the property were granted for a term of 50 years commencing on 30 August 2003 and expiring on 31 August 2053 for composite office use.	The property is currently owner-occupied for office purpose.	8,020,000 (100% interest attributable to the Group: RMB8,020,000 or HKD8,660,000)

Notes:

- (1) Pursuant to a Building Ownership Certificate — Lan Fang Quan Zheng (Cheng Guan Qu) Zi Di No. 388593 issued by the Real Estate Conveyancing Centre of Lanzhou Hi-Tech Industry Development Zone dated 23 December 2014, the building ownership rights of the property with a total gross floor area of 657.53 square metres are legally vested in RGB.
- (2) The property was inspected by Lin Jian-zhen, a valuer with four years of real estate valuation experience on 28 March 2025.
- (3) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
 - a. RGB possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights and building ownership rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - b. The actual use of the property complies with the planned use as stated in the relevant title certificate; and
 - c. The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
14. Rooms 806 and 808 of Main Building No. 111 Kexue Avenue Guangzhou Hi-Tech Industry Development Zone Huangpu District Guangzhou City Guangdong Province The People's Republic of China	The property comprises two units on Level 8 of a 12-storey research and development building which was completed in about 2001. The total gross floor area of the property is approximately 300.19 square metres. The land use rights of the property were granted for a term expiring on 9 November 2049 for industrial and warehouse uses.	The property is currently owner-occupied for office purpose.	3,810,000 (100% interest attributable to the Group: RMB3,810,000 or HKD4,110,000)

Notes:

- (1) Pursuant to two Real Estate Title Certificates — Yue Fang Di Zheng Zi Di Nos. C4889257 and C4889258 issued by the State-land Resources and Housing Administration Bureau of Guangzhou dated 19 September 2007 and 21 September 2007, the land use rights (for industrial and warehouse uses) and building ownership rights (for non-residential use) of the property with a total gross floor area of 300.19 square metres are legally vested in RGB.
- (2) The property was inspected by Lin Jian-zhen., a valuer with four years of real estate valuation experience on 3 April 2025.
- (3) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
 - a. RGB possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights and building ownership rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - b. The actual use of the property complies with the planned uses as stated in the relevant title certificate; and
 - c. The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
15. Various units of Block 61 Songping Village Nanshan District Shenzhen City Guangdong Province The People's Republic of China	The property comprises seven residential units on Levels 2 to 7 of an 8-storey residential building which was completed in about 1995. The total gross floor area of the property is approximately 464.58 square metres. The land use rights of the property were granted for a term of 70 years commencing on 1 January 1997 and expiring on 1 January 2067 for residential use.	The property is currently owner-occupied for residential purpose.	No commercial value (100% interest attributable to the Group: Nil)

Notes:

- (1) Pursuant to seven Building Ownership Certificates — Shen Fang Di Zi Di Nos. 4000012131, 4000012136, 4000012139, 4000012141, 4000012143, 4000012145 and 4000012151 all dated 4 November 1998, the land use rights and building ownership rights of the property with a total gross floor area of 464.58 square metres are legally vested in RGB. According to the aforesaid title certificates, the property could not be transferred.
- (2) We have attributed no commercial value to the property as the subject development is not entitled to be transferred in accordance with the relevant title documents. For reference purpose, the value of the property (on a 100% basis) would be RMB13,100,000 on the basis of discounting the expected rental income (assuming the property is leased out) from the Valuation Date to the land use rights expiry date of the property.
- (3) The property was inspected by Lin Jian-zhen, a valuer with four years of real estate valuation experience on 2 April 2025.
- (4) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
 - a. RGB possesses the legal title of the property, but RGB could not transfer or mortgage the property. RGB should follow the relevant requirements for leasing the property;
 - b. The actual use of the property complies with the planned use as stated in the relevant title certificates; and
 - c. The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
16. Portion of Skyworth Tower located at South of Shennan Avenue Nanshan District Shenzhen City Guangdong Province The People's Republic of China	The property comprises the self-use portion of an 18-storey industrial building which was completed in about 2003, with a site area of approximately 11,992.3 square metres. The total gross floor area of the subject building is approximately 60,916.85 square metres, in which the total gross floor area of the self-use portion is approximately 29,201.07 square metres. The land use rights of the property were granted for a term of 50 years commencing on 13 July 1999 and expiring on 12 July 2049 for industrial use.	The property is currently owner-occupied for office purposes.	No commercial value (100% interest attributable to the Group: Nil)

Notes:

- (1) Pursuant to a Real Estate Title Certificate — Shen Fang Di Zi Di No. 4000120441 dated 25 July 2003, the land use rights of the property were granted to RGB for a term of 50 years commencing on 13 July 1999 and expiring on 12 July 2049 for industrial use; and the building ownership rights of the property with a total gross floor area of 60,916.85 square metres (i.e., the subject development) are legally vested in RGB. According to the aforesaid title certificate, the subject land is classified as non-commodity property; and the property could not be transferred.
- (2) We have attributed no commercial value to the property as the subject development is not entitled to be transferred in accordance with the relevant title documents. For reference purpose, the value of the property (i.e., the self-use portion, including land and buildings, on a 100% basis) would be RMB467,200,000 on the basis of discounting the expected rental income (assuming the property is leased out) from the Valuation Date to the land use rights expiry date of the property.
- (3) The property was inspected by Lin Jian-zhen, a valuer with four years of real estate valuation experience on 2 April 2025.
- (4) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
 - a. RGB possesses the legal title of the property;

- b. The actual uses of the property do not comply with the planned use as stated in the relevant title certificate, and hence there is a risk for RGB to be penalised by the relevant government authorities for not using the property in accordance with the planned use. As confirmed by the Company, they have not been penalised by the local government authorities for using the property for the existing uses. In addition, it has been rare for the relevant enforcement actions be taken against those property owners who do not use the properties in accordance with the planned use. As such, it is considered that the chance for RGB be penalised for the land use contravention would be relatively minimal, and the Company also confirmed that the above would not materially affect the operation and revenue of the Company; and
- c. The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
17. Various units of Huaifu Village, No. 2009 Huaifu Road Futian District Shenzhen City Guangdong Province The People's Republic of China	The property comprises 10 residential units within Building 1 of Huaifu Village which was completed in about 2023. The total gross floor area of the property is approximately 1,245.36 square metres. The land use rights of the property were granted for a term of 70 years commencing on 20 August 2020 and expiring on 19 August 2090 for residential use.	The property is currently owner-occupied for residential purpose.	122,500,000 (100% interest attributable to the Group: RMB122,500,000 or HKD132,300,000)

Notes:

- (1) Pursuant to 10 Real Estate Title Certificates issued by the Real Estate Registration Centre of Shenzhen all dated 5 November 2024, the land use rights and building ownership rights of the property with a total gross floor area of 1,245.36 square metres are legally vested in RGB with details as follows:

Certificate Nos. (Yue (2024) Shen Zhen Shi Bu Dong Chan Quan Di)	Unit No. in Building 1	Gross floor area (sqm)
No. 0253777	3701, Block E	129.79
No. 0253687	4701, Block F	119.66
No. 0253656	3801, Block E	129.79
No. 0253693	3503, Block K	119.24
No. 0253664	4203, Block E	119.24
No. 0253770	4901, Block D	119.72
No. 0253678	4803, Block L	130.16
No. 0253669	1703, Block F	128.62
No. 0253681	1701, Block D	118.98
No. 0253686	4903, Block L	130.16
Total		<u>1,245.36</u>

- (2) The property was inspected by Lin Jian-zhen, a valuer with four years of real estate valuation experience on 2 April 2025.

- (3) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
- a. RGB possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights and building ownership rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - b. The actual use of the property complies with the planned use as stated in the relevant title certificates; and
 - c. The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
18. Various office units of Qunsheng Millennium Plaza East of Chengxin Road Guanshanhu District Guiyang City Guizhou Province The People's Republic of China	The property comprises three office units on Level 16 of an 18-storey office building which was completed in about 2013. The total gross floor area of the property is approximately 237.96 square metres. The land use rights of the property were granted for a term of 50 years commencing on 23 December 2000 and expiring on 23 December 2050 for commercial and finance uses.	The property is currently owner-occupied for office purpose.	2,090,000 (100% interest attributable to the Group: RMB2,090,000 or HKD2,260,000)

Notes:

- (1) Pursuant to three Real Estate Title Certificates — Qian (2016) Guan Shan Hu Qu Bu Dong Chan Quan Di Nos. 0004559, 0004560 and 0005367 issued by the State-land Resources Bureau of Guizhou dated between 5 January 2016 and 28 March 2016, the land use rights and building ownership rights of the property with a total gross floor area of 237.96 square metres are legally vested in RGB.
- (2) The property was inspected by Qiu Ling-feng, a valuer with six years of real estate valuation experience on 25 March 2025.
- (3) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
 - a. RGB possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights and building ownership rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - b. The actual use of the property complies with the planned uses as stated in the relevant title certificates; and
 - c. The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
19. Various units of Block A Hongguan-shangwu No. 245 Tianshan Avenue High-tech Zone Shijiazhuang City Hebei Province The People's Republic of China	The property comprises seven office units on Level 15 of a 23-storey (plus 2 basement levels) office building which was completed in about 2018. The total gross floor area of the property is approximately 841.39 square metres. The land use rights of the property were granted for a term commencing on 15 October 2013 and expiring on 14 October 2053 for other commercial and services uses.	The property is currently owner-occupied for office purpose.	7,480,000 (100% interest attributable to the Group: RMB7,480,000 or HKD8,080,000)

Notes:

- (1) Pursuant to seven Building Ownership Certificates — Qi (2022) Shi Gao Xin Bu Dong Chan Quan Di Nos. 0006463 to 0006468, and 0007637 issued by the Natural Resources and Planning Bureau of Shijiazhuang dated between 24 June 2022 and 14 July 2022, the land use rights and building ownership rights of the property with a total gross floor area of 841.39 square metres were legally vested in RGB.
- (2) The property was inspected by Lin Jian-zhen, a valuer with four years of real estate valuation experience on 20 March 2025.
- (3) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
 - a. RGB possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights and building ownership rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - b. The actual use of the property complies with the planned uses as stated in the relevant title certificates; and
 - c. The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
20. Units 514 and 628 of Block A Fangyuan-chuangshi No. 105 Zijingshan South Road Guancheng Huizu District Zhengzhou City Henan Province The People's Republic of China	The property comprises two units on Levels 5 and 6 of a 25-storey apartment which was completed in about 2012. The total gross floor area of the property is approximately 507.84 square metres. The land use rights of the property were granted for a term expiring on 31 March 2070.	The property is currently owner-occupied for office purpose.	3,800,000 (100% interest attributable to the Group: RMB3,800,000 or HKD4,100,000)

Notes:

- (1) Pursuant to two Building Ownership Certificates — Zheng Fang Quan Zheng Zi Di Nos. 1501263539 and 1501263541 issued by the Housing Protection and Real Estate Administration Bureau of Zhengzhou dated between 26 October 2015 and 27 October 2015, the building ownership rights of the property with a total gross floor area of 507.84 square metres are legally vested in RGB.
- (2) The property was inspected by Lin Jian-zhen, a valuer with four years of real estate valuation experience on 24 March 2025.
- (3) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
 - a. RGB possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights and building ownership rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - b. The actual use of the property complies with the planned use as stated in the relevant title certificates; and
 - c. The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
21. Various units of Block 71 No. 508 Xinyang Road Daoli District Harbin City Heilongjiang Province The People's Republic of China	The property comprises four residential units on Level 5 of a 27-storey residential building which was completed in about 2003. The total gross floor area of the property is approximately 669.08 square metres. The land use rights of the property were granted for a term commencing on 27 April 2010 and expiring on 1 September 2072 for residential use.	The property is currently owner-occupied for office purpose.	6,900,000 (100% interest attributable to the Group: RMB6,900,000 or HKD7,450,000)

Notes:

- (1) Pursuant to a State-owned Land Use Rights Certificate — Ha Guo Yong (2010) Di No. 020080 issued by the People's Government of Harbin dated 27 April 2010, the land use rights of the subject development were granted for a term expiring on 1 September 2072 for residential use.
- (2) Pursuant to four Building Ownership Certificates — Ha Fang Quan Zheng Li Zi Di Nos. 0901080846, 0901080851, 0901080852 and 0901080855 issued by Housing and Residential Bureau of Harbin all dated 20 November 2009, the building ownership rights of the property with a total gross floor area of 669.08 square metres are legally vested in RGB.
- (3) The property was inspected by Qiu Ling-feng, a valuer with six years of real estate valuation experience on 28 March 2025.
- (4) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
 - a. RGB possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights and building ownership rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;

- b. The actual use of the property does not comply with the planned use as stated in the relevant title certificates, and hence there is a risk for RGB to be penalised by the relevant government authorities for not using the property in accordance with the planned use. As confirmed by the Company, they have not been penalised by the local government authorities for using the property for the existing use. In addition, it has been rare for the relevant enforcement actions be taken against those property owners who do not use the properties in accordance with the planned use. As such, it is considered that the chance for RGB be penalised for the land use contravention would be relatively minimal, and the Company also confirmed that the above would not materially affect the operation and revenue of the Company; and
- c. The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
22. Units 1 to 24 on Level 4 of SOHO Block B Gemdale Megr City No. 1335 Renhe Road Hongshan District Wuhan City Hubei Province The People's Republic of China	The property comprises 24 units on Level 4 of a 26-storey SOHO tower which was completed in about 2016. The total gross floor area of the property is approximately 867.66 square metres. The land use rights of the property were granted for a term of 40 years commencing on 7 January 2014 and expiring on 6 January 2054 for commercial and services uses.	The property is currently owner-occupied for office purpose.	7,030,000 (100% interest attributable to the Group: RMB7,030,000 or HKD7,590,000)

Notes:

- (1) Pursuant to 24 Real Estate Title Certificates — E (2018) Wu Han Shi Hong Shan Bu Dong Chan Quan Di Nos. 0093671, 0093676, 0093677, 0093678, 0093694, 0093695, 0093696, 0093697, 0093698, 0093704, 0093707, 0093708, 0093709, 0093710, 0093711, 0093716, 0093717, 0093718, 0093719, 0093720, 0093800, 0093801, 0093803 and 0093820 issued by the Real Estate Registration Bureau of Wuhan all dated 25 December 2018, the land use rights and building ownership rights of the property with a total gross floor area of 867.6 square metres are legally vested in RGB.
- (2) The property was inspected Hu Yin-ling, a valuer with twelve years of real estate valuation experience on 2 April 2025.
- (3) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
 - a. RGB possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights and building ownership rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - b. The actual use of the property complies with the planned uses as stated in the relevant title certificates; and
 - c. The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
23. Various office units on Level 10 of Dongyi Shiqu Commercial Building No. 38 Renmin East Road Yuhua District Changsha City Hunan Province The People's Republic of China	The property comprises 17 office units on Level 10 of a 19-storey office building which was completed in about 2007. The total gross floor area of the property is approximately 792.66 square metres.	The property is currently owner-occupied for office purpose.	6,660,000 (100% interest attributable to the Group: RMB6,660,000 or HKD7,190,000)

Notes:

- (1) Pursuant to 17 Building Ownership Certificates — Chang Fang Quan Zheng Yu Hua Zi Di Nos. 709115366, 709115371, 709115386, 709115388, 709115392, 709115430, 709115439, 709115444, 709115445, 715128946, 715128947, 715128948, 715128949, 715128950, 715128951, 715128952 and 715128953 issued by the Housing and Urban-Rural Development Committee of Changsha dated between 17 August 2009 and 5 June 2015, the building ownership rights of the property with a total gross floor area of 792.66 square metres are legally vested in RGB.
- (2) The property was inspected by Lin Jian-zhen, a valuer with four years of real estate valuation experience on 18 March 2025.
- (3) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
 - a. RGB possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights and building ownership rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - b. The actual use of the property complies with the planned use as stated in the relevant title certificates; and
 - c. The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
24. Various units of Huaerzi Building No. 150 Xi'an Avenue Luyuan District Changchun City Jilin Province The People's Republic of China	The property comprises four residential units on Level 3 of a 17-storey residential building which was completed in about 1998. The total gross floor area of the property is approximately 777 square metres.	Portion of the property with gross floor area of approximately 214.39 square metres is subject to a tenancy for a term commencing on 18 December 2024 and expiring on 17 March 2025 at a monthly rent of RMB4,853 inclusive of VAT, but is exclusive of management fees and other charges. The remaining portion of the property is currently owner-occupied for office purpose.	5,290,000 (100% interest attributable to the Group: RMB5,290,000 or HKD5,710,000)

Notes:

- (1) Pursuant to four Building Ownership Certificates — Fang Quan Zheng Chang Fang Quan Zi Di Nos. 5120000253, 5120000254, 5120000255 and 5120000256 issued by the Real Estate Title Registration and Issuing Centre of Changchun all dated 30 November 2009, the building ownership rights of the property with a total gross floor area of 777 square metres are legally vested in RGB for residential use.
- (2) The property was inspected by Qiu Ling-feng, a valuer with six years of real estate valuation experience on 28 March 2025.
- (3) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
 - a. RGB possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights and building ownership rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;

- b. The tenancy agreement for the leased portion of the property has not been registered with the relevant real estate bureau, despite such non-registration would not affect the effectiveness of the tenancy agreement and the rights of RGB under the tenancy agreement. However, RGB might be required by the relevant real estate bureau to perform the registration within a specified period of time, and would be fined for not completing the registration on time. As confirmed by the Company, they have not been penalised by the local government authorities for the non-registration, and such non-registration would not materially affect the operation and revenue of the Company;
- c. The actual use of the property does not comply with the planned use as stated in the relevant title certificates, and hence there is a risk for RGB to be penalised by the relevant government authorities for not using the property in accordance with the planned use. As confirmed by the Company, they have not been penalised by the local government authorities for using the property for the existing use. In addition, it has been rare for the relevant enforcement actions be taken against those property owners who do not use the properties in accordance with the planned use. As such, it is considered that the chance for RGB be penalised for the land use contravention would be relatively minimal, and the Company also confirmed that the above would not materially affect the operation and revenue of the Company; and
- d. The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
25. Units 322 and 323 No. 186-1 Jiangdong Middle Road Jianye District Nanjing City Jiangsu Province The People's Republic of China	The property comprises two office units on Level 3 of a 21-storey office building which was completed in about 2009. The total gross floor area of the property is approximately 449.66 square metres. The land use rights of the property were granted for a term of 50 years expiring on 17 October 2055 for commercial and finance uses.	The property is currently owner-occupied for office purpose.	7,640,000 (100% interest attributable to the Group: RMB7,640,000 or HKD8,250,000)

Notes:

- (1) Pursuant to two State-owned Land Use Rights Certificates — Ning Jian Guo Yong (2011) Di Nos. 03167 and 03169 issued by the People's Government of Nanjing all dated 21 March 2011, the land use rights of the property were granted for a term of 50 years expiring on 17 October 2055 for commercial and finance uses.
- (2) Pursuant to two Building Ownership Certificates — Ning Fang Quan Zheng Jian Zhuan Zi Di Nos. 384603 and 384604 issued by the Housing and Urban-Rural Development committee of Nanjing all dated 1 March 2011, the building ownership rights of the property with a total gross floor area of 449.66 square metres are legally vested in RGB.
- (3) The property was inspected by Chen Shu-ting, a valuer with five years of real estate valuation experience on 2 April 2025.
- (4) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
 - a. RGB possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights and building ownership rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - b. The actual use of the property complies with the planned uses as stated in the relevant title certificates; and
 - c. The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
26. Various units of Block 1 No. 22 Beihai Street Dadong District Shenyang City Liaoning Province The People's Republic of China	The property comprises six residential units on Levels 11 and 12 of a 12-storey residential building which was completed in about 2006. The total gross floor area of the property is approximately 689.45 square metres. The land use rights of the property were granted for a term expiring on 18 March 2052 for residential use.	The property is currently owner-occupied as dormitories.	6,690,000 (100% interest attributable to the Group: RMB6,690,000 or HKD7,230,000)

Notes:

- (1) Pursuant to six State-owned Land Use Rights Certificates — Shen Yang Guo Yong (2010) Di Nos. DD02376, DD02377, DD02378, DD02379, DD02380 and DD02381 issued by the People's Government of Shenyang all dated 13 August 2010, the land use rights of the property were granted for a term expiring on 18 March 2052 for residential use.
- (2) Pursuant to six Building Ownership Certificates — Shen Fang Quan Zheng Da Dong Zi Nos. N030013780, N030013781, N030013782, N030013783, N030013784 and N030013785 issued by the Real Estate Bureau of Shenyang all dated 24 November 2009, the building ownership rights of the property with a total gross floor area of 689.45 square metres are legally vested in RGB.
- (3) The property was inspected by Qiu Ling-feng, a valuer with six years of real estate valuation experience on 29 March 2025.
- (4) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
 - a. RGB possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights and building ownership rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - b. The actual use of the property complies with the planned use as stated in the relevant title certificates; and
 - c. The land use rights for the property remain registered under Liaoning Guanda Real Estate Development Co., Ltd. (business license revoked in January 2010) per municipal real estate registry, whereas RGB legally holds six land use certificates for this parcel, with this registration discrepancy persisting due to the original holder's deregistration status, though the substantive validity of RGB's ownership is evidenced by the certificates and the defunct status of the prior registrant effectively mitigates title contestation risks.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
27. Various office units on Level 8 of Wangjing International Building located at east of Weiyang Road and south of Changqing First Road Weiyang District Xi'an City Shaanxi Province The People's Republic of China	The property comprises five office units on Level 8 of 16-storey office building which was completed in about 2013. The total gross floor area of the property is approximately 747.45 square metres. The land use rights of the property were granted for a term of 40 years commencing on 30 July 2009 and expiring on 29 July 2049 for commercial and finance uses.	Portion of the property with a gross floor area of approximately 50 square metres is subject to two tenancies for a term commencing on 1 July 2023 and expiring on 31 January 2026 at a monthly rent of RMB3,000 inclusive of VAT, but is exclusive of management fees and other charges. The remaining portion of the property is currently owner-occupied for office purpose.	9,420,000 (100% interest attributable to the Group: RMB9,420,000 or HKD10,170,000)

Notes:

- (1) Pursuant to five Real Estate Title Certificates — Shaan (2020) Xi An Shi Bu Dong Chan Quan Di Nos. 0104054, 0104055, 0104056, 0104057 and 0104058 issued by the Natural Resources and Planning Bureau of Xi'an all dated 22 April 2020, the land use rights and building ownership rights of the office portion of the property with a total gross floor area of 747.45 square metres are legally vested in RGB.
- (2) The property was inspected by Lin Jian-zhen, a valuer with four years of real estate valuation experience on 24 March 2025.
- (3) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
 - a. RGB possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights and building ownership rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - b. The actual use of the property complies with the planned uses as stated in the relevant title certificates;

- c. The tenancy agreement for the leased portion of the property has not been registered with the relevant real estate bureau, despite such non-registration would not affect the effectiveness of the tenancy agreement and the rights of RGB under the tenancy agreement. However, RGB might be required by the relevant real estate bureau to perform the registration within a specified period of time, and would be fined for not completing the registration on time. As confirmed by the Company, they have not been penalised by the local government authorities for the non-registration, and such non-registration would not materially affect the operation and revenue of the Company; and
- d. The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
28. Units 1001 and 1006 on Level 10 Block 1 of No. 2 Xinpu Road Hedong District Tianjin The People's Republic of China	The property comprises two office units on Level 10 of a 21-storey office building which was completed in about 2013. The total gross floor area of the property is approximately 464.65 square metres. The land use rights of the property were granted for a term expiring on 5 December 2057 for other commercial and services uses.	Portion of the property with a gross floor area of approximately 237.04 square metres is subject to a tenancy for a term commencing on 15 June 2024 and expiring on 14 June 2025 at a monthly rent of RMB13,600 inclusive of VAT, but is exclusive of management fees and other charges. The remaining portion of the property is currently owner-occupied for office purpose.	6,090,000 (100% interest attributable to the Group: RMB6,090,000 or HKD6,580,000)

Notes:

- (1) Pursuant to two Real Estate Title Certificates — Jin (2016) He Dong Bu Dong Chan Quan Di Nos. 1015888 and 1015901 issued by the State-land Resources and Real Estate Administration Bureau all dated 14 June 2016, the land use rights and building ownership rights of the property with a total gross floor area of 464.65 square metres are legally vested in RGB.
- (2) The property was inspected by Qiu Ling-feng, a valuer with six years of real estate valuation experience on 18 March 2025.
- (3) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
 - a. RGB possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights and building ownership rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - b. The actual use of the property complies with the planned uses as stated in the relevant title certificates; and

- c. The tenancy agreement for the leased portion of the property has not been registered with the relevant real estate bureau, despite such non-registration would not affect the effectiveness of the tenancy agreement and the rights of RGB under the tenancy agreement. However, RGB might be required by the relevant real estate bureau to perform the registration within a specified period of time, and would be fined for not completing the registration on time. As confirmed by the Company, they have not been penalised by the local government authorities for the non-registration, and such non-registration would not materially affect the operation and revenue of the Company; and
- d. The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
29. Level 1 and Level 2 No. 64 Baishihang Xiacheng District Hangzhou City Zhejiang Province The People's Republic of China	The property comprises portion of Level 1 and the entire Level 2 of a 6-storey commercial building which was completed in about 2002. The gross floor area of the property is approximately 343.67 square metres. The land use rights of the property were granted for a term expiring on 5 August 2042 for commercial use.	The property is currently owner-occupied for office purpose.	8,390,000 (100% interest attributable to the Group: RMB8,390,000 or HKD9,060,000)

Notes:

- (1) Pursuant to a State-owned Land Use Rights Certificate — Hang Xia Guo Yong (2014) Di No. 005513 issued by the People's Government of Hangzhou dated 5 June 2014, the land use rights of the property were granted to RGB for a term expiring on 5 August 2042 for commercial use.
- (2) Pursuant to a Building Ownership Certificate — Hang Fang Quan Zheng Xia Yi Zi Di No. 14750552 issued by the Housing Protection and Real Estate Administration Bureau dated 4 June 2014, the building ownership rights of the property with a gross floor area of 343.67 square metres are legally vested in RGB for non-residential use.
- (3) The property was inspected by Qiu Ling-feng, a valuer with six years of real estate valuation experience on 21 March 2025.
- (4) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
 - a. RGB possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights and building ownership rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - b. The actual use of the property complies with the planned uses as stated in the relevant title certificates; and
 - c. The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
30. Level 3 CITIC Bank Tower No. 3 Honghuang Road Jiangbei District Chongqing The People's Republic of China	The property comprises the entire Level 3 of a 28-storey office building which was completed in about 2008. The gross floor area of the property is approximately 1,092.6 square metres. The land use rights of the property were granted for a term expiring on 1 November 2037 for commercial and services uses.	The property is currently owner-occupied for office purpose.	12,300,000 (100% interest attributable to the Group: RMB12,300,000 or HKD13,340,000)

Notes:

- (1) Pursuant to a Real Estate Title Certificate — 103 Fang Di Zheng 2007 Zi Di No. 10193 issued by the State-land Resources and Real Estate Administration Bureau dated 6 July 2007, the land use rights and building ownership rights of the property with a gross floor area of 1,092.6 square metres are legally vested in RGB for non-residential use.
- (2) The property was inspected by Qiu Ling-feng, a valuer with six years of real estate valuation experience on 2 April 2025.
- (3) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
 - a. RGB possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights and building ownership rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - b. The actual use of the property complies with the planned uses as stated in the relevant title certificates; and
 - c. The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
31. Portion of Skyworth Digital Tower Songbai Road Shiyan Street Bao'an District Shenzhen City Guangdong Province The People's Republic of China	The property comprises the self-use portion of a 28-storey research and development centre which was completed in about 2016, with a site area of approximately 20,392.85 square metres. The total gross floor area of the subject property is approximately 60,685.09 square metres, in which the total gross floor area of the self-use portion is approximately 34,001.3 square metres. The land use rights of the property were granted for a term commencing on 30 June 2007 and expiring on 29 June 2057 for industrial use.	Portion of the property with a gross floor area of 8,350.8 square metres is subject to various intra-group leases for various terms with expiry date being 31 December 2025 yielding a total monthly rent of RMB468,273 inclusive of VAT, but is exclusive of management fees and other charges. The remaining portion of the property is currently owner-occupied for office, commercial, hotel and apartment purposes.	278,800,000 (52.55% interest attributable to the Group: RMB146,500,000 or HKD158,200,000)

Notes:

- (1) Pursuant to a Real Estate Title Certificate — Yue (2017) Shen Zhen Shi Bu Dong Chan Quan Di No. 0072080 issued by the Real Estate Registration Centre of Shenzhen dated 12 May 2017, the land use rights of the property were granted to Shenzhen Skyworth Digital Technology Co., Ltd (“SWDT”) for a term commencing on 30 June 2007 and expiring on 29 June 2057 for industrial use; and the building ownership rights of the property with a total gross floor area of 60,685.09 square metres (i.e., the subject development) are legally vested in SWDT for research and development, and dormitory uses. According to the aforesaid title certificate, the property could only be transferred as a whole.
- (2) SWDT is a 52.55% interest-owned subsidiary of the Company.
- (3) The property was inspected by Chen Shu-ting, a valuer with five years of real estate valuation experience on 27 March 2025.

