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SKYWORTH

SKYWORTH GROUP LIMITED

創維集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 00751)

ANNOUNCEMENT

- (1) PROPOSED PRE-CONDITIONAL SHARE BUY-BACK OF
SKYWORTH GROUP LIMITED
BY WAY OF A SCHEME OF ARRANGEMENT
UNDER SECTION 99 OF THE COMPANIES ACT**
- (2) PROPOSED DISTRIBUTION OF
SKYWORTH PHOTOVOLTAIC SHARES
BY SKYWORTH GROUP LIMITED**
- (3) SPECIAL DEAL RELATING TO
THE ROLLOVER ARRANGEMENT**
- (4) PROPOSED WITHDRAWAL OF LISTING OF
SKYWORTH GROUP LIMITED**
- AND**
- (5) RESUMPTION OF TRADING**

Exclusive Financial Adviser to the Company



Independent Financial Adviser to the Disinterested Shareholders



SOMERLEY CAPITAL LIMITED

INTRODUCTION

On 4 January 2026, the Board resolved to, subject to satisfaction of the Pre-Conditions, put forward the Proposal which comprises:

- (i) **the Distribution and the Skyworth Photovoltaic Listing:** subject to satisfaction of the Distribution Conditions, the Company will distribute Skyworth Photovoltaic Shares held by the Company to all Shareholders (including, for the avoidance of doubt, the Wong Concert Party Group), and Skyworth Photovoltaic will apply for the Skyworth Photovoltaic Listing, i.e. listing of Skyworth Photovoltaic Shares on the Main Board of the Stock Exchange by way of introduction; and
- (ii) **the Share Buy-back Scheme:** subject to satisfaction or waiver (as applicable) of the Scheme Conditions, the Company will be delisted by way of the Share Buy-back Scheme under section 99 of the Companies Act, which involves the cancellation of the Scheme Shares in exchange for either (a) the Cash Alternative of HK\$4.03 per Scheme Share in cash or (b) the Share Alternative of one New Share per Scheme Share.

Completion of the Distribution, the Skyworth Photovoltaic Listing and the Share Buy-back Scheme are inter-conditional upon each other, and the Distribution, the Skyworth Photovoltaic Listing and the Share Buy-back Scheme will take place on or about the same day.

TERMS OF THE PROPOSAL

Subject to satisfaction of the Pre-Conditions, the Company proposes to make the Proposal.

Share Buy-back Scheme

Subject to the satisfaction or waiver (as applicable) of the Scheme Conditions and the Share Buy-back Scheme becoming effective, all Scheme Shares (which, for the avoidance of doubt, excludes the Shares held by the Wong Concert Party Group) will be cancelled in exchange for either:

- (a) the **Cash Alternative:** HK\$4.03 in cash for every Scheme Share held; or
- (b) the **Share Alternative:** one New Share for every Scheme Share held.

Scheme Shareholders may elect the Cash Alternative or the Share Alternative or a combination of both the Cash Alternative and the Share Alternative in a proportion of their choosing as the form of Scheme Consideration in respect of their entire holdings of Scheme Shares. Scheme Shareholders who do not make any election in time or whose elections are invalid will be deemed to have elected to receive the Cash Alternative.

In addition to the Scheme Consideration, under the Proposal and by way of the Distribution and the Skyworth Photovoltaic Listing, all Shareholders (which, for the avoidance of doubt, includes the Scheme Shareholders and the Wong Concert Party Group) whose names appear on the register of members of the Company as at the Record Date will also receive 0.3699779 Skyworth Photovoltaic Shares in respect of each Share they hold as at the Record Date. On the basis of the mid-point of the valuation range estimated by the Valuer as at 30 November 2025 of HK\$16.57 per Skyworth Photovoltaic Share based on the Valuation Reference Exchange Rate, the theoretical value of the 0.3699779 Skyworth Photovoltaic Shares under the Distribution and the Skyworth Photovoltaic Listing for each Share will be approximately HK\$6.13, and, together with the Scheme Consideration in the form of the Cash Alternative, the Aggregate Theoretical Amount per Scheme Share under the Proposal is equivalent to approximately HK\$10.16 for each Scheme Share.

The Company will not increase the Scheme Consideration and does not reserve the right to do so. Shareholders and potential investors of the Company should be aware that, following the making of this statement, the Company will not be allowed to increase the Scheme Consideration, unless in wholly exceptional circumstances.

Distribution

Under the Proposal and subject to the fulfilment of the Distribution Conditions, the Company will implement the Distribution which shall be effected by way of a distribution in specie of all of the Skyworth Photovoltaic Shares held by the Company to all Shareholders (including, for the avoidance of doubt, the Wong Concert Party Group) as at the Record Date. It is proposed that all of the Skyworth Photovoltaic Shares will be listed on the Main Board of the Stock Exchange by way of introduction pursuant to the Skyworth Photovoltaic Listing.

The Shareholders whose names appear on the register of members of the Company as at the Record Date will receive 0.3699779 Skyworth Photovoltaic Shares in respect of each Share they hold as at the Record Date.

It is proposed that fractions of a Skyworth Photovoltaic Share will not be distributed to the Shareholders under the Distribution, and it is intended that the fractional entitlements of Shareholders to Skyworth Photovoltaic Shares under the Distribution will be aggregated (and if necessary, rounded down to the nearest whole number of a Skyworth Photovoltaic Share) and retained by the Company for its benefit.

Skyworth Photovoltaic Listing

Application will be made to the Stock Exchange for the Skyworth Photovoltaic Shares to be listed and traded on the Stock Exchange by way of introduction.

As the Skyworth Photovoltaic Listing is proposed to be carried out by way of introduction, there will be no public offering of Skyworth Photovoltaic Shares in connection with the Skyworth Photovoltaic Listing.

The Scheme Consideration will only be paid by the Company if the Scheme Conditions are satisfied or waived (as applicable) and the Share Buy-back Scheme becomes effective. The Distribution will only be made by the Company if the Distribution Conditions are satisfied. The Skyworth Photovoltaic Listing will only take place if the Share Buy-back Scheme becomes effective.

Valuation of Skyworth Photovoltaic Shares

The Valuer has estimated that the value of each Skyworth Photovoltaic Share as at 30 November 2025 is in the range of approximately RMB12.90 to RMB17.26 (equivalent to approximately HK\$14.18 to HK\$18.96 based on the Valuation Reference Exchange Rate) based on the methodology as set out in the Annex 1 to this announcement. On the basis of such valuation and that the Shareholders will receive 0.3699779 Skyworth Photovoltaic Shares in respect of each Share they hold as at the Record Date by way of the Distribution, the theoretical value of the 0.3699779 Skyworth Photovoltaic Shares under the Distribution for each Share will be approximately HK\$6.13 (based on the mid-point of the valuation range of HK\$16.57 based on the Valuation Reference Exchange Rate) and in the range of approximately HK\$5.25 to HK\$7.01.

The foregoing paragraph is subject to and should be read in conjunction with the bases, limitations and assumptions set out in the Valuation Report set out in Annex 1 to this announcement, which has been reported on by CITICS HK in accordance with the requirements under Rule 11.1(b) of the Takeovers Code. In particular, Shareholders and potential investors should note that the value of the Skyworth Photovoltaic Shares estimated by the Valuer does not represent the trading price of the Skyworth Photovoltaic Shares immediately following completion of the Skyworth Photovoltaic Listing or at any time. The trading price of the Skyworth Photovoltaic Shares may fluctuate subject to prevailing market conditions and may materially differ from the value estimated by the Valuer. Accordingly, Shareholders and potential investors should not rely on the Valuer's estimated value of the Skyworth Photovoltaic Shares as the basis for the trading price of the Skyworth Photovoltaic Shares upon completion of the Skyworth Photovoltaic Listing.

Comparisons of Value

Under the Proposal, Shareholders will receive, by way of the Distribution and the Skyworth Photovoltaic Listing, 0.3699779 Skyworth Photovoltaic Shares in respect of each Share they hold as at the Record Date. In addition, Scheme Shareholders (i.e. Shareholders other than the Wong Concert Party Group) will also receive the Scheme Consideration of HK\$4.03 per Scheme Share in cash (assuming they validly elect the Cash Alternative) or one New Share per Scheme Share (assuming they validly elect the Share Alternative). On the basis of the mid-point of the valuation range estimated by the Valuer as at 30 November 2025 of HK\$16.57 per Skyworth Photovoltaic Share based on the Valuation Reference Exchange Rate, the theoretical value of the 0.3699779 Skyworth Photovoltaic Shares under the Distribution and the Skyworth Photovoltaic Listing for each Share will be approximately HK\$6.13, and, together with the Scheme Consideration in the form of the Cash Alternative, the Aggregate Theoretical Amount per Scheme Share under the Proposal is equivalent to approximately HK\$10.16 for each Scheme Share.

The Aggregate Theoretical Amount per Scheme Share under the Proposal of HK\$10.16 represents:

- (i) a premium of approximately 96.15% over the closing price per Share of HK\$5.18 on the Stock Exchange on the Last Trading Date;
- (ii) a premium of approximately 118.51% over the average closing price of HK\$4.65 per Share based on the daily closing prices of Shares as quoted on the Stock Exchange for the 5 consecutive trading days immediately prior to and including the Last Trading Date;
- (iii) a premium of approximately 134.06% over the average closing price of HK\$4.34 per Share based on the daily closing prices of Shares as quoted on the Stock Exchange for the 10 consecutive trading days immediately prior to and including the Last Trading Date;
- (iv) a premium of approximately 149.89% over the average closing price of HK\$4.07 per Share based on the daily closing prices of Shares as quoted on the Stock Exchange for the 30 consecutive trading days immediately prior to and including the Last Trading Date;
- (v) a premium of approximately 145.86% over the average closing price of HK\$4.13 per Share based on the daily closing prices of Shares as quoted on the Stock Exchange for the 60 consecutive trading days immediately prior to and including the Last Trading Date;
- (vi) a premium of approximately 147.66% over the average closing price of HK\$4.10 per Share based on the daily closing prices of Shares as quoted on the Stock Exchange for the 90 consecutive trading days immediately prior to and including the Last Trading Date;
- (vii) a discount of approximately 2.39% to the Group's audited net asset value attributable to the Shareholders of approximately HK\$10.41 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 date of this announcement; and
- (viii) a premium of approximately 0.88% over the Group's unaudited net asset value attributable to the Shareholders of approximately HK\$10.07 per Share pursuant to the latest unaudited consolidated financial statements of the Company as at 30 June 2025, calculated based on the unaudited consolidated net asset value attributable to the Shareholders of RMB17,379 million (based on the exchange rate of HK\$1: RMB0.91195, the central parity rate published by the People's Bank of China on its website as at 30 June 2025 for illustrative purposes) as at 30 June 2025 and Shares in issue as at the date of this announcement.

CONFIRMATION OF FINANCIAL RESOURCES

As at the date of this announcement, there are 634,536,832 Scheme Shares in issue. Assuming there will be no change in the shareholding of the Company on or prior to the Record Date and all the Scheme Shareholders will elect the Cash Alternative, the maximum amount of cash consideration payable by the Company under the Proposal is approximately HK\$2,557,183,433.

The Company proposes to finance the cash consideration payable under the Proposal in full through internal resources of the Group and/or external debt financing.

CITICS HK, being the financial adviser to the Company in respect of the Proposal, is satisfied that sufficient financial resources are available to the Company to satisfy the maximum cash consideration payable under the Proposal.

PRE-CONDITIONS, SCHEME CONDITIONS AND DISTRIBUTION CONDITIONS

The making of the Proposal, and the implementation of the Proposal, the Share Buy-back Scheme and the Distribution, are subject to the satisfaction or waiver (as applicable) of certain Pre-Conditions, Scheme Conditions and Distribution Conditions as set out in the sections headed “*Pre-Conditions*”, “*Scheme Conditions*” and “*Distribution Conditions*” of this announcement.

SPECIAL DEAL RELATING TO THE ROLLOVER ARRANGEMENT

As at the date of this announcement, the Wong Concert Party Group hold an aggregate of 1,257,467,900 Shares, representing approximately 66.46% of the issued Shares.

Pursuant to the Proposal, the Company proposes that the Wong Concert Party Group will retain their shareholding, i.e. the Wong Concert Party Group will remain as Shareholders after the Share Buy-back Scheme becomes effective. Accordingly, the Shares held by the Wong Concert Party Group will not form part of the Scheme Shares.

As the Rollover Arrangement is not offered to all Shareholders, it constitutes a special deal and requires the consent of the Executive under Rule 25 of the Takeovers Code. The Company will (prior to despatch or publication of the Scheme Document) make an application for consent from the Executive to the Rollover Arrangement, conditional on: (i) the Independent Financial Adviser confirming that the Rollover Arrangement is fair and reasonable so far as the Disinterested Shareholders are concerned; and (ii) the passing of an ordinary resolution by the Disinterested Shareholders at the SGM to approve the Rollover Arrangement.

Accordingly, as set out in Scheme Condition (e), the Share Buy-back Scheme is subject to: (i) the receipt of an opinion from the Independent Financial Adviser confirming that the Rollover Arrangement is fair and reasonable so far as the Disinterested Shareholders are concerned; (ii) the passing of an ordinary resolution by the Disinterested Shareholders at the SGM to approve the Rollover Arrangement; and (iii) the grant of consent under Rule 25 of the Takeovers Code from the Executive in respect of the Rollover Arrangement.

PROPOSED WITHDRAWAL OF LISTING

Upon the Share Buy-back Scheme becoming effective, all of the Scheme Shares will be cancelled and the share certificates in respect of the Scheme Shares will thereafter cease to have effect as documents or evidence of title. The Company will make an application to the Stock Exchange for the withdrawal of the listing of the Shares on the Stock Exchange in accordance with Rule 6.15 of the Listing Rules, with effect immediately after the Effective Date.

APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

Pursuant to Rule 3.3 of the Share Buy-backs Code, as the Proposal is initiated by the Board and no Directors will be considered as independent in respect of the Proposal, it is not possible for the Company to form an independent board committee to advise and make recommendations to the Disinterested Shareholders as to: (i) whether the Proposal, the Share Buy-back Scheme, the Distribution and the Rollover Arrangement are, or are not, fair and reasonable; and (ii) whether to vote in favour of the Share Buy-back Scheme at the Court Meeting and the resolutions in connection with the implementation of the Proposal, the Distribution and the Rollover Arrangement at the SGM.

Accordingly, under Rule 2.8 of the Takeovers Code, the Company has appointed Somerley as the Independent Financial Adviser to advise the Disinterested Shareholders in connection with the Proposal, the Share Buy-back Scheme, the Distribution and the Rollover Arrangement.

DESPATCH OR PUBLICATION OF SCHEME DOCUMENT

The Scheme Document containing, amongst others, (i) further details of the Proposal and the Share Buy-back Scheme and other matters in relation to the Proposal and the Share Buy-back Scheme; (ii) further details of the Distribution, the Skyworth Photovoltaic Listing and the Rollover Arrangement; (iii) an explanatory statement in respect of the Share Buy-back Scheme as required under the Companies Act; (iv) the expected timetable relating to the Proposal, the Share Buy-back Scheme, the Distribution and the Skyworth Photovoltaic Listing; and (v) a letter of advice from the Independent Financial Adviser to the Disinterested Shareholders in respect of the Proposal, the Share Buy-back Scheme, the Distribution and the Rollover Arrangement, together with a notice of the Court Meeting and a notice of the SGM, proxy forms and election form, are expected to be despatched to Shareholders and/or published on the websites of the Company and the Stock Exchange within seven (7) days after the fulfilment of the Pre-Conditions. The Company will apply to the Executive for its consent under Note 2 to Rule 8.2 of the Takeovers Code to permit the Scheme Document to be posted within the timeframe described above, and an announcement will be made in due course as required under the Takeovers Code.

IF THE SHARE BUY-BACK SCHEME IS NOT APPROVED OR THE PROPOSAL LAPSES

Subject to the requirements of the Takeovers Code, the Proposal and the Share Buy-back Scheme will lapse if any of the Scheme Conditions has not been satisfied or (where applicable) waived on or before the Conditions Long-stop Date.

If the Share Buy-back Scheme is not approved or the Proposal otherwise lapses, the listing of the Shares on the Stock Exchange will not be withdrawn.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was halted from 9:00 a.m. on 5 January 2026, pending the issue of this announcement.

An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on 21 January 2026.

WARNING

Shareholders and potential investors of the Company should be aware that the implementation of the Proposal will only become effective after all of the Pre-Conditions and Scheme Conditions being satisfied or waived (as applicable) (including the approval of the Rollover Arrangement pursuant to Rule 25 of the Takeovers Code) and thus the Proposal may or may not be implemented and the Share Buy-back Scheme may or may not become effective. Shareholders and potential investors of the Company should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

NOTICE TO SHAREHOLDERS

This announcement is not intended to, and does not, constitute or form part of any offer to sell or subscribe for or an invitation to purchase or subscribe for any securities or the solicitation of any vote, approval or acceptance in any jurisdiction pursuant to the Proposal or the Share Buy-back Scheme or otherwise, nor shall there be any sale, issuance or transfer of securities of the Company in any jurisdiction in contravention of applicable law or regulation. The Proposal and the Buy-back Scheme will be made solely through the Scheme Document, which will contain the full terms and conditions of the Proposal and the Buy-back Scheme, including details of how to vote on the Proposal and the Buy-back Scheme. Any approval, rejection or other response to the Proposal and the Buy-back Scheme should be made only on the basis of the information in the Scheme Document.

The availability of the Proposal and the Buy-back Scheme to persons who are not resident in Hong Kong may be affected by the laws of the relevant jurisdictions in which they are located or of which they are citizens. Persons who are not so resident in Hong Kong should inform themselves about, and observe, any applicable legal or regulatory requirements of their jurisdictions. Further details in relation to overseas Shareholders will be contained in the Scheme Document.

NOTICE TO US SHAREHOLDERS

The Proposal is being made to cancel the securities of a company incorporated in Bermuda by means of a share buy-back scheme of arrangement provided for under the laws of Bermuda and is subject to Hong Kong disclosure requirements which are different from those of the United States.

A transaction effected by means of a share buy-back scheme of arrangement is not subject to the tender offer rules of the US Securities Exchange Act of 1934, as amended. Accordingly, the Proposal is subject to the disclosure requirements and practices applicable in Bermuda and Hong Kong to schemes of arrangement which differ from the disclosure and procedural requirements applicable under the US federal securities laws.