- (4) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
- a. SWDT possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights and building ownership rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - b. The actual uses of the property do not comply with the planned uses as stated in the relevant title certificate, and hence there is a risk for SWDT to be penalised by the relevant government authorities for not using the property in accordance with the planned uses. As confirmed by the Company, they have not been penalised by the local government authorities for using the property for the existing uses. In addition, it has been rare for the relevant enforcement actions be taken against those property owners who do not use the properties in accordance with the planned use. As such, it is considered that the chance for SWDT be penalised for the land use contravention would be relatively minimal, and the Company also confirmed that the above would not materially affect the operation and revenue of the Company; and
 - c. The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
32. Portion of an industrial facility located at No. 36 Feilong Road National Economic and Technology Development Zone Suining City Sichuan Province The People's Republic of China	The property comprises the self-use portion of an industrial facility with a total site area of approximately 237,161.32 square metres, on which were erected various buildings and structures which were completed in various stages between 2018 and 2019. The buildings mainly comprise workshops and warehouses. The total gross floor area of the subject property is approximately 134,058.96 square metres, in which the total gross floor area of the self-use portion is approximately 96,064.84 square metres (including 20,383.83 square metres for those without proper title certificates, refer to Note 4 for details). The land use rights of the property were granted for various terms with the latest expiry date being 2 April 2069 for industrial use.	Portion of the property with a gross floor area of 20,685.62 square metres is subject to three intra-group leases for a common term expiring on 31 December 2025 yielding a total monthly rent of RMB106,656 inclusive of VAT, but is exclusive of management fees and other charges. The remaining portion of the property is currently owner-occupied for production, ancillary office and dormitory purposes.	273,300,000 (100% interest attributable to the Group: RMB273,300,000 or HKD295,200,000)

Notes:

- Pursuant to three Real Estate Title Certificates, Chuan (2020) Sui Ning Shi Bu Dong Chan Quan Di Nos. 0002933, 0002934 and 0002935 issued by the Natural Resources and Planning Bureau of Suining all dated 10 January 2020, the land use rights of portion of the property with a site area of 91,318.25 square metres were granted to Suining Skyworth Electronics Limited ("SNSW") for a term of 50 years commencing on 20 January 2017 and expiring on 19 January 2067 for industrial use; and the building ownership rights of portion of the entire property with a total gross floor area of 34,281.58 square metres are legally vested in SNSW.
- Pursuant to another six Real Estate Title Certificate, Chuan (2020) Sui Ning Shi Bu Dong Chan Quan Di Nos. 0061742, 0061743, 0061744, 0061745, 0061746 and 0061747 issued by the Natural Resources and Planning Bureau of Suining all dated 5 November 2020, the land use rights of the remaining portion of the property with a site area of 145,843.07 square metres were granted to SNSW for a term of 50 years commencing on 3 April 2019 and expiring on 2 April 2069 for industrial use; and the building ownership rights of portion of the entire property with a total gross floor area of 79,393.55 square metres are legally vested in SNSW.

- (3) SNSW is a wholly-owned subsidiary of the Company.
- (4) We have attributed no commercial value to portion of the subject buildings of the property with a total gross floor area of 20,383.83 square metres as they are yet to be granted with proper title certificates. For reference purpose, the value of these buildings (excluding the land, on a 100% basis) would be RMB35,700,000 had they been granted with all relevant title certificates.
- (5) The property was inspected by Hu Yin-ling, a valuer with twelve years of real estate valuation experience on 26 March 2025.
- (6) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
 - a. Save as those mentioned in Note 4 above, SNSW possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights and building ownership rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - b. As confirmed by SNSW, they are unable to obtain the requisite title certificates for those buildings mentioned in Note 4;
 - c. The actual use of the property complies with the planned use as stated in the relevant title certificates; and
 - d. The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
33. Various units of Block A of Tower 1 West zone of Phase 3 Nansongping Village Baoshen Road Nanshan District Shenzhen City Guangdong Province The People's Republic of China	The property comprises three residential units on Levels 5 and 23 of a 33-storey residential building (being a protection housing development) which was completed in about 2009. The total gross floor area of the property is approximately 149.25 square metres. The land use rights of the property were granted for a term of 70 years commencing on 19 October 2009 and expiring on 18 October 2079 for residential use.	The property is currently owner-occupied as staff dormitories.	No commercial value (100% interest attributable to the Group: Nil)

Notes:

- (1) Pursuant to three Real Estate Ownership Certificates — Yue (2023) Shenzhen Real Estate Ownership Nos. 0510084, 0510108 and 0510075 all dated 16 May 2023, the real estate ownership rights of the property with a total gross floor area of 149.25 square metres are legally vested in Skyworth Group Financial Limited (“SWFI”).
- (2) We have attributed no commercial value to the property as the subject development is not entitled to be transferred in accordance with the relevant title documents. For reference purpose, the value of the property (i.e., the self-use portion, including land and buildings, on a 100% basis) would be RMB5,090,000 on the basis of discounting the expected rental income (assuming the property is leased out) from the Valuation Date to the land use rights expiry date of the property.
- (3) SWFI is a wholly-owned subsidiary of the Company.
- (4) The property was inspected by Chen Shu-ting, a valuer with five years of real estate valuation experience on 17 March 2025.
- (5) We have been provided with a legal opinion on the property prepared by the Company’s PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
 - a. As confirmed by SWFI, the full title of the property has not been obtained. SWFI should pay certain land premium and the relevant expenses to the government to obtain the full title of the property. Prior to the settlement of the aforesaid land premium and expenses, the property could not be transferred, leased or mortgaged.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
34. Portion of an industrial facility located at No. 100 of Zone 1 of Economic Development Zone Yichun City Jiangxi Province The People's Republic of China	The property comprises the self-use portion of an industrial facility with a site area of approximately 106,936.50 square metres, on which were erected various buildings and structures which were completed in various stages between 2012 and 2014. The buildings mainly comprise workshops, dormitories, ancillary offices and canteen. The total gross floor area of the subject property is approximately 80,808.01 square metres, in which the total gross floor area of the self-use portion is approximately 41,108.10 square metres. The land use rights of the property were granted for a term expiring on 17 December 2056 for industrial use.	Portion of the property with a total gross floor area of 28,849.92 square metres is subject to various intra-group leases on a rolling basis at a total monthly rent of RMB79,999 inclusive of VAT and management fees, but is exclusive of other charges. The remaining portion of the property is currently owner-occupied for production, ancillary office and dormitory purposes.	101,900,000 (100% interest attributable to the Group: RMB101,900,000 or HKD110,100,000)

Notes:

- (1) Pursuant to a State-owned Land Use Rights Certificate — Yi Chun Guo Yong (2001) Di No. 11010364 issued by the People's Government of Yichun dated 15 December 2011, the land use rights of the property were granted to Skyworth Electronic Components (Yichun) Limited ("SWYC") for a term expiring on 17 December 2056 for industrial use.

- (2) Pursuant to eight Building Ownership Certificates issued by the Real Estate Administration Bureau of Yichun, the building ownership rights of the entire property with a total gross floor area of 80,808.01 square metres are legally vested in SWYC with details as follows:

Certificate Nos. (Yi Fang Chan Zheng Yi Chun Zi Di)	Issue date	Gross floor area (<i>sqm</i>)	No. of storey
No. 2–20120916	5 Jun 2012	9,836.54	1
No. 2–20120917	5 Jun 2012	2,445.14	1
No. 2–20120918	5 Jun 2012	2,478.13	3
No. 2–20120919	5 Jun 2012	1,818.37	1
No. 2–20133889	30 Aug 2013	20,189.48	2
No. 2–20133890	30 Aug 2013	6,087.65	6
No. 2–20133891	30 Aug 2013	1,080.08	–1
No. 2–20133892	30 Aug 2013	6,435.76	3
No. 2–2014000773	20 Feb 2014	<u>30,436.86</u>	3
Total		<u>80,808.01</u>	

- (3) SWYC is a wholly-owned subsidiary of the Company.
- (4) The property was inspected by Chen Shu-ting, a valuer with five years of real estate valuation experience on 24 March 2025.
- (5) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
- SWYC possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights and building ownership rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - The actual use of the property complies with the planned use as stated in the relevant title certificates; and
 - The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
35. Portion of an industrial facility located at No. 88 Binhuai Avenue Lishui Economic Development Zone Lishui District Nanjing City Jiangsu Province The People's Republic of China	The property comprises the self-use portion of an industrial facility with a total site area of approximately 294,838.83 square metres, on which were erected various buildings and structures which were completed in various stages between 2013 and 2022. The buildings mainly comprise workshops, warehouse, dormitory and canteen. The total gross floor area of the completed portion of the property is approximately 151,747.78 square metres (including 10,535.13 square metres for those without proper title certificates, refer to Note 3 for details), in which the total gross floor area of the self-use portion is approximately 105,066.69 square metres. The land use rights of the property were granted for various terms with the latest expiry date being 8 October 2069 for industrial use.	Portion of the property is currently owner-occupied for production and warehouse purposes. The remaining portion of the completed portion of the property is subject to various intra-group leases for a common term expiring on 31 December 2025 at a total monthly rent of RMB282,390.59 inclusive of VAT, but is exclusive of management fees and other outgoings.	320,800,000 (100% interest attributable to the Group: RMB320,800,000 or HKD346,500,000)

Notes:

- (1) Pursuant to four Real Estate Title Certificates issued by the State-land Resources Bureau of Nanjing, the land use rights and building ownership rights of the property with a total site area of 294,838.83 square metres; and a total gross floor area of 136,112.65 square metres are legally vested in Nanjing Skyworth Flat-panel Technology Limited (“SWFD”) with details as follows:

Certificate Nos.	Issue date	Site area (sqm)	Gross floor area (sqm)	Land use rights expiry date
Ning Li Guo Yong (2013) Di No. 00147	16 Jan 2013	19,955.00	N/A	10 Jan 2063
Su (2023) Ning Li Bu Dong Chan Quan Di No. 0010083	5 Jun 2023	183,888.00	108,493.4	28 Feb 2062
Su (2019) Ning Li Bu Dong Chan Quan Di No. 0023004	29 Nov 2019	54,159.80	27,619.25	21 Sep 2063
Su (2024) Ning Li Bu Dong Chan Quan Di No. 0018178	5 Nov 2024	36,836.03	N/A	8 Oct 2069
Total		<u>294,838.83</u>	<u>136,112.65</u>	

- (2) SWFD is a wholly-owned subsidiary of the Company.
- (3) We have attributed no commercial value to the buildings of the property with a total gross floor area of 10,535.13 square metres as they are yet to be granted with proper title certificates. For reference purpose, the value of these buildings (excluding the land, on a 100% basis) would be RMB25,300,000 (excluded from the value reported above) had they been granted with all relevant title certificates.
- (4) The property was inspected by Chen Shu-ting, a valuer with five years of real estate valuation experience on 2 April 2025.
- (5) We have been provided with a legal opinion on the property prepared by the Company’s PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
- Save as those mentioned in Note 3 above, SWFD possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights and building ownership rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - As confirmed by SWFD, they are in the process of applying the requisite title certificates for those buildings mentioned in Note 3, and there is no material impediment for SWFD to complete the relevant title registration procedures and to obtain the relevant title certificates;
 - The tenancy agreements have not been registered with the relevant real estate bureau, despite such non-registration would not affect the effectiveness of the tenancy agreements and the rights of SWFD under the tenancy agreements. However, SWFD might be required by the relevant real estate bureau to perform the registration within a specified period of time, and would be fined for not completing the registration on time. As confirmed by the Company, they have not been penalised by the local government authorities for the non-registration, and such non-registration would not materially affect the operation and revenue of the Company; and
 - The actual uses of the property comply with the planned use as stated in the relevant title certificates.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
36. An industrial facility located in Chuangke Industrial Park Baolong Industrial City Longgang District Shenzhen City Guangdong Province The People's Republic of China	The property comprises an industrial facility with a site area of approximately 112,906.46 square metres, on which were erected various buildings and structures which were completed in various stages between 2009 and 2022. The buildings mainly comprise workshops, commercial, function rooms, dormitory and warehouse. The total gross floor area of the completed portion of the property (Phase 1) is approximately 129,676.21 square metres, and the planned gross floor area of the property under construction (Phase 2) is approximately 222,991.69 square metres, respectively. Phase 3 of the property has a total planned gross floor area of approximately 27,430.95 square metres, but the construction was yet to commence as of the Valuation Date. The land use rights of the property were granted for a term of 50 years commencing on 29 June 2007 and expiring on 28 June 2057 for industrial use.	The property is subject to various tenancies for various terms with the latest expiry date being 31 December 2028 yielding a total monthly rent of RMB3,609,077 inclusive of VAT and management fees, but is exclusive of other charges. The remaining completed portion of the property is currently owner-occupied for production, ancillary office and dormitory purposes. The remaining portion of the property was under construction as of the Valuation Date and is expected to complete by the end of October 2026.	No commercial value (100% interest attributable to the Group: Nil)

Notes:

- (1) Pursuant to a Real Estate Title Certificate — Yue (2015) Shen Zhen Shi Bu Dong Chan Quan Di No. 0019168 issued by the Planning and Natural Resources Bureau of Shenzhen, the land use rights of the property were granted to Shenzhen Skyworth Chuang Ke Development Limited (“SWCK”) for a term of 50 years commencing on 29 June 2007 and expiring on 28 June 2057 for industrial use; and the building ownership rights of the property with a total gross floor area of 43,344.04 square metres are legally vested in SWCK. According to the aforesaid title certificate, the property could not be transferred or leased.
- (2) Pursuant to a Real Estate Title Certificate — Yue (2023) Shen Zhen Shi Bu Dong Chan Quan Di No. 0554017 issued by the Planning and Natural Resources Bureau of Shenzhen, the land use rights of the property were granted to SWCK for a term of 50 years commencing on 29 June 2007 and expiring on 28 June 2057 for industrial use; and the building ownership rights of the property with a total gross floor area of 14,600.33 square metres are legally vested in SWCK. According to the aforesaid title certificate, the property could not be transferred or leased.
- (3) Pursuant to a Real Estate Title Certificate — Yue (2023) Shen Zhen Shi Bu Dong Chan Quan Di No. 0554015 issued by the Planning and Natural Resources Bureau of Shenzhen, the land use rights of the property were granted to SWCK for a term of 50 years commencing on 29 June 2007 and expiring on 28 June 2057 for industrial use; and the building ownership rights of the property with a total gross floor area of 71,731.84 square metres are legally vested in SWCK. According to the aforesaid title certificate, the property could not be transferred or leased.
- (4) Pursuant to a Construction Project Planning Permit, Shen Gui Tu Jian Xu Zi No. LG-2019–0061 issued by the Planning and Natural Resources Bureau Longgang Administration Bureau of Shenzhen dated 26 June 2019, the proposed development of the property (including Phase 1 and Phase 2) with a total planned gross floor area of 186,729.78 square metres was approved.
- (5) Pursuant to a Construction Project Planning Permit, Shen Gui Tu Jian Xu Zi No. LG-2021–0107 issued by the Planning and Natural Resources Bureau Longgang Administration Bureau of Shenzhen dated 27 August 2021, the proposed development of the property (including Phase 1 and Phase 2) with a total planned gross floor area of 168,106.45 square metres was approved.
- (6) As advised by the Group, the total budgeted construction cost of portion of Phase 2 of the property (as mentioned in Note 4 and Note 5 above) was approximately RMB1,458,800,000, of which an amount of approximately RMB795,400,000 was yet to be incurred as of the Valuation Date.
- (7) SWCK is a wholly-owned subsidiary of the Company.
- (8) We have attributed no commercial value to the property as it is not entitled to be transferred or leased in accordance with the relevant title document. For reference purpose, on the basis that the property could be freely transferred subject to payment of additional land premium, the value of the property (on a 100% basis) would be RMB1,047,800,000.
- (9) The property was inspected by Luo Bin-wei, a valuer with fifteen years of real estate valuation experience on 28 March 2025.
- (10) We have been provided with a legal opinion on the property prepared by the Company’s PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
 - a. SWCK possesses the legal title of the property;
 - b. The tenancy agreements have not been registered with the relevant real estate bureau, despite such non-registration would not affect the effectiveness of the tenancy agreements and the rights of SWCK under the tenancy agreements. However, SWCK might be required by the relevant real estate bureau to perform the registration within a specified period of time, and would be fined for not completing the registration on time. As confirmed by the Company, they have not been penalised by the local government authorities for the non-registration, and such non-registration would not materially affect the operation and revenue of the Company;
 - c. The aforesaid approvals and permits are effective, and have not been rescinded, amended or repealed; and
 - d. The actual use of the property complies with the planned use as stated in the relevant title certificate.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
37. Various units of Skyworth Shuangzhi Shuangchuang Industrial Park located at No. 1688 Zhaolong Road Zhuangshi Street Zhenhai District Ningbo City Zhejiang Province The People's Republic of China	The property comprises 29 office units within the subject industrial park which was completed in about 2023. The total gross floor area of the property is approximately 44,310.70 square metres. The land use rights of the property were granted for a term of 40 years expiring on 3 July 2059 for commercial and finance uses.	The property is subject to an intra-group lease for a term commencing on 1 January 2025 and expiring on 31 December 2025 at a total monthly rent of RMB532,171.51 inclusive of VAT, management fees and other charges.	381,100,000 (100% interest attributable to the Group: RMB381,100,000 or HKD411,600,000)

Notes:

- (1) Pursuant to 29 Real Estate Title Certificates all dated 29 March 2024 and issued by the Natural Resources and Planning Bureau of Ningbo, the land use rights and building ownership rights of the property with a total gross floor area 44,310.70 square metres are legally vested in Ningbo Skyworth Intelligent Technology Co., Ltd. ("NBSW") with details as follows:

Certificate Nos. (Zhe (2024) Ning Bo Shi (Zhen Hai) Bu Dong Chan Quan Di)	Unit	Gross floor area (sqm)
No. 0010211	Unit 1-1, No. 1	168.53
No. 0010221	Unit 2-3, No. 1	833.97
No. 0010210	Unit 3-1, No. 1	1606.52
No. 0010212	Unit 4-1, No. 1	1606.52
No. 0010200	Unit 5-1, No. 1	1606.52
No. 0010199	Unit 6-1, No. 1	1606.52
No. 0010197	Unit 7-1, No. 1	1606.52
No. 0010220	Unit 8-1, No. 1	1606.52
No. 0010201	Unit 9-1, No. 1	1606.52
No. 0010203	Unit 10-1, No. 1	1606.52
No. 0010194	Unit 11-1, No. 1	1606.52
No. 0010202	Unit 12-1, No. 1	1606.52
No. 0010195	Unit 2-1 and 2-2, No. 2	1763.25
No. 0010206	Unit 3-1 and 3-2, No. 2	1763.25
No. 0010207	Unit 10-1, No. 4	1587.36
No. 0010217	Unit 11-1, No. 4	1587.36
No. 0010216	Unit 12-1, No. 4	1587.36
No. 0010205	Unit 13-1, No. 4	1587.36
No. 0010218	Unit 2-1, No. 4	1170.32

Certificate Nos. (Zhe (2024) Ning Bo Shi (Zhen Hai) Bu Dong Chan Quan Di)	Unit	Gross floor area (<i>sqm</i>)
No. 0010222	Unit 3-1, No. 4	1587.36
No. 0010196	Unit 4-1, No. 4	1587.36
No. 0010215	Unit 5-1, No. 4	1587.36
No. 0010213	Unit 6-1, No. 4	1587.36
No. 0010208	Unit 7-1, No. 4	1587.36
No. 0010204	Unit 8-1, No. 4	1587.36
No. 0010198	Unit 9-1, No. 4	1587.36
No. 0010209	Unit 1-1, No. 7	1521.73
No. 0010219	Unit 2-1, No. 7	1781.75
No. 0010214	Unit 3-1, No. 7	1781.74
Total		<u>44,310.70</u>

- (2) According to the aforesaid Real Estate Title Certificates, the property must be held by the owner upon completion and could not be transferred at least 10 years from 29 March 2024.
- (3) NBSW is a 100% interest-owned subsidiary of the Company.
- (4) The property was inspected by Hu Yin-ling, a valuer with twelve years of real estate valuation experience on 20 March 2025.
- (5) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
- NBSW possesses the legal title of the property;
 - The property must be held by the owner upon completion and could not be transferred at least 10 years from 29 March 2024; and
 - The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
38. Portion of Skyworth Technology Industrial Park Shiyan Street Bao'an District Shenzhen City Guangdong Province The People's Republic of China	The property comprises the self-use portion of an industrial facility with a site area of approximately 411,164.52 square metres, on which were erected various buildings and structures which were completed in various stages between 2006 and 2018. The buildings mainly comprise workshops, ancillary office, canteen and dormitories. The total gross floor area of the property is approximately 1,110,096.16 square metres, in which the total gross floor area of the self-use portion is approximately 738,326.59 square metres. The land use rights of the property were granted for a term of 50 years commencing on 31 July 2003 and expiring on 30 July 2053 for industrial use.	Portion of the property is subject to various intra-group leases for various terms with the latest expiry date being 30 October 2028 at a total monthly rent of RMB12,748,936.04 exclusive of VAT, but is exclusive of management fees and other charges. The remaining portion of the property is currently owner-occupied for production, ancillary office and dormitory purposes.	No commercial value (100% interest attributable to the Group: Nil)

Notes:

- (1) Pursuant to 30 Real Estate Title Certificates issued by the Real Estate Registration Centre of Shenzhen, the land use rights of the property were granted to Skyworth Group Scientific Park Management Co., Ltd. (“SWMT”) for a term of 50 years commencing on 31 July 2003 and expiring on 30 July 2053 for industrial use; and the building ownership rights of the property with a total gross floor area of 998,743.66 square metres are legally vested in SWMT with details as follows:

Certificate Nos.	Issue date	Building type	Gross floor area (sqm)
Yue (2019) Shen Zhen Shi Bu Dong Chan Quan Di No.0004774	7 Jan 2019	Office and training room	27,441.13
Yue (2019) Shen Zhen Shi Bu Dong Chan Quan Di No.0004766	7 Jan 2019	Workshop, dormitory, ancillary rooms, canteen	223,284.53
Yue (2019) Shen Zhen Shi Bu Dong Chan Quan Di No.0004761	7 Jan 2019	Workshop	96,254.73
Yue (2019) Shen Zhen Shi Bu Dong Chan Quan Di No.0182657	22 August 2024	Workshop, other ancillary room	65,691.99
Yue (2019) Shen Zhen Shi Bu Dong Chan Quan Di No.0182658	22 August 2024	Workshop, Fire control room	26,120.33
Yue (2019) Shen Zhen Shi Bu Dong Chan Quan Di No.0182656	22 August 2024	Office	7,648.06
Yue (2020) Shen Zhen Shi Bu Dong Chan Quan Di No.0079400	9 May 2020	Dormitory	10,416.59
Yue (2020) Shen Zhen Shi Bu Dong Chan Quan Di No.0078396	9 May 2020	Dormitory	10,706.70
Yue (2020) Shen Zhen Shi Bu Dong Chan Quan Di No.0078399	9 May 2020	Dormitory	12,322.87
Yue (2020) Shen Zhen Shi Bu Dong Chan Quan Di No.0078395	9 May 2020	Dormitory	12,929.94
Yue (2020) Shen Zhen Shi Bu Dong Chan Quan Di No.0078397	9 May 2020	Dormitory	12,538.87
Yue (2020) Shen Zhen Shi Bu Dong Chan Quan Di No.0078402	9 May 2020	Ancillary room	319.24
Yue (2020) Shen Zhen Shi Bu Dong Chan Quan Di No.0078392	9 May 2020	Workshop	52,075.32
Yue (2020) Shen Zhen Shi Bu Dong Chan Quan Di No.0078393	9 May 2020	Ancillary room	1,248.14
Yue (2020) Shen Zhen Shi Bu Dong Chan Quan Di No.0078390	9 May 2020	Workshop	21,335.38
Yue (2020) Shen Zhen Shi Bu Dong Chan Quan Di No.0078387	9 May 2020	Workshop	18,629.68
Yue (2020) Shen Zhen Shi Bu Dong Chan Quan Di No.0078394	9 May 2020	Workshop	22,818.43
Yue (2020) Shen Zhen Shi Bu Dong Chan Quan Di No.0078401	9 May 2020	Ancillary room	456.32
Yue (2019) Shen Zhen Shi Bu Dong Chan Quan Di No.0225315	14 Nov 2019	Dormitory	35,551.69
Yue (2019) Shen Zhen Shi Bu Dong Chan Quan Di No.0225316	14 Nov 2019	Dormitory	35,292.54
Yue (2019) Shen Zhen Shi Bu Dong Chan Quan Di No.0157654	22 Aug 2019	Dormitory	18,014.41
Yue (2019) Shen Zhen Shi Bu Dong Chan Quan Di No.0157657	22 Aug 2019	Dormitory	14,162.51

Certificate Nos.	Issue date	Building type	Gross floor area (sqm)
Yue (2019) Shen Zhen Shi Bu Dong Chan Quan Di No.0157655	22 Aug 2019	Workshop	60,574.05
Yue (2019) Shen Zhen Shi Bu Dong Chan Quan Di No.0157656	22 Aug 2019	Workshop	51,163.10
Yue (2019) Shen Zhen Shi Bu Dong Chan Quan Di No.0157658	22 Aug 2019	Workshop	14,834.39
Yue (2020) Shen Zhen Shi Bu Dong Chan Quan Di No.0078388	9 May 2020	Workshop	67,195.18
Yue (2020) Shen Zhen Shi Bu Dong Chan Quan Di No.0078389	9 May 2020	Workshop	26,501.68
Yue (2020) Shen Zhen Shi Bu Dong Chan Quan Di No.0078398	9 May 2020	Canteen	12,349.93
Yue (2020) Shen Zhen Shi Bu Dong Chan Quan Di No.0078391	9 May 2020	Workshop	37,480.37
Yue (2021) Shen Zhen Shi Bu Dong Chan Quan Di No.0213123	23 Dec 2021	Residential and commercial	3,385.56
Total			<u>998,743.66</u>

- (2) According to the aforesaid title certificates, the subject land is classified as non-commodity property; and the property could not be transferred.
- (3) SWMT is a wholly-owned subsidiary of the Company.
- (4) We have attributed no commercial value to the property as the subject development is not entitled to be transferred in accordance with the relevant title documents. For reference purpose, the value of the property (i.e., the self-use portion, including land and buildings, on a 100% basis) would be RMB5,457,600,000 on the basis of discounting the expected rental income (assuming the property is leased out and all requisite title documents have been obtained) from the Valuation Date to the land use rights expiry date of the property.
- (5) The property was inspected by Chen Shu-ting, a valuer with five years of real estate valuation experience on 25 March 2025.
- (6) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
 - a. SWMT possesses the legal title of the property;
 - b. The actual use of part of the property (i.e., title certificates Nos. 0004774 and 5000480444) do not comply with the planned uses as stated in the relevant title certificate, and hence there is a risk for SWMT to be penalised by the relevant government authorities for not using the property in accordance with the planned uses. As confirmed by the Company, they have not been penalised by the local government authorities for using the property for the existing uses. In addition, it has been rare for the relevant enforcement actions be taken against those property owners who do not use the properties in accordance with the planned use. As such, it is considered that the chance for SWMT be penalised for the land use contravention would be relatively minimal, and the Company also confirmed that the above would not materially affect the operation and revenue of the Company; and

- c. The property is subject to three mortgages in favour of the Industrial and Commercial Bank of China Co., Ltd. Shenzhen Gaoxinyuan Branch with details as follows:

Contract Nos.	Mortgage term	Maximum Loan (RMB)
0400000919–2024 Gaoxin (Di) Zi No. 0374	From 1 Jan 2025 to 31 Dec 2035	500,000,000
0400000919–2024 Gaoxin (Di) Zi No. 0375	From 1 Jan 2025 to 31 Dec 2035	2,300,000,000
0400000919–2019 Gaoxin (Di) Zi No. 062	From 20 Sep 2019 to 20 Sep 2035	1,320,000,000
Total		<u>4,120,000,000</u>

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
39. An industrial facility located at West of Gaige Avenue and north of Rencai Avenue New Energy, Materials and Intelligent Chip Park Knowledge City Huangpu District Guangzhou City Guangdong Province The People's Republic of China	The property comprises the self-use portion of an industrial facility with a site area of approximately 283,504 square metres, on which were erected various buildings and structures which were completed in various stages between 2022 and 2025. The buildings mainly comprise workshops, warehouses, dormitories and canteen. The total gross floor area of the property is approximately 503,183.22 square metres. The land use rights of the property were granted for various terms for industrial use. One piece of land has a land use term of 50 years commencing on 27 November 2020 and expiring on 26 November 2070. While the other piece of land has not been determined.	Portion of the property with a gross floor area of 154,450.17 square metres is subject to various intra-group leases for a common term expiring on 31 December 2025 at a total monthly rent of RMB1,831,739.46 inclusive of VAT, but is exclusive of management fees and other charges. The remaining portion of the property is owner-occupied for production, warehouse and ancillary dormitory purposes.	223,300,000 (100% interest attributable to the Group: RMB223,300,000 or HKD241,200,000)

Notes:

- Pursuant to two Real Estate Title Certificate — Yue (2020) Guang Zhou Shi Bu Dong Chan Quan Di No. 06419969 and 06419970 issued by the Planning and Natural Resources Bureau of Guangzhou both dated 24 December 2020, the land use rights of the property with a total site area of 216,961 square metres were granted to Skyworth Group Intelligent Technology Co., Ltd (“SGIT”) for a term of 50 years commencing on 27 November 2020 and expiring on 26 November 2070 for industrial use.
- For the remaining land portion with a total site area of 63,546 square metres, SGIT has entered into a State-owned Land Use Rights Grant Contract No. Sui Guo Di Chu He 440116–2021–000037 with Planning and Natural Resources Bureau of Guangzhou to obtain the land use rights. As advised the Group, all the land premium has been settled and pending for formal issuance of the title certificates.
- SGIT is a wholly-owned subsidiary of the Company.

- (4) We have attributed no commercial value to the buildings of the property with a total gross floor area of 503,183.22 square metres as they are yet to be granted with proper title certificates. For reference purpose, the value of these buildings (excluding the land, on a 100% basis) would be RMB1,314,900,000 had they been granted with all relevant title certificates.
- (5) We have attributed no commercial value to the remaining land portion with a total site area of 63,546 square metres as it is yet to be granted with proper title certificate. For reference purpose, the value of the land would be RMB157,000,000 had it been granted with a relevant title certificate.
- (6) The property was inspected by Rao Si-zhe, a valuer with two years of real estate valuation experience on 28 March 2025.
- (7) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
 - a. Save as those mentioned in Note 4 and Note 5, SGIT possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - b. As confirmed by SGIT, they are unable to obtain the requisite title certificates for those buildings and land mentioned in Note 4 and Note 5;
 - c. The actual use of the property complies with the planned use as stated in the relevant title certificates; and
 - d. Portion of the subject land held under certificates No. 06419969 and 06419970 is subject to a mortgage in favour of Bank of Communications Co., Ltd. Shenzhen Branch, China Construction Bank Corporation Guangzhou Haizhu Sub-branch and China Everbright Bank Co., Ltd. Guangzhou Branch with a maximum loan amount of RMB1,600,000,000. Other than the aforesaid mortgage, the property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
40. An industrial facility located at No. 295 Xinggang Road Yanjiang Development Zone Jiangdu District Yangzhou City Jiangsu Province The People's Republic of China	The property comprises an industrial facility with a site area of approximately 92,732 square metres, on which were erected various buildings and structures which were completed in various stages between 2007 and 2021. The buildings mainly comprise workshops and ancillary office. The total gross floor area of the property is approximately 30,559.63 square metres. The land use rights of the property were granted for a term of 50 years expiring on 15 August 2057 for industrial use.	The property is currently owner-occupied for production and ancillary office purposes.	145,000,000 (68.97% interest attributable to the Group: RMB100,000,000 or HKD108,000,000)

Notes:

- (1) Pursuant to a Real Estate Title Certificate — Su (2022) Jiang Du Qu Bu Dong Chan Quan Di No. 0050141 issued by the Natural Resources and Planning Bureau of Yangzhou dated 5 July 2022, the land use rights of the property with a site area of 92,732 square metres were granted to Jiangsu Xunwei Electronic Technology Co., Ltd. (“JSXW”) for a term of 50 years expiring on 15 August 2057 for industrial use; and the building ownership rights of the property with a total gross floor area of 30,559.63 square metres are legally vested in JSXW.
- (2) JSXW is an 68.97% interest-owned subsidiary of the Company.
- (3) The property was inspected by Luo Bin-wei, a valuer with fifteen years of real estate valuation experience on 3 April 2025.
- (4) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
 - a. JSXW possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights and building ownership rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - b. The actual use of the property complies with the planned use as stated in the relevant title certificate; and
 - c. The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
41. An industrial facility located at Wucun River Eastern Region Zhongkai Tonghu Ecological and Smart Zone Huizhou City Guangdong Province The People's Republic of China	The property comprises phases A to E of an industrial facility with a total site area of approximately 200,917 square metres. The buildings mainly comprise workshops, warehouses, ancillary office, dormitories and canteen. The total gross floor area of Phases A, B and C of the property is approximately 402,329.33 square metres. The total planned gross floor area of Phase D of the property is approximately 187,547.68 square metres. The land use rights of the property were granted for various terms with the latest expiry date being 16 February 2073 for industrial use.	Portion of Phases A, B and C of the property is subject to an intra-group lease for a term commencing on 1 January 2025 and expiring on 31 December 2025 at a total monthly rent of RMB1,912,031.82 inclusive of VAT, but is exclusive of management fees and other charges. The remaining portion of Phases A, B and C of the property is owner-occupied for production, ancillary office and warehouse purposes. Phase D of the property is currently under construction and is expected to complete by February 2027. Construction of Phase E has not yet commenced as of the Valuation Date.	535,800,000 (52.55% interest attributable to the Group: RMB281,600,000 or HKD304,100,000)

Notes:

- (1) Pursuant to five Real Estate Title Certificates issued by the State-land Resources Bureau of Huizhou and the Natural Resources Bureau of Huizhou, the land use rights of the property were granted to Huizhou Skyworth Digital Technology Co., Ltd. (“HSDT”) for industrial use with details as follows:

Certificate Nos.	Issue date	Land use rights expiry date	Site area (sqm)
Yue (2025) Hui Zhou Shi Bu Dong Chan Quan Di No. 505676	21 Feb 2025	27 Jun 2071	50,519
Yue (2021) Hui Zhou Shi Bu Dong Chan Quan Di No. 5049424	20 Oct 2021	27 Jun 2071	30,836
Yue (2021) Hui Zhou Shi Bu Dong Chan Quan Di No. 5049425	20 Oct 2021	27 Jun 2071	31,287
Yue (2022) Hui Zhou Shi Bu Dong Chan Quan Di No. 5059040	03 Nov 2022	24 Feb 2072	41,401
Yue (2023) Hui Zhou Shi Bu Dong Chan Quan Di No. 5048738	15 May 2023	24 Feb 2072	46,874
Total			200,917

- (2) Pursuant to a Real Estate Title Certificate issued by the Natural Resources Bureau of Huizhou dated 21 February 2025, the land use rights and building ownership rights of the property with a total gross floor area of 136,858.40 square metres are legally vested in HSDT.
- (3) Pursuant to a Construction Land Use Planning Permits, Di Zi Di No. 441302(2021)50018 issued by the State-land Resources Bureau of Huizhou dated 25 April 2022, the proposed land use for Phase D of the property with a total site area of 41,401 square metres was approved.
- (4) Pursuant to 7 Construction Project Planning Permits, Jian Zi Di Nos. 4413022023GG0583311, 4413022023GG0584314, 4413022023GG0585312, 4413022023GG0586358, 4413022023GG0587385, 4413022023GG0588367 and 4413022023GG0590357 issued by the Natural Resources Bureau of Huizhou (Zhongkai Hi-tech Industrial Development Zone) all dated 22 December 2023, the proposed development of the property with a total planned gross floor area of 187,547.68 square metres was approved.
- (5) Pursuant to a Construction Works Commencement Permit, No. 441352202405140101 issued by Huizhou Zhongkai Hi-tech Zone Management Committee (Urban and Rural Construction and Comprehensive Law Enforcement Bureau), the construction of the property with a total planned gross floor area of 187,547.68 square metres was approved.
- (6) As advised by the Group, the total budgeted construction cost for Phase D of the property was approximately RMB412,010,000, of which an amount of approximately RMB369,200,000 was yet to be incurred as of the Valuation Date.
- (7) For reference purpose, the value of Phase D of the property (on a 100% basis) assuming completion as of the Valuation Date would be RMB606,500,000.
- (8) HSDT is a 52.55% interest-owned subsidiary of the Company.
- (9) We have attributed no commercial value to portion of the buildings of the property with a total gross floor area of 265,470.93 square metres as they are yet to be granted with proper title certificates. For reference purpose, the value of these buildings (excluding the land, on a 100% basis) would be RMB619,700,000 (excluded from the value reported above) had they been granted with all relevant title certificates.

- (10) The property was inspected by Lin Jian-zhen, a valuer with four years of real estate valuation experience on 1 April 2025.
- (11) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
- a. HSDT possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - b. The aforesaid approvals and permits are effective, and have not been rescinded, amended or repealed; and
 - c. The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
42. An industrial facility located at No. 10 Saida 3rd Branch Road Xiqing Economic Development District Tianjin The People's Republic of China	The property comprises an industrial facility with a site area of approximately 26,159.2 square metres, on which were erected various buildings and structures which were completed in about 2013. The buildings mainly comprise workshops and ancillary office. The total gross floor area of the property is approximately 17,690.01 square metres. The land use rights of the property were granted for a term expiring on 1 July 2059 for industrial use.	The property is currently owner-occupied for production and ancillary office purposes.	84,900,000 (44.14% interest attributable to the Group: RMB37,500,000 or HKD40,500,000)

Notes:

- (1) Pursuant to a Real Estate Title Certificate — Fang Di Zheng Jin Zi No. 111011311879 issued by the Real Estate Administration Bureau of Tianjin dated 23 July 2013, the land use rights of the property with a site area of 261,59.2 square metres were granted to Tianjin Premier ESP Pumping Systems Co., Ltd. (“TPPS”) for a term expiring on 1 July 2059 for industrial use; and the building ownership rights of the property with a gross floor area of 17,690.01 square metres were legally vested in TPPS.
- (2) TPPS is a 44.14% interest-owned subsidiary of the Company.
- (3) The property was inspected by Chen Shu-ting, a valuer with five years of real estate valuation experience on 18 March 2025.
- (4) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
 - a. TPPS possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights and building ownership rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - b. The actual use of the property complies with the planned use as stated in the relevant title certificate; and
 - c. The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
43. An industrial facility located at Zone C of Heshan Industrial City Heshan Jiangmen City Guangdong Province The People's Republic of China	The property comprises an industrial facility with a total site area of approximately 115,963.61 square metres. The buildings mainly comprise workshops, guardhouse, dormitories and canteen. The total gross floor area of the property is approximately 87,884.04 square metres. The land use rights of the property were granted for a term of 50 years commencing on 11 June 2021 and expiring on 10 June 2071 for industrial use.	The property was completed in December 2022. The property is subject to various tenancies for various terms with the latest expiry date being 1 June 2028 yielding a total monthly rent of RMB39,520.00 inclusive of VAT, but is exclusive of management fees and other charges.	67,300,000 (80% interest attributable to the Group: RMB53,800,000 or HKD58,100,000)

Notes:

- (1) Pursuant to a Real Estate Title Certificate — Yue (2021) He Shan Shi Bu Dong Chan Quan Di No. 0048511 issued by the Real Estate Registration Centre of Jiangmen dated 13 August 2021, the land use rights of the property with a site area of 115,963.61 square metres were granted to Jiangmen Skyworth Display Technology Co., Ltd. (“JCDT”) for a term of 50 years commencing on 11 June 2021 and expiring on 10 June 2071 for industrial use.
- (2) Pursuant to a Construction Land Use Planning Permit — Di Zi Di No. 440784202100083 issued by the Natural Resources Bureau of Heshan dated 13 July 2021, the proposed land use for the subject site with a total site area of 115,963.61 square metres was approved.
- (3) Pursuant to a Construction Commencement Permit, Jian Zi Di No. 440784202110120301 issued the Housing and Urban-Rural Development Bureau of Heshan dated 12 October 2021, the construction of the property with a total planned gross floor area of 87,630.22 square metres was approved.

- (4) Pursuant to eight Construction Project Planning Permits issued by the Natural Resources Bureau of Heshan, the proposed development of the property with a total planned gross floor area of 87,884.04 square metres was approved with details as follows:

Permits (Jian Zi Di Nos.)	Issue date	Portion	Gross floor area (sqm)
440784202100260	27 Jul 2021	Workshop	68,291.50
440784202100294	27 Jul 2021	Dormitory	8,360.96
440784202100295	27 Jul 2021	Power distribution room	4,607.59
440784202100299	27 Jul 2021	Guardhouse	47.47
440784202100298	27 Jul 2021	Guardhouse	47.01
440784202100297	27 Jul 2021	Dangerous goods storage	34.56
440784202200070	25 Mar 2022	Electricity room	131.76
440784202100293	27 Jul 2021	Canteen and function rooms	6,363.19
Total			<u>87,884.04</u>

- (5) We have attributed no commercial value to portion of the buildings of the property with a total gross floor area of 87,884.04 square metres as they are yet to be granted with proper title certificates. For reference purpose, the value of these buildings (excluding the land, on a 100% basis) would be RMB201,300,000 (excluded from the value reported above) had they been granted with all relevant title certificates.
- (6) JCDT is an 80% interest-owned subsidiary of the Company.
- (7) The property was inspected by Luo Bin-wei, a valuer with fifteen years of real estate valuation experience on 2 April 2025.
- (8) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
- Save as those mentioned in Note 5, JCDT possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - As confirmed by JCDT, they are unable to obtain the requisite title certificates for those buildings mentioned in Note 5;
 - The tenancy agreements have not been registered with the relevant real estate bureau, despite such non-registration would not affect the effectiveness of the tenancy agreements and the rights of JCDT under the tenancy agreements. However, JCDT might be required by the relevant real estate bureau to perform the registration within a specified period of time, and would be fined for not completing the registration on time. As confirmed by the Company, they have not been penalised by the local government authorities for the non-registration, and such non-registration would not materially affect the operation and revenue of the Company;
 - The aforesaid approvals and permits are effective, and have not been rescinded, amended or repealed; and
 - The subject land of the property is subject to a mortgage in favour of the China Everbright Bank, Jiangmen Branch for a term commencing on 27 April 2022 and expiring on 27 April 2032 with a maximum loan amount of RMB220,000,000. Other than the aforesaid mortgage, the property is not subject to any guarantee, mortgage, foreclosure or other third-party rights, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
44. Skyworth Wuhan Mini LED Display Technology Business Project located at South of Tuanjie Avenue and East of Xincheng 18th Road Dongxihu District Wuhan City Hubei Province The People's Republic of China	The property comprises a proposed industrial facility with a site area of approximately 218,487.96 square metres. The total planned gross floor area of Phase 1 of the property is approximately 155,539.16 square metres. The land use rights of the property were granted for a term expiring on 18 January 2072 for industrial use.	The property is currently under construction as of the Valuation Date and is expected to complete by May 2025.	549,000,000 (100% interest attributable to the Group: RMB549,000,000 or HKD592,900,000)

Notes:

- (1) Pursuant to the Real Estate Title Certificate — E (2022) Wu Han Shi Bu Dong Xi Hu Bu Dong Chan Quan Di No. 0004954 issued by the Real Estate Registration Centre of Wuhan dated 25 January 2022, the land use rights of the property with a site area of 218,487.96 square metres were granted to Wuhan Skyworth Flat-panel Technology Limited (“WSFT”) for a term expiring on 18 January 2072 for industrial use.
- (2) Pursuant to a Construction Land Use Planning Permit — Di Zi Di No. Wu Zi Gui (Dong) Di [2021] No. 071 issued by the Natural Resources and Planning Bureau of Dongxihu District, Wuhan dated 24 November 2021, the proposed land use for the subject site with a total site area of 218,487.96 square metres was approved.
- (3) Pursuant to a Construction Project Planning Permit, Jian Zi Di Wu Zi Gui (Dong) Jian [2022] No. 017 issued by the Natural Resources and Planning Bureau of Dongxihu District, Wuhan dated 9 March 2022, the proposed development of the property with a total planned gross floor area of 267,465.76 square metres was approved.
- (4) Pursuant to a Construction Works Commencement Permit, No. 420112202205190101 issued by the Administrative Approval Bureau of Dongxihu District, Wuhan dated 19 May 2022, the construction of the property with a total planned gross floor area of 155,539.16 square metres was approved.
- (5) As advised by the Group, the total budgeted construction cost of the property was approximately RMB508,400,000, of which an amount of approximately RMB10,950,000 was yet to be incurred as of the Valuation Date.
- (6) For reference purpose, the value of Phase 1 of the property (on a 100% basis) assuming completion as of the Valuation Date would be RMB559,900,000.
- (7) WSFT is a wholly-owned subsidiary of the Company.

- (8) The property was inspected by Hu Yin-ling, a valuer with twelve years of real estate valuation experience on 2 April 2025.
- (9) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
- a. WSFT possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - b. The aforesaid approvals and permits are effective, and have not been rescinded, amended or repealed; and
 - c. The property is subject to two mortgages in favour of the Bank of Communications Wuhan Dongxihu Branch for a term commencing on 1 September 2022 and expiring on 1 September 2028 with a maximum loan amount of RMB92,100,000 and in favour of the Bank of Communications Wuhan Dongxihu Branch for a term commencing on 1 September 2022 and expiring on 1 September 2028 at a loan amount of RMB500,000,000. Other than the aforesaid mortgage, the property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
45. An industrial facility located at Tongqiao Town Zhongkai Gaoxin District Huizhou City Guangdong Province The People's Republic of China	The property comprises a proposed industrial facility with a total site area of approximately 38,361 square metres. The total gross floor area of the property is approximately 62,220.99 square metres. The land use rights of the property were granted for a common term expiring on 28 July 2072 for industrial use.	The property has been structurally completed as of the Valuation Date pending for certification procedures.	44,500,000 (88.6% interest attributable to the Group: RMB39,400,000 or HKD42,600,000)

Notes:

- Pursuant to two Real Estate Title Certificates — Yue (2022) Hui Zhou Shi Bu Dong Chan Quan Di Nos. 5047720 and 5047721 issued by the Real Estate Registration Centre of Huizhou both dated 29 September 2022, the land use rights of the property with a total site area of 38,361 square metres were granted to Skyworth Intelligent Equipment (Huizhou) Co., Ltd. (“SIEHZ”) for a common term expiring on 28 July 2072 for industrial use.
- Pursuant to a four Construction Project Planning Permits issued by the Housing and Urban-Rural Planning Development Bureau, the proposed development of the property with a total planned gross floor area of 62,220.99 square metres was approved as follows:

Certificate Nos. (Jian Zi Di)	Issue date	Proposed gross floor area (sqm)
No. 441302 (2022) 60534	12 Oct 2022	44,378.45
No. 441302 (2022) 60535	12 Oct 2022	14,600.99
No. 441302 (2022) 60536	12 Oct 2022	3,063.29
No. 441302 (2022) 60537	12 Oct 2022	178.26
Total		62,220.99

- Pursuant to a Construction Land Use Planning Permit, Di Zi No. 441302(2022)50068 issued by the State-land Resources Bureau of Huizhou dated 16 September 2022, the proposed land use for the subject site with a total site area of 34,773 square metres was approved.
- Pursuant to a Construction Works Commencement Permit, No. 441352202212130101 issued by the Housing and Urban-Rural Planning and Development Bureau of Huizhou (Zhongkai Hi-tech Industrial Development Zone) dated 13 December 2022, the proposed development of the property with a total planned gross floor area of 62,220.99 square metres was approved.

- (5) SIEHZ is an 88.6% interest-owned subsidiary of the Company.
- (6) The property was inspected by Lin Jian-zhen, a valuer with four years of real estate valuation experience on 1 April 2025.
- (7) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
- a. SIEHZ possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - b. The aforesaid approvals and permits are effective, and have not been rescinded, amended or repealed;
 - c. The property is subject to a mortgage in favour of the China Everbright Bank, Huizhou Branch for a term commencing on 21 March 2023 and expiring on 20 March 2033 with a maximum loan amount of RMB260,000,000. Other than the aforesaid mortgage, the property is not subject to any guarantee, mortgage, foreclosure or other third-party rights, and has not been compulsorily expropriated; and
 - d. The construction on the subject land parcel, under certificate Yue (2022) Hui Zhou Shi Bu Dong Chan Quan Di No. 5047721, has exceeded the contractual commencement deadline by over one year since 29 October 2022, constituting non-compliance with Article 16 of the Land Use Rights Grant Contract and Article 26 of the Urban Real Estate Administration Law of the PRC, thereby exposing the land to potential government retrieval if no construction commences within two years of the stipulated start date, excepting circumstances of force majeure, government-imposed delays, or essential preparatory works. As documented in the Company's 26 February 2025 deferral proposal citing funding constraints and pending design finalization, ongoing negotiations with local authorities aim to resolve this delayed Phase II development through either extended timelines or potential land reallocation arrangements.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
46. An industrial facility located at No. 80 Nanhua Road Chenjiang Street Zhongkai Gaoxin District Huizhou City Guangdong Province The People's Republic of China	The property comprises an industrial facility with a site area of approximately 48,204.80 square metres, on which are erected various buildings and structures which were completed in about 2012. The buildings mainly comprise workshops, warehouse, canteen and dormitories. The total gross floor area of the property is approximately 42,937.92 square metres. The land use rights of the property were granted for a term expiring on 29 December 2052 for industrial use.	The property is currently owner-occupied for production, warehouse and dormitory purposes.	115,100,000 (52.55% interest attributable to the Group: RMB60,500,000 or HKD65,300,000)

Notes:

- (1) Pursuant to a State-owned Land Use Rights Certificate — Hui Fu Guo Yong (2013) No. 13021850039 issued by the Planning and Natural Resources Bureau of Huizhou dated 5 March 2013, the land use rights of the property with a site area of 48,204.8 square metres were granted to Skyworth LCD (Shenzhen) Co., Ltd. (“SLCDSZ”) for a term expiring on 29 December 2052 for industrial use.
- (2) Pursuant to seven Building and Land Ownership Certificates — Yue Fang Di Quan Zheng Hui Zhou Zi Di Nos. 1100159687, 1100159688, 1100159689, 1100159691, 1100159692, 110015693 and 1100159694 issued by the Real Estate Administration Bureau of Huizhou all dated 17 December 2012, the building ownership rights of the property with a total gross floor area of 42,937.92 square metres are legally vested in SLCDSZ.
- (3) SLCDSZ is a 52.55% interest-owned subsidiary of the Company.
- (4) The property was inspected by Lin Jian-zhen, a valuer with four years of real estate valuation experience on 1 April 2025.

- (5) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
- a. SLCDZ possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights and building ownership rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - b. The actual use of the property complies with the planned use as stated in the relevant title certificate; and
 - c. As confirmed by the Company, the property was subject to a seizure application filed by Guangdong Jinlong Electromechanical Co., Ltd. ("GDJL") (Seizure Document No.: (2024) Yue 1971 Zhi Bao 14980).

In addition, pursuant to the Civil Judgment (2024) Yue 1971 Min Chu 15114 issued by the First People's Court of Dongguan City, Guangdong Province, and the Settlement Agreement signed on December 6, 2024 between GDJL and SLCDZ regarding the contractual dispute, SLCDZ has committed to pay GDJL the principal amount totaling RMB25,152,140.26 and first-instance litigation fees of RMB181,074.41 in full and on time. GDJL shall apply to the court for the release of the relevant seizure within five working days after receiving the full payment from SLCDZ and the actual clearance of the bank acceptance drafts.

As confirmed by the Group, SLCDZ has already issued the bank acceptance drafts. The property is expected to be released from seizure by the end of July 2025.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
47. Various residential units and parking spaces at Shengtai City Yihao Yuan North of Zhenxing Avenue and South of Huanhu Road Wantan Town Zhongmu County Zhengzhou City Henan Province The People's Republic of China	The property comprises three residential units and two carparks within a residential development which was completed in about 2024. The total gross floor area of the residential units of the property is approximately 267.98 square metres. The land use rights of the property were granted for a term of expiring on 5 May 2088 for urban residential use.	The property is currently owner occupied for residential and carparking purposes.	2,460,000 (70% interest attributable to the Group: RMB1,720,000 or HKD1,860,000)

Notes:

- (1) Pursuant to two Building Ownership Certificates — Yu (2025) Zhongmou County Real Estate Right No.0001578 and 00015789 issued by the Zhongmou county Municipal Bureau of Resources and Resources all dated 7 January 2025, the building ownership rights of the property with a total gross floor area of 267.98 square metres are legally vested in Shenzhen Anshida Technical Service Co., Ltd (“SATS”).
- (2) SATS is a 70% interest-owned subsidiary of the Company.
- (3) The property was inspected by Lin Jian-zhen, a valuer with four years of real estate valuation experience on 26 March 2025.
- (4) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
 - a. SATS possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights and building ownership rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - b. As confirmed by SATS, the full title of the parking spaces has not been obtained. SATS should pay certain land premium and the relevant expenses to the government to obtain the full title of the property. Prior to the settlement of the aforesaid land premium and expenses, the property could not be transferred, leased or mortgaged.
 - c. The actual use of the property complies with the planned use as stated in the relevant title certificates; and
 - d. The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
48. Levels 7 to 9 Block C of Tower 5 Phase 3 of Huaqiang Creative Industry Park North of Guanguang Road & East of Guangzhou- Shenzhen-Hong Kong HSR Line Guangming District Shenzhen City Guangdong Province The People's Republic of China	The property comprises 27 units on Levels 7 to of a 20-storey research and development building which was completed in about 2019. The total gross floor area of the property is approximately 4,876.52 square metres. The land use rights of the property were granted for a term of 30 years commencing on 26 June 2013 and expiring on 25 June 2043 for industrial use.	The property is currently owner occupied for research and development purposes.	45,800,000 (70% interest attributable to the Group: RMB32,100,000 or HKD34,700,000)

Notes:

- (1) Pursuant to 27 Real Estate Ownership Certificates — Yue (2023) Shen Zhen Shi Bu Dong Chan Quan Di Nos. 0638362, 0638276, 0638353, 0638369, 0638368, 0638377, 0638392, 0638401, 0638407, 0638467, 0638465, 0638458, 0638449, 0638539, 0638445, 0638443, 0638431, 0638421, 0638101, 0638104, 0638108, 0638109, 0638105, 0638111, 0638110, 0638195 and 0638176, the land use rights (for industrial use) and building ownership rights (for R&D plant use) of the property with a total gross floor area of 4,876.52 square metres are legally vested in Shenzhen Skyworth Photovoltaic Technology Co., Ltd. (“SSPT”).
- (2) The property shall not be transferred within 5 years from the registration date and the transfer shall be handled in accordance with relevant regulations after 5 years.
- (3) SSPT is a 70% interest-owned subsidiary of the Company.
- (4) The property was inspected by Hu Yin-ling, a valuer with twelve years of real estate valuation experience on 28 March 2025.
- (5) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
 - a. SSPT possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights and building ownership rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;

- b. The actual uses of the property do not comply with the planned use as stated in the relevant title certificate, and hence there is a risk for SSPT to be penalised by the relevant government authorities for not using the property in accordance with the planned use. As confirmed by the Company, they have not been penalised by the local government authorities for using the property for the existing uses. In addition, it has been rare for the relevant enforcement actions be taken against those property owners who do not use the properties in accordance with the planned use. As such, it is considered that the chance for SSPT be penalised for the land use contravention would be relatively minimal, and the Company also confirmed that the above would not materially affect the operation and revenue of the Company; and
- c. The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
49. A proposed industrial facility located at Northwest corner of Guangming Xihuan Avenue & Zhutian Road Matian Street Guangming District Shenzhen City Guangdong Province The People's Republic of China	The property comprises a proposed industrial facility with a total site area of approximately 63,930.84 square metres. The total planned gross floor area of the property is approximately 319,049 square metres. The land use right of the property was granted for a term of 30 years commencing on 12 July 2024 and expiring on 11 July 2054 for common industrial use.	The property was under construction as of the valuation date and is expected to complete by April 2027.	No commercial value (70% interest attributable to the Group: Nil)

Notes:

- Pursuant to the Real Estate Title Certificate dated 29 October 2024, the land use right of the property with a total site area of 63,930.84 square metres was granted to Shenzhen Skyworth Photovoltaic Technology Co., Ltd. ("SSPT") for a term of 30 years commencing on 12 July 2024 and expiring on 11 July 2054 for industrial use. According to the aforesaid title certificate, the property could not be transferred.
- Pursuant to a Construction Land Use Planning Permit, Di Zi Di No. 4403112204YG0057448 issued by the Planning and Natural Resources Bureau of Shenzhen dated 15 July 2024, the proposed land use for the subject site with a site area of 63,930.84 square metres was approved.
- Pursuant to 2 Construction Project Planning Permits, Jian Zi Di Nos. 4403112024GG0170493 and 4403112024GG0193467 issued by the Planning and Natural Resources Bureau of Shenzhen dated 27 August 2024 and 26 September 2024, the proposed development of the property with a total planned gross floor area of 319,049 square metres was approved.
- Pursuant to three Construction Works Commencement Permit issued by Guangming District Housing and Construction Bureau of Shenzhen, the construction of the property with a site area of 63,930.84 square metres was approved as follows:

Certificate Nos.	Issue date	Construction scope
2406-440311-04-01-99921301	28 August 2024	Excavation support, earthwork
2406-440311-04-01-99921302	11 September 2024	Foundation
2406-440311-04-01-99921303	30 September 2024	Foundation

- As advised by the Group, the total budgeted construction cost of the property was approximately RMB665,300,000, of which an amount of approximately RMB633,900,000 was yet to be incurred as of the Valuation Date.

- (6) We have attributed no commercial value to the property as it is not entitled to be transferred in accordance with the relevant title document. For reference purpose, on the basis that the property could be freely transferred subject to payment of additional land premium, the value of the property in its existing state (on a 100% basis) would be RMB156,500,000.
- (7) SSPT is a 70% interest-owned subsidiary of the Company.
- (8) The property was inspected by Hu Yin-ling, a valuer with twelve years of real estate valuation experience on 28 March 2025.
- (9) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
 - a. SSPT possesses the legal title of the property;
 - b. The aforesaid approvals and permits are effective, and have not been rescinded, amended or repealed; and
 - c. The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
50. Department Store of Wenhuiyuan located at No. 26–1 Tuanshan West Road Economic Development Zone Lishui District Jiangsu Province The People’s Republic of China	The property comprises a commercial complex within a residential and commercial composite development known as “Wenhuiyuan”, with a site area of approximately 133,192.2 square metres. The subject building was completed in January 2023. The total gross floor area of the property is approximately 20,787.39 square metres. The land use rights of the property were granted for a term of 40 years commencing on 10 August 2016 and expiring on 9 August 2056 for other commercial services use.	The property is subject to a tenancy with a connected party of the Group for a term of one year commencing on 1 January 2024 and expiring on 31 December 2024 at a monthly rent of RMB217,584 exclusive of VAT, management fees and other charges.	162,000,000 (100% interest attributable to the Group: RMB162,000,000 or HKD175,000,000)

Notes:

- (1) Pursuant to a Real Estate Title Certificate — Su (2023) Ning Li Bu Dong Chan Quan Di No. 0005997 issued by the Natural Resources and Planning Bureau of Nanjing dated 7 April 2023, the land use rights of the property with a site area of 133,192.20 square metres was granted to Nanjing Wei Heng Property Company Limited (“NJWH”) for a term of 40 years commencing on 10 August 2016 and expiring on 9 August 2056 for other commercial and services uses; and the building ownership rights of the property with a total gross floor area of 20,787.39 square metres are legally vested in NJWH for commercial and services (mall) use.
- (2) Pursuant to a Pre-sale Permit, No. 0225004 issued by the Housing Protection and Real Estate Bureau of Nanjing dated 22 April 2022, the pre-sale of the subject development was approved.
- (3) NJWH is a wholly-owned subsidiary of the Company.
- (4) The property was inspected by Chen Shu-ting, a valuer with five years of real estate valuation experience on 3 April 2025.
- (5) We have been provided with a legal opinion on the property prepared by the Company’s PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
 - a. NJWH possesses the legal title of the property;
 - b. The aforesaid approvals and permits are effective, and have not been rescinded, amended or repealed;

- c. The tenancy agreement has not been registered with the relevant real estate bureau, despite such non-registration would not affect the effectiveness of the tenancy agreements and the rights of NJWH under the tenancy agreements. However, NJWH might be required by the relevant real estate bureau to perform the registration within a specified period of time, and would be fined for not completing the registration on time. As confirmed by the Company, they have not been penalised by the local government authorities for the non-registration, and such non-registration would not materially affect the operation and revenue of the Company; and
- d. The property is subject to a mortgage in favour of the China Construction Bank, Huhhot Branch for a term commencing on 28 April 2023 and expiring on 28 April 2026 with a maximum loan amount of RMB520,000,000. Other than the aforesaid mortgage, the property is not subject to any guarantee, mortgage, foreclosure or other third-party rights, and has not been compulsorily expropriated.