This announcement does not constitute an offer to sell or an invitation to purchase or subscribe for any securities or a solicitation of any vote or approval in the US. This announcement does not constitute a prospectus or a prospectus equivalent document. US Scheme Shareholders are advised to read carefully the formal documentation in relation to the Proposal once it has been despatched.

*In particular, this announcement is not an offer of securities for sale nor a solicitation of an offer to buy securities in the US. The New Shares which will be issued in connection with the Share Buy-back Scheme and the Skyworth Photovoltaic Shares that will be distributed pursuant to the Distribution have not been, and will not be, registered under the US Securities Act of 1933, as amended (the “**Securities Act**”) or under the securities law of any state, district or other jurisdiction of the US, or any other jurisdiction, and no regulatory approval or clearance in respect of the New Shares and the Skyworth Photovoltaic has been, or will be, applied for in any jurisdiction other than Hong Kong. The New Shares and the Skyworth Photovoltaic Shares may not be offered or sold in the US absent a registration under the Securities Act or an exemption from registration. The Company does not intend to make any public offering of securities in the US.*

The receipt of cash pursuant to the Proposal by a US Scheme Shareholder as consideration for the cancellation of his/her/its Scheme Shares pursuant to the Share Buy-back Scheme may be a taxable transaction for US federal income tax purposes and under applicable US state and local, as well as foreign and other tax laws. Each Scheme Shareholder is urged to consult his/her/its independent professional adviser immediately regarding the tax consequences of the Proposal applicable to him/her/it.

It may be difficult for US Scheme Shareholders to enforce their rights and claims arising out of the US federal securities laws, since the Company is located in a country other than the United States, and some or all of their officers and directors may be residents of a country other than the United States. US Scheme Shareholders may not be able to sue a non-US company or its officers or directors in a non-US court for violations of the US securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court’s judgement.

Shareholders and beneficial owners of the Shares should consult their professional advisers if they are in any doubt as to the potential applicability of, or consequence under, any provision of law or regulation or judicial or regulatory decisions or interpretations in any jurisdictions, territory or locality therein or thereof and, in particular, whether there will be any restriction or prohibition on the acquisition, retention, disposal or otherwise with respect to the Shares, the New Shares or the Skyworth Photovoltaic Shares, as the case may be. It is emphasised that none of the Company and its directors or officers, employees, agents, affiliates or advisers and any other person involved in the Proposal accept any responsibility in relation to the above.

INTRODUCTION

On 4 January 2026, the Board resolved to, subject to satisfaction of the Pre-Conditions, put forward the Proposal which comprises:

- (i) **the Distribution and the Skyworth Photovoltaic Listing:** subject to satisfaction of the Distribution Conditions, the Company will distribute Skyworth Photovoltaic Shares held by the Company to all Shareholders (including, for the avoidance of doubt, the Wong Concert Party Group), and Skyworth Photovoltaic will apply for the Skyworth Photovoltaic Listing, i.e. listing of Skyworth Photovoltaic Shares on the Main Board of the Stock Exchange by way of introduction; and
- (ii) **the Share Buy-back Scheme:** subject to satisfaction or waiver (as applicable) of the Scheme Conditions, the Company will be delisted by way of the Share Buy-back Scheme under section 99 of the Companies Act, which involves the cancellation of the Scheme Shares in exchange for either (a) the Cash Alternative of HK\$4.03 per Scheme Share in cash or (b) the Share Alternative of one New Share per Scheme Share.

Completion of the Distribution, the Skyworth Photovoltaic Listing and the Share Buy-back Scheme are inter-conditional upon each other, and the Distribution, the Skyworth Photovoltaic Listing and the Share Buy-back Scheme will take place on or about the same day.

Under the Proposal, Shareholders will receive, by way of the Distribution and the Skyworth Photovoltaic Listing, 0.3699779 Skyworth Photovoltaic Shares in respect of each Share they hold as at the Record Date. In addition, Scheme Shareholders (i.e. Shareholders other than the Wong Concert Party Group) will also receive the Scheme Consideration of HK\$4.03 per Scheme Share in cash (assuming they validly elect the Cash Alternative) or one New Share per Scheme Share (assuming they validly elect the Share Alternative). On the basis of the mid-point of the valuation range estimated by the Valuer as at 30 November 2025 of HK\$16.57 per Skyworth Photovoltaic Share based on the Valuation Reference Exchange Rate, the theoretical value of the 0.3699779 Skyworth Photovoltaic Shares under the Distribution and the Skyworth Photovoltaic Listing for each Share will be approximately HK\$6.13, and, together with the Scheme Consideration in the form of the Cash Alternative, the Aggregate Theoretical Amount per Scheme Share under the Proposal is equivalent to approximately HK\$10.16 for each Scheme Share.

Upon completion of the Proposal:

- (i) Shareholders whose names appear on the register of members of the Company as at the Record Date will become shareholders of Skyworth Photovoltaic pursuant to the Distribution;
- (ii) all of the Skyworth Photovoltaic Shares will become listed on the Main Board of the Stock Exchange by way of introduction pursuant to the Skyworth Photovoltaic Listing;
- (iii) all the Scheme Shares held by the Scheme Shareholders will be cancelled and extinguished on the Effective Date in exchange for the Cash Alternative or the Share Alternative;
- (iv) the listing of the Shares on the Main Board of the Stock Exchange will be withdrawn; and
- (v) the delisted Company will be wholly-owned by the Wong Concert Party Group and the Scheme Shareholders that validly elect the Share Alternative.

Skyworth Photovoltaic is a company incorporated in the PRC with limited liability. As at the date of this announcement, Skyworth Photovoltaic is held as to 70.00% by the Company, 22.00% by Nanjing Mingchuang and 8.00% by Nanjing Mingfu. For details on the shareholding structure of Skyworth Photovoltaic, please refer to the section headed “*Shareholding Structure of Skyworth Photovoltaic*” below.

From the perspective of the Scheme Shareholders, the effect of the Proposal is a demerger of the Company by way of distributing the Skyworth Photovoltaic Shares held by the Company pursuant to the Distribution alongside a delisting for the Remaining Business. The overall Proposal seeks to achieve two main objectives: (i) to achieve the primary listing of 100% of the Skyworth Photovoltaic Shares on the Main Board of the Stock Exchange with the aim of unlocking value for the Shareholders through unlocking the growth potential in the Skyworth Photovoltaic Group and further developing the photovoltaic business carried out by it; and (ii) to delist the Company which will hold the Remaining Business after completion of the Distribution and the Skyworth Photovoltaic Listing.

TERMS OF THE PROPOSAL

Subject to satisfaction of the Pre-Conditions, the Company proposes to make the Proposal.

Share Buy-back Scheme

Subject to the satisfaction or waiver (as applicable) of the Scheme Conditions and the Share Buy-back Scheme becoming effective, all Scheme Shares (which, for the avoidance of doubt, excludes the Shares held by the Wong Concert Party Group) will be cancelled in exchange for either:

- (a) the **Cash Alternative**: HK\$4.03 in cash for every Scheme Share held; or
- (b) the **Share Alternative**: one New Share for every Scheme Share held.

Scheme Shareholders may elect the Cash Alternative or the Share Alternative or a combination of both the Cash Alternative and the Share Alternative in a proportion of their choosing as the form of Scheme Consideration in respect of their entire holdings of Scheme Shares. Scheme Shareholders who do not make any election in time or whose elections are invalid will be deemed to have elected to receive the Cash Alternative.

Any Scheme Shareholder returning the election form:

- (a) opting both to receive the Cash Alternative and the Share Alternative but failing to indicate an allocation of its Scheme Shares between the Cash Alternative and the Share Alternative, which corresponds to the total number of its Scheme Shares;
- (b) without making an election for the Cash Alternative and/or the Share Alternative in respect of all of its Scheme Shares;
- (c) not within the timeline set out in the Scheme Document;
- (d) which is not duly completed or executed in accordance with the instructions on it or contains inaccurate, incorrect, invalid or incomplete information or illegible writing or is otherwise not valid in accordance with the terms set out in the Scheme Document; or
- (e) opting for the Share Alternative (whether in whole or in part in respect of its Scheme Shares) but failing to submit all applicable KYC Documents or such additional evidence or documents as may be required by the Company or is otherwise prevented from becoming a registered holder of shares of the Company by any applicable legal or regulatory reason such as being subject to any applicable international sanctions or where the receipt of the New Shares by such Scheme Shareholder would require registration under the securities laws in that jurisdiction,

will, in each case be treated for the purposes of the election as opting to receive the Cash Alternative in respect of all of the Scheme Shares registered in its name.

In addition to the Scheme Consideration, under the Proposal and by way of the Distribution and the Skyworth Photovoltaic Listing, all Shareholders (which, for the avoidance of doubt, includes the Scheme Shareholders and the Wong Concert Party Group) whose names appear on the register of members of the Company as at the Record Date will also receive 0.3699779 Skyworth Photovoltaic Shares in respect of each Share they hold as at the Record Date. On the basis of the mid-point of the valuation range estimated by the Valuer as at 30 November 2025 of HK\$16.57 per Skyworth Photovoltaic Share based on the Valuation Reference Exchange Rate, the theoretical value of the 0.3699779 Skyworth Photovoltaic Shares under the Distribution and the Skyworth Photovoltaic Listing for each Share will be approximately HK\$6.13, and, together with the Scheme Consideration in the form of the Cash Alternative, the Aggregate Theoretical Amount per Scheme Share under the Proposal is equivalent to approximately HK\$10.16 for each Scheme Share. For details on the Distribution and the Skyworth Photovoltaic Listing, please refer to the sections headed “*Distribution*” and “*Skyworth Photovoltaic Listing*” below.

The Company will not increase the Scheme Consideration and does not reserve the right to do so. Shareholders and potential investors of the Company should be aware that, following the making of this statement, the Company will not be allowed to increase the Scheme Consideration, unless in wholly exceptional circumstances.

If, after the date of this announcement, any dividend and/or other distribution and/or other return of capital (other than the Distribution) is announced, declared or paid in respect of the Shares, the Company will reduce the Scheme Consideration by all of the amount or value of such dividend, distribution and/or, as the case may be, return of capital after consultation with the Executive, in which case any reference in this announcement, the Scheme Document or any other announcement or document to the Scheme Consideration will be deemed to be a reference to the Scheme Consideration as so reduced. As at the date of this announcement, other than the Distribution, the Company has no declared but unpaid dividends, and the Company has no intention to declare any dividend before the Effective Date.

The Scheme Consideration 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 other privatisation transactions in Hong Kong in recent years.

The Shares in which the Wong Concert Party Group are interested will not form part of the Scheme Shares and will not be cancelled. Upon the Share Buy-back Scheme becoming effective, the Company will be wholly-owned by the Wong Concert Party Group and the Scheme Shareholders who validly elect the Share Alternative, and the listing of the Shares will be withdrawn from the Stock Exchange.

Additional Requirements for Electing the Share Alternative

For the purpose of ensuring accuracy of the registered ownership of New Shares and satisfying compliance requirements applicable to shareholders of a company incorporated in Bermuda, a Scheme Shareholder may opt for the Share Alternative only in respect of the Scheme Shares that are registered in its own name on the register of members of the Company maintained by the Company's share registrar. Accordingly, where a Scheme Shareholder is holding all or part of its Scheme Shares via CCASS and wishes to opt for the Share Alternative, such Shareholder must instruct its securities dealer/custodian banks to withdraw such Scheme Shares from CCASS and arrange for the transfer of such Scheme Shares into its own name as soon as possible before the relevant deadline for election. If such Scheme Shareholder does not arrange to have its Scheme Shares withdrawn from CCASS and transferred in its name as mentioned above, such Scheme Shareholder will only receive the Cash Alternative in respect of its Scheme Shares.

Again, for the purpose of ensuring accuracy of the registered ownership of the New Shares and satisfying compliance requirements applicable to shareholders of a company incorporated in Bermuda, a Scheme Shareholder opting for the Share Alternative in respect of the Scheme Shares that are registered in its name on the register of members of the Company must, in addition to a duly completed and executed form of election and the certificate(s) for the Scheme Shares being rendered, also lodge the following KYC Documents to comply with the relevant anti-money laundering requirements of Bermuda (which shall be in English or accompanied by an English translation which is certified by a

translator qualified to translate such foreign language into English as a true translation): (a) if the registered Scheme Shareholder is an individual, he/she must provide a certified true copy (certified as a true copy by a solicitor, a certified public accountant or a chartered secretary) of each of (i) his/her valid Hong Kong Identity Card or passport; and (ii) proof of his/her residential address (which shall be issued within the last three months of the date of the election); or (b) if the registered Scheme Shareholder is a corporation, it must provide a certified true copy (certified as a true copy by a solicitor, a certified public accountant or a chartered secretary) of each of (i) its certificate of incorporation; (ii) its registration certificate (where applicable); (iii) its memorandum and articles of association or equivalent constitutional document; (iv) its register of members (or equivalent); (v) its register of directors (or equivalent); (vi) its organisation chart (showing up to its ultimate beneficial owners holding 10% shareholding or more and any intermediate holding companies); (vii) for any of the intermediate holding companies as mentioned in item (b)(vi) above, items (b)(i) to (b)(v) above of such intermediate holding company; and (viii) items (a)(i) to (a)(ii) above of each of its ultimate beneficial owners. Further, for any individual Shareholder or beneficial owner who holds 10% or more direct or indirect interests in the total issued share capital of the Company, a personal declaration form in a prescribed format will be required. For any corporate shareholder or intermediate holding company which holds 10% or more in the total issued share capital of the Company, a statement of business nature in a prescribed format will be required. The Company, the Company's share registrar and/or its agent, reserve the discretion to request additional evidence or documents as may be required for the purpose of complying with the relevant anti-money laundering requirements of Bermuda. If the registered Scheme Shareholder is a partnership or trust which holds 10% or more shareholding in the total issued share capital of the Company, certified true copy (certified as a true copy by a solicitor, a certified public accountant or a chartered secretary) of the partnership agreement/trust deed, and KYC Documents as listed in (a) and (b) above (as applicable) on its general partner, trustee, and any limited partner/beneficiary holding 10% or more direct or indirect interests in the total issued share capital of the Company will be required. More details on the KYC Documents required will be provided in the Scheme Document.

For the avoidance of doubt, the additional requirements for electing the Share alternative as disclosed in the paragraphs above shall apply to all Scheme Shareholders, including those that hold Scheme Shares through the PRC Stock Connect.

Details of the New Shares

The New Shares to be issued by the Company to the Scheme Shareholders validly electing the Share Alternative in exchange for cancellation of their Scheme Shares will be shares of an unlisted investment holding company. After completion of the Proposal, the Company will be delisted and will hold the Remaining Business — a valuation report on the Remaining Business will be set out in the Scheme Document.

If a Scheme Shareholder validly elects the Share Alternative (whether wholly or partly in respect of all of its Scheme Shares), New Shares will be allotted and issued free from all encumbrances, credited as fully paid, by the Company to such Scheme Shareholder in respect of each of its Scheme Shares for which the Share Alternative is validly opted. The New Shares to be issued under the Share Alternative will rank *pari passu* among themselves and with all the Shares already in issue.

Further details of the rights of the Shareholders will be set out in the Scheme Document. A copy of the bye-laws of the Company that will be adopted after completion of the Proposal will be available for inspection as a document on display at the time of despatch of the Scheme Document.

Set out below is a summary of the key terms of the bye-laws of the Company that will be adopted after completion of the Proposal:

- (1) Shareholders shall be entitled to receive notice of general meetings of the Company and shall have the right to one vote per Share at such meetings.
- (2) There is no dividend policy and no guarantee that any dividends will be paid nor is there any dividend payment schedule in respect of the Shares. Payment of dividends (if any) is dependent solely on whether such payment is recommended or declared by the Board.
- (3) The Company shall, on receipt of an instrument of transfer, enter the name of the transferee of the Shares in the register of shareholders in accordance with and subject to the provisions of its bye-laws.
- (4) After completion of the Proposal, the Board will consist of no less than 2 Directors. A Director may be removed by ordinary resolution, provided that any such ordinary resolution of a duly constituted general meeting of the Company must be passed by a simple majority of the votes cast by, or on behalf of, the Shareholders entitled to vote in favour of the resolution.
- (5) After completion of the Proposal, the Directors may call a general meeting of the Company at any time. The Directors must also call a general meeting if a requisition in writing is given by one or more Shareholders who together hold at least 10% of the paid up capital which carries the right to vote at such general meeting. Should the Directors fail to proceed to call a general meeting within 21 clear days from the date of receipt of a requisition, the requisitionists or any of them representing more than one half of the total voting rights of all of them may themselves call a general meeting but any meeting so convened must be held within three months of the date of deposit of the requisition.
- (6) After completion of the Proposal, pursuant to the bye-laws of the Company, an ordinary resolution may be passed by a simple majority of its Shareholders as, being entitled to do so, vote in person or, where proxies are allowed, by proxy, or, in the case of corporations, by their duly authorised representatives, at a general meeting or in writing by all of the Shareholders entitled to vote at a general meeting. Matters requiring the authority of an ordinary resolution include: (1) changing the name of the Company; (2) amending the memorandum of association or, with the approval of the Board, the bye-laws of the Company; (3) reducing the share capital of the Company; (4) if the Company is wound up, allowing the liquidator to either divide the whole or any part of the assets of the Company in specie, value any assets and determine how the division shall be carried out; or to vest the whole or any part of the assets of the Company in trustees.

- (7) If, at any time, the share capital of the Company is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be varied with the consent in writing of the holders of three-fourths of the issued shares of that class or with the sanction of a resolution passed by a majority of the votes cast at a separate general meeting of the holders of the shares of the class at which meeting the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class.

Shareholders would have their rights and obligations in relation to the Company governed by the provisions of the memorandum of association and bye-laws of the Company, the provisions of the Companies Act and other applicable laws in Bermuda.

Scheme Shareholders and investors should be aware of, among other things but not limited to, the following risk factors associated with holding the New Shares:

- **the New Shares will not be listed on any stock exchange and will not benefit from the protections afforded by the Listing Rules;**
- **section 4.1 of the Introduction to the Takeovers Code provides that the Takeovers Code applies to takeovers, mergers and share buy-backs affecting, among other things, public companies in Hong Kong and section 4.2 of the Introduction to Takeovers Code provides that in order to determine whether a company is a public company in Hong Kong, the Executive will take into account the number of Hong Kong Shareholders and the extent of share trading in Hong Kong and other factors. If the Company is determined by the Executive to be a “public company in Hong Kong” even after completion of the Proposal, the Company will be subject to the Takeovers Code;**
- **given that there is no firm intention to seek a listing of the New Shares on any stock exchange in the near term, and there can be no assurance of such intention or plan in the future, the New Shares will be illiquid, hence holders of the New Shares may find it more difficult to find a purchaser for the New Shares if they intend to sell their shares, as there is no ready market for the New Shares;**
- **there is no guarantee that any dividend payments will be paid in respect of the New Shares; and**
- **changes in the business and economic environment could adversely affect the operating profits of the Company and the Remaining Business or the value of the Company’s assets. For example, financial factors such as currency controls, devaluation or regulatory changes, or stability factors such as mass riots, pandemics, epidemics, conflicts, civil war and other potential events could contribute to the operational risks of the Remaining Business.**

Distribution

Under the Proposal and subject to the fulfilment of the Distribution Conditions, the Company will implement the Distribution which shall be effected by way of a distribution in specie of all of the Skyworth Photovoltaic Shares held by the Company to all Shareholders (including, for the avoidance of doubt, the Wong Concert Party Group) as at the Record Date. It is proposed that all of the Skyworth Photovoltaic Shares will be listed on the Main Board of the Stock Exchange by way of introduction pursuant to the Skyworth Photovoltaic Listing.

The Shareholders whose names appear on the register of members of the Company as at the Record Date will receive 0.3699779 Skyworth Photovoltaic Shares in respect of each Share they hold as at the Record Date.

It is proposed that fractions of a Skyworth Photovoltaic Share will not be distributed to the Shareholders under the Distribution, and it is intended that the fractional entitlements of Shareholders to Skyworth Photovoltaic Shares under the Distribution will be aggregated (and if necessary, rounded down to the nearest whole number of a Skyworth Photovoltaic Share) and retained by the Company for its benefit.

The Skyworth Photovoltaic Shares to be distributed by the Company under the Distribution will be fully paid and will be distributed free from all liens, charges and encumbrances and together with all rights attaching to them, including the right to receive all dividends and other distributions, if any, made or paid by reference to a record time at or after the Record Date.

Skyworth Photovoltaic Listing

Application will be made to the Stock Exchange for the Skyworth Photovoltaic Shares to be listed and traded on the Stock Exchange by way of introduction. The purpose of the Skyworth Photovoltaic Listing is to unlock the growth potential in the Skyworth Photovoltaic Group and further developing the photovoltaic business carried out by it. At the same time, the distribution of Skyworth Photovoltaic Shares to the Shareholders pursuant to the Distribution (subject to the fulfilment of the Distribution Conditions) will enable Skyworth Photovoltaic to satisfy the minimum public float requirements under Rule 8.08 of the Listing Rules. Accordingly, one of the Pre-Conditions is that the approval-in-principle from the Stock Exchange for the Skyworth Photovoltaic Listing having been obtained, and one of the Scheme Conditions is the Stock Exchange having granted its formal approval for the listing of, and permission to deal in, the Skyworth Photovoltaic Shares on the Stock Exchange for the Skyworth Photovoltaic Listing.

As the Skyworth Photovoltaic Listing is proposed to be carried out by way of introduction, there will be no public offering of Skyworth Photovoltaic Shares in connection with the Skyworth Photovoltaic Listing.

Based on the above, it is expected that, upon the Skyworth Photovoltaic Listing becoming effective, no less than 25% of the total issued share capital of Skyworth Photovoltaic will be held by public shareholders. On this basis, upon the fulfilment of the Scheme Conditions and upon completion of the Skyworth Photovoltaic Listing, it is expected that Skyworth Photovoltaic will be able to satisfy the minimum public float requirements under Rule 8.08(1)(a) of the Listing Rules.

It is expected that the subsidiaries of the Company which are also subsidiaries of Skyworth Photovoltaic will form part of the Skyworth Photovoltaic Group to be listed on the Main Board of the Stock Exchange, while all the other subsidiaries of the Company will remain in the Group upon the Share Buy-back Scheme becoming effective and the withdrawal of listing of the Company from the Stock Exchange.

The Scheme Consideration will only be paid by the Company if the Scheme Conditions are satisfied or waived (as applicable) and the Share Buy-back Scheme becomes effective. The Distribution will only be made by the Company if the Distribution Conditions are satisfied. The Skyworth Photovoltaic Listing will only take place if the Share Buy-back Scheme becomes effective.

Valuation of Skyworth Photovoltaic Shares

The Valuer has been appointed to advise on the value of the Skyworth Photovoltaic Shares. The Valuation Report setting out the Valuer's estimate of value of the Skyworth Photovoltaic Shares is set out in Annex 1 to this announcement. The Valuation Report has been reported on by CITICS HK in accordance with the requirements under Rule 11.1(b) of the Takeovers Code and the report from CITICS HK has been lodged with the Executive. A copy of the report from CITICS HK is also set out in Annex 1 to this announcement.

The Valuer has estimated that the value of each Skyworth Photovoltaic Share as at 30 November 2025 is in the range of approximately RMB12.90 to RMB17.26 (equivalent to approximately HK\$14.18 to HK\$18.96 based on the Valuation Reference Exchange Rate) based on the methodology as set out in the Annex 1 to this announcement. On the basis of such valuation and that the Shareholders will receive 0.3699779 Skyworth Photovoltaic Shares in respect of each Share they hold as at the Record Date by way of the Distribution, the theoretical value of the 0.3699779 Skyworth Photovoltaic Shares under the Distribution for each Share will be approximately HK\$6.13 (based on the mid-point of the valuation range of HK\$16.57 based on the Valuation Reference Exchange Rate) and in the range of approximately HK\$5.25 to HK\$7.01.

The foregoing paragraph is subject to and should be read in conjunction with the bases, limitations and assumptions set out in the Valuation Report set out in Annex 1 to this announcement, which has been reported on by CITICS HK in accordance with the requirements under Rule 11.1(b) of the Takeovers Code. In particular, Shareholders and potential investors should note that the value of the Skyworth Photovoltaic Shares estimated by the Valuer does not represent the trading price of the Skyworth Photovoltaic Shares immediately following completion of the Skyworth Photovoltaic Listing or at any time. The trading price of the Skyworth Photovoltaic Shares may fluctuate subject to prevailing market conditions and may materially differ from the value estimated by the Valuer. Accordingly, Shareholders and potential investors should not rely on the Valuer's estimated value of the Skyworth Photovoltaic Shares as the basis for the trading price of the Skyworth Photovoltaic Shares upon completion of the Skyworth Photovoltaic Listing.

Comparisons of Value

Under the Proposal, Shareholders will receive, by way of the Distribution and the Skyworth Photovoltaic Listing, 0.3699779 Skyworth Photovoltaic Shares in respect of each Share they hold as at the Record Date. In addition, Scheme Shareholders (i.e. Shareholders other than the Wong Concert Party Group) will also receive the Scheme Consideration of HK\$4.03 per Scheme Share in cash (assuming they validly elect the Cash Alternative) or one New Share per Scheme Share (assuming they validly elect the Share Alternative). On the basis of the mid-point of the valuation range estimated by the Valuer as at 30 November 2025 of HK\$16.57 per Skyworth Photovoltaic Share based on the Valuation Reference Exchange Rate, the theoretical value of the 0.3699779 Skyworth Photovoltaic Shares under the Distribution and the Skyworth Photovoltaic Listing for each Share will be approximately HK\$6.13, and, together with the Scheme Consideration in the form of the Cash Alternative, the Aggregate Theoretical Amount per Scheme Share under the Proposal is equivalent to approximately HK\$10.16 for each Scheme Share.

The Aggregate Theoretical Amount per Scheme Share under the Proposal of HK\$10.16 represents:

- (i) a premium of approximately 96.15% over the closing price per Share of HK\$5.18 on the Stock Exchange on the Last Trading Date;
- (ii) a premium of approximately 118.51% over the average closing price of HK\$4.65 per Share based on the daily closing prices of Shares as quoted on the Stock Exchange for the 5 consecutive trading days immediately prior to and including the Last Trading Date;
- (iii) a premium of approximately 134.06% over the average closing price of HK\$4.34 per Share based on the daily closing prices of Shares as quoted on the Stock Exchange for the 10 consecutive trading days immediately prior to and including the Last Trading Date;
- (iv) a premium of approximately 149.89% over the average closing price of HK\$4.07 per Share based on the daily closing prices of Shares as quoted on the Stock Exchange for the 30 consecutive trading days immediately prior to and including the Last Trading Date;

- (v) a premium of approximately 145.86% over the average closing price of HK\$4.13 per Share based on the daily closing prices of Shares as quoted on the Stock Exchange for the 60 consecutive trading days immediately prior to and including the Last Trading Date;
- (vi) a premium of approximately 147.66% over the average closing price of HK\$4.10 per Share based on the daily closing prices of Shares as quoted on the Stock Exchange for the 90 consecutive trading days immediately prior to and including the Last Trading Date;
- (vii) a discount of approximately 2.39% to the Group's audited net asset value attributable to the Shareholders of approximately HK\$10.41 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 date of this announcement; and
- (viii) a premium of approximately 0.88% over the Group's unaudited net asset value attributable to the Shareholders of approximately HK\$10.07 per Share pursuant to the latest unaudited consolidated financial statements of the Company as at 30 June 2025, calculated based on the unaudited consolidated net asset value attributable to the Shareholders of RMB17,379 million (based on the exchange rate of HK\$1:RMB0.91195, the central parity rate published by the People's Bank of China on its website as at 30 June 2025 for illustrative purposes) as at 30 June 2025 and Shares in issue as at the date of this announcement.

Highest and Lowest Prices

During the six-month period ended on and including the Last Trading Date, the highest closing price of the Shares as quoted on the Stock Exchange was HK\$5.18 on 2 January 2026, and the lowest closing price of the Shares as quoted on the Stock Exchange was HK\$3.06 on 9 July 2025.

CONFIRMATION OF FINANCIAL RESOURCES

As at the date of this announcement, there are 634,536,832 Scheme Shares in issue. Assuming there will be no change in the shareholding of the Company on or prior to the Record Date and all the Scheme Shareholders will elect the Cash Alternative, the maximum amount of cash consideration payable by the Company under the Proposal is approximately HK\$2,557,183,433.

The Company proposes to finance the cash consideration payable under the Proposal in full through internal resources of the Group and/or external debt financing.

CITICS HK, being the financial adviser to the Company in respect of the Proposal, is satisfied that sufficient financial resources are available to the Company to satisfy the maximum cash consideration payable under the Proposal.

PRE-CONDITIONS

The making of the Proposal is subject to the satisfaction of the following Pre-Conditions:

- (a) the requisite approvals by the shareholders of Skyworth Photovoltaic in respect of the Distribution and the Skyworth Photovoltaic Listing having been obtained in accordance with its articles of association and/or shareholders' agreement; and
- (b) the filing notice issued by CSRC regarding the Skyworth Photovoltaic Listing, the approval-in-principle from the Stock Exchange for the Skyworth Photovoltaic Listing, and approval/filing by such other competent authorities (including the State Administration of Foreign Exchange (if any)) which are necessary for the Skyworth Photovoltaic Listing having been obtained.

The Pre-Conditions are not waivable.

As at the date of this announcement, none of the Pre-Conditions have been satisfied, and no application has been made in connection with Pre-Condition (b) above. Further announcement(s) will be made as soon as practicable after the Pre-Conditions have been satisfied or if the Pre-Conditions Long-stop Date is extended. If any of the Pre-Conditions is not satisfied by the Pre-Conditions Long-stop Date, the Proposal will lapse and will not be made and, in such case, an announcement will be made as soon as practicable.

WARNING

The Pre-Conditions are not waivable. The Pre-Conditions must be satisfied by the Pre-Conditions Long-stop Date before the Proposal is made. The making of the Proposal is therefore only a possibility and all references to the Proposal in this announcement are references to the possible Proposal which will be made if and only if the Pre-Conditions are satisfied. Accordingly, Shareholders and potential investors of the Company should therefore exercise caution when dealing in the Shares.

SCHEME CONDITIONS

The Share Buy-back Scheme will only become effective and binding on the Company and all of the Scheme Shareholders if the following Scheme Conditions are fulfilled or waived (as applicable):

- (a) the approval of the Share Buy-back Scheme (by way of poll) at the Court Meeting by a majority in number of the Scheme Shareholders representing not less than 75% in value of the Scheme Shares held by the Scheme Shareholders entitled to vote at the Court Meeting, present and voting either in person or by proxy at the Court Meeting (with each of the Company Concert Parties having provided an undertaking to the Supreme Court not to attend and vote at the Court Meeting), provided that:
 - (i) the Share Buy-back Scheme is approved (by way of poll) by not less than 75% of the votes attaching to the Disinterested Shares cast by the Disinterested Shareholders, present and voting either in person or by proxy at the Court Meeting; and

- (ii) the number of votes cast (by way of poll) by the Disinterested Shareholders present and voting either in person or by proxy at the Court Meeting against the resolution to approve the Share Buy-back Scheme at the Court Meeting is not more than 10% of the votes attaching to all of the Disinterested Shares;
- (b) the passing of a special resolution by a majority of not less than 75% of the votes cast by the Shareholders present and voting in person or by proxy at the SGM to approve and give effect to the reduction of the issued share capital of the Company on the Effective Date by cancelling the Scheme Shares;
- (c) the sanction of the Share Buy-back Scheme (with or without modifications) by the Supreme Court and the delivery to the Registrar of Companies in Bermuda of a copy of the order of the Supreme Court for registration;
- (d) compliance, to the extent necessary, with the applicable procedural requirements and conditions, if any, under the Companies Act in relation to the reduction of the issued share capital of the Company as a result of the cancellation of the Scheme Shares and the Share Buy-back Scheme, respectively;
- (e) (i) the receipt of an opinion from the Independent Financial Adviser confirming that the Rollover Arrangement is fair and reasonable so far as the Disinterested Shareholders are concerned; (ii) the passing of an ordinary resolution by the Disinterested Shareholders at the SGM to approve the Rollover Arrangement; and (iii) the grant of consent under Rule 25 of the Takeovers Code from the Executive in respect of the Rollover Arrangement;
- (f) the fulfilment of all Distribution Conditions;
- (g) the Stock Exchange having granted its formal approval for the listing of, and permission to deal in, the Skyworth Photovoltaic Shares on the Stock Exchange for the Skyworth Photovoltaic Listing and such approval not having been withdrawn and remaining valid;
- (h) all of the Approvals having been obtained, completed and/or made and remaining in full force and effect without modification or variation;
- (i) all Applicable Laws having been complied with in connection with the Proposal and the Share Buy-back Scheme;
- (j) no Authority in any jurisdiction having taken or instituted any action, proceeding, suit, investigation or enquiry (or enacted, made or proposed, and there not continuing to be outstanding, any statute, regulation, demand or order), in each case, which would make the Proposal or the Share Buy-back Scheme void, unenforceable, illegal or impracticable;
- (k) save in connection with the implementation of the Proposal, the listing of the Shares on the Stock Exchange not having been withdrawn, and no indication having been received from the Executive and/or the Stock Exchange to the effect that the listing of the Shares on the Stock Exchange is or is likely to be withdrawn; and

- (l) since the date of this announcement, there having been no material adverse change to the business, assets, financial or trading position or the prospects or conditions (whether operational, legal or otherwise) of the Group (to an extent which is material in the context of the Group taken as a whole or in the context of the Proposal).

The Scheme Conditions in paragraphs (a) to (g) (inclusive) cannot be waived. The Company reserves the right to waive all or any of the Scheme Conditions in paragraphs (h) to (l) (inclusive) above in whole or in part, and either generally or in respect of any particular matter. Pursuant to Note 2 to Rule 30.1 of the Takeovers Code, the Company may only invoke any or all of the Scheme Conditions as a basis for not proceeding with the Share Buy-back Scheme if the circumstances which give rise to the right to invoke any such Scheme Condition are of material significance to the Company in the context of the Proposal.

All of the Scheme Conditions must be fulfilled or waived, as applicable, on or before the Conditions Long-stop Date, failing which the Proposal and the Share Buy-back Scheme will lapse.

As at the date of this announcement and based on the information available to the Company, other than those specifically set out as the Scheme Conditions above and the application for the withdrawal of the listing of the Shares on the Stock Exchange upon the Share Buy-back Scheme becoming effective, the Company is not aware of any Approvals which are required as set out in the Scheme Condition in paragraph (h) above, and the Company is also not aware of any other circumstances which may result in any of the Scheme Conditions in paragraphs (h) to (l) (inclusive) above not being satisfied. In particular, as at the date of this announcement, the Company is not aware of any Authority in any jurisdiction having taken or instituted any such action, proceeding, suit, investigation or enquiry as set out in the Scheme Condition in paragraph (j).

If the Scheme Conditions are satisfied or (where applicable) waived, the Share Buy-back Scheme will be binding on all of the Scheme Shareholders, irrespective of whether or not they attended or voted at the Court Meeting or the SGM.

WARNING

Shareholders and potential investors of the Company should be aware that the implementation of the Proposal will only become effective after all of the Pre-Conditions and Scheme Conditions being satisfied or waived (as applicable) (including the approval of the Rollover Arrangement pursuant to Rule 25 of the Takeovers Code) and thus the Proposal may or may not be implemented and the Share Buy-back Scheme may or may not become effective. Shareholders and potential investors of the Company should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

DISTRIBUTION CONDITIONS

The Distribution will be subject to satisfaction of the following Distribution Conditions:

- (a) the passing of special resolution(s) by a majority of not less than 75% of the votes cast by way of poll by the Shareholders present and voting in person or by proxy at the SGM to approve the Distribution in accordance with the Bye-laws;
- (b) the Listing Committee of the Stock Exchange having granted its formal approval for the Skyworth Photovoltaic Listing and such approval not having been withdrawn and remaining valid; and
- (c) the Share Buy-back Scheme (with or without modifications) having been sanctioned by the Supreme Court and the order of the Supreme Court in relation thereto having been granted.

None of the Distribution Conditions can be waived in any event.

SPECIAL DEAL RELATING TO THE ROLLOVER ARRANGEMENT

As at the date of this announcement, the Wong Concert Party Group hold an aggregate of 1,257,467,900 Shares, representing approximately 66.46% of the issued Shares.

Pursuant to the Proposal, the Company proposes that the Wong Concert Party Group will retain their shareholding, i.e. the Wong Concert Party Group will remain as Shareholders after the Share Buy-back Scheme becomes effective. Accordingly, the Shares held by the Wong Concert Party Group will not form part of the Scheme Shares.