VALUATION REPORT

Group II — Properties held by the Group for investment in Mainland China

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
51. Portion of an industrial facility located at No. 539 Tengfei Second Road Southwest Airport Economic Development Zone Shuangliu District Chengdu City Sichuan Province The People's Republic of China	The property comprises the leased-out portion of an industrial facility with a site area of approximately 139,910.04 square metres, on which were erected various buildings and structures which were completed in various stages between 2010 and 2012. The buildings mainly comprise workshops, warehouses, ancillary office, dormitories and canteen. The total gross floor area of the property is approximately 84,679.23 square metres, in which the total gross floor area of the leased-out portion is approximately 49,177.60 square metres. The land use rights of the property were granted for a term of 20 years commencing on 27 February 2020 and expiring on 26 February 2040 for industrial use.	The property is subject to various tenancies for various terms with the latest expiry date being 19 May 2026 yielding a total monthly rent of RMB1,082,160.65 inclusive of VAT and management fees, but is exclusive of other charges.	32,500,000 (100% interest attributable to the Group: RMB32,500,000 or HKD35,100,000)

Notes:

- (1) Pursuant to a State-owned Land Use Rights Certificate — Chuan (2020) Shuang Liu Qu Bu Dong Chan Quan Zheng Di No. 0005894 issued by the Planning and Natural Resources Bureau of Chengdu dated 3 March 2020, the land use rights of the property were granted to CDSW for a term of 20 years commencing on 27 February 2020 and expiring on 26 February 2040 for industrial use.
- (2) The land use rights of the entire property were acquired by CDSW on 6 February 2020 at a consideration of RMB46,799,917.30 pursuant to a State-owned Land Use Rights Grant Contract — 510116-2020-C-002 (Shuang) entered into between the Planning and Natural Resources Bureau of Shuangliu District, Chengdu and CDSW.

- (3) We have attributed no commercial value to the buildings of the property with a total gross floor area of 49,177.60 square metres as they are yet to be granted with proper title certificates. For reference purpose, the value of these buildings (excluding the land, on a 100% basis) would be RMB98,200,000 (excluded from the value reported above) had they been granted with all relevant title certificates.
- (4) The property was inspected by Hu Yin-ling, a valuer with twelve years of real estate valuation experience on 26 March 2025.
- (5) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
- a. CDSW possesses the legal title of the land portion of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - b. As confirmed by CDSW, they are unable to obtain the requisite title certificates for those buildings mentioned in Note 3;
 - c. As the Company was unable to provide the relevant title documents for the subject buildings, it is unable to confirm whether the tenancy agreements entered into between CDSW and the lessees are effective. If CDSW does not have the right the lease the property according to the tenancy agreements, there is a potential risk that the tenancy agreements would be deemed as void;
 - d. The tenancy agreements have not been registered with the relevant real estate bureau, despite such non-registration would not affect the effectiveness of the tenancy agreements and the rights of CDSW under the tenancy agreements. However, CDSW might be required by the relevant real estate bureau to perform the registration within a specified period of time, and would be fined for not completing the registration on time. As confirmed by the Company, they have not been penalised by the local government authorities for the non-registration, and such non-registration would not materially affect the operation and revenue of the Company;
 - e. The actual uses of the property do not comply with the planned use as stated in the relevant title certificate, and hence there is a risk for CDSW to be penalised by the relevant government authorities for not using the property in accordance with the planned use. As confirmed by the Company, they have not been penalised by the local government authorities for using the property for the existing uses. In addition, it has been rare for the relevant enforcement actions be taken against those property owners who do not use the properties in accordance with the planned use. As such, it is considered that the chance for CDSW be penalised for the land use contravention would be relatively minimal, and the Company also confirmed that the above would not materially affect the operation and revenue of the Company; and
 - f. The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
52. Units 2001 to 2006 of Level 20 Block 2 of Tower 1 No. 229 Dong Street Zhiquan Section Jinjiang District Chengdu City Sichuan Province The People's Republic of China	The property comprises six office units on Level 20 of a 35-storey office building (plus 3 basement levels) which was completed in about 2009. The total gross floor area of the property is approximately 803 square metres. The land use rights of the property were granted for a term expiring on 16 March 2046 for other commercial and services uses.	The property is subject to various tenancies for various terms with the latest expiry date being 6 September 2026 yielding a total monthly rent of RMB50,617 inclusive of VAT and management fees, but is exclusive of other charges.	10,100,000 (100% interest attributable to the Group: RMB10,100,000 or HKD10,900,000)

Notes:

- (1) Pursuant to six State-owned Land Use Rights Certificates — Jin Guo Yong (2015) Di Nos. 504024, 504026, 504027, 504029, 504030 and 504031 issued by the Land and Resources Bureau of Chengdu all dated 28 May 2015, the land use rights of the property were granted to CDSW for a term expiring on 16 March 2046 for other commercial and services uses.
- (2) Pursuant to six Building Ownership Certificates — Cheng Fang Quan Zheng Jian Zheng Zi Di Nos. 4435922, 4435923, 4435928, 4435942, 4435945 and 4435946 issued by the Urban-Rural Real Estate Administration Bureau of Chengdu all dated 27 May 2015, the building ownership rights of the property with a total gross floor area of 803 square metres are legally vested in CDSW.
- (3) The property was inspected by Hu Yin-ling, a valuer with twelve years of real estate valuation experience on 26 March 2025.
- (4) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
 - a. CDSW possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights and building ownership rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - b. The actual use of the property complies with those planned uses as stated in the relevant title certificates; and
 - c. The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
53. Portion of an industrial facility located at No. 96 Binhuai Avenue Lishui Economic Development Zone Lishui District Nanjing City Jiangsu Province The People's Republic of China	The property comprises the self-use portion of an industrial facility with a total site area of approximately 324,200.81 square metres, on which were erected various buildings and structures which were completed in about 2014 to 2022. The buildings mainly comprise workshops, research and development centre, warehouse, dormitories and canteen. The total gross floor area of the subject property is approximately 291,236.19 square metres, in which the total gross floor area of the leased-out portion is approximately 27,553.63 square metres (including 3,582.44 square metres for those without proper title certificates, refer to Note 3 for details). The land use rights of the property were granted for various terms with the latest expiry date being 10 August 2067 for industrial use.	The property is subject to various tenancies for various terms with the latest expiry date being 31 December 2025 yielding a total monthly rent of RMB53,799.40, inclusive of VAT and management fees, but is exclusive of other charges.	62,700,000 (72.44% interest attributable to the Group: RMB45,400,000 or HKD49,000,000)

Notes:

- (1) Pursuant to two Real Estate Title Certificates issued by the Planning and Natural Resources Bureau of Nanjing dated 4 February 2021 and 17 April 2023, the land use rights and building ownership rights of the property (i.e., the subject development) are legally vested in SECL with details as follows:

Certificate Nos.	Site area (sqm)	Gross floor area (sqm)	Land use rights expiry date
Su (2023) Ning Li Bu Dong Chan Quan Di No. 0006617	127,144.01	115,790.99	10 Aug 2067
Su (2021) Ning Li Bu Dong Chan Quan Di No. 0001932	197,056.80	163,910.50	19 Feb 2064
Total	324,200.81	279,701.49	

- (2) The property was inspected by Chen Shu-ting, a valuer with five years of real estate valuation experience on 2 April 2025.
- (3) We have attributed no commercial value to portion of the buildings of the property with a total gross floor area of 3,582.44 square metres as they are yet to be granted with proper title certificates. For reference purpose, the value of these buildings (excluding the land, on a 100% basis) would be RMB7,560,000 (excluded from the value reported above) had they been granted with all relevant title certificates.
- (4) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
- Save as those mentioned in Note 3 above, SECL possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights and building ownership rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - The tenancy agreements entered into between SECL and the lessees are legal and enforceable documents, and are binding amongst the parties;
 - The tenancy agreements have not been registered with the relevant real estate bureau, despite such non-registration would not affect the effectiveness of the tenancy agreements and the rights of SECL under the tenancy agreements. However, SECL might be required by the relevant real estate bureau to perform the registration within a specified period of time, and would be fined for not completing the registration on time. As confirmed by the Company, they have not been penalised by the local government authorities for the non-registration, and such non-registration would not materially affect the operation and revenue of the Company;
 - The actual use of the property complies with those planned uses as stated in the relevant title certificates; and
 - The property is subject to two mortgages in favour of the Bank of Jiangsu Co., Ltd., Lishui Branch for a term commencing on 10 October 2024 and expiring on 11 September 2025 at a maximum loan amount of RMB780,000,000 and in favour of the China Merchants Bank Co., Ltd. Nanjing Branch for a term commencing on 15 January 2024 and expiring on 14 January 2027 at a maximum loan amount of RMB269,760,000. Other than the aforesaid mortgage, the property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
54. Portion of an industrial facility located at West of Chuangxin Middle Road and north of Yangguang Avenue Shaerqin Industrial Zone Saihan District Huhhot City Inner Mongolia The People's Republic of China	The property comprises the self-use portion of an industrial facility with a site area of approximately 113,375 square metres. The buildings mainly comprise workshops, warehouses, ancillary office, dormitories and canteen. The total gross floor area of the property is approximately 80,006.01 square metres, in which the total gross floor area of the leased-out portion is approximately 15,517.00 square metres. The land use rights of the property were granted for a term of 50 years commencing on 7 August 2019 and expiring on 7 August 2069 for industrial use.	The property is subject to various tenancies for various terms with the latest expiry date being 31 December 2025 yielding a total monthly rent of RMB160,380 inclusive of VAT, but is exclusive of management fees and other charges.	37,300,000 (100% interest attributable to the Group: RMB37,300,000 or HKD40,300,000)

Notes:

- Pursuant to a State-owned Land Use Rights Certificate — Meng (2021) Tu Mo Te Zuo Qi Bu Dong Chan Quan Zheng Di No. 0003441 issued by the Natural Resources Bureau of Tumote Zuoqi dated 26 March 2021, the land use rights of the property were granted to SWNM for a term of 50 years commencing on 7 August 2019 and expiring on 7 August 2069 for industrial use.
- Pursuant to eight Real Estate Title Certificates — Meng (2023) Tu Mo Te Zuo Qi Bu Dong Chan Quan Di Nos. 0003282, 0003285, 0003287, 0003286, 0000207, 0003284, 0000208 and 0003283 issued by the Natural Resources Bureau of Tumote Zuoqi dated 11 April 2023, the land use rights and building ownership rights of the property with a total gross floor area of 80,006.01 square metres are legally vested in SWNM with details as follows:

Certificate Nos.	Site area (sqm)	Gross floor area (sqm)	Land use rights expiry date
meng (2023) Tu Mo Te Zuo Qi Bu Dong Chan Quan Di Nos. 0003282		4,979.87	7 Aug 2069
meng (2023) Tu Mo Te Zuo Qi Bu Dong Chan Quan Di Nos. 0003285		4,927.08	7 Aug 2069

Certificate Nos.	Site area (sqm)	Gross floor area (sqm)	Land use rights expiry date
meng (2023) Tu Mo Te Zuo Qi Bu Dong Chan Quan Di Nos. 0003287		3,153.41	7 Aug 2069
meng (2023) Tu Mo Te Zuo Qi Bu Dong Chan Quan Di Nos. 0003286		27,899.57	7 Aug 2069
meng (2023) Tu Mo Te Zuo Qi Bu Dong Chan Quan Di Nos. 0000207	113,375	18,616.25	7 Aug 2069
meng (2023) Tu Mo Te Zuo Qi Bu Dong Chan Quan Di Nos. 0003284		9,155.57	7 Aug 2069
meng (2023) Tu Mo Te Zuo Qi Bu Dong Chan Quan Di Nos. 0000208		6,257.58	7 Aug 2069
meng (2023) Tu Mo Te Zuo Qi Bu Dong Chan Quan Di Nos. 0003283		5,016.68	7 Aug 2069
Total	113,375	80,006.01	

- (3) SWNM is a wholly-owned subsidiary of the Company.
- (4) The property was inspected by Luo Bin-wei, a valuer with fifteen years of real estate valuation experience on 1 April 2025.
- (5) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
- SWNM possesses the legal title of the land portion of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - The tenancy agreements have not been registered with the relevant real estate bureau, despite such non-registration would not affect the effectiveness of the tenancy agreements and the rights of SWNM under the tenancy agreements. However, SWNM might be required by the relevant real estate bureau to perform the registration within a specified period of time, and would be fined for not completing the registration on time. As confirmed by the Company, they have not been penalised by the local government authorities for the non-registration, and such non-registration would not materially affect the operation and revenue of the Company;
 - The actual use of the property complies with the planned use as stated in the relevant title certificate; and
 - The property is subject to a mortgage in favour of the China Construction Bank, Huhhot Branch for a term commencing on 28 April 2023 and expiring on 28 April 2026 with a maximum loan amount of RMB520,000,000. Other than the aforesaid mortgage, the property is not subject to any guarantee, mortgage, foreclosure or other third-party rights, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
55. Portion of Skyworth Tower located at South of Shennan Avenue Nanshan District Shenzhen City Guangdong Province The People's Republic of China	The property comprises the leased-out portion of an 18-storey industrial building which was completed in about 2003, with a site area of approximately 11,992.3 square metres. The total gross floor area of the subject building is approximately 60,916.85 square metres, in which the total gross floor area of the leased-out portion is approximately 31,715.78 square metres. The land use rights of the property were granted for a term of 50 years commencing on 13 July 1999 and expiring on 12 July 2049 for industrial use.	The property is subject to various tenancies for various terms with the latest expiry date being 30 November 2028 yielding a total monthly rent of RMB3,421,072 inclusive of VAT, but is exclusive of management fees and other charges.	No commercial value (100% interest attributable to the Group: Nil)

Notes:

- (1) Pursuant to a Real Estate Title Certificate — Shen Fang Di Zi Di No. 4000120441 dated 25 July 2003, the land use rights of the property were granted to RGB for a term of 50 years commencing on 13 July 1999 and expiring on 12 July 2049 for industrial use; and the building ownership rights of the property with a total gross floor area of 60,916.85 square metres (i.e., the subject development) are legally vested in RGB. According to the aforesaid title certificate, the subject land is classified as non-commodity property; and the property could not be transferred.
- (2) We have attributed no commercial value to the property as the subject development is not entitled to be transferred in accordance with the relevant title documents. For reference purpose, the value of the property (i.e., the leased-out portion, including land and buildings, on a 100% basis) would be RMB507,500,000 on the basis of discounting the expected rental income (assuming the property is leased out) from the Valuation Date to the land use rights expiry date of the property.
- (3) The property was inspected by Lin Jian-zhen, a valuer with four years of real estate valuation experience on 2 April 2025.
- (4) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
 - a. RGB possesses the legal title of the property;

- b. The tenancy agreements entered into between RGB and the lessees are legal and enforceable documents, and are binding amongst the parties;
- c. The tenancy agreements have not been registered with the relevant real estate bureau, despite such non-registration would not affect the effectiveness of the tenancy agreements and the rights of RGB under the tenancy agreements. However, RGB might be required by the relevant real estate bureau to perform the registration within a specified period of time, and would be fined for not completing the registration on time. As confirmed by the Company, they have not been penalised by the local government authorities for the non-registration, and such non-registration would not materially affect the operation and revenue of the Company;
- d. The actual uses of the property do not comply with the planned use as stated in the relevant title certificate, and hence there is a risk for RGB to be penalised by the relevant government authorities for not using the property in accordance with the planned use. As confirmed by the Company, they have not been penalised by the local government authorities for using the property for the existing uses. In addition, it has been rare for the relevant enforcement actions be taken against those property owners who do not use the properties in accordance with the planned use. As such, it is considered that the chance for RGB be penalised for the land use contravention would be relatively minimal, and the Company also confirmed that the above would not materially affect the operation and revenue of the Company; and
- e. The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
56. Portion of Skyworth Digital Tower Songbai Road Shiyan Street Bao'an District Shenzhen City Guangdong Province The People's Republic of China	The property comprises the leased-out portion of a 28-storey research and development centre which was completed in about 2016, with a site area of approximately 20,392.85 square metres. The total gross floor area of the subject property is approximately 60,685.09 square metres, in which the total gross floor area of the leased-out portion is approximately 26,683.79 square metres. The land use rights of the property were granted for a term commencing on 30 June 2007 and expiring on 29 June 2057 for industrial use.	The property is subject to various tenancies for various terms with the latest expiry date being 31 May 2029 yielding a total monthly rent of RMB1,632,474.5 inclusive of VAT, but is exclusive of management fees and other charges.	218,800,000 (52.55% interest attributable to the Group: RMB115,000,000 or HKD124,200,000)

Notes:

- (1) Pursuant to a Real Estate Title Certificate — Yue (2017) Shen Zhen Shi Bu Dong Chan Quan Di No. 0072080 issued by the Real Estate Registration Centre of Shenzhen dated 12 May 2017, the land use rights of the property were granted to SWDT for a term commencing on 30 June 2007 and expiring on 29 June 2057 for industrial use; and the building ownership rights of the property with a total gross floor area of 60,685.09 square metres (i.e., the subject development) are legally vested in SWDT for research and development, and dormitory uses. According to the aforesaid title certificate, the property could only be transferred as a whole.
- (2) SWDT is a 52.55% interest-owned subsidiary of the Company.
- (3) The property was inspected by Chen Shu-ting, a valuer with five years of real estate valuation experience on 27 March 2025.
- (4) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
 - a. SWDT possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights and building ownership rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - b. The tenancy agreements entered into between SWDT and the lessees are legal and enforceable documents, and are binding amongst the parties;

- c. The tenancy agreements have not been registered with the relevant real estate bureau, despite such non-registration would not affect the effectiveness of the tenancy agreements and the rights of SWDT under the tenancy agreements. However, SWDT might be required by the relevant real estate bureau to perform the registration within a specified period of time, and would be fined for not completing the registration on time. As confirmed by the Company, they have not been penalised by the local government authorities for the non-registration, and such non-registration would not materially affect the operation and revenue of the Company;
- d. The actual uses of the property do not comply with the planned uses as stated in the relevant title certificate, and hence there is a risk for SWDT to be penalised by the relevant government authorities for not using the property in accordance with the planned uses. As confirmed by the Company, they have not been penalised by the local government authorities for using the property for the existing uses. In addition, it has been rare for the relevant enforcement actions be taken against those property owners who do not use the properties in accordance with the planned use. As such, it is considered that the chance for SWDT be penalised for the land use contravention would be relatively minimal, and the Company also confirmed that the above would not materially affect the operation and revenue of the Company; and
- e. The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
57. Portion of an industrial facility located at No. 36 Feilong Road National Economic and Technology Development Zone Suining City Sichuan Province The People's Republic of China	The property comprises the leased-out portion of an industrial facility with a total site area of approximately 237,161.32 square metres, on which were erected various buildings and structures which were completed in various stages between 2018 and 2019. The buildings mainly comprise workshops and warehouses. The total gross floor area of the subject property is approximately 134,058.96 square metres, in which the total gross floor area of the leased-out portion is approximately 37,994.12 square metres. The land use rights of the property were granted for various terms with the latest expiry date being 2 April 2069 for industrial use.	The property is subject to various tenancies for various terms with the latest expiry date being 31 December 2026 yielding a total monthly rent of RMB360,229.44 inclusive of VAT, but is exclusive of management fees and other charges.	100,300,000 (100% interest attributable to the Group: RMB100,300,000 or HKD108,300,000)

Notes:

- (1) Pursuant to three Real Estate Title Certificates, Chuan (2020) Sui Ning Shi Bu Dong Chan Quan Di Nos. 0002933, 0002934 and 0002935 issued by the Natural Resources and Planning Bureau of Suining all dated 10 January 2020, the land use rights of portion of the property with a site area of 91,318.25 square metres were granted to SNSW for a term of 50 years commencing on 20 January 2017 and expiring on 19 January 2067 for industrial use; and the building ownership rights of portion of the entire property with a total gross floor area of 34,281.58 square metres are legally vested in SNSW.
- (2) Pursuant to another six Real Estate Title Certificate, Chuan (2020) Sui Ning Shi Bu Dong Chan Quan Di Nos. 0061742, 0061743, 0061744, 0061745, 0061746 and 0061747 issued by the Natural Resources and Planning Bureau of Suining all dated 5 November 2020, the land use rights of the remaining portion of the property with a site area of 145,843.07 square metres were granted to SNSW for a term of 50 years commencing on 3 April 2019 and expiring on 2 April 2069 for industrial use; and the building ownership rights of portion of the entire property with a total gross floor area of 79,393.55 square metres are legally vested in SNSW.
- (3) SNSW is a wholly-owned subsidiary of the Company.

- (4) We have attributed no commercial value to portion of the subject buildings of the property with a total gross floor area of 20,383.83 square metres as they are yet to be granted with proper title certificates. For reference purpose, the value of these buildings (excluding the land, on a 100% basis) would be RMB18,700,000 (excluded from the value reported above) had they been granted with all relevant title certificates.
- (5) The property was inspected by Hu Yin-ling, a valuer with twelve years of real estate valuation experience on 26 March 2025.
- (6) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, inter alia, the following:
 - a. Save as those mentioned in Note 4 above, SNSW possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights and building ownership rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - b. As confirmed by SNSW, they are unable to obtain the requisite title certificates for those buildings mentioned in Note 4;
 - c. The tenancy agreements have not been registered with the relevant real estate bureau, despite such non-registration would not affect the effectiveness of the tenancy agreements and the rights of SNSW under the tenancy agreements. However, SNSW might be required by the relevant real estate bureau to perform the registration within a specified period of time, and would be fined for not completing the registration on time. As confirmed by the Company, they have not been penalised by the local government authorities for the non-registration, and such non-registration would not materially affect the operation and revenue of the Company;
 - d. The actual use of the property complies with the planned use as stated in the relevant title certificates; and
 - e. The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
58. Units 1401 and 1402 on Level 14 Block 2 of Tower 18 Xinzhong Street Dongcheng District Beijing The People's Republic of China	The property comprises two units on Level 14 of a 24-storey building which was completed in about 2002. The total gross floor area of the property is approximately 328.14 square metres.	The property is currently subject to two tenancies for terms with the expiry date being 31 March 2025 and 14 August 2025, respectively, yielding a total monthly rent of RMB250,000 inclusive of VAT, but it exclusive of management fees and other charges.	11,600,000 (100% interest attributable to the Group: RMB11,600,000 or HKD12,500,000)

Notes:

- (1) Pursuant to two Building Ownership Certificates — Jing Fang Quan Zheng Dong Ta Zi Di Nos. B00339 and B00340 issued by the State-land Resources and Real Estate Administration Bureau of Beijing all dated 1 March 2004, the building ownership rights of the property with a total gross floor area of 328.14 square metres are legally vested in Skyworth Holding Limited (“SWHL”).
- (2) SWHL is a wholly-owned subsidiary of the Company.
- (3) The property was inspected by Lin Jian-zhen, a valuer with four years of real estate valuation experience on 3 April 2025.
- (4) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
 - a. SWHL possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights and building ownership rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - b. The actual use of the property complies with the planned use as stated in the relevant title certificates;
 - c. The tenancy agreements have not been registered with the relevant real estate bureau, despite such non-registration would not affect the effectiveness of the tenancy agreements and the rights of RGB under the tenancy agreements. However, RGB might be required by the relevant real estate bureau to perform the registration within a specified period of time, and would be fined for not completing the registration on time. As confirmed by the Company, they have not been penalised by the local government authorities for the non-registration, and such non-registration would not materially affect the operation and revenue of the Company; and
 - d. The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
59. Portion of an industrial facility located at No. 100 of Zone 1 of Economic Development Zone Yichun City Jiangxi Province The People's Republic of China	The property comprises the leased-out portion of an industrial facility with a site area of approximately 23,000 square metres, on which were erected various buildings and structures which were completed in various stages between 2012 and 2014. The buildings mainly comprise workshops, dormitories, ancillary offices and canteen. The total gross floor area of the subject property is approximately 80,808.01 square metres, in which the total gross floor area of the leased-out portion is approximately 39,699.91 square metres. The land use rights of the property were granted for a term expiring on 17 December 2056 for industrial use.	The property is subject to various tenancies for various terms with the latest expiry date being 14 March 2029 yielding a total monthly rent of RMB292,409 inclusive of VAT and management fees, but is exclusive of other charges.	98,400,000 (100% interest attributable to the Group: RMB98,400,000 or HKD106,300,000)

Notes:

- (1) Pursuant to a State-owned Land Use Rights Certificate — Yi Chun Guo Yong (2001) Di No. 11010364 issued by the People's Government of Yichun dated 15 December 2011, the land use rights of the property were granted to SWYC for a term expiring on 17 December 2056 for industrial use.