As the Rollover Arrangement is not offered to all Shareholders, it constitutes a special deal and requires the consent of the Executive under Rule 25 of the Takeovers Code. The Company will (prior to despatch or publication of the Scheme Document) make an application for consent from the Executive to the Rollover Arrangement, conditional on: (i) the Independent Financial Adviser confirming that the Rollover Arrangement is fair and reasonable so far as the Disinterested Shareholders are concerned; and (ii) the passing of an ordinary resolution by the Disinterested Shareholders at the SGM to approve the Rollover Arrangement.

Accordingly, as set out in Scheme Condition (e), the Share Buy-back Scheme is subject to: (i) the receipt of an opinion from the Independent Financial Adviser confirming that the Rollover Arrangement is fair and reasonable so far as the Disinterested Shareholders are concerned; (ii) the passing of an ordinary resolution by the Disinterested Shareholders at the SGM to approve the Rollover Arrangement; and (iii) the grant of consent under Rule 25 of the Takeovers Code from the Executive in respect of the Rollover Arrangement.

The Wong Concert Party Group, the Directors and the trustee of the Share Award Schemes are considered to be acting in concert with the Company and are therefore not Disinterested Shareholders and will not be voting on the Rollover Arrangement at the SGM.

For the avoidance of doubt, the Wong Concert Party Group will be entitled to receive the Skyworth Photovoltaic Shares to be distributed by the Company under the Distribution.

REASONS FOR AND BENEFITS OF THE PROPOSAL

The Group's traditional smart household appliances and smart systems technology business has experienced slowing growth in recent years, primarily due to market saturation, weaker customer demand, and intense competition. In contrast, the Group's new energy arm, namely the Skyworth Photovoltaic Group, has become the primary driver of both revenue and profit of the Group.

Despite the Company's share buy-back offers completed in September 2020, May 2023 and June 2025, the Company's current market valuation does not adequately reflect the intrinsic worth of its assets — in particular, taking into account the high-growth potential of the new energy segment. Such persistent undervaluation constrains the Group's ability to raise the substantial capital needed to accelerate the expansion of the Skyworth Photovoltaic Group in a rapidly developing photovoltaic and energy storage market.

In December 2025 and January 2026, in order to enhance the core competitiveness of Skyworth Photovoltaic and to allow it to have access to more efficient financing resources and position itself for independent growth, the Directors considered and deliberated the Distribution, the Skyworth Photovoltaic Listing and the Share Buyback Scheme. The Directors are of the view that listing on the Stock Exchange will elevate Skyworth Photovoltaic's international brand profile and facilitate the rapid expansion of its future overseas operations.

The global photovoltaic and energy storage industry is experiencing increasing demand growth, driven by energy transition policies, technological advancements, geopolitical factors, and the needs to achieve carbon neutrality. In the PRC, government policy support, market-oriented reforms in the electricity sector, and declining photovoltaic construction and lithium carbonate costs are fostering the adoption of distributed photovoltaic systems. While residential installations maintain growth momentum, commercial and industrial distributed photovoltaics has become the main growth driver, thanks to cost-saving benefits and favourable regulatory measures — creating an ideal environment for the continued growth of the Skyworth Photovoltaic Group.

The Skyworth Photovoltaic Group possesses an integrated capability portfolio covering system integration solutions, intelligent photovoltaic manufacturing, energy storage, operations and maintenance (“O&M”), logistics, overseas operations, and smart energy management. As at 30 June 2025, the business has built more than 800,000 power stations, with cumulative power generation over 41 billion kWh and O&M capacity exceeding 27GW, supported by research and development capabilities and manufacturing infrastructure.

Upon completion, the Proposal will enable Skyworth Photovoltaic to restore market valuation, reflecting the true value of the new energy business, and reward the Shareholders' investment in the Company with considerable cash return.

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.

FINANCIAL INFORMATION OF THE GROUP

Set out below is a summary of the key financial information of the Group, as extracted from the interim report of the Company for the six months ended 30 June 2025, and the annual reports of the Company for the two years ended 31 December 2023 and 2024:

	For the six months ended 30 June 2025 (RMB million) (unaudited)	For the year ended 31 December 2024 (RMB million) (audited)	For the year ended 31 December 2023 (RMB million) (audited)
Revenue	36,264	65,013	69,031
Profit for the year/period	365	1,160	1,766
	As at 30 June 2025 (RMB million) (unaudited)	As at 31 December 2024 (RMB million) (audited)	As at 31 December 2023 (RMB million) (audited)
Total assets	75,031	70,008	67,161
Total liabilities	52,313	46,870	44,404
Net assets	22,718	23,138	22,757

An unaudited consolidated pro forma financial information of the Company post-Distribution and post-Skyworth Photovoltaic Company Reformation (i.e. the Remaining Business), which has been prepared to illustrate the effect of the Distribution and the Skyworth Photovoltaic Company Reformation on key financial figures in the pro forma consolidated statements of financial position of the Company as if the Distribution and the Skyworth Photovoltaic Company Reformation had taken place on 31 December 2024 and the effect of the Distribution and the Skyworth Photovoltaic Company Reformation on key financial figures in the pro forma consolidated statements of profit or loss of the Company as if the Distribution and the Skyworth Photovoltaic Company Reformation had taken place on 31 December 2024, is set out in Annex 2 to this announcement. Such unaudited consolidated pro forma financial information of the Company post-Distribution and post-Skyworth Photovoltaic Company Reformation has been prepared in accordance with Rule 4.29 of the Listing Rules on the bases and assumptions set out therein, and the compilation of which has been reported on by the auditors of the Company.

The unaudited pro forma financial information in Annex 2 is prepared for illustrative purposes only and, because of its hypothetical nature, it may not give a true picture of the financial position or financial results of the Company post-Distribution and post-Skyworth Photovoltaic Company Reformation had the Distribution and the Skyworth Photovoltaic Company Reformation been completed as at the respective dates stated or at any future date. The unaudited pro forma financial information should be read in conjunction with other financial information included elsewhere in this announcement.

SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this announcement, the Company has:

- (a) 1,892,004,732 Shares in issue; and
- (b) 24,600,000 unvested share awards under the 2024 Share Award Scheme.

Save as disclosed above, as at the date of this announcement, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in issue. For the avoidance of doubt, there are no unvested share awards under the 2020 Share Award Scheme in issue. The Company has no intention to grant further share awards under the Share Award Schemes between (a) the date of this announcement and (b)(i) the Effective Date or (ii) if the Share Buy-back Scheme is not approved or does not become effective, or the Proposal otherwise lapses or is withdrawn, the date on which the Share Buy-back Scheme is not approved or does not become effective or the Proposal otherwise lapses or is withdrawn (as the case may be).

The table below sets out the shareholding structure of the Company as at the date of this announcement and immediately following completion of the Proposal, assuming that there will be no other change in the shareholding of the Company before the Effective Date and that all Scheme Shareholders elect the Cash Alternative:

Name of Shareholder	As at the date of this announcement		Immediately following completion of the Proposal	
	Number of Shares	Approx. %	Number of Shares	Approx. %
Wong Concert Party Group				
Target Success ^(Note 1)	1,200,958,799	63.48%	1,200,958,799	95.51%
Mr. Wong ^(Note 2)	37,300,000	1.97%	37,300,000	2.97%
Ms. Lin ^(Note 3)	10,360,382	0.55%	10,360,382	0.82%
Mr. Lin ^(Note 4)	8,698,719	0.46%	8,698,719	0.69%
Ms. Qu Wanfei ^(Note 5)	150,000	0.01%	150,000	0.01%
Sub-total of the Wong Concert Party Group	<u>1,257,467,900</u>	<u>66.46%</u>	<u>1,257,467,900</u>	<u>100.00%</u>
Directors (apart from Mr. Lin)				
Mr. Shi Chi ^(Note 6)	54,336,000	2.87%	—	—
Mr. Lam Shing Choi, Eric ^(Note 7)	4,700,000	0.25%	—	—
Mr. Wu Qinan ^(Note 8)	4,200,000	0.22%	—	—
Sub-total of the Directors (apart from Mr. Lin)	<u>63,236,000</u>	<u>3.34%</u>	<u>—</u>	<u>—</u>
Bank of Communications Trustee Limited, being the trustee of the 2024 Share Award Scheme	3,808,000	0.20%	—	—
Sub-total of the Company and its concert parties ^(Note 9)	<u>1,324,511,900</u>	<u>70.01%</u>	<u>—</u>	<u>—</u>
Disinterested Shareholders	567,492,832	29.99%	—	—
Total number of Shares	1,892,004,732	100.00%	1,257,467,900	100.00%
Total number of Scheme Shares	<u>634,536,832</u>	<u>33.54%</u>	<u>—</u>	<u>—</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 those 1,200,958,799 Shares.
2. Mr. Wong is interested in 1,248,619,181 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 10,360,382 Shares held by his spouse, Ms. Lin.
3. Ms. Lin is an executive Director 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 date of this announcement, Ms. Lin has also been granted unvested share awards in relation to 1,800,000 Shares under the 2024 Share Award Scheme, the underlying Shares of which are held by the trustee of the 2024 Share Award Scheme and will be transferred to Ms. Lin upon vesting of the share awards. Please refer to the section headed “*Share Award Schemes*” for details
4. Mr. Lin is an executive Director and the son of Mr. Wong and Ms. Lin. As at the date of this announcement, Mr. Lin has also been granted unvested share awards in relation to 7,200,000 Shares under the 2024 Share Award Scheme, the underlying Shares of which are held by the trustee of the 2024 Share Award Scheme and will be transferred to Mr. Lin upon vesting of the share awards. Please refer to the section headed “*Share Award Schemes*” for details.
5. Ms. Qu Wanfei is the spouse of Mr. Lin, who holds 150,000 Shares as at the date of this announcement. 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 date of this announcement, Mr. Shi Chi has also been granted unvested share awards in relation to 12,000,000 Shares under the 2024 Share Award Scheme, the underlying Shares of which are held by the trustee of the 2024 Share Award Scheme and will be transferred to Mr. Shi Chi upon vesting of the share awards. Please refer to the section headed “*Share Award Schemes*” for details. In addition, Ms. Tang Yan, the spouse of Mr. Shi Chi, also holds 20,336,000 Shares as at the date of this announcement. As such, Mr. Shi Chi is deemed to be interested in such 20,336,000 Shares held by Ms. Tang Yan.
7. Mr. Lam Shing Choi, Eric is an executive Director. As at the date of this announcement, Mr. Lam Shing Choi, Eric has also been granted unvested share awards in relation to 1,800,000 Shares under the 2024 Share Award Scheme, the underlying Shares of which are held by the trustee of the 2024 Share Award Scheme and will be transferred to Mr. Lam Shing Choi, Eric upon vesting of the share awards. Please refer to the section headed “*Share Award Schemes*” for details.
8. Mr. Wu Qinan is an executive Director. As at the date of this announcement, Mr. Wu Qinan has also been granted unvested share awards in relation to 1,800,000 Shares under the 2024 Share Award Scheme, the underlying Shares of which are held by the trustee of the 2024 Share Award Scheme and will be transferred to Mr. Wu Qinan upon vesting of the share awards. Please refer to the section headed “*Share Award Schemes*” for details.

9. Concert parties of the Company comprise the Wong Concert Party Group, the Directors, trustee of the Share Award Schemes and CITICS HK.

CITICS HK is the financial adviser to the Company in respect of the Proposal. Accordingly, CITICS HK and the relevant members of the CITICS Group which hold Shares on an own account basis or manage Shares on a discretionary basis are presumed to be acting in concert with the Company in relation to the Company in accordance with class (5) of the definition of “acting in concert” under the Takeovers Code (except in respect of the Shares held by members of the CITICS Group which are exempt principal traders or exempt fund managers, in each case recognised by the Executive as such for the purposes of the Takeovers Code). Exempt principal traders and exempt fund managers which are connected for the sole reason that they control, are controlled by or are under the same control as CITICS HK are not presumed to be acting in concert with the Company. However:

- (a) Shares held by any member of the CITICS Group acting in the capacity of an exempt principal trader will not be voted at the Court Meeting or on the resolution approving the Rollover Arrangement at the SGM in accordance with the requirements under Rule 35.4 of the Takeovers Code unless otherwise confirmed with the Executive; and
- (b) Shares held by such exempt principal traders may, subject to consent of the Executive, be allowed to be voted at the Court Meeting and on the resolution approving the Rollover Arrangement at the SGM if: (i) such member of the CITICS Group holds the relevant Shares as a simple custodian for and on behalf of non-discretionary clients; (ii) there are contractual arrangements in place between such member of the CITICS Group and such non-discretionary client that strictly prohibit such member of the CITICS Group from exercising any voting discretion over such Shares; (iii) all voting instructions shall originate from such non-discretionary client only (if no instructions are given, then no votes shall be cast for such Shares held by such member of the CITICS Group); and (iv) such non-discretionary client is entitled to vote at the Court Meeting and on the resolution approving the Rollover Arrangement at the SGM.

Details of holdings, borrowings or lendings of, and dealings in, the Shares or any other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company held by or entered into by members of the CITICS Group (except in respect of Shares held by exempt principal traders or exempt fund managers or Shares held on behalf of non-discretionary investment clients of the CITICS Group), if any, will be obtained as soon as possible after the date of this announcement in accordance with Note 1 to Rule 3.5 of the Takeovers Code. A further announcement will be made by the Company if the holdings, borrowings, lendings, or dealings of the members of the CITICS Group are significant and, in any event, such information will be disclosed in the Scheme Document. The statements in this announcement as to the holdings, borrowings or lendings of, or dealings in, the Shares or any other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company by the Company Concert Parties are subject to the holdings, borrowings, lendings, or dealings (if any) of members of the CITICS Group.

Any dealings in the relevant securities of the Company by the CITICS Group (excluding dealings by the CITICS Group members who are exempt principal traders or exempt fund managers or dealings by the CITICS Group members for the account of non-discretionary investment clients of the CITICS Group) during the six months prior to the date of this announcement and the commencement of the offer period (as defined under the Takeovers Code) to the latest practicable date prior to the publication or despatch of the Scheme Document will be disclosed in the Scheme Document and pursuant to Rule 22 of the Takeovers Code.

10. Numbers may not add up to 100% due to rounding.

SHARE AWARD SCHEMES

As at the date of this announcement, the Company has 24,600,000 unvested share awards under the 2024 Share Award Scheme, all of which are held by the Undertaking Directors. As at the date of this announcement, the trustee of the Share Award Schemes holds an aggregate of 3,808,000 Shares, representing approximately 0.20% of the issued Shares, which is insufficient to satisfy full vesting of the 24,600,000 unvested share awards described above.

Each of the Undertaking Directors has entered into an Irrevocable Undertaking, pursuant to which each of the Undertaking Directors has irrevocably consented to:

- (a) subject to the Share Buy-back Scheme becoming effective, his/her unvested share awards will be cancelled for nil consideration; and
- (b) subject to paragraph (a) above, to the extent that any of his/her unvested share awards should, pursuant to their vesting schedules, vest during the offer period, the vesting of such share awards shall be postponed to a date to be mutually agreed between the Company and the relevant Undertaking Director, provided that such date shall be after the Share Buy-back Scheme lapses or is withdrawn, terminated, rescinded by the Company or is finally dismissed, refused or rejected by the Supreme Court.

The Irrevocable Undertakings will terminate if the Share Buy-back Scheme lapses or is withdrawn, terminated, rescinded by the Company or is finally dismissed, refused or rejected by the Supreme Court. The Company will therefore not be making any offer to the holders of the unvested share awards pursuant to Rule 13 of the Takeovers Code.

All the Shares held by the trustee of the Share Award Schemes as at the Record Date, including those Shares underlying unvested share awards granted thereunder, shall form part of the Scheme Shares and be cancelled upon the Share Buy-back Scheme becoming effective at the Scheme Consideration.

The Company has resolved to instruct the trustee of the Share Award Schemes to elect the Cash Alternative in respect of all of the Scheme Shares held by it as at the Record Date. Conditional upon the Share Buy-back Scheme becoming effective, the Company shall pay to the trustee the aggregate Scheme Consideration (in the form of the Cash Alternative) for the Scheme Shares held by the trustee, which will then return the relevant amount to the Company upon termination of the 2024 Share Award Scheme as soon as reasonably practicable after the Effective Date.

In addition, under the Distribution, the Company shall also distribute 0.3699779 Skyworth Photovoltaic Shares for each Share held by the trustee of the Share Award Schemes, which will then be sold by the trustee upon termination of the 2024 Share Award Scheme as soon as reasonably practicable after the Effective Date, and the net proceeds of sale shall be remitted to the Company forthwith after the sale.

Under the rules of the Share Award Schemes, the trustee of the Share Award Schemes shall not exercise the voting rights in respect of any Shares held under the Share Award Schemes. Accordingly, such 3,808,000 Shares shall not be voted at the Court Meeting or the SGM.

INFORMATION ON SKYWORTH PHOTOVOLTAIC

Skyworth Photovoltaic is a company registered in the PRC and is an indirect non wholly-owned subsidiary of the Company. Skyworth Photovoltaic is committed to becoming a leading global provider of distributed energy products and services, with its main business activities comprising photovoltaic power plant system integration, research and development and design, intelligent manufacturing, intelligent operation and maintenance, overseas and investment holding, and other new energy businesses. In addition, Skyworth Photovoltaic is also comprehensively expanding energy and carbon value-added services such as integrated energy management, power trading, virtual power plants, green certificates and carbon asset trading.

SHAREHOLDING STRUCTURE OF SKYWORTH PHOTOVOLTAIC

As at the date of this announcement, the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of Skyworth Photovoltaic in issue comprise registered capital in the aggregate amount of RMB200,000,000, and as at the date of this announcement, Skyworth Photovoltaic does not have any outstanding options, warrants, convertible securities or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in issue. Upon completion of the Skyworth Photovoltaic Company Reformation, which is expected to take place around March 2026, Skyworth Photovoltaic will become a joint stock limited company.