- (2) Pursuant to eight Building Ownership Certificates issued by the Real Estate Administration Bureau of Yichun, the building ownership rights of the entire property with a total gross floor area of 80,808.01 square metres are legally vested in SWYC with details as follows:

Certificate Nos. (Yi Fang Chan Zheng Yi Chun Zi Di)	Issue date	Gross floor area (sqm)	No. of storey
No. 2-20120916	5 Jun 2012	9,836.54	1
No. 2-20120917	5 Jun 2012	2,445.14	1
No. 2-20120918	5 Jun 2012	2,478.13	3
No. 2-20120919	5 Jun 2012	1,818.37	1
No. 2-20133889	30 Aug 2013	20,189.48	2
No. 2-20133890	30 Aug 2013	6,087.65	6
No. 2-20133891	30 Aug 2013	1,080.08	-1
No. 2-20133892	30 Aug 2013	6,435.76	3
No. 2-2014000773	20 Feb 2014	<u>30,436.86</u>	3
Total		<u>80,808.01</u>	

- (3) The property was inspected by Chen Shu-ting, a valuer with five years of real estate valuation experience on 24 March 2025.
- (4) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
- SWYC possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights and building ownership rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - The tenancy agreements have not been registered with the relevant real estate bureau, despite such non-registration would not affect the effectiveness of the tenancy agreements and the rights of SWYC under the tenancy agreements. However, SWYC might be required by the relevant real estate bureau to perform the registration within a specified period of time, and would be fined for not completing the registration on time. As confirmed by the Company, they have not been penalised by the local government authorities for the non-registration, and such non-registration would not materially affect the operation and revenue of the Company;
 - The actual use of the property complies with the planned use as stated in the relevant title certificates; and
 - The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
60. Portion of an industrial facility located at No. 88 Binhuai Avenue Lishui Economic Development Zone Lishui District Nanjing City Jiangsu Province The People's Republic of China	The property comprises the leased-out portion of an industrial facility with a total site area of approximately 294,838.83 square metres, on which were erected various buildings and structures which were completed in various stages between 2013 and 2022. The buildings mainly comprise workshops, warehouse, dormitory and canteen. The total gross floor area of the completed portion of the property is approximately 151,747.78 square metres (including 5,100 square metres for those without proper title certificates, refer to Note 2 for details), in which the total gross floor area of the leased-out portion is approximately 36,145.96 square metres. The land use rights of the property were granted for various terms with the latest expiry date being 10 October 2069 for industrial use.	The property is subject to various tenancies for various terms with the latest expiry date being 31 December 2026 yielding a total monthly rent of RMB418,842 exclusive VAT and other charges.	95,000,000 (100% interest attributable to the Group: RMB95,000,000 or HKD102,600,000)

Notes:

- (1) Pursuant to four Real Estate Title Certificates issued by the State-land Resources Bureau of Nanjing, the land use rights and building ownership rights of the property with a total site area of 294,838.83 square metres; and a total gross floor area of 136,112.65 square metres are legally vested in SWFD with details as follows:

Certificate Nos.	Issue date	Site area (sqm)	Gross floor area (sqm)	Land use rights expiry date
Ning Li Guo Yong (2013) Di No. 00147	16 Jan 2013	19,955.00	N/A	10 Jan 2063
Su (2023) Ning Li Bu Dong Chan Quan Di No. 0010083	5 Jun 2023	183,888.00	108,493.4	28 Feb 2062
Su (2019) Ning Li Bu Dong Chan Quan Di No. 0023004	29 Nov 2019	54,159.80	27,619.25	21 Sep 2063
Su (2024) Ning Li Bu Dong Chan Quan Di No. 0018178	5 Nov 2024	36,836.03	N/A	8 Oct 2069
Total		<u>294,838.83</u>	<u>136,112.65</u>	

- (2) We have attributed no commercial value to the buildings of the property with a total gross floor area of 5,100 square metres as they are yet to be granted with proper title certificates. For reference purpose, the value of these buildings (excluding the land, on a 100% basis) would be RMB12,300,000 (excluded from the value reported above) had they been granted with all relevant title certificates.
- (3) The property was inspected by Chen Shu-ting, a valuer with five years of real estate valuation experience on 2 April 2025.
- (4) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
- SWFD possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights and building ownership rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - As confirmed by SWFD, they are in the process of applying the requisite title certificates for those buildings mentioned in Note 2, and there is no material impediment for SWFD to complete the relevant title registration procedures and to obtain the relevant title certificates;
 - The tenancy agreements have not been registered with the relevant real estate bureau, despite such non-registration would not affect the effectiveness of the tenancy agreements and the rights of SWFD under the tenancy agreements. However, SWFD might be required by the relevant real estate bureau to perform the registration within a specified period of time, and would be fined for not completing the registration on time. As confirmed by the Company, they have not been penalised by the local government authorities for the non-registration, and such non-registration would not materially affect the operation and revenue of the Company; and
 - The actual use of the property complies with the planned use as stated in the relevant title certificates.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
61. Portion of Skyworth Technology Industrial Park Shiyao Street Bao'an District Shenzhen City Guangdong Province The People's Republic of China	The property comprises the leased-out portion of an industrial facility with a site area of approximately 411,164.52 square metres, on which were erected various buildings and structures which were completed in various stages between 2006 and 2018. The buildings mainly comprise workshops, ancillary office, canteen and dormitories. The total gross floor area of the property is approximately 1,110,096.16 square metres, in which the total gross floor area of the leased-out portion is approximately 371,769.57 square metres. The land use rights of the property were granted for a term of 50 years commencing on 31 July 2003 and expiring on 30 July 2053 for industrial use.	The property is subject to various tenancies for various terms with the latest expiry date being 30 April 2041 yielding a total monthly rent of RMB25,973,294.49 inclusive of VAT, but is exclusive of management fees and other charges.	No commercial value (100% interest attributable to the Group: Nil)

Notes:

- (1) Pursuant to 27 Real Estate Title Certificates issued by the Real Estate Registration Centre of Shenzhen, the land use rights of the property were granted to SWMT for a term of 50 years commencing on 31 July 2003 and expiring on 30 July 2053 for industrial use; and the building ownership rights of the property with a total gross floor area of 998,743.66 square metres are legally vested in SWMT with details as follows:

Certificate Nos.	Issue date	Building type	Gross floor area (sqm)
Yue (2019) Shen Zhen Shi Bu Dong Chan Quan Di No.0004774	7 Jan 2019	Office and training room	27,441.13
Yue (2019) Shen Zhen Shi Bu Dong Chan Quan Di No.0004766	7 Jan 2019	Workshop, dormitory, ancillary rooms, canteen	223,284.53

Certificate Nos.	Issue date	Building type	Gross floor area (sqm)
Yue (2019) Shen Zhen Shi Bu Dong Chan Quan Di No.0004761	7 Jan 2019	Workshop	96,254.73
Yue (2019) Shen Zhen Shi Bu Dong Chan Quan Di No.0182657	22 August 2024	Workshop, other ancillary room	65,691.99
Yue (2019) Shen Zhen Shi Bu Dong Chan Quan Di No.0182658	22 August 2024	Workshop, Fire control room	26,120.33
Yue (2019) Shen Zhen Shi Bu Dong Chan Quan Di No.0182656	22 August 2024	Office	7,648.06
Yue (2020) Shen Zhen Shi Bu Dong Chan Quan Di No.0079400	9 May 2020	Dormitory	10,416.59
Yue (2020) Shen Zhen Shi Bu Dong Chan Quan Di No.0078396	9 May 2020	Dormitory	10,706.70
Yue (2020) Shen Zhen Shi Bu Dong Chan Quan Di No.0078399	9 May 2020	Dormitory	12,322.87
Yue (2020) Shen Zhen Shi Bu Dong Chan Quan Di No.0078395	9 May 2020	Dormitory	12,929.94
Yue (2020) Shen Zhen Shi Bu Dong Chan Quan Di No.0078397	9 May 2020	Dormitory	12,538.87
Yue (2020) Shen Zhen Shi Bu Dong Chan Quan Di No.0078402	9 May 2020	Ancillary room	319.24
Yue (2020) Shen Zhen Shi Bu Dong Chan Quan Di No.0078392	9 May 2020	Workshop	52,075.32
Yue (2020) Shen Zhen Shi Bu Dong Chan Quan Di No.0078393	9 May 2020	Ancillary room	1,248.14
Yue (2020) Shen Zhen Shi Bu Dong Chan Quan Di No.0078390	9 May 2020	Workshop	21,335.38
Yue (2020) Shen Zhen Shi Bu Dong Chan Quan Di No.0078387	9 May 2020	Workshop	18,629.68
Yue (2020) Shen Zhen Shi Bu Dong Chan Quan Di No.0078394	9 May 2020	Workshop	22,818.43
Yue (2020) Shen Zhen Shi Bu Dong Chan Quan Di No.0078401	9 May 2020	Ancillary room	456.32
Yue (2019) Shen Zhen Shi Bu Dong Chan Quan Di No.0225315	14 Nov 2019	Dormitory	35,551.69
Yue (2019) Shen Zhen Shi Bu Dong Chan Quan Di No.0225316	14 Nov 2019	Dormitory	35,292.54
Yue (2019) Shen Zhen Shi Bu Dong Chan Quan Di No.0157654	22 Aug 2019	Dormitory	18,014.41
Yue (2019) Shen Zhen Shi Bu Dong Chan Quan Di No.0157657	22 Aug 2019	Dormitory	14,162.51
Yue (2019) Shen Zhen Shi Bu Dong Chan Quan Di No.0157655	22 Aug 2019	Workshop	60,574.05
Yue (2019) Shen Zhen Shi Bu Dong Chan Quan Di No.0157656	22 Aug 2019	Workshop	51,163.10
Yue (2019) Shen Zhen Shi Bu Dong Chan Quan Di No.0157658	22 Aug 2019	Workshop	14,834.39
Yue (2020) Shen Zhen Shi Bu Dong Chan Quan Di No.0078388	9 May 2020	Workshop	67,195.18
Yue (2020) Shen Zhen Shi Bu Dong Chan Quan Di No.0078389	9 May 2020	Workshop	26,501.68
Yue (2020) Shen Zhen Shi Bu Dong Chan Quan Di No.0078398	9 May 2020	Canteen	12,349.93
Yue (2020) Shen Zhen Shi Bu Dong Chan Quan Di No.0078391	9 May 2020	Workshop	37,480.37
Yue (2021) Shen Zhen Shi Bu Dong Chan Quan Di No. 0213123	23 Dec 2021	Residential and commercial	3,385.56
Total			998,743.66

- (2) According to the aforesaid title certificates, the subject land is classified as non-commodity property; and the property could not be transferred.
- (3) We have attributed no commercial value to the property as the subject development is not entitled to be transferred in accordance with the relevant title documents. For reference purpose, the value of the property (i.e., the leased-out portion, including land and buildings, on a 100% basis) would be RMB2,748,100,000 on the basis of discounting the expected rental income (assuming the property is leased out) from the Valuation Date to the land use rights expiry date of the property.
- (4) The property was inspected by Chen Shu-ting, a valuer with five years of real estate valuation experience on 25 March 2025.
- (5) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
- a. SWMT possesses the legal title of the property;
 - b. The tenancy agreements entered into between SWMT and the lessees are legal and enforceable documents, and are binding amongst the parties;
 - c. Some of the tenancy agreements have not been registered with the relevant real estate bureau, despite such non-registration would not affect the effectiveness of the tenancy agreements and the rights of SWMT under the tenancy agreements. However, SWMT might be required by the relevant real estate bureau to perform the registration within a specified period of time, and would be fined for not completing the registration on time. As confirmed by the Company, they have not been penalised by the local government authorities for the non-registration, and such non-registration would not materially affect the operation and revenue of the Company;
 - d. The actual use of part of the property (i.e., title certificates Nos. 0004774 and 5000480444) do not comply with the planned uses as stated in the relevant title certificate, and hence there is a risk for SWMT to be penalised by the relevant government authorities for not using the property in accordance with the planned uses. As confirmed by the Company, they have not been penalised by the local government authorities for using the property for the existing uses. In addition, it has been rare for the relevant enforcement actions be taken against those property owners who do not use the properties in accordance with the planned use. As such, it is considered that the chance for SWMT be penalised for the land use contravention would be relatively minimal, and the Company also confirmed that the above would not materially affect the operation and revenue of the Company; and
 - e. The property is subject to three mortgages in favour of the Industrial and Commercial Bank of China Co., Ltd. Shenzhen Gaoxinyuan Branch with details as follows:

Contract Nos.	Mortgage term	Maximum Loan (RMB)
0400000919–2024 Gaoxin (Di) Zi No. 0374	From 1 Jan 2025 to 31 Dec 2035	500,000,000
0400000919–2024 Gaoxin (Di) Zi No. 0375	From 1 Jan 2025 to 31 Dec 2035	2,300,000,000
0400000919–2019 Gaoxin (Di) Zi No. 062	From 20 Sep 2019 to 20 Sep 2035	1,320,000,000
Total		<u>4,120,000,000</u>

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
62. Skyworth Qunxin Technology Park Baolong Industrial City Longgang District Shenzhen City Guangdong Province The People's Republic of China	The property comprises an industrial facility with a site area of approximately 30,447.11 square metres, on which were erected various buildings and structures which were completed in about 2010. The buildings mainly comprise workshops and ancillary office. The total gross floor area of the property is approximately 45,609.36 square metres. The land use rights of the property were granted for a term of 50 years commencing on 11 November 2003 and expiring on 10 November 2053 for industrial use.	Portion of the property is subject to various tenancies for various terms with the latest expiry date being 31 July 2028 yielding a total monthly rent of RMB972,410.92 inclusive of VAT, management fees, but is exclusive of other charges.	No commercial value (100% interest attributable to the Group: Nil)

Notes:

- (1) Pursuant to four Real Estate Title Certificates — Yue (2021) Shen Zhen Shi Bu Dong Chan Quan Di Nos. 0051363, 0051373, 0051379 and 0051381 issued by the Planning and Natural Resources Bureau of Shenzhen all dated 22 March 2021, the land use rights of the property were granted to Shenzhen Baolong Qunxin Technology Co., Ltd. (“SBQT”) for a term of 50 years commencing on 11 November 2003 and expiring on 10 November 2053 for industrial use; and the building ownership rights of the property with a total gross floor area of 45,609.36 square metres are legally vested in SBQT. According to the aforesaid title certificates, the property could not be transferred.
- (2) SBQT is a wholly-owned subsidiary of the Company.
- (3) We have attributed no commercial value to the property as the subject development is not entitled to be transferred in accordance with the relevant title documents. For reference purpose, the value of the property (i.e., the self-use portion, including land and buildings, on a 100% basis) would be RMB190,200,000 on the basis of discounting the expected rental income (assuming the property is leased out) from the Valuation Date to the land use rights expiry date of the property.
- (4) The property was inspected by Hu Yin-ling, a valuer with twelve years of real estate valuation experience on 28 March 2025.

- (5) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
- a. SBQT possesses the legal title of the property;
 - b. Some of the tenancy agreements have not been registered with the relevant real estate bureau, despite such non-registration would not affect the effectiveness of the tenancy agreements and the rights of SBQT under the tenancy agreements. However, SBQT might be required by the relevant real estate bureau to perform the registration within a specified period of time, and would be fined for not completing the registration on time. As confirmed by the Company, they have not been penalised by the local government authorities for the non-registration, and such non-registration would not materially affect the operation and revenue of the Company;
 - c. The actual use of the property complies with the planned use as stated in the relevant title certificates; and
 - d. The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
63. Units 10622, 10623 and 10624 Block 1 of Tower 7 No. 19 Fengcheng First Road Xi'an Economic and Technological Development Zone Xi'an City Shaanxi Province The People's Republic of China	The property comprises three units on Level 10 of a 26-storey apartment which was completed in about 2011. The total gross floor area of the property is approximately 164.92 square metres.	The property is subject to tenancy for a common term of five years commencing on 21 May 2021 and expiring on 20 May 2026 at a total monthly rent of RMB3,833 inclusive of VAT, but is exclusive of management fees and other charges.	1,550,000 (100% interest attributable to the Group: RMB1,550,000 or HKD1,670,000)

Notes:

- (1) Pursuant to three Building Ownership Certificates — Xi An Shi Fang Quan Zheng Jing Ji Ji Shu Kai Fa Qu Zi Di Nos. 1100114013-1-7-10622, 1100114013-1-7-10623 and 1100114013-1-7-10624 issued by the Housing Protection and Real Estate Administration Bureau of Xian all dated 28 October 2013, the building ownership rights of the property with a total gross floor area of 164.92 square metres are legally vested in HNHM.
- (2) HNHM is a wholly-owned subsidiary of the Company.
- (3) The property was inspected by Lin Jian-zhen, a valuer with four years of real estate valuation experience on 24 March 2025.
- (4) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
 - a. HNHM possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights and building ownership rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - b. The tenancy agreements have not been registered with the relevant real estate bureau, despite such non-registration would not affect the effectiveness of the tenancy agreements and the rights of HNHM under the tenancy agreements. However, HNHM might be required by the relevant real estate bureau to perform the registration within a specified period of time, and would be fined for not completing the registration on time. As confirmed by the Company, they have not been penalised by the local government authorities for the non-registration, and such non-registration would not materially affect the operation and revenue of the Company;
 - c. The actual use of the property complies with the planned use as stated in the relevant title certificates; and
 - d. The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
64. Unit 05 on Level 6 and Unit 06 on Level 7 No. 82 of No. 1 Cuizhu Street Zhengzhou Hi-tech Industries Development Zone Zhengzhou City Henan Province The People's Republic of China	The property comprises two units on Levels 6 and 7 of a 12-storey research and development centre which was completed in about 2012. The total gross floor area of the property is approximately 910.78 square metres. The land use rights of the property were granted for a term expiring on 25 November 2051 for research and development uses.	The property is currently subject to two tenancies expiring on 31 March 2025 and 15 September 2025, respectively, yielding a total monthly rent of RMB136,667 inclusive of VAT, but it exclusive of management fees and other charges.	6,560,000 (100% interest attributable to the Group: RMB6,560,000 or HKD7,080,000)

Notes:

- (1) Pursuant to two Real Estate Ownership Certificates — (2024) Zhengzhou Real Estate Right No. 0071709 and 0071630 issued by the Zhengzhou Natural Resources and Planning Bureau both dated 21 March 2024, the real estate ownership rights of the property with a total gross floor area of 910.78 square metres are legally vested in HNHM.
- (2) HNHM is a wholly-owned subsidiary of the Company.
- (3) The property was inspected by Lin Jian-zhen, a valuer with four years of real estate valuation experience on 24 March 2025.
- (4) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
 - a. HNHM possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights and building ownership rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - b. The actual use of the property complies with those planned uses as stated in the relevant title certificates; and
 - c. The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
65. Unit 08 on Level 11 Office tower of Haiwei Plaza No. 101 Huayuan Road Licheng District Jinan City Shandong Province The People's Republic of China	The property comprises an office unit on Level 11 of a 27-storey office building which was completed in about 2007. The gross floor area of the property is approximately 331.74 square metres. The land use rights of the property were granted for a term of 70 years commencing on 26 June 2002 and expiring on 21 June 2072 for commercial and residential uses.	The property is subject to a tenancy for a term commencing on 22 March 2023 and expiring on 21 April 2028 at a current monthly rent of RMB12,000 inclusive of VAT, but is exclusive of management fees and other charges.	3,050,000 (100% interest attributable to the Group: RMB3,050,000 or HKD3,290,000)

Notes:

- (1) Pursuant to a Building Ownership Certificate — Ji Fang Quan Zheng Li Cheng Zi Di No. 094541 issued by the Real Estate Administration Bureau of Jinan dated 10 March 2008, the building ownership rights of the property with a gross floor area of 331.74 square metres are legally vested in RGB.
- (2) The property was inspected by Lin Jian-zhen, a valuer with four years of real estate valuation experience on 26 March 2025.
- (3) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
 - a. RGB possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights and building ownership rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - b. The tenancy agreement has not been registered with the relevant real estate bureau, despite such non-registration would not affect the effectiveness of the tenancy agreement and the rights of RGB under the tenancy agreements. However, RGB might be required by the relevant real estate bureau to perform the registration within a specified period of time, and would be fined for not completing the registration on time. As confirmed by the Company, they have not been penalised by the local government authorities for the non-registration, and such non-registration would not materially affect the operation and revenue of the Company;
 - c. The actual use of the property complies with the planned uses as stated in the relevant title certificate; and
 - d. The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
66. Units 701, 702, 703 and 803 Ouzhou Garden East of Xudong Village Hongshan District Wuhan City Hubei Province The People's Republic of China	The property comprises four residential units on Levels 7 and 8 of a 17-storey residential building which was completed in about 2002. The total gross floor area of the property is approximately 670.53 square metres. The land use rights of the property were granted for a term expiring on 30 December 2068 for residential use.	Unit 803 of the property is subject to a tenancy for a term expiring on 30 June 2026 at a monthly rent of RMB4,300 inclusive of VAT, but it exclusive of management fees and other charges. The remaining units of the property were vacant as of the Valuation Date.	9,790,000 (100% interest attributable to the Group: RMB9,790,000 or HKD10,570,000)

Notes:

- (1) Pursuant to four State-owned Land Use Rights Certificates — Hong Guo Yong (2010 Si) Nos. 971, 972, 973 and 974 issued by the State-land Resources and Planning Bureau of Wuhan all dated 26 February 2010, the land use rights of the property were granted to RGB for a term expiring on 30 December 2068 for residential use.
- (2) Pursuant to four Building Ownership Certificates — Wu Fang Quan Zheng Hong Zi Di Nos. 2010002048, 2010002049, 2010002050 and 2010002087 issued by the Real Estate Administration Bureau of Hongshan District, Wuhan all dated 2 March 2010, the building ownership rights of the property with a total gross floor area of 670.53 square metres are legally vested in RGB.
- (3) The property was inspected by Hu Yin-ling, a valuer with twelve years of real estate valuation experience on 2 April 2025.
- (4) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
 - a. RGB possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights and building ownership rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - b. The tenancy agreements have not been registered with the relevant real estate bureau, despite such non-registration would not affect the effectiveness of the tenancy agreements and the rights of RGB under the tenancy agreements. However, RGB might be required by the relevant real estate bureau to perform the registration within a specified period of time, and would be fined for not completing the registration on time. As confirmed by the Company, they have not been penalised by the local government authorities for the non-registration, and such non-registration would not materially affect the operation and revenue of the Company;

- c. The actual use of the property complies with the planned use as stated in the relevant title certificates;
and
- d. The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
67. Unit A of Level 5 South tower of Dormitory No. 11 Bagualing Mall Futian District Shenzhen City Guangdong Province The People's Republic of China	The property comprises a residential unit on Level 5 of a 7-storey residential building which was completed in about 1985. The gross floor area of the property is approximately 601 square metres. The land use rights of the property were granted for a term of 50 years commencing on 12 October 1983 and expiring on 11 October 2033 for residential use.	The property is subject to a tenancy for a term commencing on 1 January 2024 and expiring on 31 October 2025 at a monthly rent of RMB24,000 exclusive of VAT, management fees and other charges.	38,500,000 (100% interest attributable to the Group: RMB38,500,000 or HKD41,600,000)

Notes:

- (1) Pursuant to a Real Estate Title Certificate — Shen Fang Di Zi Di No. 3000033681 issued by the People's Government of Shenzhen dated 3 June 1999, the land use rights and the building ownership rights of the property with a gross floor area of 601 square metres are legally vested in RGB.
- (2) The property was inspected by Lin Jian-zhen, a valuer with four years of real estate valuation experience on 2 April 2025.
- (3) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
 - a. RGB possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights and building ownership rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - b. The tenancy agreement has not been registered with the relevant real estate bureau, despite such non-registration would not affect the effectiveness of the tenancy agreement and the rights of RGB under the tenancy agreement. However, RGB might be required by the relevant real estate bureau to perform the registration within a specified period of time, and would be fined for not completing the registration on time. As confirmed by the Company, they have not been penalised by the local government authorities for the non-registration, and such non-registration would not materially affect the operation and revenue of the Company;
 - c. The actual use of the property complies with the planned use as stated in the relevant title certificate; and
 - d. The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
68. Various units in Shencai Court No. 5007 Huanggang Road Futian District Shenzhen City Guangdong Province The People's Republic of China	The property comprises five residential units on Levels 3, 4, 8, 10 and 11 of a 25-storey residential building which was completed in about 2000. The total gross floor area of the property is approximately 440.35 square metres. The land use rights of the property were granted for a term of 70 years commencing on 31 January 1997 and expiring on 30 January 2067 for residential use.	The property is subject to various tenancies for various terms with the latest expiry date being 31 May 2028 yielding a total monthly rent of RMB23,620.60 exclusive of VAT, management fees and other charges.	24,900,000 (100% interest attributable to the Group: RMB24,900,000 or HKD26,900,000)

Notes:

- (1) Pursuant to five Real Estate Title Certificates — Shen Fang Di Zi Di Nos. 3000151358, 3000151363, 3000151366, 3000151370 and 3000151372 issued by the People's Government of Shenzhen all dated 3 December 2002, the land use rights of the property and the building ownership rights of the property with a total gross floor area of 440.35 square metres are legally vested in RGB.
- (2) The property was inspected by Lin Jian-zhen, a valuer with four years of real estate valuation experience on 27 March 2025.
- (3) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
 - a. RGB possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights and building ownership rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - b. The tenancy agreements have not been registered with the relevant real estate bureau, despite such non-registration would not affect the effectiveness of the tenancy agreements and the rights of RGB under the tenancy agreements. However, RGB might be required by the relevant real estate bureau to perform the registration within a specified period of time, and would be fined for not completing the registration on time. As confirmed by the Company, they have not been penalised by the local government authorities for the non-registration, and such non-registration would not materially affect the operation and revenue of the Company;
 - c. The actual use of the property complies with the planned use as stated in the relevant title certificates; and
 - d. The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
69. Unit 202, Block 7 Huamao Court Meihua Road Futian District Shenzhen City Guangdong Province The People's Republic of China	The property comprises a residential unit on Level 2 of an 8-storey residential building which was completed in about 1995. The gross floor area of the property is approximately 79.9 square metres. The land use rights of the property were granted for a term of 70 years commencing on 6 May 1993 and expiring on 5 May 2063 for residential use.	The property is subject to a tenancy for a term expiring on 30 April 2025 at a monthly rent of RMB6,090 inclusive of VAT, exclusive of management fees and other charges.	4,530,000 (100% interest attributable to the Group: RMB4,530,000 or HKD4,890,000)

Notes:

- (1) Pursuant to a Real Estate Title Certificate — Shen Fang Di Zi Di No. 5218337 issued by the People's Government of Shenzhen dated 2 June 1997, the land use rights and building ownership rights of the property with a gross floor area of 79.9 square metres are legally vested in New Skyworth Electrical Appliance (Shenzhen) Limited ("XSWS").
- (2) XSWS is a wholly-owned subsidiary of the Company.
- (3) The property was inspected by Lin Jian-zhen, a valuer with four years of real estate valuation experience on 2 April 2025.
- (4) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
 - a. XSWS possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights and building ownership rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - b. The tenancy agreement has been registered with the relevant real estate bureau;
 - c. The actual use of the property complies with the planned use as stated in the relevant title certificate; and
 - d. The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
70. Various dormitories located at West of Huanggang Road and south of Beihuan Road Futian District Shenzhen City Guangdong Province The People's Republic of China	The property comprises 41 residential units on various levels of 11-storey Block A, B and C of the subject development which was completed in about 2000. The total gross floor area of the property is approximately 3,995.82 square metres. The land use rights of the property were granted for a term of 70 years commencing on 31 January 1997 and expiring on 30 January 2067 for residential use.	The property is subject to various tenancies for various terms with the latest expiry date being 31 May 2028 yielding a total monthly rent of RMB191,098 inclusive of VAT, exclusive of management fees and other charges.	226,200,000 (100% interest attributable to the Group: RMB226,200,000 or HKD244,300,000)

Notes:

- (1) Pursuant to 41 Real Estate Title Certificates issued by the Real Estate Registration Centre of Shenzhen dated between 28 January 2003 and 26 July 2010, the land use rights and building ownership rights of the property with a total gross floor area of 3,995.82 square metres are legally vested in XSWS with details as follows:

Certificate Nos. (Shen Fang Di Zi Di)	Unit No.	Issue date	Gross floor area (sqm)
No. 3000160781	A1108	28 Jan 2003	124.12
No. 3000160784	A1105	28 Jan 2003	122.99
No. 3000160787	B204	28 Jan 2003	83.78
No. 3000160790	A1101	28 Jan 2003	124.12
No. 3000160934	B603	28 Jan 2003	85.32
No. 3000160937	B1105	28 Jan 2003	86.81
No. 3000160938	C204	28 Jan 2003	86.89
No. 3000160941	C1105	28 Jan 2003	86.89
No. 3000160944	B1108	28 Jan 2003	87.98
No. 3000160946	C304	28 Jan 2003	86.89
No. 3000160948	C208	28 Jan 2003	76.52
No. 3000160950	C205	28 Jan 2003	86.89
No. 3000160952	A401	28 Jan 2003	124.12
No. 3000160953	A1008	28 Jan 2003	124.12
No. 3000160955	A704	28 Jan 2003	122.99
No. 3000160964	C707	28 Jan 2003	85.4
No. 3000160967	B207	28 Jan 2003	82.28
No. 3000160969	B502	28 Jan 2003	85.32
No. 3000160972	B201	28 Jan 2003	84.94

Certificate Nos. (Shen Fang Di Zi Di)	Unit No.	Issue date	Gross floor area (sqm)
No. 3000160974	B208	28 Jan 2003	84.94
No. 3000160981	B706	28 Jan 2003	85.32
No. 3000160983	B205	28 Jan 2003	83.78
No. 3000160984	B707	28 Jan 2003	85.32
No. 3000160995	A404	28 Jan 2003	122.99
No. 3000160998	C201	28 Jan 2003	85.02
No. 3000161034	B1104	28 Jan 2003	86.81
No. 3000161035	C1108	28 Jan 2003	88.07
No. 3000161038	A604	28 Jan 2003	122.99
No. 3000161039	A1005	28 Jan 2003	122.99
No. 3000161040	B203	28 Jan 2003	82.28
No. 3000161046	A304	28 Jan 2003	122.99
No. 3000161051	A1104	28 Jan 2003	122.99
No. 3000161053	B1101	28 Jan 2003	87.98
No. 3000161324	B608	29 Jan 2003	87.98
No. 3000161472	B803	29 Jan 2003	85.32
No. 3000161476	A808	28 Jan 2003	124.12
No. 3000208293	A308	28 Sep 2003	124.12
No. 3000623688	B807	26 Jul 2010	85.32
No. 3000623699	C303	26 Jul 2010	85.4
No. 3000623707	C502	26 Jul 2010	85.4
No. 3000623714	B802	26 Jul 2010	85.32
Total			<u>3,995.82</u>

- (2) The property was inspected by Lin Jian-zhen, a valuer with four years of real estate valuation experience on 2 April 2025.
- (3) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
- XSWS possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights and building ownership rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - The tenancy agreements have been registered with the relevant real estate bureau;
 - The actual use of the property complies with the planned use as stated in the relevant title certificates; and
 - The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
71. Various units and parking spaces at No. 16 and No. 1 Xingxi Avenue Shitan Town Zengcheng District Guangzhou City Guangdong Province The People's Republic of China	The property comprises three residential units and three car parking spaces within a residential development which was completed in about 2023. The total gross floor area of the property is approximately 287.95 square metres.	The property is currently subject to three tenancies for various terms with the latest expiry date being 30 June 2026, with a total monthly rent of RMB2,100 inclusive of VAT, but exclusive of management fees.	2,670,000 (70% interest attributable to the Group: RMB1,870,000 or HKD2,020,000)

Notes:

- (1) Pursuant to Building Ownership Certificates — Yue (2024) Guangzhou Real Estate Right No.10055386, 10025952 and 10067495 issued by the Guangzhou Bureau of Planning and Natural Resources dated on April 2025, the building ownership rights of the property with a total gross floor area of 251.23 square metres are legally vested in SATS.
- (2) SATS is a 70% interest-owned subsidiary of the Company.
- (3) The property was inspected by Lin Jian-zhen, a valuer with four years of real estate valuation experience on 3 April 2025.
- (4) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
 - a. SATS possesses the legal title of the property with certificates Yue (2024) Guangzhou Real Estate Right No.10055386 and 10067495, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights and building ownership rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - b. The tenancy agreements have not been registered with the relevant real estate bureau, despite such non-registration would not affect the effectiveness of the tenancy agreements and the rights of SATS under the tenancy agreements. However, SATS might be required by the relevant real estate bureau to perform the registration within a specified period of time, and would be fined for not completing the registration on time. As confirmed by the Company, they have not been penalised by the local government authorities for the non-registration, and such non-registration would not materially affect the operation and revenue of the Company;
 - c. The actual use of the property complies with the planned use as stated in the relevant title certificates; and
 - d. As confirmed by the Company, SATS has executed a commercial property purchase agreement with Guangzhou Xianbi Real Estate Development Co., Ltd. for Unit 605 of the property, however the title registration remains incomplete and the property ownership certificate unobtained due to the seller's existing mortgage encumbrance with a bank, thereby rendering the ownership transfer legally ineffective under China's real estate registration regime which requires formal registration to validate property rights.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
72. Units 401 and 415 of Block 8A North and Units 301 to 304 of Block 3D No. 88 Xihu East Road Houqiao Street Xishan District Wuxi City Jiangsu Province The People's Republic of China	The property comprises six commercial units on Levels 3 and 4 within 5-storey commercial blocks of the subject development which was completed in about 2011. The total gross floor area of the property is approximately 690.5 square metres, in which the total gross floor area of the leased-out portion is approximately 690.5 square metres. The land use rights of the property were granted for a term expiring on 21 December 2044 for commercial and finance uses.	The property is subject to various tenancies for various terms with the latest expiry date being 19 August 2028, yielding a total monthly rent of RMB3,989 inclusive of VAT, but is exclusive of management fees and other charges.	3,100,000 (70% interest attributable to the Group: RMB2,170,000 or HKD2,340,000)

Notes:

- (1) Pursuant to six Real Estate Title Certificates — Su (2017) Wu Xi Shi Bu Dong Chan Quan Di Nos. 0231783, 0231786, 0231788, 0231789, 0231790 and 0231791 issued by the State-land Resources Bureau of Wuxi all dated 22 December 2017, the land use rights and building ownership rights of the property with a total gross floor area of 690.5 square metres are legally vested in Shenzhen Shen Cai Logistics Limited (“SZSC”).
- (2) SZSC is a 70% interest-owned subsidiary of the Company.
- (3) The property was inspected by Luo Bin-wei, a valuer with fifteen years of real estate valuation experience on 26 March 2025.
- (4) We have been provided with a legal opinion on the property prepared by the Company’s PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
 - a. SZSC possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights and building ownership rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - b. The tenancy agreements have not been registered with the relevant real estate bureau, despite such non-registration would not affect the effectiveness of the tenancy agreements and the rights of SZSC under the tenancy agreements. However, SZSC might be required by the relevant real estate bureau to perform the registration within a specified period of time, and would be fined for not completing the registration on time. As confirmed by the Company, they have not been penalised by the local government authorities for the non-registration, and such non-registration would not materially affect the operation and revenue of the Company; and
 - c. The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Group III — Properties held by the Group for sale in Mainland China

			Market value in existing state as of 28 February 2025 RMB								
Property	Description and tenure	Particulars of occupancy									
73. Unsold portion of Wenhuiyuan located at North of Tuanshan West Road and West of Qunli Avenue Lishui Economic Development Zone Lishui District Nanjing City Jiangsu Province The People’s Republic of China	The property comprises the unsold portion of the residential and commercial composite development known as “Wenhuiyuan” which was completed in about 2022, with a site area of approximately 137,240.34 square metres, with details as follows: <table><tr><th>Portion</th><th>Gross floor area (sqm)</th></tr><tr><td>Unsold residential</td><td>326.51</td></tr><tr><td>Unsold commercial</td><td><u>22,226.13</u></td></tr><tr><td>Total</td><td><u>22,552.64</u></td></tr></table> Unsold basement car parks 1,276 spaces The land use rights of the property were granted for a term of 70 years expiring on 9 August 2086 for residential use; and 40 years expiring on 9 August 2056 for commercial and services uses, respectively.	Portion	Gross floor area (sqm)	Unsold residential	326.51	Unsold commercial	<u>22,226.13</u>	Total	<u>22,552.64</u>	The property is currently vacant and was held for sale.	366,600,000 (100% interest attributable to the Group: RMB366,600,000 or HKD395,900,000)
Portion	Gross floor area (sqm)										
Unsold residential	326.51										
Unsold commercial	<u>22,226.13</u>										
Total	<u>22,552.64</u>										

Notes:

- (1) Pursuant to a Real Estate Title Certificate — Su (2023) Ning Li Bu Dong Chan Quan Di No. 0005997 issued by the Natural Resources and Planning Bureau of Nanjing dated 7 April 2023, the land use rights of the property with a site area of 133,192.20 square metres was granted to Nanjing Wei Heng Property Company Limited (“NJWH”) for a term of 40 years commencing on 10 August 2016 and expiring on 9 August 2056 for other commercial and services uses.