The table below sets out the shareholding structure of Skyworth Photovoltaic immediately upon completion of the Skyworth Photovoltaic Company Reformation and immediately following completion of the Proposal and the Skyworth Photovoltaic Listing, assuming that there will be no other change in the shareholding of the Company before completion of the Proposal and the Skyworth Photovoltaic Listing:

Name of shareholder	Immediately upon completion of the Skyworth Photovoltaic Company Reformation		Immediately following completion of the Proposal and the Skyworth Photovoltaic Listing	
	Number of Skyworth Photovoltaic Shares	Approx. %	Number of Skyworth Photovoltaic Shares	Approx. %
The Company	700,000,000	70.00%	6 ^(Note 3)	0.00%
Nanjing Mingchuang	220,000,000	22.00%	220,000,000	22.00%
Nanjing Mingfu ^(Note 1)	80,000,000	8.00%	80,000,000	8.00%
Wong Concert Party Group				
Target Success ^(Note 2)	—	—	—	—
Mr. Wong ^(Note 2)	—	—	—	—
Ms. Lin	—	—	3,833,112	0.38%
Mr. Lin	—	—	3,218,334	0.32%
Ms. Qu Wanfei	—	—	55,496	0.01%
Wong Family Trust ^(Note 2)	—	—	458,128,430	45.81%
Sub-total of the Wong Concert Party Group	—	—	465,235,372	46.52%
Directors (apart from Mr. Lin)				
Mr. Shi Chi	—	—	20,103,120	2.01%
Mr. Lam Shing Choi, Eric	—	—	1,738,896	0.17%
Mr. Wu Qinan	—	—	1,553,907	0.16%
Sub-total of the Directors (apart from Mr. Lin)	—	—	23,395,923	2.34%
Bank of Communications Trustee Limited, being the trustee of the 2024 Share Award Scheme	—	—	1,408,875	0.14%
Other Shareholders	—	—	209,959,824	21.00%
Total number of Skyworth Photovoltaic Shares	1,000,000,000	100.00%	1,000,000,000	100.00%

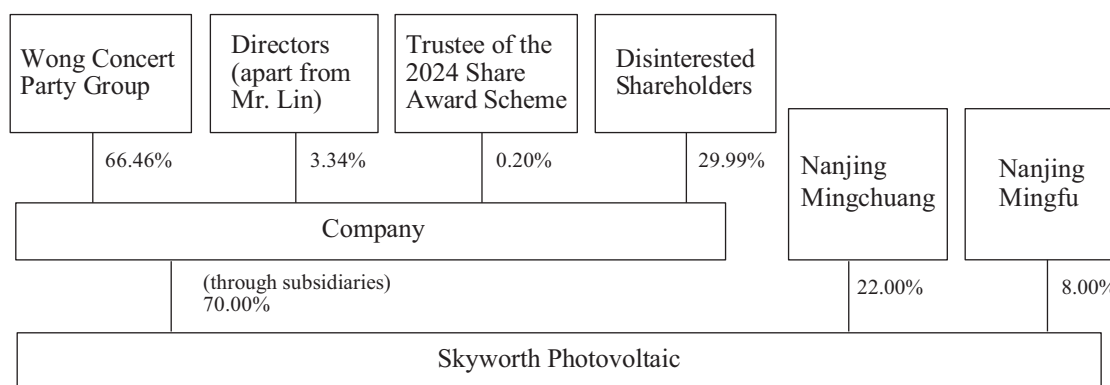
Notes:

- As at the date of this announcement, each of Mr. Lin (being a member of the Wong Concert Party Group), Ms. Qu Wanfei (being the spouse of Mr. Lin and a member of the Wong Concert Party Group) and Ms. Tang Yan (being the spouse of Mr. Shi Chi) is also interested in approximately 28.125%, 6.25% and 28.125% of Nanjing Mingfu, respectively.

2. Mr. Wong has instructed the Company to distribute all the Skyworth Photovoltaic Shares that Target Success and Mr. Wong himself will receive under the Distribution to a family trust established by Mr. Wong for the benefit of Mr. Lin and Mr. Wong's daughter (the "**Wong Family Trust**"). Accordingly, after completion of the Proposal and the Skyworth Photovoltaic Listing, the Wong Family Trust will hold 45.81% of the Skyworth Photovoltaic Shares, comprising: (a) 44.43% of the Skyworth Photovoltaic Shares to be distributed to the Wong Family Trust (instead of Target Success) and (b) 1.38% of the Skyworth Photovoltaic Shares to be distributed to the Wong Family Trust (instead of Mr. Wong).
3. As at the date of this announcement, the Company has not made any definitive plan in relation to the six (6) Skyworth Photovoltaic Shares to be held by the Company after completion of the Proposal and the Skyworth Photovoltaic Listing — the Company may continue to hold such Skyworth Photovoltaic Shares or dispose of such Skyworth Photovoltaic Shares.

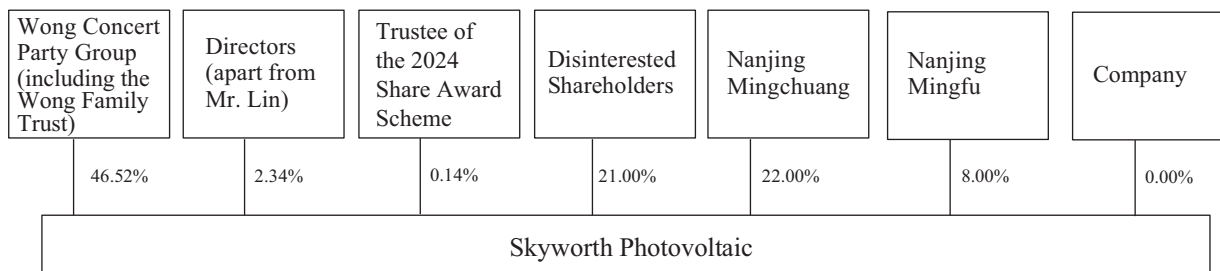
Set out below are the simplified shareholding structure charts of Skyworth Photovoltaic (i) immediately upon completion of the Skyworth Photovoltaic Company Reformation, and (ii) immediately upon completion of the Proposal and the Skyworth Photovoltaic Listing:

- (i) immediately upon completion of the Skyworth Photovoltaic Company Reformation:



Note: Numbers may not add up to 100% due to rounding.

- (ii) immediately upon completion of the Proposal and the Skyworth Photovoltaic Listing:



Note: As at the date of this announcement, each of Mr. Lin (being a member of the Wong Concert Party Group), Ms. Qu Wanfei (being the spouse of Mr. Lin and a member of the Wong Concert Party Group) and Ms. Tang Yan (being the spouse of Mr. Shi Chi) is also interested in approximately 28.125%, 6.25% and 28.125% of Nanjing Mingfu, respectively.

FINANCIAL INFORMATION OF SKYWORTH PHOTOVOLTAIC

Set out below is a summary of the key financial information of the Skyworth Photovoltaic Group, as extracted from the unaudited consolidated financial statements of the Skyworth Photovoltaic Group prepared in accordance with the HKFRS:

	For the six months ended 30 June 2025 <i>(RMB million)</i> <i>(unaudited)</i>	For the year ended 31 December 2024 <i>(RMB million)</i> <i>(unaudited)</i>	For the year ended 31 December 2023 <i>(RMB million)</i> <i>(unaudited)</i>	For the year ended 31 December 2022 <i>(RMB million)</i> <i>(unaudited)</i>
Revenue	13,776	20,146	23,217	11,930
Profit for the year/period	<u>532</u>	<u>793</u>	<u>865</u>	<u>356</u>
	As at 30 June 2025 <i>(RMB million)</i> <i>(unaudited)</i>	As at 31 December 2024 <i>(RMB million)</i> <i>(unaudited)</i>	As at 31 December 2023 <i>(RMB million)</i> <i>(unaudited)</i>	As at 31 December 2022 <i>(RMB million)</i> <i>(unaudited)</i>
Total assets	17,796	13,269	10,333	6,347
Total liabilities	15,394	11,323	8,967	5,803
Net assets	<u>2,402</u>	<u>1,946</u>	<u>1,366</u>	<u>544</u>

The profit figures for the year/period of the Skyworth Photovoltaic Group for the years ended 31 December 2022, 2023 and 2024 and the six months ended 30 June 2025 as set out in the table above and in the Annexes to this announcement constitute a profit forecast under Rule 10 of the Takeovers Code and should be reported on by the financial adviser and auditors or accountants of Skyworth Photovoltaic in accordance with Rule 10.4 of the Takeovers Code. Under Rule 10.4 of the Takeovers Code, when a forecast is made in an announcement, that announcement must contain a statement that the forecast has been reported on in accordance with the Takeovers Code and the reports have been lodged with the Executive. However, Skyworth Photovoltaic has encountered genuine practical difficulties in meeting the reporting requirements set out in Rule 10.4 of the Takeovers Code. The aforementioned profit figures will be reported on in accordance with Rule 10.4 of the Takeovers Code unless the audited financial information of Skyworth Photovoltaic has been published on or before the date of the Scheme Document, in which case, the requirements to report on the aforementioned profit figures will no longer apply. For the avoidance of doubt, the Scheme Document will contain audited financial information of Skyworth Photovoltaic.

Shareholders and potential investors should note that the aforementioned profit figures have not been reported on in accordance with the requirements under Rule 10 of the Takeovers Code and do not meet the standard required by Rule 10 of the Takeovers Code. Shareholders and potential investors should therefore exercise caution in placing reliance on the profit figures in assessing the merits and demerits of the Proposal.

APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

Pursuant to Rule 3.3 of the Share Buy-backs Code, as the Proposal is initiated by the Board and no Directors will be considered as independent in respect of the Proposal, it is not possible for the Company to form an independent board committee to advise and make recommendations to the Disinterested Shareholders as to: (i) whether the Proposal, the Share Buy-back Scheme, the Distribution and the Rollover Arrangement are, or are not, fair and reasonable; and (ii) whether to vote in favour of the Share Buy-back Scheme at the Court Meeting and the resolutions in connection with the implementation of the Proposal, the Distribution and the Rollover Arrangement at the SGM.

Accordingly, under Rule 2.8 of the Takeovers Code, the Company has appointed Somerley as the Independent Financial Adviser to advise the Disinterested Shareholders in connection with the Proposal, the Share Buy-back Scheme, the Distribution and the Rollover Arrangement.

DESPATCH OR PUBLICATION OF SCHEME DOCUMENT

The Scheme Document containing, amongst others, (i) further details of the Proposal and the Share Buy-back Scheme and other matters in relation to the Proposal and the Share Buy-back Scheme; (ii) further details of the Distribution, the Skyworth Photovoltaic Listing and the Rollover Arrangement; (iii) an explanatory statement in respect of the Share Buy-back Scheme as required under the Companies Act; (iv) the expected timetable relating to the Proposal, the Share Buy-back Scheme, the Distribution and the Skyworth Photovoltaic Listing; and (v) a letter of advice from the Independent Financial Adviser to the Disinterested Shareholders in respect of the Proposal, the Share Buy-back Scheme, the Distribution and the Rollover Arrangement, together with a notice of the Court Meeting and a notice of the SGM, proxy forms and election form, are expected to be despatched to Shareholders and/or published on the websites of the Company and the Stock Exchange within seven (7) days after the fulfilment of the Pre-Conditions. The Company will apply to the Executive for its consent under Note 2 to Rule 8.2 of the Takeovers Code to permit the Scheme Document to be posted within the timeframe described above, and an announcement will be made in due course as required under the Takeovers Code.

VOTING AT THE COURT MEETING AND THE SGM

Only Scheme Shareholders as at the Meeting Record Date may attend and vote at the Court Meeting to approve the Share Buy-back Scheme. Shares held by the Wong Concert Party Group will not form part of the Scheme Shares and accordingly such Shares will not be voted on at the Court Meeting and will not be cancelled upon the Share Buy-back Scheme becoming effective.

The Wong Concert Party Group, the Directors and the trustee of the Share Award Schemes, as the Company Concert Parties, will provide an undertaking to the Supreme Court not to attend and vote at the Court Meeting. The aforementioned Company Concert Parties will also undertake to the Supreme Court to be bound by the Share Buy-back Scheme, so as to ensure that they will comply with and be subject to the terms and conditions of the Share Buy-back Scheme. Other Company Concert Parties (if any) will either abstain from voting at the Court Meeting or their votes will not be counted for the purpose of the Takeovers Code in determining whether Scheme Condition (a) is satisfied.

All Shareholders as at the Meeting Record Date will be entitled to attend the SGM and to vote on (i) the special resolution to approve and give effect to the reduction of the issued share capital of the Company on the Effective Date by cancelling the Scheme Shares and (ii) the special resolution to approve the Distribution.

The Company Concert Parties and any Shareholders who are interested in or involved in the Rollover Arrangement will not be voting on the Rollover Arrangement at the SGM. Accordingly, the Wong Concert Party Group, the Directors and the trustee of the Share Award Schemes, as the Company Concert Parties, will not be voting on the Rollover Arrangement at the SGM.

As the trustee of the Share Award Schemes is presumed to be acting in concert with the Company pursuant to class (3) of the definition of “acting in concert” under the Takeovers Code, and pursuant to the rules of the Share Award Schemes, the trustee shall not exercise the voting rights attached to the Shares held by it (being 3,808,000 Shares as at the date of this announcement), and accordingly, the Shares held by the trustee will not be voted on the Share Buy-back Scheme at the Court Meeting nor at the SGM.

PROPOSED WITHDRAWAL OF LISTING

Upon the Share Buy-back Scheme becoming effective, all of the Scheme Shares will be cancelled and the share certificates in respect of the Scheme Shares will thereafter cease to have effect as documents or evidence of title. The Company will make an application to the Stock Exchange for the withdrawal of the listing of the Shares on the Stock Exchange in accordance with Rule 6.15 of the Listing Rules, with effect immediately after the Effective Date.

Shareholders will be notified by way of an announcement of the exact dates of the last day for dealing in the Shares on the Stock Exchange and the day on which the Share Buy-back Scheme and the withdrawal of the listing of the Shares on the Stock Exchange will become effective. A detailed timetable of the implementation of the Proposal will be included in the Scheme Document.

IF THE SHARE BUY-BACK SCHEME IS NOT APPROVED OR THE PROPOSAL LAPSES

Subject to the requirements of the Takeovers Code, the Proposal and the Share Buy-back Scheme will lapse if any of the Scheme Conditions has not been satisfied or (where applicable) waived on or before the Conditions Long-stop Date.

If the Share Buy-back Scheme is not approved or the Proposal otherwise lapses, the listing of the Shares on the Stock Exchange will not be withdrawn.

If the Share Buy-back Scheme is not approved or the Proposal otherwise lapses, there are restrictions under the Takeovers Code on making subsequent offers, to the effect that neither the Company nor any person who acted in concert with it in the course of the Proposal (nor any person who is subsequently acting in concert with any of them) may, within 12 months from the date on which the Share Buy-back Scheme is not approved or the Proposal otherwise lapses, announce an offer or possible offer for the Company, except with the consent of the Executive.

TAXATION ADVICE

Scheme Shareholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of accepting the Proposal. It is emphasised that none of the Company and CITICS HK or any of their respective directors, officers or associates or any other person involved in the Proposal accepts responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Proposal.

OVERSEAS SHAREHOLDERS

The distribution of the Skyworth Photovoltaic Shares under the Distribution to certain Shareholders may be subject to laws of jurisdictions outside Hong Kong. Shareholders and Beneficial Shareholders whose addresses registered in the register of members of the Company are in/or who are located or residing in jurisdictions other than Hong Kong should inform themselves about and observe all legal and regulatory requirements applicable to them. It is the responsibility of Shareholders and Beneficial Shareholders to satisfy themselves as to the full observance of the laws of the relevant jurisdictions applicable to them in connection with the Distribution, including obtaining of any governmental, exchange control or other consents which may be required, or compliance with any other necessary formalities and payment of any issue, transfer or other taxes due in such jurisdictions. Overseas Shareholders and Beneficial Shareholders should consult their professional advisers if they are in any doubt as to the potential applicability of, or consequences under, any provision of law or regulation or judicial or regulatory decisions or interpretations in any jurisdiction, territory or locality therein or thereof and, in particular, whether there will be any restriction or prohibition on the receipt, acquisition, retention, disposal or otherwise with respect to the Skyworth Photovoltaic Shares.

If the law of any relevant jurisdiction precludes an offer of the Skyworth Photovoltaic Shares, or precludes it except after compliance with conditions with which any of the Company or Skyworth Photovoltaic is unable to comply or that the Company or Skyworth Photovoltaic regards as unduly burdensome, subject to the Executive's consent and compliance with applicable requirements, no Skyworth Photovoltaic Shares may be distributed to the Non-Qualifying Shareholders, and other alternative arrangement may be made in relation to the Skyworth Photovoltaic Shares to which those overseas Shareholders would otherwise be entitled. Such arrangement may include, subject to the Executive's consent and compliance with applicable requirements, an arrangement where the Skyworth Photovoltaic Shares which the Non-Qualifying Shareholder(s) would otherwise receive pursuant to the Distribution will be sold by the Company on their behalf on the market as soon as reasonably practicable following the commencement of dealings in the Skyworth Photovoltaic Shares on the Main Board of the Stock Exchange. The aggregate proceeds of such sale (net of expenses and taxes arising from such sale) will be paid to the relevant Non-Qualifying Shareholder(s) (in proportion to his/her/their respective shareholdings in the Company as at the Record Date) in Hong Kong dollars in full satisfaction of the relevant Skyworth Photovoltaic Shares which they would otherwise receive pursuant to the Distribution, provided that if the amount that a Non-Qualifying Shareholder would be entitled to receive is less than HK\$100, such sum will be retained for the benefit of the Company.

In the event that the despatch of the Scheme Document to overseas Scheme Shareholders is prohibited by any relevant law or regulation or may only be effected after compliance with conditions or requirements that the Directors regard as unduly onerous or burdensome (or otherwise not in the best interests of the Company or the Shareholders), the Scheme Document may not be despatched to such overseas Scheme Shareholders. For that purpose, the Company will apply for any waivers as may be required by the Executive pursuant to Note 3 to Rule 8 of the Takeovers Code at such time. Any such waiver may only be granted if the Executive is satisfied that it would be unduly burdensome to despatch the Scheme Document to such overseas Scheme Shareholders. In granting the waiver, the Executive will be concerned to see that all material information in the Scheme Document is made available to such overseas Scheme Shareholders.