- (2) Pursuant to a Real Estate Title Certificate — Su (2023) Ning Li Bu Dong Chan Quan Di No. 0012593 issued by the Natural Resources and Planning Bureau of Nanjing dated 20 June 2023, the land use rights of portion of the subject site with a site area of 4,048.14 were granted to NJWH for a term of 70 years commencing on 10 August 2016 and expiring on 9 August 2086 for urban residential use.
- (3) Pursuant to ten Pre-sale Permits issued by the Administration Approval Bureau of Lishui, the pre-sale of portion of the subject development was approved with details as follows:

Permits (Ning Fang Xiao Di Nos.)	Issue date	Portion
2019500032	17 Sep 2019	Block #5, #6, #7 and #19
2019500050	29 Nov 2019	Block #8, #9, #11, #12, #15, #16, #17 and #18
2020500038	30 Jun 2020	Block #20, #21, #22, #25, #26 and #33
2019500001	17 Jan 2019	Block #1 and #13
2018500042	14 Dec 2018	Block #2, #3 and #10
20200500084	25 Dec 2020	Block #23, #27, #28 and #31
2020500055	30 Sep 2020	Block #29, #30 and #32
20235001	16 Feb 2023	Basement carpark
2025500001	3 Jan 2025	Block #26-2
20225004	29 Apr 2022	Block #26-1

- (4) NJWH is a wholly-owned subsidiary of the Company.
- (5) The property was inspected by Chen Shu-ting, a valuer with five years of real estate valuation experience on 3 April 2025.
- (6) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
- NJWH possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - The aforesaid approvals and permits are effective, and have not been rescinded, amended or repealed;
 - NJWH has the right to pre-sale the portion of the subject development in accordance with the aforesaid pre-sale permits; and
 - The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
74. Unsold portion of Lehuocheng located at No. 26 Tuanshan West Road Lishui Economic Development Zone Lishui District Nanjing City Jiangsu Province The People's Republic of China	The property comprises 641 unsold basement car parks of a residential and commercial composite development known as "Lehuocheng" which was completed in about 2019. The land use rights of the property were granted for a term of 70 years expiring on 3 December 2082 for residential use.	The property is currently vacant and is held for sale.	140,000 <i>(100% interest attributable to the Group: RMB140,000 or HKD150,000)</i>

Notes:

- (1) Pursuant to two Real Estate Title Certificates issued by the Planning and Natural Resources Bureau of Nanjing or the State-land Resources Bureau of Nanjing, the land use rights and the building ownership rights of two of the unsold car parks with a total gross floor area of 26.26 square metres are legally vested in Nanjing Wei Hong Property Company Limited ("NJWO") with details as follows:

Certificate Nos.	Issue date	Portion	Gross floor area (sqm)
Su (2021) Ning Li Bu Dong Chan Quan Di No. 0006051	21 May 2020	Carpark #651	13.13
Su (2021) Ning Li Bu Dong Chan Quan Di No. 0006056	12 Nov 2018	Carpark #708	13.13
Total			26.26

- (2) We have attributed no commercial value to the remaining 639 car parks as they are yet to be granted with proper title certificates. For reference purpose, the value of these car parks would be RMB40,800,000 (excluded from the value reported above) had they been granted with all relevant title certificates.
- (3) NJWO is a wholly-owned subsidiary of the Company.
- (4) The property was inspected by Chen Shu-ting, a valuer with five years of real estate valuation experience on 26 March 2025.

- (5) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
- a. Save as those mentioned in Note 2 above, NJWO possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - b. As confirmed by NJWO, they are in the process of applying the requisite title certificates for those car parks mentioned in Note 2, and there is no material impediment for NJWO to complete the relevant title registration procedures and to obtain the relevant title certificates; and
 - c. The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

			Market value in existing state as of 28 February 2025 RMB										
Property	Description and tenure	Particulars of occupancy											
75. Wenyuefu located at No. 26 Tuanshan West Road Lishui Economic Development Zone Lishui District Nanjing City Jiangsu Province The People’s Republic of China	The property comprises the unsold portion of a residential and commercial composite development known as “Wenyuefu” which was completed in about 2025, with a site area of approximately 42,539.94 square metres, with details as follows: <table><tr><td></td><td>Gross floor area (sqm)</td></tr><tr><td>Residential (sold but yet to be handedover)</td><td>31,823.82</td></tr><tr><td>Unsold residential</td><td>56,217.18</td></tr><tr><td>Unsold commercial</td><td><u>843</u></td></tr><tr><td>Total</td><td><u><u>88,884</u></u></td></tr></table> Unsold basement carparks 493 spaces The land use rights of the property were granted for a term of 70 years expiring on 27 December 2091 for residential use.		Gross floor area (sqm)	Residential (sold but yet to be handedover)	31,823.82	Unsold residential	56,217.18	Unsold commercial	<u>843</u>	Total	<u><u>88,884</u></u>	The property is currently vacant and is held for sale.	881,400,000 (100% interest attributable to the Group: RMB881,400,000 or HKD951,900,000)
	Gross floor area (sqm)												
Residential (sold but yet to be handedover)	31,823.82												
Unsold residential	56,217.18												
Unsold commercial	<u>843</u>												
Total	<u><u>88,884</u></u>												

Notes:

- (1) Pursuant to a Real Estate Title Certificate — Su (2022) Ning Li Bu Dong Chan Quan Di No. 0000275 issued by the State-land Resources Bureau of Nanjing dated 10 December 2022, the land use rights of the property were granted to Nanjing Skyworth Property Company Limited (“NJRE”) for a term of 70 years expiring on 27 December 2091 for residential use.

- (2) Pursuant to a Construction Land Use Planning Permit, Di Zi Di No. 320117202100070 issued by the Planning Bureau of Nanjing, Lishui Branch dated 10 November 2017, the proposed land use for the subject site with a site area of 42,539.94 square metres was approved.
- (3) Pursuant to a Construction Project Planning Permit, Jian Zi Di No. 320117202200060 issued by the Natural Resources and Planning Bureau of Nanjing dated 11 May 2022, the proposed development of the property with a total planned gross floor area of 128,505.24 square metres was approved.
- (4) Pursuant to a Construction Works Commencement Permit, No. 320124202207041101 issued by the Administrative Approval Bureau of Lishui District, Nanjing dated 4 July 2022, the construction of the proposed development of the property with a total planned gross floor area of 128,026.64 square metres was approved.
- (5) Pursuant to six Pre-sale Permits (Ning Fang Xiao Di No. 2023500002, 2023500009, 2023500033, 2024500014, 2024500018 and 2025500004) issued by the Administration Approval Bureau of Lishui, the pre-sale of portion of the subject development was approved with details as follows:

Certificate Nos. (Ning Fang Xiao Di No.)	Block Nos. of the subject development	Issue date
2025500004	#1	18 February 2025
2024500014	#2	10 July 2024
2023500009	#3	24 March 2023
2024500018	#5	19 October 2024
2023500033	#6 and #7	28 November 2024
2023500002	#8	12 January 2023

- (6) As advised by the Group, the total budgeted construction cost for the property was approximately RMB581,800,000, of which an amount of approximately RMB70,200,000 was yet to be incurred as of the Valuation Date.
- (7) For reference purpose, the value of the property (on a 100% basis) assuming completion as of the Valuation Date would be RMB951,600,000.
- (8) NJRE is a 100% interest-owned subsidiary of the Company.
- (9) The property was inspected by Chen Shu-ting, a valuer with five years of real estate valuation experience on 26 March 2025.
- (10) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
- NJRE possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - The aforesaid approvals and permits are effective, and have not been rescinded, amended or repealed; and
 - The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
76. Skyworth Smart Society located at East of Zhaolong Road and South of Qingquan Road Zhuangshi Street Zhenhai District Ningbo City Zhejiang Province The People's Republic of China	The property comprises the unsold portion of the residential and commercial composite development known as "Skyworth Smart Society" with a site area of approximately 52,612 square metres. The subject development was completed in 2023, with details as follows:	The property is currently vacant and is held for sale.	110,400,000 (100% interest attributable to the Group: RMB110,400,000 or HKD119,200,000)
	Portion	Gross floor area (sqm)	
	Unsold commercial	693.23	
	Unsold basement carports	683 spaces	
	The land use rights of the property were granted for a term of 70 years expiring on 28 July 2089 for urban residential use; and 40 years expiring on 28 July 2059 for other commercial and services uses, respectively.		

Notes:

- (1) Pursuant to 700 Real Estate Ownership Certificates — Zhe (2023) Ning Bo Shi (Zhen Hai) Bu Dong Chan Quan Di No. 0038404, etc issued by the Natural Resources and Planning Bureau of Ningbo, the land use rights and building ownership rights of the property with a total gross floor area of 9,839.55 square metres are legally vested in Ningbo Skyworth Construction Development Limited ("NBCD").
- (2) NBCD is a wholly-owned subsidiary of the Company.
- (3) The property was inspected by Hu Yin-ling, a valuer with twelve years of real estate valuation experience on 20 March 2025.
- (4) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
 - a. NBCD possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - b. The aforesaid approvals and permits are effective, and have not been rescinded, amended or repealed; and
 - c. The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

			Market value in existing state as of 28 February 2025 RMB												
Property	Description and tenure	Particulars of occupancy													
77. Skyworth Shuangzhi Shuangchuang Industrial Park located at No. 1688 Zhaolong Road Zhuangshi Street Zhenhai District Ningbo City Zhejiang Province The People’s Republic of China	The property comprises the commercial development known as “Skyworth Shuangzhi Shuangchuang Industrial Park” with a site area of approximately 48,544 square metres. The subject development was completed in 2023. The total planned gross floor area of the property is approximately 111,933.19 square metres which comprise the following:	The property is currently vacant and is held for sale for the saleable portion.	236,900,000 (100% interest attributable to the Group: RMB236,900,000 or HKD255,900,000)												
	<table><tr><th>Portion</th><th>Gross floor area (sqm)</th></tr><tr><td>Office for sale</td><td>30,688.73</td></tr><tr><td>Office for owner’s investment holding for at least 10 years after completion</td><td>44,310.70</td></tr><tr><td>Carparks for sale</td><td>10,295.64</td></tr><tr><td>Ancillary facilities and others</td><td><u>26,638.12</u></td></tr><tr><td>Total</td><td><u>111,933.19</u></td></tr></table>	Portion	Gross floor area (sqm)	Office for sale	30,688.73	Office for owner’s investment holding for at least 10 years after completion	44,310.70	Carparks for sale	10,295.64	Ancillary facilities and others	<u>26,638.12</u>	Total	<u>111,933.19</u>		
Portion	Gross floor area (sqm)														
Office for sale	30,688.73														
Office for owner’s investment holding for at least 10 years after completion	44,310.70														
Carparks for sale	10,295.64														
Ancillary facilities and others	<u>26,638.12</u>														
Total	<u>111,933.19</u>														
	The land use rights of the property were granted for a term of 40 years expiring on 3 July 2059 for commercial and finance uses.														

Notes:

- (1) Pursuant to 817 Real Estate Ownership Certificates — Zhe (2024) Ning Bo Shi (Zhen Hai) Bu Dong Chan Quan Di No. 0010498, etc issued by the Natural Resources and Planning Bureau of Ningbo, the land use rights and building ownership rights of the property with a total gross floor area of 25,441.82 square metres are legally vested in Ningbo Skyworth Intelligent Technology Co., Ltd. (“**NBSW**”).
- (2) NBSW is a wholly-owned subsidiary of the Company.
- (3) The property was inspected by Hu Yin-ling, a valuer with twelve years of real estate valuation experience on 20 March 2025.
- (4) We have been provided with a legal opinion on the property prepared by the Company’s PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
 - a. NBSW possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights and real estate ownership rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - b. The aforesaid approvals and permits are effective, and have not been rescinded, amended or repealed; and
 - c. The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
78. Unsold portion of Phases 1 and 2 of Chuangwei Jingyuan No. 29 Jingfa Avenue Economic Development Zone Yichun City Jiangxi Province The People's Republic of China	The property comprises the unsold portion of Phases 1 and 2 of a residential and commercial composite development known as "Chuangwei Jingyuan" which was completed in about 2018 and 2021 respectively, with a site area of approximately 38,020.42 square metres, with details as follows: Phase 1 Unsold commercial Total Unsold basement car parks Phase 2 Unsold commercial Total Unsold basement car parks The land use rights of the property were granted for a term of 70 years expiring on 14 May 2082 for residential use; and 40 years expiring on 14 May 2052 for commercial use, respectively.	The property is currently vacant and is held for sale. Gross floor area (sqm) 3,137.71 3,137.71 247 spaces Gross floor area (sqm) 7,312.88 7,312.88 104 spaces	79,700,000 (100% interest attributable to the Group: RMB79,700,000 or HKD86,100,000)

Notes:

- (1) Pursuant to a State-owned Land Use Rights Certificate — Gan (2018) Yi Chun Shi Bu Dong Chan Quan Di No. 0039432 issued by the Fixed Assets Registration Bureau of Yichun dated 14 November 2018, the land use rights of Phase 2 of the property were granted to Yichun Skyworth Property Company Limited (“YCRE”) for a term of 70 years expiring on 14 May 2082 for residential use; and 40 years expiring on 14 May 2052 for commercial use, respectively.
- (2) Pursuant to a Construction Land Use Planning Permit, Yi Jing Gui Di Zi Di No. 2013015 issued by the Urban-Rural Planning and Development Bureau of Yichun dated 6 December 2013, the proposed land use for Phases 1 and 2 of the subject site with a total site area of 66,665.53 square metres was approved.
- (3) Pursuant to nine Construction Project Planning Permits issued by the Planning Bureau of Yichun, the proposed development of Phase 2 of the property with a total planned gross floor area of 159,235.82 square metres was approved with details as follows:

Permits (Jian Zi Di Nos.)	Issue date	Portion	Gross floor area (sqm)
360901201800016-1 (Gong)	26 Jul 2018	Block #6	7,261.86
360901201800016-2 (Gong)	26 Jul 2018	Block #7	13,119.30
360901201800016-3 (Gong)	26 Jul 2018	Block #8	17,744.28
360901201800016-6 (Gong)	26 Jul 2018	Block #10	25,307.20
360901201800016-7 (Gong)	26 Jul 2018	Block #11	34,776.63
360901201800016-8 (Gong)	26 Jul 2018	Block #12	24,304.72
360901201800016-4 (Gong)	26 Jul 2018	Block #91	7,712.06
360901201800016-5 (Gong)	26 Jul 2018	Block #92	7,710.42
360901201800016-9 (Gong)	26 Jul 2018	Basement	21,299.35
Total			159,235.82

- (4) Pursuant to a Construction Works Commencement Permit, No. 362201201810161701 issued by the Development Bureau of Yichun Economic and Development Zone dated 16 October 2018, the construction of Phase 2 of the property with a total planned gross floor area of 156,000 square metres was approved.
- (5) Pursuant to seven Pre-sale Permits issued by the Administration Approval Bureau of Yichun, Administration Approval Bureau of Yichun Economic and Development Zone or Economic Development and Labour Protection Bureau of Yichun Economic and Development Zone, the pre-sale of portion of Phase 2 of the subject development was approved with details as follows:

Permits (Yi Fang Yu Shou Zheng Di Nos.)	Issue date	Portion	Gross floor area (sqm)
(Jing) No. 002	29 May 2019	Block #6 and #11	40,864.42
(Jing) No. 008	29 Aug 2019	Block #7	12,920.75
(Jing) No. 013	20 Dec 2019	Block #92	7,561.71
No. 012	25 Jan 2019	Block #10	24,756.63
(Jing) No. 012	20 Dec 2019	Block #12	23,812.68
(Jing) No. 011	28 Oct 2019	Block #91	7,561.71
(Jing) No. 001	15 Jan 2020	Block #8	17,023.87
Total			134,501.77

- (6) Pursuant to nine Building Ownership Certificates issued by the Fixed Assets Registration Bureau of Yichun, the land use rights and the building ownership rights of the unsold commercial portion of Phase 1 of the property with a total gross floor area of 3,137.71 square metres are legally vested in YCRE with details as follows:

Certificate Nos. (Gan (2018) Yi Chun Shi Bu Dong Chan Quan Di)	Issue date	Gross floor area (sqm)
Gan (2018) Yi Chun Shi Bu Dong Chan Quan Di No. 0040906	27 Nov 2018	966.15
Gan (2018) Yi Chun Shi Bu Dong Chan Quan Di No. 0040908	27 Nov 2018	118.19
Gan (2018) Yi Chun Shi Bu Dong Chan Quan Di No. 0041090	27 Nov 2018	289.38
Gan (2018) Yi Chun Shi Bu Dong Chan Quan Di No. 0041361	27 Nov 2018	72.41
Gan (2018) Yi Chun Shi Bu Dong Chan Quan Di No. 0041366	27 Nov 2018	450.35
Gan (2018) Yi Chun Shi Bu Dong Chan Quan Di No. 0041307	28 Nov 2018	500.26
Gan (2018) Yi Chun Shi Bu Dong Chan Quan Di No. 0041484	28 Nov 2018	740.97
Total		<u>3,137.71</u>

- (7) Pursuant to other 57 Building Ownership Certificates (Gan (2021) Yi Chun Shi Bu Dong Chan Quan Di Nos. 0001742, 0014875, 0014877, 0014881 to 0014885, 0014891, 0015839, 0015847 to 0015851, 0015854, 0015855, 0015857, 0015858, 0016761, 0016763 to 0016765, 0016767, 0016770, 0018232 to 0018240, 0018242, 0018246 to 0018248, 0018250 to 0018252, 0018403, 0018404 and 0045481; and Gan (2022) Yi Chun Shi Bu Dong Chan Quan Di Nos. 0001555 to 0001560, 0001562, 0001563) issued by the Fixed Assets Registration Bureau of Yichun between 5 July 2021 and 12 January 2022, the land use rights and the building ownership rights of the unsold commercial portion of Phase 2 of the property with a total gross floor area of 7,312.88 square metres are legally vested in YCRE.
- (8) YCRE is a wholly-owned subsidiary of the Company.
- (9) The property was inspected by Chen Shu-ting, a valuer with five years of real estate valuation experience on 19 March 2025.
- (10) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
- YCRE possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - The aforesaid approvals and permits are effective, and have not been rescinded, amended or repealed;
 - YCRE has the right to pre-sale the portion of the subject development in accordance with the aforesaid pre-sale permits; and
 - The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
79. Qilinhui Town located at East of Yongle Road and West of Tongle Road Quanjiao County Chuzhou City Anhui Province The People's Republic of China	The property comprises the proposed residential and commercial composite development known as "Qilinhui Town" with a total site area of approximately 602,524 square metres. The total planned gross floor area of Phase 1 of the property is approximately 927,595 square metres which comprise the following:	Phase 1 of the property is currently vacant and is held for sale. The remaining portion of the property was still under construction as of the valuation date and is expected to be completed by the end of December 2028.	2,008,500,000 (100% interest attributable to the Group: RMB2,008,500,000 or HKD2,169,200,000)
	Portion Residential 696,843 Commercial 23,847 Carparks and others <u>206,905</u> Total <u><u>927,595</u></u>	Gross floor area (sqm)	
	The land use rights of portion of the property were granted for a common term of 70 years with the latest expiring date being 17 December 2088 for residential use; and a common term of 40 years with the latest expiry date being 17 December 2058 for commercial and services uses, respectively.		

Notes:

- (1) Pursuant to four State-owned Land Use Rights Certificates issued by the State-land Resources Bureau of Quanjiao, the land use rights of portion of the property with a total site area of 497,559 square metres were granted to Chuzhou Skyworth Construction Development Limited (“CZCD”) for a term of 70 years for residential use; and 40 years for commercial and services uses, respectively, with details as follows:

Certificate Nos. (Wan (2019) Quan Jiao Xian Bu Dong Chan Quan Di)	Issue date	Site area (sqm)	Land use rights expiry dates
No. 0013461	25 Oct 2019	58,499	Residential: 17 Dec 2088 Commercial and services: 17 Dec 2058
No. 0012815	15 Oct 2019	178,436	Residential: 16 Dec 2088 Commercial and services: 16 Dec 2058
No. 0012816	25 Oct 2019	198,160	Residential: 16 Dec 2088 Commercial and services: 16 Dec 2058
No. 0012729	12 Oct 2019	62,464	Residential: 16 Dec 2088 Commercial and services: 16 Dec 2058
Total		497,559	

- (2) For the remaining land portion with a total site area of 104,965 square metres, CZCD has entered into two State-owned Land Use Rights Grant Contracts (i.e., No. 2019-B-23 and No. 2020-B-41) with Quan Jiao State-land Resources Bureau to obtain the land use rights. As advised the Group, all the land premium has been settled and pending for formal issuance of the title certificates. The value of this portion is excluded from the value as reported above.
- (3) Pursuant to a Real Estate Title Certificate — Wan (2024) Quan Jiao Xian Bu Dong Chan Quan Di No. 0006809 issued by the Natural Resources and Planning Bureau of Quanjiao dated 13 December 2024, the land use rights of the property with a site area of 178,436 square metres was granted to CZCD for a term of 70 years commencing on 17 December 2018 and expiring on 16 December 2088 for residential use; and the building ownership rights of 236 residential units of Blocks #38 to #40, #65 to #73, #75, #76, #77, #100 to #103, #105 and #106 of the property with a total gross floor area of 33,346.95 square metres are legally vested in CZCD for residential use, with details as follows:

Block	Residential Units	No. of storey	Gross floor area (sqm)
#38	32	9	4,051.88
#39	48	9	6,083.16
#40	48	9	6,086.94
#65	8	2	1,317.7
#66	8	2	1,317.7
#67	8	2	1,317.7
#68	8	2	1,317.7
#69	8	2	1,317.7
#70	8	2	998.21
#71	8	2	1,098.4
#72	8	2	1,098.4
#73	8	2	1,098.4
#75	8	2	1,098.4
#76	8	2	1,098.4
#77	8	2	1,098.4
#100	2	3	491.31
#101	2	3	491.31
#102	2	3	491.31
#103	2	3	491.31
#105	2	3	491.31
#106	2	3	491.31
Total	236		33,346.95

- (4) Pursuant to eight Construction Land Use Planning Permits, Di Zi Di Nos. 341124201900023 to 341124201900030 issued by the Natural Resources and Planning Bureau of Qianjiang all dated 10 June 2019, the proposed land use for portion of the subject site with a total site area of 497,559 square metres was approved.
- (5) Pursuant to two Construction Project Planning Permits, Nos. 2019104 and 2019105 issued by the Natural Resources and Planning Bureau of Qianjiang all dated 30 October 2019, the proposed development of portion of the property with a total planned gross floor area of 927,595 square metres was approved.
- (6) Pursuant to a Construction Works Commencement Permit, No. 3411241910280001-SX-001 issued by the Housing and Urban-Rural Development Bureau of Qianjiang County dated 1 November 2019, the construction of the proposed development of portion of the property with a total planned gross floor area of 5,964 square metres was approved.
- (7) Pursuant to a Construction Works Commencement Permit, No. 3411242002260013-SX-001 issued by the Housing and Urban-Rural Development Bureau of Qianjiang County dated 15 January 2021, the construction of the proposed development of portion of the property with a total planned gross floor area of 42,206 square metres was approved.
- (8) Pursuant to twenty-one Pre-sale Permits (21 Quan Fang Yu Shou Zheng No. 85 to No. 105) issued by the Housing and Urban-Rural Development Bureau of Qianjiang County all dated 10 November 2021, the pre-sale of portion of the subject development (i.e., Guanhuyuan #38 to #40, #65 to #73, #75, #76, #77, #100 to #103, #105 and #106) with a total gross floor area of 34,702.34 square metres was approved with details as follows:

Certificate

Nos. (21 Quan Fang Yu Shou Zheng Di)	Block Nos. of the subject development	Issue date	Gross floor area (sqm)	Usage
No. 85	#38	10 Nov 2021	4,596.67	Commercial and Residential
No. 86	#39	10 Nov 2021	7,000.14	Commercial and Residential
No. 87	#40	10 Nov 2021	6,086.94	Residential
No. 88	#65	10 Nov 2021	1,317.7	Residential
No. 89	#66	10 Nov 2021	1,317.7	Residential
No. 90	#67	10 Nov 2021	1,317.7	Residential
No. 91	#68	10 Nov 2021	1,317.7	Residential
No. 92	#69	10 Nov 2021	1,317.7	Residential
No. 93	#70	10 Nov 2021	998.21	Residential
No. 94	#71	10 Nov 2021	1,098.4	Residential
No. 95	#72	10 Nov 2021	1,098.4	Residential
No. 96	#73	10 Nov 2021	1,098.4	Residential
No. 97	#75	10 Nov 2021	1,098.4	Residential
No. 98	#76	10 Nov 2021	1,098.4	Residential
No. 99	#77	10 Nov 2021	1,098.4	Residential
No. 100	#100	10 Nov 2021	482.58	Residential
No. 101	#101	10 Nov 2021	482.58	Residential
No. 102	#102	10 Nov 2021	482.58	Residential
No. 103	#103	10 Nov 2021	482.58	Residential
No. 104	#105	10 Nov 2021	482.58	Residential
No. 105	#106	10 Nov 2021	482.58	Residential
Total			<u>34,756.34</u>	

- (9) As advised by the Group, the total budgeted construction cost of the property was approximately RMB5,853,594,718, of which an amount of approximately RMB4,041,823,355 was yet to be incurred as of the Valuation Date.