PRC STOCK CONNECT SHAREHOLDERS

According to the “Stock Connect Shareholding Search” available on the Stock Exchange’s website (www.hkexnews.hk), as at 17 January 2026, China Clear held 97,220,146 Shares, representing approximately 5.14% of the issued Shares as at the date of this announcement. The Board has been advised by the PRC legal adviser to the Company that the PRC Stock Connect Shareholders may hold Skyworth Photovoltaic Shares pursuant to the Distribution through China Clear. In addition, according to the PRC legal adviser, pursuant to the Shanghai Stock Exchange Measures for the Implementation of Shanghai-Hong Kong Stock Connect (《上海證券交易所滬港通業務實施辦法》) and the Shenzhen Stock Exchange Measures for the Implementation of Shenzhen-Hong Kong Stock Connect (《深圳證券交易所深港通業務實施辦法》), the PRC Stock Connect Shareholders (or the relevant China Clear participants, as the case may be) whose stock accounts in China Clear are credited with the Skyworth Photovoltaic Shares may only sell them on the Stock Exchange under the Shanghai Stock Connect and the Shenzhen Stock Connect immediately upon Skyworth Photovoltaic Listing, unless and until Skyworth Photovoltaic Shares become eligible securities under the Shanghai Stock Connect and the Shenzhen Stock Connect.

PRC Stock Connect Shareholders should seek advice from their intermediaries (including brokers, custodians, nominees or China Clear participants) and/or other professional advisers for details of the logistical arrangements as required by China Clear.

GENERAL

As at the date of this announcement:

- (a) save as disclosed in the section headed “*Shareholding Structure of the Company*” above, none of the Company and the Company Concert Parties owns or has control or direction over any Shares or voting rights of the Company;
- (b) none of the Company and the Company Concert Parties has received any irrevocable commitment in relation to the voting of the resolutions in respect of the Proposal (including the Share Buy-back Scheme, the Distribution and the Rollover Arrangement);
- (c) save as disclosed in the section headed “*Shareholding Structure of the Company*” above, none of one of the Company and the Company Concert Parties holds convertible securities, warrants or options in respect of the Shares;
- (d) none of the Company and the Company Concert Parties has entered into any outstanding derivative in respect of the securities of the Company;
- (e) save for the Distribution, the Skyworth Photovoltaic Listing and the transactions contemplated thereunder, there is no arrangement (whether by way of option, indemnity or otherwise) in relation to the Shares or the Skyworth Photovoltaic Shares and which might be material to the Proposal;
- (f) there is no agreement or arrangement (other than the Distribution, the Skyworth Photovoltaic Listing and the transactions contemplated thereunder) to which the Company is a party which relates to the circumstances in which the Company may or may not invoke or seek to invoke a pre-condition or a condition of the Proposal;
- (g) there are no relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company which the Company and the Company Concert Parties have borrowed or lent;
- (h) other than the Skyworth Photovoltaic Shares under the Distribution and the Scheme Consideration to be paid by the Company for every Scheme Share under the Share Buy-back Scheme, there is no other consideration, compensation or benefit in whatever form paid or to be paid by the Company or any of the Company Concert Parties to the Shareholders in connection with the cancellation of the Scheme Shares under the Share Buy-back Scheme; and
- (i) save for the Rollover Arrangement and the Irrevocable Undertakings, there is no understanding, arrangement or agreement or a special deal (as defined under Rule 25 of the Takeovers Code) between (i) any Shareholder; and (ii) (a) the Company and the Company Concert Parties, or (b) the Company, its subsidiaries or associated companies.

During the six-month period prior to and including the date of this announcement, save as disclosed below and save for any dealings by members of the CITICS Group, none of the Company and the Company Concert Parties have dealt for value in (i) any Shares or any convertible securities, warrants, options or derivatives in respect of any Shares or (ii) any Skyworth Photovoltaic Shares or any convertible securities, warrants, options or derivatives in respect of any Skyworth Photovoltaic Shares:

Name	Date of transaction <i>Aggregated on a daily basis (where applicable)</i>	Type of transaction	On/off the Stock Exchange	Number of Shares involved	Highest transaction price per Share	Lowest transaction price per Share
Trustee of the Share Award Schemes	14 November 2025	Purchase	On	3,372,000	HK\$3.99	HK\$3.90
Trustee of the Share Award Schemes	17 November 2025	Purchase	On	4,070,000	HK\$3.99	HK\$3.81
Trustee of the Share Award Schemes	18 November 2025	Purchase	On	584,000	HK\$3.99	HK\$3.97
Trustee of the Share Award Schemes	19 November 2025	Purchase	On	228,000	HK\$3.99	HK\$3.98
Trustee of the Share Award Schemes	20 November 2025	Purchase	On	320,000	HK\$3.99	HK\$3.93
Trustee of the Share Award Schemes	21 November 2025	Purchase	On	2,714,000	HK\$3.99	HK\$3.93
Trustee of the Share Award Schemes	24 November 2025	Purchase	On	3,688,000	HK\$3.99	HK\$3.90
Trustee of the Share Award Schemes	25 November 2025	Purchase	On	260,000	HK\$3.99	HK\$3.98
Trustee of the Share Award Schemes	27 November 2025	Purchase	On	68,000	HK\$3.99	HK\$3.92
Trustee of the Share Award Schemes	28 November 2025	Purchase	On	200,000	HK\$3.99	HK\$3.98
Ms. Lin	20 December 2025	Vesting of share awards	Off	1,200,000	Nil	Nil
Mr. Lin	20 December 2025	Vesting of share awards	Off	4,800,000	Nil	Nil
Mr. Shi Chi	20 December 2025	Vesting of share awards	Off	8,000,000	Nil	Nil
Mr. Lam Shing Choi, Eric	20 December 2025	Vesting of share awards	Off	1,700,000	Nil	Nil
Mr. Wu Qinan	20 December 2025	Vesting of share awards	Off	1,200,000	Nil	Nil

INVESTOR PRESENTATION

A copy of the investor presentation relating to the Proposal is set out in Annex 3 and forms part of this announcement.

PRECAUTIONARY LANGUAGE REGARDING FORWARD-LOOKING STATEMENTS

All statements, other than statements of historical facts included in this announcement, are or may be forward-looking statements. Forward-looking statements include, but are not limited to, those using words such as “seek”, “expect”, “envisage”, “anticipate”, “estimate”, “believe”, “intend”, “project”, “plan”, “strategy”, “forecast” and similar expressions or future or conditional verbs such as “will”, “would”, “should”, “could”, “may” and “might”. These statements reflect the Company’s current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties.

Accordingly, actual results may differ materially from those described in such forward-looking statements as a result of a number of factors, including, without limitation:

- (a) the satisfaction of the Pre-Conditions;
- (b) the satisfaction or waiver (as applicable) of the Scheme Conditions;
- (c) any changes in the regulatory regime and significant policies for the industries in which the Company and/or Skyworth Photovoltaic respectively operates, or any in the regulatory policies of the relevant government authorities of the PRC;
- (d) any changes in the effects of competition on the market demand and sale price of the products provided by the Company and Skyworth Photovoltaic; and
- (e) any changes in political, economic, legal and social conditions in the PRC and other countries in which the Company and/or Skyworth Photovoltaic operates.

Other unknown or unpredictable factors could cause actual results to differ materially from those in the forward-looking statements. Shareholders and potential investors should not place undue reliance on such forward-looking statements.

All written and oral forward-looking statements attributable to the Company or persons acting on behalf of the Company are expressly qualified in their entirety by the cautionary statements above. The forward-looking statements included herein are made only as at the date of this announcement. Subject to the requirements of the Applicable Laws including the Takeovers Code, the Company does not undertake any obligation to update publicly or revise any forward-looking statements contained in this announcement.

DISCLOSURE OF DEALINGS

In accordance with Rule 3.8 of the Takeovers Code, associates (including persons holding 5% or more of a class of relevant securities of the Company) of the Company are hereby reminded to disclose their dealings in any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company and Skyworth Photovoltaic pursuant to the requirements of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than HK\$1 million.

This dispensation does not alter the obligations of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was halted from 9:00 a.m. on 5 January 2026, pending the issue of this announcement.

An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on 21 January 2026.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the meanings set out below:

“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;
“acting in concert”	has the meaning ascribed to it under the Takeovers Code;
“Aggregate Theoretical Amount per Scheme Share”	the amount equal to (i) the mid-point of the valuation range estimated by the Valuer as at the relevant date plus (ii) the Scheme Consideration in the form of the Cash Alternative;
“Applicable Laws”	any and all laws, rules, regulations, judgments, decisions, decrees, orders, injunctions, treaties, directives, guidelines, standards, notices and/or other legal, regulatory and/or administrative requirements of any Authority;
“Approval”	any approval, authorisation, ruling, permission, waiver, consent, licence, permit, clearance, registration or filing which is required or desirable under any Applicable Law, or any licence, permit or contractual obligation of any member of the Group, for or in connection with the Proposal or the implementation of the Proposal in accordance with its terms and conditions (including the withdrawal of the listing of the Shares on the Stock Exchange), in each case excluding any filing or notification to any Authority which does not require such Authority’s approval, acknowledgement, permission, consent or clearance;
“associates”	has the meaning ascribed to it under the Takeovers Code;
“Authority”	any supranational, national, federal, state, regional, provincial, municipal, local or other government, governmental, quasi-governmental, legal, regulatory or administrative authority, department, branch, agency, commission, bureau or body (including any securities or stock exchange) or any court, tribunal, or judicial or arbitral body;
“Beneficial Shareholder(s)”	beneficial owner(s) of Shares whose Shares are registered in the name of the registered Shareholder(s) of the Company;
“Board”	the board of directors of the Company;
“Bye-laws”	the bye-laws of the Company;

“Cash Alternative”	HK\$4.03 per Scheme Share in cash;
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited;
“China Clear”	China Securities Depository and Clearing Corporation Limited (中國證券登記結算有限公司);
“CITICS Group”	CITICS HK and persons controlling, controlled by or under the same control (with the meanings ascribed to such terms in the Takeovers Code) as CITICS HK;
“CITICS HK”	CITIC Securities (Hong Kong) Limited, the exclusive financial adviser to the Company in respect of the Proposal 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);
“Companies Act”	Companies Act 1981 of Bermuda (as amended);
“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);
“Company Concert Parties”	persons who are acting in concert or presumed to be acting in concert with the Company under the Takeovers Code, including: (a) the Wong Concert Party Group; (b) the Directors; (c) the trustee of the Share Award Schemes; and (d) members of the CITICS Group (except in the capacity of exempt principal traders or exempt fund managers, in each case recognised by the Executive as such for the purpose of the Takeovers Code);
“Conditions Long-stop Date”	30 June 2027 or such later date as may be determined by the Company or, to the extent applicable, as the Supreme Court may direct and in all cases, as permitted by the Executive;
“Court Meeting”	a meeting of the Scheme Shareholders to be convened at the direction of the Supreme Court at which the Share Buy-back Scheme (with or without modification) will be voted upon, or any adjournment thereof;
“CSRC”	the China Securities Regulatory Commission;
“Director(s)”	the director(s) of the Company;

“Disinterested Shareholders”	Shareholders other than the Company, the Company Concert Parties, those who are interested or involved in the Rollover Arrangement, and those who have a material interest in the Proposal different from other Shareholders, but including any member of the CITICS Group acting in the capacity of an exempt principal trader or exempt fund manager for the purpose of the Takeovers Code, provided that Shares held by members of the CITICS Group acting in the capacity of exempt principal traders will not be voted on the Share Buy-back Scheme at the Court Meeting or the Rollover Arrangement at the SGM unless the Executive allows such Shares to be so voted;
“Disinterested Shares”	Shares held by the Disinterested Shareholders;
“Distribution”	the distribution by the Company of Skyworth Photovoltaic Shares held by it;
“Distribution Conditions”	the conditions of the Distribution, as set out in the section headed “ <i>Distribution Conditions</i> ” of this announcement;
“Effective Date”	the date on which the Share Buy-back Scheme becomes effective in accordance with the Companies Act and the Scheme Conditions;
“Executive”	the Executive Director of the Corporate Finance Division of the Securities and Futures Commission or any delegate of the Executive Director;
“Group”	the Company and its subsidiaries from time to time;
“HK\$” or “Hong Kong dollar(s)”	Hong Kong dollar(s), the lawful currency of Hong Kong;
“HKFRS”	Hong Kong Financial Reporting Standards;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Independent Financial Adviser”	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 Disinterested Shareholders in relation to the Proposal, the Share Buy-back Scheme, the Distribution and the Rollover Arrangement;
“Irrevocable Undertakings”	the irrevocable undertakings given by each of the Undertaking Directors in relation to their unvested share awards, details of which are set out in the section headed “ <i>Share Award Schemes</i> ” of this announcement;

“KYC Documents”	KYC documents as listed in the section headed “ <i>Additional Requirements for Electing the Share Alternative</i> ” in this announcement;
“Last Trading Date”	2 January 2026, the last trading day prior to the suspension of trading in the Shares on the Stock Exchange pending issue of this announcement;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Meeting Record Date”	the record date for the purpose of determining the entitlement of the Scheme Shareholders to attend and vote at the Court Meeting and the entitlement of the Shareholders to attend and vote at the SGM;
“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 of the Company;
“Nanjing Mingchuang”	Nanjing Mingchuang Equity Investment LLP* (南京銘創股權投資合夥企業(有限合夥)), which as at the date of this announcement, holds 22.00% of Skyworth Photovoltaic. As at the date of this announcement, (i) the general partner of Nanjing Mingchuang is Mr. Ma Long (馬龍), who is holding approximately 55.91% of Nanjing Mingchuang, and (ii) the limited partners of Nanjing Mingchuang are Mr. Xiao Zhen (肖振), Mr. Fan Ruiwu (范瑞武), Mr. Wu Xiaojian (吳曉建) and Mr. Cheng Xiangshuai (程相帥), each of whom is holding approximately 6.82%, 13.64%, 6.82% and 16.82% of Nanjing Mingchuang, respectively. The aforementioned individuals are senior management of Skyworth Photovoltaic and are independent from the Wong Concert Party Group and the Directors. As at the date of this announcement, each of Mr. Ma Long (馬龍) and Mr. Cheng Xiangshuai (程相帥) is holding interests in Nanjing Mingchuang on behalf of certain employees and senior management of Skyworth Photovoltaic, all of whom are independent from the Wong Concert Party Group and the Directors;

“Nanjing Mingfu”	<p>Nanjing Mingfu Appliances LLP* (南京銘伏電器合夥企業(有限合夥)), which as at the date of this announcement, holds 8.00% of Skyworth Photovoltaic. As at the date of this announcement, each of Mr. Lin (being a member of the Wong Concert Party Group), Ms. Qu Wanfei (being the spouse of Mr. Lin and a member of the Wong Concert Party Group) and Ms. Tang Yan (being the spouse of Mr. Shi Chi) is also interested in approximately 28.125%, 6.25% and 28.125% of Nanjing Mingfu, respectively. As at the date of this announcement, (i) the general partner of Nanjing Mingfu is Ms. Huang Ben (黃奔), who is holding approximately 17.5% of Nanjing Mingfu, and (ii) the limited partners of Nanjing Mingfu are Mr. Lin, Shenzhen Zhima Technology LLP* (深圳知馬科技合夥企業(有限合夥)), being an entity controlled by a company wholly-owned by Ms. Tang Yan), and Mr. Liu Jianfeng (劉劍鋒), each of whom is holding approximately 28.125%, 28.125% and 26.25% of Nanjing Mingfu. Ms. Huang Ben (黃奔) and Mr. Liu Jianfeng (劉劍鋒) are independent from the Wong Concert Party Group and the Directors. As at the date of this announcement, each of Ms. Huang Ben (黃奔) and Mr. Liu Jianfeng (劉劍鋒) is holding their interests in Nanjing Mingfu on behalf of certain employees and senior management of the Company and Skyworth Photovoltaic, all of whom (other than Ms. Qu Wanfei) are independent from the Wong Concert Party Group and the Directors;</p>
“New Share(s)”	<p>the new Share(s) to be issued by the Company to the Scheme Shareholders validly electing the Share Alternative in exchange for cancellation of their Scheme Shares;</p>
“Non-Qualifying Shareholders”	<p>overseas shareholder(s) with registered addresses in the excluded jurisdiction(s) (if any), and Shareholder(s) who is/are otherwise known by the Company to be resident(s) of, or located in jurisdiction(s) outside Hong Kong on the Record Date who, subject to the Executive’s consent, may not receive Skyworth Photovoltaic Shares pursuant to the Distribution where the Board and the board of Skyworth Photovoltaic after making relevant enquiries and based on legal advice provided by the legal adviser(s) consider it necessary or expedient to exclude him/her/them from receiving the Skyworth Photovoltaic Shares on account either of the legal restrictions under the laws of the relevant jurisdiction(s) where he/she/they is/are located or residing and/or the requirements of the relevant regulatory body(ies) or stock exchange(s) in such jurisdiction(s);</p>
“offer period”	<p>has the meaning ascribed to it under the Takeovers Code and commencing from the date of this announcement;</p>

“PRC”	the People’s Republic of China which, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region and Taiwan;
“PRC Stock Connect Shareholder(s)”	Shareholder(s) holding Shares through the Shanghai Stock Connect or the Shenzhen Stock Connect;
“Pre-Conditions”	the pre-conditions to the making of the Proposal as described in the section headed “ <i>Pre-Conditions</i> ” of this announcement;
“Pre-Conditions Long-stop Date”	31 December 2026 or such later date as may be determined by the Company;
“Proposal”	collectively, the Share Buy-back Scheme, the Distribution and the Skyworth Photovoltaic Listing;
“Record Date”	the record date to be announced for determining entitlements of the Shareholders for Skyworth Photovoltaic Shares under the Distribution and entitlements of the Scheme Shareholders under the Share Buy-back Scheme;
“Remaining Business”	the existing business of the Group other than that carried out by the Skyworth Photovoltaic Group, namely, manufacture and sales of smart TV, home access systems, smart white appliances, intelligent manufacturing, internet value-added services, property development, property holding, modern services and trading of other products;
“RMB”	Renminbi, the lawful currency of the PRC;
“Rollover Arrangement”	the arrangement between the Company and the Wong Concert Party Group as set out in the section headed “ <i>Special Deal Relating to the Rollover Arrangement</i> ” of this announcement;
“Scheme Conditions”	the conditions to the Share Buy-back Scheme as described in the section headed “ <i>Scheme Conditions</i> ” of this announcement;
“Scheme Consideration”	the Cash Alternative or the Share Alternative;
“Scheme Document”	the composite scheme document to be issued by or on behalf of the Company to Shareholders in accordance with the Takeovers Code containing, among others, details of the Proposal, the Share Buy-back Scheme, the Distribution, the Rollover Arrangement and the Skyworth Photovoltaic Listing, as may be revised or supplemented as appropriate;

“Scheme Share(s)”	the Share(s) in issue on the Record Date other than the Shares held by the Wong Concert Party Group;
“Scheme Shareholder(s)”	the registered holder(s) of the Scheme Share(s) as at the Record Date;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“SGM”	the special general meeting of the Company to be convened, or any adjournment thereof, to consider and, if thought fit, approve the implementation of the Share Buy-back Scheme and the related reduction of the share capital of the Company as a result of the cancellation of the Scheme Shares, the Distribution, the Rollover Arrangement and relevant arrangements respectively thereunder;
“Share Alternative”	one New Share per Scheme Share;
“Share Award Schemes”	collectively, the 2020 Share Award Scheme and the 2024 Share Award Scheme;
“Share Buy-back Scheme”	the scheme of arrangement to be proposed under section 99 of the Companies Act;
“Share Buy-backs Code”	the Hong Kong Code on Share Buy-backs;
“Shareholder(s)”	the holder(s) of the Share(s);
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company;
“Skyworth Photovoltaic”	Shenzhen Skyworth Photovoltaic Technology Co., Ltd.* (深圳創維光伏科技有限公司), a company established in the PRC with limited liability and the equity interest of which is held by the Company as to 70.00% as at the date of this announcement;
“Skyworth Photovoltaic Company Reformation”	the reformation of the company nature of Skyworth Photovoltaic from a limited liability company to a joint stock limited company;
“Skyworth Photovoltaic Group”	Skyworth Photovoltaic and its subsidiaries from time to time;
“Skyworth Photovoltaic Listing”	the listing (by way of introduction) of, and permission to deal in, the Skyworth Photovoltaic Shares on the Main Board of the Stock Exchange;

“Skyworth Photovoltaic Shares”	H shares of Skyworth Photovoltaic, with a par value of RMB1 each, which are to be distributed by the Company to the Shareholders, and are to be traded in HK\$ and which are to be listed on the Stock Exchange pursuant to the Skyworth Photovoltaic Listing;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Supreme Court”	the Supreme Court of Bermuda;
“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;
“trading day”	a day on which the Stock Exchange is open for dealing or trading in securities;
“Undertaking Directors”	Mr. Lin, Ms. Lin, Mr. Shi Chi, Mr. Lam Shing Choi, Eric and Mr. Wu Qinan, being holders of the unvested share awards granted under the 2024 Share Award Scheme;
“United States” or “US”	the United States of America, its territories and possessions, any State of the United States and the District of Columbia;
“Valuer”	ValQuest Advisory (Hong Kong) Limited, the adviser appointed to value the Skyworth Photovoltaic Shares;
“Valuation Reference Exchange Rate”	HK\$1 = RMB0.90990, being the central parity rate between HK\$ to RMB as at 28 November 2025 as announced by People’s Bank of China;
“Valuation Report”	the valuation report issued by the Valuer on the value of the Skyworth Photovoltaic Shares as at 30 November 2025;
“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), Ms. Qu Wanfei (the spouse of Mr. Lin)); and

“%”

per cent.

By Order of the Board of
Skyworth Group Limited
Shi Chi
Chief Executive Officer

Hong Kong, 20 January 2026

As at the date of this announcement, 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. Cheong Ying Chew, Henry, Mr. Hung Ka Hai, Clement and Mr. Sun Wei Yung, Kevin.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

* *For identification purposes only*

ANNEX 1

Valuation Report and Report by CITICS HK on the Valuation Report and the Qualifications of the Valuer

The following is the full text of the letter, summary of values and valuation reports, prepared for the purpose of incorporation in this circular received from ValQuest Advisory (Hong Kong) Limited, an independent valuer, in connection with the valuation of 70% equity interest in Shenzhen Skyworth Photovoltaic Technology Co., Ltd. held by Skyworth Group Limited and/or its subsidiaries as of 30 November 2025.*

ValQuest Advisory (Hong Kong) Limited

Unit 2502, Railway Plaza
39 Chatham Road South
Tsim Sha Tsui, Kowloon
Hong Kong
Tel: +852 2180 6460
www.valquestadv.com



20 January 2026

The Board of Directors

Skyworth Group Limited

Rooms 1601–04, Westlands Centre
20 Westlands Road
Quarry Bay
Hong Kong

Dear Sir or Madam,

- (1) PROPOSED PRE-CONDITIONAL SHARE BUY-BACK OF
SKYWORTH GROUP LIMITED
BY WAY OF A SCHEME OF ARRANGEMENT
UNDER SECTION 99 OF THE COMPANIES ACT
(2) PROPOSED DISTRIBUTION OF
SKYWORTH PHOTOVOLTAIC SHARES
BY SKYWORTH GROUP LIMITED
(3) SPECIAL DEAL RELATING TO
THE ROLLOVER ARRANGEMENT
(4) PROPOSED WITHDRAWAL OF LISTING OF
SKYWORTH GROUP LIMITED
AND
(5) RESUMPTION OF TRADING**

ESTIMATE OF VALUE OF SKYWORTH PHOTOVOLTAIC SHARES

* For identification purposes only

I. INTRODUCTION

We refer to the announcement (the “**Announcement**”) of even date issued by Skyworth Group Limited (the “**Company**” or “**you**”) regarding the proposed share buy-back of the Company and proposed distribution of shares of Shenzhen Skyworth Photovoltaic Technology Co., Ltd.* (深圳創維光伏科技有限公司) (“**Skyworth Photovoltaic**”). Capitalised terms used in this letter shall have the same meanings as those defined in the Announcement unless otherwise defined herein.

As set out in the Announcement, the Board has resolved to, subject to satisfaction of certain pre-conditions, put forward the Proposal which comprises (1) subject to satisfaction of certain conditions, the Company distributing Skyworth Photovoltaic Shares indirectly held by the Company to its Shareholders, and Skyworth Photovoltaic applying for the Skyworth Photovoltaic Listing to list on the Stock Exchange; and (2) subject to satisfaction or waiver (as applicable) of certain conditions, delisting of the Company through the cancellation of the Scheme Shares in exchange for either the Cash Alternative per Scheme Share or the Share Alternative of one New Share per Scheme Share.

ValQuest Advisory (Hong Kong) Limited (“**ValQuest**” or “**we**”) refer to the instructions from the Company to value Skyworth Photovoltaic Shares as of 30 November 2025 (the “**Valuation Date**”) pursuant to paragraph 30 of Schedule I of the Takeovers Code.

II. PURPOSE OF THE ESTIMATE-OF-VALUE

The purpose of this report is to advise the Board in respect of the estimate of value (“**Estimate-Of-Value**”) of Skyworth Photovoltaic Shares.

The Estimate-Of-Value is provided strictly to the Board for the purpose of paragraph 30 of Schedule I of the Takeovers Code and shall not be used or relied upon for any other purpose whatsoever. For the avoidance of doubt, our advice is provided strictly to the Board and will not extend to, or be interpreted as advice to, and may not be relied upon by, any of the shareholders of the Company or any other third party for any purposes whatsoever. For the avoidance of doubt, all duties and liabilities (including without limitation those arising from negligence) to third parties are specifically disclaimed.

We would like to draw your attention that the Estimate-Of-Value (being the value of Skyworth Photovoltaic Shares to be listed and traded on the Stock Exchange in the future, subject to satisfaction of certain conditions) is subject to, among other things, uncertainties and fluctuations of the capital market which are difficult to predict and beyond our control. We give no assurance on, and the Estimate-Of-Value does not constitute an opinion as to nor does it represent (i) the price at which Skyworth Photovoltaic Shares may trade at any point, present or in the future; and (ii) the value that a shareholder of Skyworth Photovoltaic may realise on any sale at present or in the future, where such a value may be higher or lower than the Estimate-Of-Value contained in this letter.

For the avoidance of doubt, nothing contained herein shall be constructed as legal, regulatory, tax and accounting advice.

III. BASIS OF THE ESTIMATE-OF-VALUE

The Estimate-Of-Value represents an estimate of the market value of Skyworth Photovoltaic Shares (as if they were distributed and were listed on the Stock Exchange via the Skyworth Photovoltaic Listing) as at 30 November 2025 (i.e., the Valuation Date), being the date for the purpose of ascertaining certain information contained in this letter.

Market value is defined under International Valuation Standards as the estimated amount for which an asset and/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.

In addition, the Estimate-Of-Value is determined based on the existing shareholding structure of Skyworth Photovoltaic. The Estimate-Of-Value is also prepared on the basis of a value as to investors acquiring a minority interest as a portfolio investment, and does not include any premium for control.

In deriving the Estimate-Of-Value, we have reviewed the following materials (the “**Materials**”):

- (i) the draft Announcement;
- (ii) the unaudited consolidated financial statements of Skyworth Photovoltaic Group for the year ended 31 December 2024 with comparative figures for the year ended 31 December 2023;
- (iii) the unaudited consolidated financial statements of Skyworth Photovoltaic Group for the six months ended 30 June 2025;
- (iv) other publicly available information related to Skyworth Photovoltaic Group;
- (v) certain publicly available information related to the industries in which Skyworth Photovoltaic Group is engaged in; and
- (vi) certain data regarding the prices, financial information and trading multiples of listed companies.

In determining the Estimate-Of-Value, we have not taken into account any financial projections for Skyworth Photovoltaic Group for fiscal year 2025 and beyond.

We have relied on the information reviewed by us, including but not limited to the Materials, and have assumed, without independent verification, that the information, facts, opinions and representations reviewed by us are true, accurate and complete and not misleading in all materials respects. This letter and the Estimate-Of-Value are necessarily based upon information available to us, information of stock market and other conditions and circumstances existing and disclosed to us as of the date of this letter. In accordance with Rule 9.1 of the Takeovers Code, it is our responsibility to ensure this letter remains accurate and up-to-date throughout the offer period (as defined under the Takeovers Code). The Shareholders will be notified as soon as possible of any material changes to the information contained herein as well as our view, if any, after the date of the Announcement and throughout the offer period (as defined under the Takeovers Code).

IV. BACKGROUND OF SKYWORTH PHOTOVOLTAIC

1. Business of Skyworth Photovoltaic

Skyworth Photovoltaic is a company registered in the PRC and is an indirect non wholly-owned subsidiary of the Company. Skyworth Photovoltaic is committed to becoming a leading global provider of distributed energy products and services, with its main business activities comprising photovoltaic power plant system integration, research and development and design, intelligent manufacturing, intelligent operation and maintenance, overseas and investment holding, and other new energy businesses. In addition, Skyworth Photovoltaic is also comprehensively expanding energy and carbon value-added services such as integrated energy management, power trading, virtual power plants, green certificates and carbon asset trading.

Its photovoltaic power plant system integrations are divided into two core segments: residential distributed photovoltaics and industrial and commercial distributed photovoltaics.

Residential Distributed Photovoltaics

In the residential segment, Skyworth Photovoltaic sets comprehensive technology standards and provides digital tools to its agents. Agents acquire customers, conduct surveys and track user signing, construction, grid connection and other processes on Skyworth Photovoltaic's digital platform, in accordance with Skyworth Photovoltaic's standards and by utilising automated tools offered by Skyworth Photovoltaic. Skyworth Photovoltaic provides support, services and supervision to its agents, and is primarily responsible for technical specifications, user standardization, provision of digital tools and platforms and supply chain management.

Revenue of Skyworth Photovoltaic from this segment is primarily derived from the sale of photovoltaic equipment, which is mostly sourced from external third-party suppliers.

Industrial and Commercial Distributed Photovoltaics

For the industrial and commercial segment, Skyworth Photovoltaic offers diversified cooperation frameworks:

Engineering, Procurement and Construction (“EPC”) Model: Skyworth Photovoltaic is responsible for technical design, equipment procurement, and construction, delivering a complete power station system ready for generation to property owner.

Energy Management Model: Skyworth Photovoltaic or its partners are responsible for the investment and construction of the power station. Skyworth Photovoltaic provides cost-efficient electricity rates or rentals to support industrial and commercial owners to increase income and optimize cost structures.

Revenue of Skyworth Photovoltaic generates from this segment includes construction fee, maintenance income as well as sales of electricity.

2. Financial information of Skyworth Photovoltaic Group

A summary of the key financial information of Skyworth Photovoltaic Group prepared in accordance with HKFRS, for the year ended 31 December 2024 and the six months ended 30 June 2025 are set out below:

	For the year ended 31 December 2024	For the six months ended 30 June 2025
	<i>(RMB million)</i>	<i>(RMB million)</i>
	<i>(unaudited)</i>	<i>(unaudited)</i>
Revenue	20,146	13,776
EBITDA	<u>1,165</u>	<u>821</u>
	As at 31 December 2024	As at 30 June 2025
	<i>(RMB million)</i>	<i>(RMB million)</i>
	<i>(unaudited)</i>	<i>(unaudited)</i>
Total assets	13,269	17,796
Total liabilities	11,323	15,394
Net asset value	<u>1,946</u>	<u>2,402</u>

The profit figures for the year/period of Skyworth Photovoltaic Group for the year ended 31 December 2024 and the six months ended 30 June 2025 as set out in the table above constitute a profit forecast under Rule 10 of the Takeovers Code and should be reported on by the financial adviser and auditors or accountants of Skyworth Photovoltaic in accordance with Rule 10.4 of the Takeovers Code. Under Rule 10.4 of the Takeovers Code, when a forecast is made in an announcement, that announcement must contain a statement that the forecast has been reported on in accordance with the Takeovers Code and the reports have been lodged with the Executive. However, Skyworth Photovoltaic has encountered genuine practical difficulties in meeting the reporting requirements set out in Rule 10.4 of the Takeovers Code. The aforementioned profit figures will be reported on in accordance with Rule 10.4 of the Takeovers Code unless the audited financial information of Skyworth Photovoltaic has been published on or before the date of the Scheme Document, in which case, the requirements to report on the aforementioned profit figures will no longer apply. For the avoidance of doubt, the Scheme Document will contain audited financial information of Skyworth Photovoltaic.

V. ASSUMPTIONS

In deriving the Estimate-Of-Value, we have adopted the following assumptions:

- (i) There will be no major changes in the existing political, legal, fiscal and economic conditions in the countries that Skyworth Photovoltaic Group is/will be operating;
- (ii) There will be no substantial fluctuation in the economic outlook and specific industry outlook affecting the continuity of the business of Skyworth Photovoltaic Group;
- (iii) There will be no material changes as to the business strategies and operational structure, Skyworth Photovoltaic Group will continue to be operated under the existing and expected business model; and
- (iv) There are no hidden or unexpected conditions associated with Skyworth Photovoltaic Group that might adversely affect the reported values, and there will be no force majeure and unforeseen circumstances that will have a significant adverse impact on Skyworth Photovoltaic Group.

VI. VALUATION METHODOLOGY

In deriving the Estimate-Of-Value, we have considered the three generally accepted approaches — namely the Market Approach, the Income Approach and the Asset-based Approach.

The Market Approach	The Market Approach assumes a reasonable investor will pay no more for an asset than it would cost to acquire a substitute asset with the same utility, it provides an indication of value by comparing the asset and/or liability with identical or similar asset and/or liability for which price information is available.
The Income Approach	The Income Approach assumes a reasonable investor will pay no more for an asset than all future benefits one would generate from, it provides an indication of value by converting projected cash flows to a single current value.
The Asset-based Approach	The Asset-based Approach assumes a reasonable investor will pay no more for an asset than it would cost to replace a similar asset offering equivalent utility. It provides an indication of value by calculating the current replacement or reproduction cost of an asset and making deductions for all relevant forms of obsolescence.

The selection of a valuation approach is based on, among other criteria, the quantity and quality of the information provided, access to available data, type and nature of the valuation subject, purpose and objective of the valuation and professional judgment and technical expertise.

Skyworth Photovoltaic Group is a mature company generating sustainable revenue and operating profit in recent years. We have selected the Market Approach because it compares the values of comparable companies using financial metrics, which are good measures of shareholders' economic benefits.

The application of the Income Approach entails the use of a full set of financial projections, which involves the use of numerous assumptions and consideration of many uncertainties, and not all of which could be easily quantified or ascertained. This variability could result in a wide range of the potential value of the Estimate-Of-Value, undermining the relevancy of the value indicated. As a result, the Income Approach is not considered as an appropriate approach.

The Asset-based Approach estimates Skyworth Photovoltaic's value based on assemblage of its existing assets and liabilities, without accounting for its earning capacity. Given Skyworth Photovoltaic has adopted a light asset model, its earning capacity is not linked to the net assets it owns, the Asset-based Approach is not considered an appropriate approach.

For reasons stated above, the Market Approach is the only approach selected.

VII. SELECTION OF COMPARABLE COMPANIES

When applying the Market Approach to determine the Estimate-Of-Value, we have assessed the Estimate-Of-Value based on comparisons with listed comparable companies using a method known as the guideline publicly-traded comparable method (“GPTCM”).

In applying GPTCM, we have made reference to the trading multiples of a number of listed companies, engaging in businesses similar to Skyworth Photovoltaic, with active transaction data, and these trading and financial data being public information with a high level of transparency.

We have identified a list of companies comparable to Skyworth Photovoltaic based on the following selection criteria:

1. Companies with shares listed on recognised and major stock exchanges in Hong Kong, China and United States including the Stock Exchange, Shanghai Stock Exchange, Shenzhen Stock Exchange, the Nasdaq Stock Market and the New York Stock Exchange;
2. Companies classified as “Renewable Energy Project Developers”, “Renewable Energy Equipment Manufacturing” or “Power Generation” according to the Bloomberg Industry Classification Standard;

3. Companies generate at least 50% revenue of their latest annual revenue from the mainland China market as disclosed in respective annual reports;
4. Companies generate at least 50% of their latest annual revenue from solar energy equipment manufacturing, solar plant construction or solar energy generation business under Bloomberg grouping;
5. Companies generate at least 40% of their latest annual revenue from distributed photovoltaic projects, including inverter sales, EPC services, plant development, operations, and/or sales of solar-generated electricity (*Note 1*);
6. Companies report at least RMB500 million revenue in the latest financial year;
7. Companies report operating profit in the latest financial year; and
8. Sufficient data, including EV/EBITDA multiples as of the Valuation Date, are available.

Note:

1. The selection threshold for revenue from distributed photovoltaic projects was set at 40% to maintain a robust sample size and to ensure the peer group provides a comprehensive reflection of the market valuation for the distributed photovoltaic industry. In particular, Jinko Power Technology Co., Ltd. (601778 CH) was included as it is a major market participant with a business profile fundamentally comparable to Skyworth Photovoltaic, although our analysis indicated its latest annual revenue from distributed photovoltaic projects was marginally below 50%.