- (10) For reference purpose, the value of the property (on a 100% basis) assuming completion as of the Valuation Date would be RMB4,494,200,000.
- (11) CZCD is a wholly-owned subsidiary of the Company.
- (12) The property was inspected by Chen Shu-ting, a valuer with five years of real estate valuation experience on 26 March 2025.
- (13) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
- a. Save for those mentioned in Note 2 above, CZCD possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - b. As confirmed by CZCD, they are unable to obtain the requisite title certificates for those lands mentioned in Note 2;
 - c. The aforesaid approvals and permits are effective, and have not been rescinded, amended or repealed;
 - d. CZCD has the right to pre-sale the portion of the subject development in accordance with the aforesaid pre-sale permits; and
 - e. The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

			Market value in existing state as of 28 February 2025 RMB								
Property	Description and tenure	Particulars of occupancy									
80. Yichun Skyworth Yuyuan located at South of Jinyuan Road and west of Jingdu Road Economic and technological development zone Yichun City Jiangxi Province The People’s Republic of China	The property comprises the unsold portion of a residential development known as “Yichun Skyworth Yuyuan” which was completed in about 2024, with a site area of approximately 59,406 square metres, with details as follows: <table><tr><td></td><td>Gross floor area (sqm)</td></tr><tr><td>Unsold residential (sold but yet to be handedover)</td><td>3,618.87</td></tr><tr><td>Unsold residential</td><td><u>63,775.59</u></td></tr><tr><td>Total</td><td><u>67,394.46</u></td></tr></table> Unsold basement carpark (sold but yet to be handedover) 23 spaces Unsold basement carpark 287 spaces The land use rights of the property were granted for a term of 70 years expiring on 3 December 2088 for residential use.		Gross floor area (sqm)	Unsold residential (sold but yet to be handedover)	3,618.87	Unsold residential	<u>63,775.59</u>	Total	<u>67,394.46</u>	The property is currently vacant and is held for sale.	349,200,000 (100% interest attributable to the Group: RMB349,200,000 or HKD377,100,000)
	Gross floor area (sqm)										
Unsold residential (sold but yet to be handedover)	3,618.87										
Unsold residential	<u>63,775.59</u>										
Total	<u>67,394.46</u>										

Notes:

- (1) Pursuant to a Real Estate Title Certificate — Gan (2021) Yi Chun Shi Bu Dong Chan Quan Di No. 0040543 issued by the Natural Resources Bureau of Yichun dated 19 November 2020, the land use rights of the property with a site area of 59,406 square metres were granted to Jiangxi Jinchuang Real Estate Development Co. Ltd. (“JXJC”) for a term expiring on 3 December 2088 for residential use.

- (2) Pursuant to a Construction Land Use Planning Permit, Di Zi Di No. 360901202100002 (Gong) issued by the Natural Resources Bureau of Yichun dated 17 March 2021, the proposed land use for portion of the subject site with a total site area of 59,406 square metres was approved.
- (3) Pursuant to 13 Construction Project Planning Permits issued by the Planning Bureau of Yichun, the proposed development of Phase 1 of the property with a total planned gross floor area of 104,142 square metres was approved with details as follows:

Permits (Jian Zi Di Nos.)	Issue date	Portion	Gross floor area (sqm)
360901202100080-1	27 Oct 2021	Block #3	7,427
360901202100080-2	27 Oct 2021	Block #4	3,832
360901202100080-3	27 Oct 2021	Block #5	8,875
360901202100080-4	27 Oct 2021	Block #6	4,587
360901202100080-5	27 Oct 2021	Block #7	8,875
360901202100080-6	27 Oct 2021	Block #8	4,587
360901202100080-7	27 Oct 2021	Block #9	7,409
360901202100080-8	27 Oct 2021	Block #10	3,832
360901202100080-9	27 Oct 2021	Block #11	7,414
360901202100080-10	27 Oct 2021	Block #12	1,808
		Kindergarten	
360901202100080-11	27 Oct 2021	Ancillary Room #1	625
360901202100080-12	27 Oct 2021	Ancillary Room #2	191
360901202100080-13	27 Oct 2021	Basement	44,680
Total			104,142

- (4) Pursuant to eight Construction Project Planning Permits issued by the Planning Bureau of Yichun, the proposed development of Phase 2 of the property with a total planned gross floor area of 60,745 square metres was approved with details as follows:

Permits (Jian Zi Di Nos.)	Issue date	Portion	Gross floor area (sqm)
360901202100095-1	30 Dec 2021	Block #1	5,452
360901202100095-2	30 Dec 2021	Block #2	2,779
360901202100095-3	30 Dec 2021	Block #13	8,674
360901202100095-4	30 Dec 2021	Block #14	8,673
360901202100095-5	30 Dec 2021	Block #15	8,670
360901202100095-6	30 Dec 2021	Block #16	8,472
360901202100095-7	30 Dec 2021	Block #17	9,015
360901202100095-8	30 Dec 2021	Block #18	9,010
Total			60,745

- (5) Pursuant to two Construction Works Commencement Permits, No. 360903202111240301 (for Phase 1) and No. 360903202201170301 (for Phase 2) issued by the Administrative Approval Bureau of Yichun dated 24 November 2022, the construction of the proposed development of portion of the property with a total planned gross floor area of 104,142 square metres was approved.

- (6) Pursuant to four Pre-sale Permits issued by the Administrative Approval Bureau of Yichun, the pre-sale of portion of Phases 1 and 2 of the subject development was approved with details as follows:

Permits (Yi Fang Yu Shou Zheng Di Nos.)	Issue date	Portion	Gross floor area (sqm)
(Jing) No. 02	24 Jan 2022	Block #3, #8 and #9 of Phase 1	19,067.39
(Jing) No. 023	22 Dec 2021	Block #4, #6 and #7 of Phase 1	16,101.48
(Jing) No. 06	17 Nov 2022	Block #1 and #2 of Phase 2	20,628.64
		Block #5 and #10 of Phase 1	
(Jing) No. 04	4 August 2023	Block #17 of Phase 2	8,979.66
Total			<u>64,777.17</u>

- (7) As advised by the Group, portion of the subject development with a total gross floor area of 3,618.87 square metres and 23 basement carparks have been pre-sold (but was yet to be handovered) for a total consideration of approximately RMB16,900,000. We have reflected the contract value of the pre-sold portion in the course of our valuation.
- (8) JXJC is a wholly-owned subsidiary of the Company.
- (9) The property was inspected by Chen Shu-ting, a valuer with five years of real estate valuation experience on 19 March 2025.
- (10) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, inter alia, the following:
- JXJC possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - The aforesaid approvals and permits are effective, and have not been rescinded, amended or repealed;
 - JXJC has the right to pre-sale the portion of the subject development in accordance with the aforesaid pre-sale permits; and
 - The property is subject to a mortgage in favour of the China Construction Bank, Yichun Branch for a term commencing on 29 April 2024 and expiring on 28 April 2029 with a maximum loan amount of RMB 316,610,800. Other than the aforesaid mortgage, the property is not subject to any guarantee, mortgage, foreclosure or other third-party rights, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
81. Skyworth Yunxitai located at South of Yuanshan East Road and east of Duoshenglou Road Yuanzhou district Yichun City Jiangxi Province The People's Republic of China	The property comprises the unsold portion of a residential development known as “Skyworth Yunxitai” which was completed in about 2024, with a site area of approximately 26,865.67 square metres, with details as follows: Portion	The property is currently vacant and is held for sale. Gross floor area (sqm)	323,800,000 (100% interest attributable to the Group: RMB323,800,000 or HKD349,700,000)
	Residential (sold but yet to be handovered)	1,324.51	
	Unsold residential	<u>32,635.97</u>	
	Total	<u>33,960.48</u>	
	Unsold basement carpark (sold but yet to be handovered)	14 spaces	
	Unsold basement carpark	310 spaces	
	The land use rights of the property were granted for a term of 70 years expiring on 13 December 2090 for residential use.		

Notes:

- (1) Pursuant to a Real Estate Title Certificate — Gan (2021) Yi Chun Shi Bu Dong Chan Quan Di Nos. 0009063 issued by the Natural Resources and Planning Bureau of Yichun dated 16 March 2021, the land use rights of the property with a site area of 26,865.67 square metres were granted to Yichun Skyworth Land Co., Limited (“YCSW”) for a term expiring on 13 December 2090 for residential use.

- (2) Pursuant to 240 Real Estate Ownership Certificates — Gan (2024) Yi Chun Shi Bu Dong Chan Quan Di Nos. 0023955, etc issued by the Natural Resources Bureau of Yichun, the land use rights and building ownership rights of the property with a total gross floor area of 40,084.8 square metres are legally vested in YCSW.
- (3) Pursuant to a Construction Land Use Planning Permit, Di Zi Di No. 360901202100003 issued by the Natural Resources Bureau of Yichun dated 11 March 2021, the proposed land use for portion of the subject site with a site area of 26,865 square metres was approved.
- (4) Pursuant to 11 Construction Project Planning Permits, Jian Zi Di No. 360901202100081-1 to 360901202100081-11 issued by the Natural Resources Bureau of Yichun all dated 28 October 2021, the proposed development of the property with a total planned gross floor area of 64,717 square metres was approved.
- (5) Pursuant to a Construction Works Commencement Permit, Jian Zi Di No.360902202112210101 issued by the Housing and Urban-Rural Development Bureau of Yuanzhou District Branch, Yichun City dated 12 December 2021, the proposed development of the property with a total planned gross floor area of 67,279 square metres was approved.
- (6) Pursuant to three Pre-sale Permits issued by the Administration Approval Bureau of Yichun, the pre-sale of portion of the subject development was approved with details as follows:

Permits (Yi 2022**Fang Yu Shou****Zheng Di)**

	Issue date	Portion	Gross floor area (sqm)
No. 039	17 Jun 2022	Block #1, #2, #5 and #6	25,157.28
No. 084	14 Nov 2022	Block #3	9,165.76
No. 060	7 Sep 2022	Block #7 and #8	11,518.08
Total			45,841.12

- (7) As advised by the Group, portion of the subject development with a total gross floor area of 1,324.51 square metres and 14 basement car parks have been pre-sold (but was yet to be handovered) for a total consideration of approximately RMB10,500,000. We have reflected the contract value of the pre-sold portion in the course of our valuation.
- (8) YCSW is a wholly-owned subsidiary of the Company.
- (9) The property was inspected by Chen Shu-ting, a valuer with five years of real estate valuation experience on 19 March 2025.
- (10) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, inter alia, the following:
- YCSW possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - The aforesaid approvals and permits are effective, and have not been rescinded, amended or repealed;
 - YCSW has the right to pre-sale the portion of the subject development in accordance with the aforesaid pre-sale permits; and
 - The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
82. Hanhua Shijia located at West of Xincheng 14th Road and north of Jinshan Avenue Dongxihu district Wuhan City Hubei Province The People's Republic of China	The property comprises the unsold portion of a residential and commercial composite development known as “Hanhua Shijia” with a site area of approximately 113,916.72 square metres, with details as follows: Portion Residential (sold but yet to be handed over) Unsold residential Unsold commercial Total Unsold basement car parks The land use rights of the property were granted for a term of 70 years expiring on 19 June 2092 for residential use; and 40 years expiring 19 June 2062 for commercial use, respectively.	Section 1 of Phase 1 of the property was completed in October 2024. Section 2 of Phase 1 of the property is currently under construction as of the Valuation Date, and is expected to be completed by May 2025. Phase 3 to 6 of the property was vacant land pending for development as of the Valuation Date.	1,429,700,000 (100% interest attributable to the Group: RMB1,429,700,000 or HKD1,544,100,000)

Notes:

- (1) Pursuant to a Real Estate Title Certificate — E (2022) Wuhan Shi Dong Xi Hu Bu Dong Chan Quan Di No. 0039405 issued by the Natural Resources and Planning Bureau of Dongxihu District, Wuhan dated 14 July 2022, the land use rights of the property with a site area of 113,916.72 square metres were granted to Wuhan Skyworth Construction Development Limited (“WHSW”) for a term of 70 years expiring on 19 June 2092 for residential use; and for a term of 40 years expiring on 19 June 2062 for commercial use, respectively.
- (2) Pursuant to a Construction Land Use Planning Permit, Wu Zi Gui (Dong) Di (2022) No. 012 issued by the Planning and Natural Resources Bureau of Dongxihu District, Wuhan dated 30 March 2022, the proposed land use for the subject site with a site area of 113,917 square metres was approved.

- (3) Pursuant to a Construction Project Planning Permit, Wu Zi Gui (Dong) Jian (2022) No. 080 issued by the Natural Resources and Planning Bureau of Dongxihu District, Wuhan dated 17 October 2022, the proposed development of the property with a total planned gross floor area of 237,490.95 square metres was approved.
- (4) Pursuant to two Construction Works Commencement Permits, No. 420112202210260101 and No. 420112202210260201 issued by Administrative Examination and Approval Bureau of Dongxihu District, Wuhan both dated 26 October 2022, the proposed development of the property with a total planned gross floor area of 45,154.91 square metres was approved.
- (5) Pursuant to two Pre-sale Permits issued by the Housing Protection and Real Estate Administration Bureau of Wuhan, the pre-sale of portion of the subject development was approved with details as follows:

Permits (Wu Fang Kai Yu Shou)	Issue date	Portion	Gross floor area (sqm)
[2022] No.482	27 December 2022	#A-1 Residential	4,841.31
		Commercial	211.78
[2023] No.360	14 September 2023	#A-2 Residential	8,868.73
Total			<u>13,921.82</u>

- (6) WHSW is a wholly-owned subsidiary of the Company.
- (7) As advised by the Group, the total budgeted construction cost of Phase 1 of the property was approximately RMB342,300,000, of which an amount of approximately RMB3,000,000 was yet to be incurred as of the Valuation Date.
- (8) For reference purpose, the value of the property (on a 100% basis) assuming completion as of the Valuation Date would be RMB1,432,600,000.
- (9) The property was inspected by Hu Yin-ling, a valuer with twelve years of real estate valuation experience on 2 April 2025.
- (10) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, inter alia, the following:
- WHSW possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - The aforesaid approvals and permits are effective, and have not been rescinded, amended or repealed; and
 - The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
83. Ruyi Smart Society located at Keerxin South Road Saihan District Huhhot City Inner Mongolia The People's Republic of China	The property comprises a proposed residential development known as “Ruyi Smart Society” with a site area of approximately 119,847.6 square metres. The property comprises the unsold portion of Phases 1 and 2 of a residential and commercial composite development known as “Ruyi Smart Society” with a site area of approximately 158,740.25 square metres, with details as follows:	The property is currently under construction as of the Valuation Date, and is expected to be completed by the end of December 2026.	1,219,700,000 (100% interest attributable to the Group: RMB1,219,700,000 or HKD1,317,300,000)
	Phase 1 and 2 Gross floor area (sqm)		
	Unsold residential	106,723.42	
	Unsold commercial	5,780.27	
	Unsold apartment	3,914.50	
	Unsold storage room	9,448.32	
	Sold but yet to be handovered	<u>16,077.95</u>	
	Total	<u>141,944.46</u>	
	Unsold basement carpark	548 spaces	
	The land use rights of the property were granted for a term of 70 years expiring on 4 February 2090 for residential use; and 40 years expiring 4 February 2060 for commercial use, respectively.		

Notes:

- (1) Pursuant to a State-owned Land Use Rights Certificate — Meng (2021) Hu He Hao Te Shi Bu Dong Chan Quan Di No. 0041101 issued by the Natural Resources and Planning Bureau of Huhhot dated 18 March 2021, the land use rights of the property with a site area of 119,847.6 square metres were granted to Huhehaote City Skyworth Construction Development Limited (“HCSW”) for a term of 70 years expiring on 4 February 2090 for residential use; and a term of 40 years expiring on 4 February 2060 for commercial use, respectively.
- (2) Pursuant to a Construction Land Use Planning Permit, Di Zi Di No. 150106202000001 issued by the Natural Resources Bureau of Huhhot dated 11 May 2020, the proposed land use for the subject site with a total site area of 119,873.832 square metres was approved.
- (3) Pursuant to a Construction Project Planning Permit, Jian Zi Di No. 150105202100018 issued by the Natural Resources Bureau of Huhhot dated 29 April 2021, the proposed development of the property with a total planned gross floor area of 321,022.24 square metres was approved.
- (4) Pursuant to a Construction Works Commencement Permit, Nos. 150100202106230101 issued by the Housing and Urban-Rural Development Bureau of Economic and Technological Development Zone, Huhhot dated 23 June 2021, the proposed development of the property with a total planned gross floor area of 138,815.75 square metres was approved.
- (5) Pursuant to nine Real Estate Title Certificates issued by the Natural Resources and Planning Bureau of Huhhot dated between 30 November 2023 and 25 January 2024, the land use rights and the building ownership rights of the unsold property portion of Phase 1 and 2, with a total gross floor area of 158,740.25 square metres are legally vested in HCSW with details as follows:

Certificate Nos.	Issue date	Portion	Gross floor area (sqm)
Meng (2023) Hu He Hao Te ShiBu Dong Chan Quan Di No.0101725	30 Nov 2023	Block 1	14,593.82
Meng (2023) Hu He Hao Te ShiBu Dong Chan Quan Di No.0101772	30 Nov 2023	Block 2	14,593.82
Meng (2023) Hu He Hao Te ShiBu Dong Chan Quan Di No.0101752	30 Nov 2023	Block 3	14,593.82
Meng (2023) Hu He Hao Te ShiBu Dong Chan Quan Di No.0101973	30 Nov 2023	Block 4	14,594.23
Meng (2023) Hu He Hao Te ShiBu Dong Chan Quan Di No.0101967	30 Nov 2023	Block 11	8,707.76
Meng (2023) Hu He Hao Te ShiBu Dong Chan Quan Di No.0103084	5 Dec 2023	Block 12	6,949.39
Meng (2023) Hu He Hao Te ShiBu Dong Chan Quan Di No.0103039	5 Dec 2023	Block 13	10,930.14
Meng (2023) Hu He Hao Te ShiBu Dong Chan Quan Di No.0103010	5 Dec 2023	Block 14	10,964.44
Meng (2024) Hu He Hao Te ShiBu Dong Chan Quan Di No.0006657	25 Jan 2024	Block 15	11,853.60
Total			107,781.02

- (6) HCSW is a wholly-owned subsidiary of the Company.
- (7) As advised by the Group, the total budgeted construction cost of the property was approximately RMB1,238,300,000, of which an amount of approximately RMB422,500,000 was yet to be incurred as of the Valuation Date.

- (8) As advised by the Group, portion of the subject development with a total gross floor area of 16077.95 square metres have been pre-sold (but was yet to be handovered) for a total consideration of approximately RMB190,600,000. We have reflected the contract value of the pre-sold portion in the course of our valuation.
- (9) For reference purpose, the value of the property (on a 100% basis, including the pre-sold but not yet handovered portion) assuming completion as of the Valuation Date would be RMB1,642,200,000.
- (10) The property was inspected by Wang Fei, a valuer with twenty years of real estate valuation experience on 1 April 2025.
- (11) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
 - a. HCSW possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - b. The aforesaid approvals and permits are effective, and have not been rescinded, amended or repealed;
 - c. HCSW has the right to pre-sale the portion of the subject development in accordance with the aforesaid pre-sale permits; and
 - d. The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
84. Wenyuefu located at Tongqiao Town Zhongkai Gaoxin District Huizhou City Guangdong Province The People's Republic of China	The property comprises a proposed residential development known as “Wenyuefu” with a site area of approximately 52,819 square metres. The land use rights of the property were granted for a term of 70 years expiring on 11 April 2093 for residential use; and 40 years expiring 11 April 2063 for commercial use, respectively.	The property was vacant land pending for development as of the Valuation Date.	570,700,000 (85.77% interest attributable to the Group: RMB489,500,000 or HKD528,700,000)

Notes:

- (1) Pursuant to a State-owned Land Use Rights Certificate — Yue (2023) Hui Zhou Shi Bu Dong Chan Quan Di No. 5055824 issued by the Natural Resources Bureau of Huizhou dated 9 June 2023, the land use rights of the property with a site area of 44,202 square metres were granted to Huizhou Skyworth Construction Development Limited (“HZCD”) for a term of 70 years expiring on 11 April 2093 for residential use; and a term of 40 years expiring on 11 April 2063 for commercial use, respectively.
- (2) For the remaining land portion with a total site area of 8,617 square metres, HZCD has entered into a State-owned Land Use Rights Grant Contract No. 441305-Z-[2024]-7 with the Natural Resources Bureau of Huizhou to obtain the land use rights. As advised the Group, all the land premium has been settled and pending for formal issuance of the title certificates.
- (3) Pursuant to a Construction Land Use Planning Permit, Di Zi Di No. 441302 (2023) 00001 issued by the Natural Resources Bureau of Huizhou, Zhongkai Hi-tech Industrial Development Zone Branch dated 7 June 2023, the proposed land use for the subject site with a total site area of 44,202 square metres was approved.
- (4) Pursuant to a Construction Land Use Planning Permit, Di Zi Di No. 4413022024YG0028415 issued by the Natural Resources Bureau of Huizhou dated 29 March 2024, the proposed land use for the subject site with a total site area of 8,617 square metres was approved.

- (5) Pursuant to nine Construction Project Planning Permits issued by Natural Resources Bureau of Huizhou, Zhongkai Hi-tech Industrial Development Zone Branch, the proposed development of the property with a total planned gross floor area of 112,825.75 square metres was approved with details as follows:

Permits (Jian Zi Di Nos.)	Issue date	Portion	Gross floor area (sqm)
4413022023GG0554315	19 Dec 2023	Block #1	13,120.95
4413022023GG0556310	19 Dec 2023	Block #2	11,566.24
4413022023GG0558332	19 Dec 2023	Block #3	11,984.57
4413022023GG0559323	19 Dec 2023	Block #4	12,597.61
4413022023GG0561393	19 Dec 2023	Block #4	1,120.80
		Commercial Block	
4413022023GG0562371	19 Dec 2023	Block #5	13,593.40
4413022023GG0563315	19 Dec 2023	Block #6	12,427.43
4413022023GG0564344	19 Dec 2023	Block #7	14,205.29
4413022023GG0566354	19 Dec 2023	Basement of Phase 1	22,209.46
Total			<u>112,825.75</u>

- (6) HZCD is an 85.77% interest-owned subsidiary of the Company.
- (7) We have attributed no commercial value to the remaining land portion of the property with a total site area of 8,617 square metres as they are yet to be granted with proper title certificates. For reference purpose, the value of the remaining land portion (on a 100% basis) would be RMB100,900,000 had they been granted with all relevant title certificates.
- (8) The property was inspected by Lin Jian-zhen, a valuer with four years of real estate valuation experience on 2 April 2025.
- (9) We have been provided with a legal opinion on the property prepared by the Company's PRC legal advisor — Global Law Office, which contains, *inter alia*, the following:
- Save as those mentioned in Note 2 above, HZCD possesses the legal title of the property, and has the rights to occupy, use, transfer, lease, mortgage or otherwise handle the land use rights of the property during the remaining land use rights term, without further payment of any land premium or relevant expenses;
 - As confirmed by HZCD, they are in the process of applying the requisite title certificates for the remaining land portion mentioned in Note 2, and there is no material impediment for HZCD to complete the relevant title registration procedures and to obtain the relevant title certificates;
 - The aforesaid approvals and permits are effective, and have not been rescinded, amended or repealed; and
 - The property is not subject to any guarantee, mortgage or foreclosure, and has not been compulsorily expropriated.

VALUATION REPORT

Group IV — Property held by the Group for self-occupation in Hong Kong

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
85. Unit 1 on 5th Floor, Units 1 to 4 on 16th Floor, Units 5 to 6 on 17th Floor and Lorry Parking Space No. L19 on 1/F Westlands Centre No. 20 Westlands Road Quarry Bay Hong Kong	The property comprises seven industrial units on Levels 5, 16 and 17 of a 27-storey industrial building which was completed in about 1989. The total gross floor area and saleable area of the industrial portion of the property is approximately 16,306 square feet and 11,741 square feet, respectively.	The property is currently owner-occupied for workshop and ancillary office purposes, of which Units 501, 1604, 1705 and 1706 are subject to intra-group leases for various terms with the latest expiry date being 30 June 2025 at a total monthly rent of HKD147,340 exclusive of management fees and government rates (except for Unit 1604 which is inclusive).	103,000,000 (100% interest attributable to the Group: RMB103,000,000 or HKD111,200,000)
(130/4,170th parts or shares of and in sub-section 1 of section C of Quarry Bay Marine Lot No. 1 and section B of Quarry Bay Marine Lot No. 2)	The property is held under two government leases for a common term of 999 years commencing on 2 February 1882 and 18 April 1900, respectively.		

Notes:

- (1) The registered owners of the property are:
 - Skyworth TV Holdings Limited (formerly known as Skyworth Electronics Company Limited which was shown on the Land Registry Certificate) registered vide memorial no. UB5459989 dated 30 September 1992 (Re: Units 2, 3 and 4 on 16th Floor);
 - Skyworth TV Holdings Limited registered vide memorial no. UB5573335 dated 2 February 1993 (Re: Unit 1 on 16th Floor);
 - Skyworth TV Holdings Limited registered vide memorial no. UB5844422 dated 20 October 1993 (Re: Lorry Parking Space No. L19 on 1/F and Unit 1 on 5th Floor); and
 - Winform Inc. registered vide memorial no. UB8277155 dated 12 December 2000 (Re: Units 5 and 6 on 17th Floor).
- (2) Skyworth TV Holdings Limited and Winform Inc. are wholly-owned subsidiaries of the Company.
- (3) The property was inspected by Jason Chu, a valuer with 7 years of real estate valuation experience on 27 March 2025.

VALUATION REPORT

Group V — Property held by the Group for investment in Hong Kong

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
86. Units 5 to 6 on 15th Floor Westlands Centre No. 20 Westlands Road Quarry Bay Hong Kong <i>(38/4,170th parts or shares of and in sub-section 1 of section C of Quarry Bay Marine Lot No. 1 and section B of Quarry Bay Marine Lot No. 2)</i>	The property comprises two conjoining industrial units on Level 15 of a 27-storey industrial building which was completed in about 1989. The total gross floor area and saleable area of the property is approximately 4,717 square feet and 3,396 square feet, respectively. The property is held under two government leases for a common term of 999 years commencing on 2 February 1882 and 18 April 1900, respectively.	The property is subject to a tenancy for a term of 2 years commencing on 8 June 2024 and expiring on 7 June 2026 at a monthly rent of HKD80,189 exclusive of management fees, government rent and government rates.	29,600,000 <i>(100% interest attributable to the Group: RMB29,600,000 or HKD32,000,000)</i>

Notes:

- (1) The registered owner of the property is Skyworth TV Holdings Limited (formerly known as Skyworth (Group) Company Limited which was shown on the Land Registry Certificate) registered vide memorial no. UB7719721 (Unit 5) and memorial no. UB7719722 (Unit 6) both dated 3 March 1999.
- (2) The property was inspected by Jason Chu, a valuer with 7 years of real estate valuation experience on 27 March 2025.

VALUATION REPORT

Group VI — Property held by the Group for self-occupation in Indonesia

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
87. An industrial facility located at EJIP Industrial Park Plot 5G Jalan Citanduy Raya Desa Sukaresmi Kecamatan Cikarang Selatan Kabupaten Bekasi Jawa Barat Indonesia	The property comprises an industrial facility with a site area of approximately 67,556 square metres, on which were erected various buildings and structures which were completed in various stages between 1995 and 2013. The buildings mainly include workshops, ancillary office and warehouse. The total gross floor area of the property is approximately 34,983 square metres. The property is held under freehold land interest.	The property is owner-occupied for production, warehouse and ancillary office purposes.	123,400,000 (100% interest attributable to the Group: RMB123,400,000 or HKD133,300,000)

Notes:

- (1) The property is registered under a Right to Build Certificate (“HGB”) — No. 02665/Sukaresmi dated 23 November 2018 with total site area of 67,556 square metres under the name of PT Skyworth Industry Indonesia (“PTSW”).
- (2) PTSW is a wholly-owned subsidiary of the Company.
- (3) The property was inspected by Susan Widjojo, a valuer with 27 years of real estate valuation experience on 6 March 2025.
- (4) We have been provided with a legal opinion on the property prepared by the Company’s Indonesia legal advisor — GHP Law Firm, which contains, *inter alia*, the following:
 - a. PTSW is a limited liability company duly organised and validly existing under the laws of the Republic of Indonesia and has the authority and legal rights to hold a HGB which grants PTSW the right to erect buildings over a land within the HGB area;
 - b. The HGB No. 02665 has been issued under PTSW which grants PTSW the legal rights to construct and erect buildings within the boundaries of the land area indicated and stipulated under the HGB No. 02665;

- c. The annotation contained in HGB No. 02665 does not indicate that the HGB No. 02665 is currently being secured as an encumbrance;
- d. Based on the information stipulated in Land Registration (“SKPT”) — No. 33389 issued by Land Office of Bekasi Regency on 13 February 2023, it is indicated that:

- There is no ongoing encumbrance over the land under HGB No. 02665;
- There is no blockage over the land under HGB No. 02665;
- HGB No. 02665 is not under confiscation; and
- There is no pending nor ongoing litigation over the land under HGB No. 02665;

Basis on the points above, the land under HGB No. 02665 is free to be transferred, subject to any corporate approval of the Client as required under the Indonesian Company Law and the Client’s Articles of Association, where relevant; and

- e. The IMB No. 503 has been issued for the construction of four (4) buildings within the area of HGB No. 342 and HGB No. 343, which consists of one (1) office and three (3) factories.

VALUATION REPORT

Group VII — Property held by the Group for self-occupation in South Africa

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
88. Erf 295 Faerie Glen Extension 1 Township 513 Arkansas Street Pretoria Faerie Glen Extension 1 Province of Gauteng Republic of South Africa	The property comprises a single-storey residential property which was completed in about 1979, and with a site area of approximately 1,268 square metres. The total gross floor area of the property is approximately 446 square metres. The property is held under freehold land interest.	The property is currently owner-occupied for residential purpose.	1,100,000 (100% interest attributable to the Group: RMB1,100,000 or HKD1,190,000)

Notes:

- (1) The registered owner of the property is Sinoprime Investments & Manufacturing SA (Pty) Ltd (“Sinoprime”) registered vide Deed of Transfer No. T105843/2014.
- (2) Sinoprime is a wholly-owned subsidiary of the Company.
- (3) The property was inspected by Frans Van Niekerk, a valuer with 7 years of real estate valuation experience on 3 March 2025.
- (4) We have been provided with a legal opinion on the property prepared by the Company’s South Africa legal advisor — Burrows Attorneys, which contains, *inter alia*, the following:
 - a. On the strength of the documents reviewed and searches conducted. They confirm that Sinoprime enjoys lawful and unencumbered ownership of the Property; and
 - b. The title is free from any restrictive conditions, servitudes, or mortgage bonds. There is no indication of any pending land claim or adverse third-party interest.

VALUATION REPORT

Group VIII — Property held by the Group for self-occupation in Ukraine

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
89. Portion of No. 8 Adama Mitskevicha Street Pervomaisky micro-district Kyiv Ukraine (1,826/10,000th parts or shares of and in the subject building)	The property comprises portion of a 3-storey commercial building which was completed in about 1960s. The gross floor area of the property is approximately 1,879.6 square metres. The property is held under freehold land interest.	The property is currently owner-occupied for office and commercial purposes.	6,080,000 (52.55% interest attributable to the Group: RMB3,200,000 or HKD3,460,000)

Notes:

- (1) The property was acquired by Strong Ukraine LLC (“SUSW”) pursuant to a Sale and Purchase Agreement dated 24 June 2016 at a consideration of RMB2,401,125.
- (2) Pursuant to the State Register of Proprietary Rights to Real Estate of the subject building, SUSW is the registered owner of the property with 1,826/10,000th parts or shares of and in the subject building.
- (3) SUSW is 52.55% interest-owned by the Company.
- (4) The property was inspected by Liudmyla Simonova, a valuer with 30 years of real estate valuation experience on 28 February 2025.
- (5) We have been provided with a legal opinion on the property prepared by the Company’s Ukraine legal advisor — Kinstellar LLC, which contains, *inter alia*, the following:
 - a. SUSW owns a 1826/10000 share of the subject building and is state registered as of the Valuation Date;
 - b. SUSW may use its share, however may not lease it out, dispose of or encumber it without the co-owner’s consent. In case of disposal, the co-owners have preemptive right to acquire the share from the SUSW; and
 - c. There are no encumbrances, such as mortgages, prohibitions on the alienation, arrests, tax pledges and no third parties’ rights such as long term leases or free of charge use rights, servitudes and superficies registered with respect to the share as well as court decisions regarding the share of SUSW’s title thereto as of the Valuation Date.

VALUATION REPORT

Group IX — Property held by the Group for self-occupation in Denmark

Property	Description and tenure	Particulars of occupancy	Market value in existing state as of 28 February 2025 RMB
90. Jellingvej 26 9230 Svenstrup J Himmerland Aalborg Municipality Denmark	The property comprises a standalone property with a site area of approximately 5,260 square metres, on which were erected various buildings and structures which were completed in about 1991. The buildings mainly comprise office, warehouse and garage. The total gross floor area of the property is approximately 1,887 square metres. The property is held under freehold land interest.	The property is subject to a tenancy for a term commencing on 1 May 2023 and continues until terminable at the earliest on 1 May 2027 at a monthly rent of DKK 62,830 exclusive of management fees and VAT.	11,200,000 (52.55% interest attributable to the Group: RMB5,890,000 or HKD6,360,000)

Notes:

- (1) The registered owner of the property is Strong Scandinavia A/S.
- (2) Strong Scandinavia A/S is 52.55% interest-owned by the Company.
- (3) The property was inspected by Claus Sondrup, a valuer with 22 years of real estate valuation experience on 4 March 2025.

RESPONSIBILITY STATEMENT

This Offer Document includes particulars given in compliance with the Listing Rules and the Codes for the purpose of giving information with regard to the Offer and the Company. All Directors jointly and severally accept full responsibility for the accuracy of information contained in this Offer Document and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief, opinions expressed in this Offer Document have been arrived at after due and careful consideration, the information contained in this Offer Document is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters or facts not contained in this Offer Document, the omission of which would make any statement in this Offer Document or this Offer Document misleading.

SHARE CAPITAL

The authorised and issued share capital of the Company as at the Latest Practicable Date and immediately upon completion of the Offer (assuming full acceptance of the Offer) are set out as follows:

<i>Authorised</i>		<i>HK\$</i>
<u>10,000,000,000</u>	Shares as at the Latest Practicable Date	<u>1,000,000,000</u>
<i>Issued and fully paid or credited as fully paid</i>		
2,233,267,420	Shares as at the Latest Practicable Date	223,326,742
<u>(350,000,000)</u>	Shares proposed to be bought-back and cancelled	<u>(35,000,000)</u>
<u>1,883,267,420</u>	Shares upon completion of the Offer	<u>188,326,742</u>

All the issued Shares rank *pari passu* with each other in all respects including the rights as to voting, dividends and capital.

Save for the 944,000 Shares bought-back by the Company on 3 January 2025, since 31 December 2024, being the end of the immediately preceding financial year, and up to the Latest Practicable Date, the Company has not issued or bought-back any Shares.

There had been no re-organisation of capital of the Company during the two financial years immediately preceding the commencement of the Offer Period on 27 March 2025.

As at the Latest Practicable Date, save for the 500,000 outstanding share awards under the 2020 Share Award Scheme, the 41,000,000 outstanding share awards under the 2024 Share Award Scheme and the 2,233,267,420 Shares in issue, the Company did not have other class of securities, outstanding options, derivatives, warrants or other securities which are convertible or exchangeable into Shares.

Details of the Shares issued by the Company during the two-year period immediately preceding the commencement date of the Offer Period and up to the Latest Practicable Date are set out as follows:

Date of Issuance	No. of Shares	Price per Share (HK\$)	Total Consideration (HK\$)
3 July 2024	240,000	2.68	643,200

Details of the Shares bought-back by the Company during the 12-month period immediately preceding the date of this Offer Document are set out as follows:

Date of Buy-back	No. of Shares	Average Price per Share (HK\$)	Total Consideration (HK\$)
4 June 2024	1,986,000	2.8919	5,743,313.4
5 June 2024	2,650,000	2.9753	7,884,545
6 June 2024	950,000	3.0021	2,851,995
7 June 2024	2,094,000	3.0471	6,380,627.4
11 June 2024	4,594,000	3.0109	13,832,074.6
12 June 2024	2,358,000	3.0462	7,182,939.6
13 June 2024	3,802,000	3.0631	11,645,780
14 June 2024	500,000	3.0931	1,546,560
17 June 2024	2,260,000	3.0948	6,994,248
18 June 2024	900,000	3.0981	2,788,290
19 June 2024	1,590,000	3.1107	4,946,013
20 June 2024	2,510,000	3.0974	7,774,474
21 June 2024	158,000	3.0957	489,120.6
24 June 2024	11,178,000	3.0731	34,351,111.8
25 June 2024	3,320,000	3.1052	10,309,264
26 June 2024	6,100,000	3.1139	18,994,780
27 June 2024	5,000,000	3.0736	15,368,060
28 June 2024	5,000,000	3.0813	15,406,420
2 July 2024	6,700,000	3.0595	20,498,780
3 July 2024	2,700,000	3.0521	8,240,680
4 July 2024	1,920,000	3.1121	5,975,200
28 August 2024	62,000	2.7739	171,980
29 August 2024	50,000	2.86	143,000
30 August 2024	1,600,000	2.8939	4,630,300
2 September 2024	932,000	2.8929	2,696,200
3 September 2024	400,000	2.9000	1,160,000
4 September 2024	500,000	2.9000	1,450,000
16 September 2024	1,192,000	2.6834	3,198,612.8
17 September 2024	2,332,000	2.7729	6,466,402.8
19 September 2024	124,000	2.7887	345,798.8
20 September 2024	2,016,000	2.8395	5,724,432

Date of Buy-back	No. of Shares	Average Price per Share (HK\$)	Total Consideration (HK\$)
23 September 2024	2,502,000	2.8977	7,250,045.4
24 September 2024	3,078,000	2.9571	9,101,953.8
25 September 2024	4,184,000	2.9949	12,530,661.6
30 October 2024	1,606,000	3.0723	4,934,060
11 November 2024	926,000	3.1434	2,910,788.4
12 November 2024	2,462,000	3.0953	7,620,628.6
13 November 2024	3,730,000	3.1372	11,701,720
27 November 2024	1,654,000	2.8655	4,739,537
28 November 2024	510,000	2.9549	1,506,999
29 November 2024	3,600,000	2.9993	10,797,480
3 December 2024	3,500,000	3.0402	10,640,540
4 December 2024	1,870,000	3.0464	5,696,768
5 December 2024	3,790,000	3.0482	11,552,678
6 December 2024	2,068,000	3.0529	6,313,397.2
9 December 2024	3,432,000	3.0649	10,518,580
10 December 2024	1,712,000	3.0815	5,275,528
11 December 2024	2,126,000	3.0723	6,531,709.8
13 December 2024	756,000	3.0816	2,329,660
16 December 2024	1,498,000	3.0955	4,637,059
17 December 2024	1,192,000	3.0989	3,693,888.8
18 December 2024	1,290,000	3.1077	4,008,933
19 December 2024	432,000	3.0988	1,338,681.6
23 December 2024	1,056,000	3.1052	3,279,091.2
31 December 2024	1,000,000	3.1000	3,100,000
3 January 2025	944,000	3.1000	2,926,400

During the two-year period immediately preceding the date of this Offer Document, the Company declared cash dividends in the amount of HK3.0 cents and HK5.0 cents per Share for the six months ended 30 June 2023 and the year ended 31 December 2023, which were fully paid on 22 September 2023 and 13 June 2024, respectively. Depending on the future results and financial position of the Group, the Company may, on the recommendation of the Board, declare dividends as and when it considers appropriate taking into account the then financial performance of the Group as well as the amount of profits and/or reserves legally available for distribution. The Company does not intend to announce, declare or pay any dividend, distribution or other return of capital or alter its dividend policy before the close of the Offer.

INTERESTS OF DIRECTORS AND CHIEF EXECUTIVE IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at the Latest Practicable Date, the interests of the Directors and chief executive of the Company in the Shares, which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b)

to be entered in the register required to be kept under section 352 of the SFO; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as contained in Appendix C3 to the Listing Rules; or (d) to be disclosed under the Codes, were as follows:

Long position in Shares of the Company and associated corporations

The Company

Name	Capacity	Total	Approximate % of issued Shares
Ms. Lin (Notes 1 & 2)	Beneficial owner	9,160,382	0.41
	Spousal interest	1,238,258,799	55.45
		1,247,419,181	55.86
	Beneficiary of a trust (other than a discretionary interest)	3,000,000	0.13
Mr. Lin (Note 3)	Beneficial owner	3,898,719	0.17
	Spousal interest	150,000	0.01
		4,048,719	0.18
	Beneficiary of a trust (other than a discretionary interest)	12,000,000	0.54
Mr. Shi Chi (Note 4)	Beneficial owner	26,000,000	1.16
	Spousal interest	20,336,000	0.91
		46,336,000	2.07
	Beneficiary of a trust (other than a discretionary interest)	20,000,000	0.90
Mr. Lam Shing Choi, Eric (Note 5)	Beneficial owner	3,000,000	0.13
	Beneficiary of a trust (other than a discretionary interest)	3,500,000	0.16
		6,500,000	0.29
Mr. Wu Qinan (Note 6)	Beneficial owner	3,000,000	0.13
	Beneficiary of a trust (other than a discretionary interest)	3,000,000	0.13
		6,000,000	0.27
Mr. Li Weibin (Note 7)	Beneficial owner	1,000,000	0.04

Notes:

- (1) 37,300,000 Shares are held by Mr. Wong and 1,200,958,799 Shares are held by Target Success in its capacity as trustee of the Skysource Unit Trust in which all of the units and issued shares of Target Success are held by Mr. Wong. As such, Mr. Wong is interested and deemed to be interested in 1,238,258,799 Shares.

- (2) Ms. Lin is an executive Director of the Company and the spouse of Mr. Wong. Ms. Lin is interested in 1,247,419,181 Shares, which comprise 9,160,382 Shares held by herself and the deemed interests in 1,238,258,799 Shares held by her spouse Mr. Wong. As at the Latest Practicable Date, Ms. Lin has also been granted share awards in relation to 3,000,000 Shares under the 2024 Share Award Scheme.
- (3) Mr. Lin is an executive Director of the Company and the son of Mr. Wong and Ms. Lin. Mr. Lin is interested in 4,048,719 Shares, which comprise 3,898,719 Shares held by himself and the deemed interests in 150,000 Shares held by her spouse Ms. Qu Wanfei. As at the Latest Practicable Date, Mr. Lin has also been granted share awards in relation to 12,000,000 Shares under the 2024 Share Award Scheme.
- (4) Mr. Shi Chi is an executive Director and the Chief Executive Officer of the Company. Mr. Shi Chi is interested in 46,336,000 Shares, which comprise 26,000,000 Shares held by himself and the deemed interests in 20,336,000 Shares held by her spouse Ms. Tang Yan. As at the Latest Practicable Date, Mr. Shi Chi has also been granted share awards in relation to 20,000,000 Shares under the 2024 Share Award Scheme.
- (5) Mr. Lam Shing Choi, Eric is an executive Director of the Company. As at the Latest Practicable Date, Mr. Lam Shing Choi, Eric has also been granted (i) share awards in relation to 500,000 Shares under the 2020 Share Award Scheme and (ii) share awards in relation to 3,000,000 Shares under the 2024 Share Award Scheme.
- (6) Mr. Wu Qinan is an executive Director of the Company. As at the Latest Practicable Date, Mr. Wu Qinan has also been granted share awards in relation to 3,000,000 Shares under the 2024 Share Award Scheme.
- (7) Mr. Li Weibin is an independent non-executive Director of the Company.

Associated corporations — Skyworth Digital

Name	Capacity	Total	Approximate
			% of issued shares
Mr. Shi Chi	Beneficial owner	36,770,524	3.20

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) to be entered in the register required to be kept under section 352 of the SFO; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as contained in Appendix C3 to the Listing Rules; or (d) to be disclosed under the Codes.

INTERESTS OF SUBSTANTIAL SHAREHOLDERS

As at the Latest Practicable Date, according to the register kept by the Company pursuant to Section 336 of the SFO and, so far as was known to the Directors, the persons or entities, other than a Director or chief executive of the Company, who had an interest in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the

provisions of Divisions 2 and 3 of Part XV of the SFO or which were, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company, or in any options in respect of such share capital were as follows:

Name	Capacity	Number of Shares (Long positions)	Approximate % of issued Shares
Target Success	Trustee (<i>Note 1</i>)	1,200,958,799	53.78
Mr. Wong	Beneficial owner	37,300,000	1.67
	Spousal interest (<i>Note 3</i>)	12,160,382	0.54
	Interest of controlled corporation (<i>Note 1</i>)	1,200,958,799	53.78
		<u>1,250,419,181</u>	<u>55.99</u>
Ms. Lin	Beneficial owner	9,160,382	0.41
	Beneficiary of a trust (other than a discretionary interest)	3,000,000	0.13
	Spousal interest (<i>Note 2</i>)	<u>1,238,258,799</u>	<u>55.45</u>
		<u>1,250,419,181</u>	<u>55.99</u>

Notes:

- (1) 1,200,958,799 Shares are held by Target Success in its capacity as trustee of the Skysource Unit Trust in which all of the units and issued shares of Target Success are held by Mr. Wong. As such, Mr. Wong is deemed to be interested in 1,200,958,799 Shares.
- (2) Mr. Wong is interested in 1,247,419,181 Shares, which comprise 37,300,000 Shares held by himself, the deemed interests in 1,200,958,799 Shares held by Target Success and the deemed interests in 9,160,382 Shares held by his spouse, Ms. Lin.
- (3) Ms. Lin is interested in 1,247,419,181 Shares, which comprise 9,160,382 Shares held by herself and the deemed interests in 1,238,258,799 Shares held by her spouse Mr. Wong. As at the Latest Practicable Date, Ms. Lin has also been granted share awards in relation to 3,000,000 Shares under the 2024 Share Award Scheme.

Save as disclosed herein and so far as was known to the Directors, as at the Latest Practicable Date, no person (not being a Director or chief executive of the Company) had an interest or a short position in the Shares or underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company, or in any options in respect of such share capital.

OTHER INTERESTS IN THE COMPANY

As at the Latest Practicable Date:

- (i) save as disclosed in the section headed “*Changes in Shareholding Structure*” in the letter from the Board and Shares held by exempt principal traders or exempt fund managers or Shares held on behalf of non-discretionary investment clients of the CITICS Group, the Company, the Directors and the persons acting in concert with them are not interested in any Shares or any convertible securities, warrants, options or derivatives in respect of any Shares;
- (ii) save for the Irrevocable Undertakings, no persons have irrevocably committed themselves to accept or reject the Offer;
- (iii) save as disclosed in the section headed “*Interests of Substantial Shareholders*”, there is no *Shareholder* who holds 10% or more of the voting rights of the Company; and
- (iv) none of the Company, the Directors or any person acting in concert with them have borrowed or lent any Shares or any convertible securities, warrants, options or derivatives in respect of any Shares.

DEALINGS IN SECURITIES

The Company did not/will not conduct any on-market buy-back of Shares from the date of the Announcement up to and including the date on which the Offer closes, lapses or is withdrawn, as the case may be.

Each of Mr. Wong and Ms. Lin has irrevocably undertaken to the Company that he or she will not, and will procure the holders of Shares whose Shares he or she is deemed to be interested in by virtue of Part XV of the SFO (namely Target Success) not to, accept the Offer. Further, each of the Undertaking Directors, Ms. Qu Wanfei and Ms. Tang Yan has irrevocably undertaken to the Company that he or she will not, and will procure the holders of Shares whose Shares he or she is deemed to be interested in by virtue of Part XV of the SFO not to, accept the Offer. The Irrevocable Undertakings will be binding until the closing, lapse or withdrawal of the Offer. In accordance with the scheme rules of the Share Award Schemes, the Board has instructed the trustee of the Share Award Schemes not to accept the Offer.

During the Relevant Period, save as disclosed below and save for the issuances and buy-backs of Shares by the Company as disclosed in the section headed “*Changes in Shareholding Structure*” in the letter from the Board, (i) the Company, the Directors or any persons acting in concert with them, (ii) any person who prior to the Latest Practicable Date had irrevocably committed to accept or reject the Offer, and (iii) shareholder of the Company which holds 10% or more of the voting rights of the Company did not deal for value in any Shares or any convertible securities, warrants, options or derivatives in respect of any Shares.

Dealings from 27 September 2024 to 26 December 2024 (aggregated on a weekly basis):

Date of Transaction		Name of Party	Nature of Transaction	Number of Shares involved	Price paid for each Share (HK\$)	
Start	End				Highest Price (where applicable)	Lowest Price (where applicable)
18 October 2024	24 October 2024	Trustee	Buy	20,000	3.02	3.02
25 October 2024	31 October 2024	Trustee	Buy	100,000	3.05	3.05
8 November 2024	14 November 2024	Trustee	Buy	868,000	3.10	3.07
22 November 2024	28 November 2024	Trustee	Buy	50,000	2.90	2.90
6 December 2024	12 December 2024	Trustee	Buy	40,000	3.05	3.05
13 December 2024	19 December 2024	Trustee	Buy	364,000	3.08	3.08
20 December 2024	26 December 2024	Trustee	Buy	192,000	3.10	3.10
20 December 2024	26 December 2024	Mr. Lam Shing Choi, Eric	Vesting of share awards	500,000	—	—
20 December 2024	26 December 2024	Mr. Shi Chi	Vesting of share awards	8,000,000	—	—

Dealings from 27 December 2024 to 26 February 2025 (aggregated on a daily basis):

Date of Transaction		Name of Party	Nature of Transaction	Number of Shares involved	Price paid for each Share (HK\$)	
					Highest Price (where applicable)	Lowest Price (where applicable)
30 December 2024		Trustee	Buy	50,000	3.10	3.10
31 December 2024		Trustee	Buy	100,000	3.10	3.10
2 January 2025		Trustee	Buy	50,000	3.10	3.10
3 January 2025		Trustee	Buy	990,000	3.10	3.10
15 January 2025		Mr. Wu Qinan	Grant of share awards	600,000	—	—
15 January 2025		Ms. Qu Wanfei	Grant of share awards	150,000	—	—
17 January 2025		Mr. Lam Shing Choi, Eric	Grant of share awards	3,000,000	—	—
17 January 2025		Mr. Lin	Grant of share awards	12,000,000	—	—
17 January 2025		Ms. Lin	Grant of share awards	3,000,000	—	—
17 January 2025		Mr. Shi Chi	Grant of share awards	20,000,000	—	—
17 January 2025		Mr. Wu Qinan	Grant of share awards	3,000,000	—	—
23 January 2025		Ms. Qu Wanfei	Vesting of share awards	150,000	—	—
23 January 2025		Mr. Wu Qinan	Vesting of share awards	600,000	—	—

MARKET PRICES

The table below shows the closing prices per Share on the Stock Exchange on (i) 25 April 2025, being the Latest Practicable Date; (ii) 27 March 2025, being the Last Trading Day; and (iii) the last trading day of each of the calendar months during the Relevant Period.

Date	Closing price per Share HK\$
30 September 2024	3.52
31 October 2024	3.09
29 November 2024	3.00
31 December 2024	3.17
28 January 2025	2.69
28 February 2025	2.58
Last Trading Day	2.70
31 March 2025	2.83
Latest Practicable Date	2.90

HIGHEST AND LOWEST CLOSING PRICES

The highest and lowest closing prices per Share as quoted on the Stock Exchange during the Relevant Period were HK\$3.86 per Share on 7 October 2024 and HK\$2.53 per Share on 4 March 2025.

DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date:

- (i) Mr. Shi Chi has entered into a service contract with the Company for a term of 3 years with expiry date of 29 April 2028, pursuant to which he is entitled to: (a) a director's fee of RMB500,000 per annum; (b) a salary of up to RMB2,000,000 per annum, comprising the fixed director's salary of RMB1,000,000 and a performance salary of up to RMB1,000,000 determined by his performance achievement in reference to the Group's annual performance assessment policy; and (c) an annual bonus based on the performance of the Group;
- (ii) Mr. Shi Chi has entered into a service contract with Skyworth Group Co., Ltd.* (創維集團有限公司), an indirect wholly-owned subsidiary of the Company, for a term of 3 years with expiry date of 29 April 2028, pursuant to which he is entitled to a salary of RMB1,000,000 per annum;
- (iii) Mr. Wu Qinan has entered into a service contract with the Company for a term of 3 years with expiry date of 31 January 2028, pursuant to which he is entitled to a director's fee of RMB500,000 per annum; and

- (iv) Mr. Wu Qinan has also entered into an employment contract with Skyworth Electric Co., Ltd.* (創維電器股份有限公司) for a term of 3 years commencing from 1 April 2025 to 31 March 2028, pursuant to which he is entitled to receive an annual salary of RMB2,000,000 and an annual bonus based on the performance of Skyworth Electric Co., Ltd. for acting as general manager and director of Skyworth Electric Co., Ltd..

Save as disclosed above, as at the Latest Practicable Date, none of the Directors had entered into service contracts with any member of the Group or any associated companies of the Company which (i) (including both continuous and fixed term contracts) had been entered into or amended within 6 months before the commencement date of the Offer Period (as well as any earlier contracts which have been replaced or amended by such contracts); (ii) are continuous contracts with a notice period of 12 months or more; or (iii) are fixed term contracts with more than 12 months to run irrespective of the notice period.

MATERIAL LITIGATION

As at the Latest Practicable Date, neither the Company nor any member of the Group was involved in any litigation or arbitration of material importance and no litigation or claim of material importance was known to the Directors to be pending or threatened by or against the Company or any member of the Group.

MATERIAL CONTRACTS

Save for the disposal agreement dated 13 September 2024 entered into between Shenzhen Chuangwei-RGB Electronic Co., Ltd.* (深圳創維-RGB電子有限公司) and LG Display (Guangzhou) Co., Ltd.* (樂金顯示(廣州)有限公司) in respect of the disposal of the 10% equity interest in LG Display (China) Co., Ltd. by Shenzhen Chuangwei-RGB Electronic Co., Ltd.* (深圳創維-RGB電子有限公司) at a consideration of RMB1,300 million, details of which are set out in the announcement of the Company dated 13 September 2024, no contract (not being contracts entered into in the ordinary course of business carried on or intended to be carried on by the Company or any of its subsidiaries) was entered into by the members of the Group within the two years immediately preceding the commencement date of the Offer Period and up to the date of this Offer Document, which was or might be material.

EXPERTS AND CONSENTS

The following are the qualifications of the experts who have given opinions or advices in this Offer Document:

Name	Qualification
CITICS HK	a licensed corporation under the SFO, licensed to carry out Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities

Name	Qualification
CLSA Limited	a licensed corporation to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 7 (providing automated trading services) regulated activities
Somerley	a licensed corporation under the SFO, licensed to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities
Deloitte	certified public accountants
ValQuest Advisory (Hong Kong) Limited	professional property valuer

Each of CITICS HK, CLSA Limited, Somerley, Deloitte and ValQuest Advisory (Hong Kong) Limited has given and has not withdrawn its written consent to the issue of this Offer Document with the inclusion herein of its opinion or letter (as the case may be) and references to its name, in the form and context in which it is included.

DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection (i) on the website of the Company (<http://investor.skyworth.com>); and (ii) on the website of the Securities and Futures Commission (www.sfc.hk) from the date of this Offer Document for so long as the Offer remains open for acceptance:

- (a) the memorandum of association and bye-laws of the Company;
- (b) the annual reports of the Company for the years ended 31 December 2022, 2023 and 2024;
- (c) the written consents as referred to in the section headed “*Experts and Consents*” in this Appendix V;
- (d) the letter from the Board, the text of which is set out on pages 6 to 17 of this Offer Document;
- (e) the letter from CLSA Limited, the text of which is set out on pages 18 to 25 of this Offer Document;
- (f) the letter from the Independent Board Committee, the text of which is set out on pages 26 to 27 of this Offer Document;
- (g) the letter from Somerley, the text of which is set out on pages 28 to 63 of this Offer Document;

- (h) the report from Deloitte on the unaudited pro forma financial information of the Group, the text of which is set out in Appendix III to this Offer Document;
- (i) the property valuation report from ValQuest Advisory (Hong Kong) Limited, the text of which is set out in Appendix IV to this Offer Document;
- (j) the Irrevocable Undertakings;
- (k) the material contract referred to in the section headed “*Material Contracts*” in this Appendix V;
- (l) the service contracts referred to in the section headed “*Directors’ Service Contracts*” in this Appendix V; and
- (m) a full list of all dealings for value during the Relevant Period as referred to in the section headed “*Dealings in Securities*” in this Appendix V.

MISCELLANEOUS

- (a) The registered office of the Company is situated at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.
- (b) The Company’s principal place of business in Hong Kong is situated at Rooms 1601–04, Westlands Centre, 20 Westlands Road, Quarry Bay, Hong Kong.
- (c) The principal place of business of CITICS HK and CLSA Limited is situated at 18/F, One Pacific Place, 88 Queensway, Hong Kong.
- (d) The registered office of the Independent Financial Adviser is situated at 20/F, China Building, 29 Queen’s Road Central, Hong Kong.
- (e) The principal members of the concert group of the Company are Target Success and Mr. Wong, whose addresses are at Vistra Corporate Services Centre, Wickhams Cay II, Road Town, Tortola, VG1110, British Virgin Islands and Rooms 1601–04, 16/F., Westlands Centre, 20 Westlands Road, Quarry Bay, Hong Kong, respectively.
- (f) The English texts of this Offer Document, the form of proxy for the SGM and the Form of Acceptance shall prevail over their respective Chinese texts.

NOTICE OF SGM

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.

SKYWORTH

SKYWORTH GROUP LIMITED

創維集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 00751)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of Skyworth Group Limited (the “**Company**”) will be held at 5/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 23 May 2025 at 11:00 a.m. (or any adjournment thereof) for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT**, the conditional cash offer (the “**Offer**”) by CLSA Limited on behalf of the Company to buy-back up to 350,000,000 shares of nominal value of HK\$0.10 each in the issued share capital of the Company (the “**Shares**”) held by the shareholders of the Company (the “**Shareholders**”) at a price of HK\$3.11 per Share and subject to the terms and conditions as set out in the offer document despatched to the Shareholders on 28 April 2025 together with the accompanying form of acceptance (copies of which marked “A” have been produced to the SGM and initialed by the chairman of the SGM for the purpose of identification) be approved, without prejudice and in addition to the existing authority of the Company under the general mandate to buy-back Shares granted by the Shareholders at the annual general meeting of the Company held on 24 May 2024, and that the directors of the Company be authorised to execute all such documents (and, where necessary, to affix the seal of the Company thereon in accordance with the memorandum of association and bye-laws of the Company) and do all such acts as such directors consider desirable, necessary or expedient to give effect to or otherwise in connection with the Offer, including, without limitation, completion of the buy-back of Shares pursuant to the Offer.”

By order of the Board
Skyworth Group Limited
Shi Chi
Chief Executive Officer

Hong Kong, 28 April 2025

NOTICE OF SGM

As at the date of this notice, the Board of the Company comprises five executive Directors, namely Mr. Lin Jin (Chairman), Mr. Shi Chi (Chief Executive Officer), Ms. Lin Wei Ping, Mr. Wu Qinan and Mr. Lam Shing Choi, Eric; and three independent non-executive Directors, namely Mr. Li Weibin, Mr. Cheong Ying Chew, Henry and Mr. Hung Ka Hai, Clement.

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business

in Hong Kong:
Rooms 1601-04
Westlands Centre
20 Westlands Road
Quarry Bay
Hong Kong

Notes:

- (1) A member entitled to attend and vote at a meeting of the Company is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf. A proxy needs not be a member of the Company.
- (2) In order to be valid, the proxy form must be deposited together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of that power or authority, at the office of the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time fixed for holding the SGM or any adjournment thereof. Completion and return of the proxy form will not preclude any member from attending and voting in person should he so desire.
- (3) The register of members of the Company will be closed from Tuesday, 20 May 2025 to Friday, 23 May 2025 (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to qualify for attendance at the SGM, all transfers, accompanied by the relevant share certificates, have to be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Monday, 19 May 2025.

(4) Effect of bad weather on the SGM

The SGM will be adjourned if there is:

- (a) a tropical cyclone warning signal number 8 or above; or
- (b) a "black" rainstorm warning,

in force in Hong Kong 2 hours before the scheduled time of the SGM on the day of the SGM.

An announcement will be made by the Company in such event.

- (5) The Company would not distribute any corporate gift nor provide any refreshment to the attendees.**