Using these criteria, five comparable companies (“**Selected Comparables**”) with background set out below were identified. The following sets out the relevant details of the Selected Comparables:

Company Name	Ticker	Stock Exchange	Company Description
Zhejiang Sunoren Solar Technology Co., Ltd.	603105 CH	Shanghai Stock Exchange	Zhejiang Sunoren Solar Technology Co., Ltd. engages in investment, construction, and operation of distributed photovoltaic power stations and charging piles. The company also produces and sells photovoltaic products, and develops energy storage solutions.
Jinko Power Technology Co., Ltd.	601778 CH	Shanghai Stock Exchange	Jinko Power Technology Co., Ltd. engages in development, investment, construction, operation, and transfer of solar photovoltaic power stations. The company undertakes EPC projects covering ground-mounted, commercial and industrial, and residential photovoltaic systems.

Company Name	Ticker	Stock Exchange	Company Description
Zhejiang Chint Electrics Co., Ltd.	601877 CH	Shanghai Stock Exchange	Zhejiang Chint Electrics Co., Ltd. engages in development, construction, operation, and maintenance of photovoltaic power stations which undertakes EPC contracting, develops building integrated photovoltaic (BIPV) and residential photovoltaic projects. The company also produces and sells low-voltage electrical appliances.
Sungrow Power Supply Co., Ltd.	300274 CH	Shenzhen Stock Exchange	Sungrow Power Supply Co., Ltd. engages in development, production, sales and provision of service of renewable energy equipment, including solar energy and energy storage. The company offers photovoltaic inverters, energy storage systems, other smart energy products and renewable energy solutions.
Ginlong Technologies Co., Ltd.	300763 CH	Shenzhen Stock Exchange	Ginlong Technologies Co., Ltd. engages in the research and development, production, sales, and service of string inverters. Its key products include photovoltaic inverters and energy storage inverters.

The Selected Comparables form an exhaustive list of comparable companies for the purpose of the valuation based on the selection criteria as mentioned above.

VIII. SELECTION OF TRADING MULTIPLE

In deriving the Estimate-Of-Value under GPTCM, we have considered different suitable trading multiples.

Commonly used benchmark multiple include:

Price-to-earnings multiple (“**P/E Multiple**”), computed as market capitalisation divided by net profit, is commonly used to reflect net earnings. However, it is heavily influenced by capital structure and often distorted by non-operating or non-recurring income and expenses, thereby failing to reflect the underlying sustainable earning ability of the business.

Price-to-sales multiple (“**P/S Multiple**”), which is computed as market capitalisation divided by revenue, is commonly used to value early-stage or loss-making companies. It ignores the cost structure and hence the profitability of a company.

Price-to-book multiple (“**P/B Multiple**”), which is computed as market capitalisation divided by net book value, is common to value companies within asset intensive industries. However, it only captures tangible assets of a company.

Enterprise value to earnings before interest, tax, depreciation and amortisation (“**EBITDA**”) multiple (“**EV/EBITDA Multiple**”), which is computed as enterprise value divided by EBITDA. Enterprise value is sum of equity value, non-controlling interests and debts minus cash. EV/EBITDA Multiple removes non-cash depreciation and amortisation expenses and offers a cleaner comparison of companies’ core operations.

Enterprise value-to-sales multiple (“**EV/S Multiple**”), which is computed as enterprise value divided by revenue. It is similar to P/S Multiple, but also considers a company’s debts and financial leverage.

Compared to price multiples, such as P/E Multiple, P/S Multiple and P/B Multiple, enterprise value multiples, such as EV/EBITDA Multiple and EV/S Multiple, allow a direct comparison of companies regardless of how they finance their operations, and eliminate distortions caused by difference in capital structure. We consider enterprise value multiples to be more robust for this analysis, as Skyworth Photovoltaic and the Selected Comparables exhibit divergent capital structures, which would otherwise skew equity-based comparisons.

EV/EBITDA Multiple accounts for the cost structure and operating cash expenses of a business. Unlike EV/S Multiple, which ignores the margins and the expense profile of a company, EV/EBITDA Multiple captures the actual operating cash flow generation capability of a business, thereby offering a more holistic view of its economic value to stakeholders.

After careful consideration of abovementioned factors, EV/EBITDA Multiple is selected as the most appropriate trading multiple.

IX. EV/EBITDA MULTIPLE

The following table shows the details of the EV/EBITDA Multiple of each of the Selected Comparables:

Company Name	Ticker	Market Cap. (as of 30 November 2025) (RMB million)	Enterprise value (Note 1) (RMB million)	EBITDA (Note 2) (RMB million)	EV/EBITDA Multiple
Zhejiang Sunoren Solar Technology Co., Ltd.	603105 CH	4,675	6,354	521	12.2x
Jinko Power Technology Co., Ltd.	601778 CH	11,963	24,396	2,297	10.6x
Zhejiang Chint Electrics Co., Ltd.	601877 CH	60,386	109,159	10,349	10.5x
Sungrow Power Supply Co., Ltd.	300274 CH	379,190	385,075	14,647	26.3x
Ginlong Technologies Co., Ltd.	300763 CH	28,855	36,998	1,848	20.0x
				Average	15.9x
				Median	12.2x

Notes:

1. Enterprise values of the Selected Comparables represent sum of their respective market capitalisation, plus net debts (i.e. total borrowings and lease liabilities less cash) and non-controlling interests, calculated based on data as sourced from Bloomberg as at the Valuation Date.
2. Calculated based on the financial information contained in 2024 annual reports of the Selected Comparables.
3. Subject to rounding differences.

X. ESTIMATE-OF-VALUE BASED ON EV/EBITDA MULTIPLE

1. Estimate-Of-Value

The derivation of Estimate-Of-Value is summarised as follows:

	Low end (RMB million)	High end (RMB million)
EBITDA of Skyworth Photovoltaic (<i>Note 1</i>)	1,165	1,165
EV/EBITDA multiple of Selected Comparables (Median; Average)	12.2x	15.9x
Enterprise value	14,203	18,557
Add: Cash (<i>Note 2</i>)	3,875	3,875
Less: Interest-bearing debts (<i>Note 2</i>)	(5,202)	(5,202)
Less: Non-controlling interests (<i>Note 2</i>)	(148)	(148)
Add: Surplus assets/(liabilities) (<i>Notes 2, 3</i>)	173	173
100% equity interest of Skyworth Photovoltaic (on marketable and non-controlling basis)	12,901	17,255
shareholding %	70%	70%
Estimate-Of-Value	9,031	12,079

Notes:

1. As of the Valuation Date, the best available latest twelve-month financial information of Skyworth Photovoltaic Group covered up to 31 December 2024, according to information made available to us. These have therefore been adopted for the valuation. The consolidated EBITDA datum is based on the unaudited consolidated financial statements of Skyworth Photovoltaic Group for the year ended 31 December 2024.
2. As of the Valuation Date, the best available financial position information of Skyworth Photovoltaic Group is as at 30 June 2025, according to information made available to us. These have therefore been adopted for the valuation. The consolidated data are based on the unaudited consolidated financial statements of Skyworth Photovoltaic Group as at 30 June 2025.
3. Surplus assets included long-term equity investments and other equity instrument investments where Skyworth Photovoltaic holds 0.4% to 30% equity interests of investees. The market values of these investments were deemed close to their book values as at 30 June 2025.
4. Subject to rounding differences.

2. Sensitivity Analysis

The Estimate-Of-Value is subject to uncertainties and fluctuations of the capital market which are difficult to predict and beyond our control. When deriving the Estimate-Of-Value using GPLCM, we noted that a number of parameters which could fluctuate due to changes in the capital market and affect the results of the Estimate-Of-Value, including but not limited to, fluctuations in share price of the Selected Comparables. In this regard and as an illustration, we have performed a sensitivity analysis on the Estimate-Of-Value as set forth below:

	Sensitivity analysis (Note 1)		
	Pessimistic	Base case	Optimistic
	case	case	case
	<i>(RMB million)</i>	<i>(RMB million)</i>	<i>(RMB million)</i>
Based on median EV/EBITDA Multiple	8,037	9,031	10,025
Based on average EV/EBITDA Multiple	<u>10,780</u>	<u>12,079</u>	<u>13,378</u>

Note:

1. Sensitise by applying +/- 10% on the EV/EBITDA Multiple.
2. Subject to rounding differences.

The above sensitivity analysis is for illustrative purposes only, and does not affect our conclusion of the Estimate-Of-Value.

XI. CONCLUSION OF VALUE

In accordance with the purpose and scope of our engagement, and subject to the valuation assumptions and reference to the Materials, the Estimate-Of-Value as of the Valuation Date is concluded to range from RMB9,031 million to RMB12,079 million, with a mid-point of RMB10,555 million. This is equivalent to a range from approximately RMB12.90 (equivalent to approximately HK\$14.18) per Skyworth Photovoltaic Share to approximately RMB17.26 (equivalent to approximately HK\$18.96) per Skyworth Photovoltaic Share, with a mid-point of approximately RMB15.08 (equivalent to approximately HK\$16.57) per Skyworth Photovoltaic Share.

Yours faithfully,
for and on behalf of
ValQuest Advisory (Hong Kong) Limited
Jason Chu
Managing Director

Note: Mr. Jason Chu is a CFA charterholder and a member of the Hong Kong Institute of Certified Public Accountants. Mr. Chu has over 15 years of experience in the business valuation and advisory services in the Mainland China, Hong Kong and other overseas countries.

This valuation was prepared under the direct supervision of Mr. Jason Chu as project-leader-in-charge with substantial professional assistance from Ms. Eva Ng and Mr. Danny Lai.

Ms. Ng is a member of the Hong Kong Institute of Certified Public Accountants. She has over 10 years of experience in the business valuation and advisory services in the Mainland China, Hong Kong and other overseas countries.

Mr. Lai is a CFA charterholder. He has over 2 years of experience in the business valuation and advisory services in the Mainland China and Hong Kong.

For the purpose of this letter, the Valuation Reference Exchange Rate (i.e., HK\$1 = RMB0.90990) was adopted.

The Board of Directors

Skyworth Group Limited (the “Company”)

Rooms 1601–04, Westlands Centre
20 Westlands Road
Quarry Bay
Hong Kong

Dear Sirs,

**(1) PROPOSED PRE-CONDITIONAL SHARE BUY-BACK OF
SKYWORTH GROUP LIMITED
BY WAY OF A SCHEME OF ARRANGEMENT
UNDER SECTION 99 OF THE COMPANIES ACT
(2) PROPOSED DISTRIBUTION OF
SKYWORTH PHOTOVOLTAIC SHARES
BY SKYWORTH GROUP LIMITED**

We refer to the announcement dated 20 January 2026 (the “**Announcement**”), in relation to the proposed Share Buy-back Scheme, the Distribution and the Skyworth Photovoltaic Listing as set out in the Announcement. Unless otherwise defined or the context otherwise requires, capitalised terms used herein shall have the same meanings as defined in the Announcement.

Pursuant to the requirements of the Takeovers Code, the Company has engaged ValQuest Advisory (Hong Kong) Limited (the “**Valuer**”) to provide an estimate of value of Skyworth Photovoltaic Shares, contained in the Valuation Report dated 20 January 2026 prepared by the Valuer as set out in Annex 1 to the Rule 3.5 Announcement (the “**Estimate of Value**”). The Valuation Adviser is a professional valuation firm specializing in provision of various valuation services for companies worldwide, especially listed companies in Hong Kong.

We, in our capacity as the financial adviser solely to the Company in respect of the Proposal, are required to report on the Estimate of Value and the qualifications and experience of the Valuer pursuant to the requirements of Rule 11.1(b) of the Takeovers Code.

OUR REVIEW

For the purpose of providing this letter, we have conducted the following due diligence:

- (a) conducted reasonable checks to assess the relevant qualifications, experience and expertise of the Valuer, including reviewing the supporting documents on the qualifications of the Valuer and discussing with the Valuer its qualifications, experience and expertise.
- (b) reviewed the Estimate of Value, for which you and the Valuer are solely responsible; and
- (c) discussed, in our capacity as, and from the perspective of, the financial adviser to the Company, with the Valuer the Estimate of Value and the bases and assumptions underlying the Estimate of Value.

Based on the information provided by the Valuer, we are satisfied that the (i) Valuer is suitably qualified and experienced to prepare the Estimate of Value and (ii) the valuation approach, as well as the bases and assumptions adopted in deriving the Estimate of Value have been made with due care and objectivity, and on a reasonable basis.

We have not independently verified the computations leading to the determination of the Estimate of Value and have assumed the computations to be true, accurate and complete. The valuation of non-publicly traded securities is inherently imprecise and subject to the underlying assumptions, which are in turn subject to uncertainties and affected by market conditions. In addition, our view is necessarily based on prevailing economic, market and other conditions which generally affect the value of companies and securities as in effect and the financial conditions of Skyworth Photovoltaic available to us as of the date of this letter. In accordance with Rule 9.1 of the Code on Takeovers and Mergers, it is our responsibility to ensure this letter remains accurate and up to date throughout the offer period (as defined under the Takeovers Code). The Shareholders will be notified as soon as possible of any material changes to the information contained herein as well as our view, if any, after the date of the Rule 3.5 Announcement and throughout the offer period (as defined under the Takeovers Code).

GENERAL

This letter has been provided to the directors of the Company only and solely for the purposes of Rule 11.1(b) of the Takeovers Code and shall not be used or relied upon for any other purpose whatsoever. It is not addressed to and may not be relied upon by any third party for any purpose whatsoever and we expressly disclaim any duty or liability to any third party with respect to the contents of this letter.

We are not the independent appraiser of the Estimate of Value, which was determined by the Valuer. We are acting as the financial adviser to the Company in connection with the Proposal. We will not be responsible to any person other than the Company for providing advice in connection with the Proposal, nor will we owe any responsibility to any person other than the Company.

We have assumed that all information, materials and representations provided to us by the Valuation Adviser were true, accurate, complete and not misleading at the time they were supplied or made, and remained so up to the date of the Rule 3.5 Announcement and that no material fact or information has been omitted from the information and materials supplied. No representation or warranty, whether express or implied, is made by us on the accuracy, truth or completeness of such information, materials or representations. Accordingly, we accept no responsibility, whether expressly or implicitly, on the Estimate of Value as set out in the Rule 3.5 Announcement.

In providing this letter, we express no opinion or recommendation to any person as to how such person should act on any matters relating to the Proposal or as to the fairness of the financial terms of the Proposal. Scheme Shareholders are recommended to seek their own independent financial advice.

Yours faithfully,
For and on behalf of
CITIC Securities (Hong Kong) Limited

Edmund Chan
Managing Director, Head of M&A

ANNEX 2

Unaudited Pro Forma Consolidated Financial Information of the Remaining Businesses

Set out below is the unaudited pro forma consolidated financial information of the Company post-Distribution and post-Skyworth Photovoltaic Company Reformation (i.e. the Remaining Business) prepared in accordance with Rule 4.29 of the Listing Rules on the bases and assumptions set out therein to illustrate the impact of the Distribution as if it was completed as at 1 January 2024 or 31 December 2024 as appropriate. The unaudited pro forma financial information in this Annex 2 is prepared for illustrative purposes only and because of its hypothetical nature, it may not give a true picture of the Company's consolidated financial position as of 31 December 2024 or any future dates, nor the Company's consolidated results for the year ended 31 December 2024 or for any future period following the completion of the Distribution. It should be read in conjunction with other financial information included elsewhere in this announcement.

A. UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL INFORMATION OF THE REMAINING BUSINESS

	Consolidated net assets of the Group as at 31 December 2024 (Note 1) RMB million (Audited)	Less: unaudited consolidated net assets of the Skyworth Photovoltaic Group as at 31 December 2024 (Note 2) RMB million (Unaudited)	Pro forma adjustments (Note 3) RMB million (Unaudited)	Unaudited pro forma adjusted consolidated net assets of the Remaining Business as at 31 December 2024 (Note 4) RMB million (Unaudited)
Total assets	70,008	13,269	1,255	57,994
Total liabilities	<u>46,870</u>	<u>11,323</u>	<u>545</u>	<u>36,092</u>
Net assets	<u><u>23,138</u></u>	<u><u>1,946</u></u>	<u><u>710</u></u>	<u><u>21,902</u></u>

	Consolidated net profit attributable to owners of the Company for the year ended 31 December 2024 (Note 1) RMB million (Audited)	Less: unaudited consolidated net profit of the Skyworth Photovoltaic Group attributable to owners of the Company for the year ended 31 December 2024 (Note 2) RMB million (Unaudited)	Pro forma adjustments (Note 3) RMB million (Unaudited)	Unaudited pro forma adjusted consolidated net profit attributable to owners of the Company of the Remaining Business for the year ended 31 December 2024 (Note 4) RMB million (Unaudited)
Revenue	<u>65,013</u>	<u>20,146</u>	<u>12</u>	<u>44,879</u>
Profit before income tax	<u>1,738</u>	<u>1,027</u>	<u>338</u>	<u>1,049</u>
Net profit attributable to owners of the Company	<u><u>568</u></u>	<u><u>555</u></u>	<u><u>177</u></u>	<u><u>190</u></u>

Notes:

1. The amounts represent historical financial information of the Group as at 31 December 2024 and for the year ended 31 December 2024, as extracted from the published financial statements of the Group.
2. The adjustment represents unaudited historical financial information of the Skyworth Photovoltaic Group as at 31 December 2024 and for the year ended 31 December 2024, as extracted from the unaudited financial statements prepared in accordance with the Hong Kong Financial Reporting Standards of the Skyworth Photovoltaic Group.
3. The adjustment reflects the re-instatement of intra-group transactions and balances which were previously eliminated on the Group's consolidated financial statements for the purpose of preparing the unaudited pro forma financial information. The above adjustments are not expected to have a continuing effect on the unaudited pro forma consolidated financial information of the Remaining Business.
4. The unaudited pro forma adjusted consolidated net assets and unaudited pro forma adjusted consolidated net profit attributable to owners of the Company of the Remaining Business are arrived at after the adjustments referred to as set out in preceding paragraphs. As a result of the foregoing, the unaudited total of net assets and the unaudited consolidated net profit attributable to owners of the Company of the Remaining Business were RMB21,902 million, assuming that the Distribution was completed on 31 December 2024 and RMB190 million, assuming that the Distribution was completed on 1 January 2024, respectively (which does not take into account the effect of the Skyworth Photovoltaic Company Reformation). No other adjustment has been made to the unaudited pro forma adjusted consolidated net assets and unaudited consolidated net profit attributable to owners of the Company of the Remaining Business to reflect any trading results or other transactions of the Group entered into subsequent to 31 December 2024.

B. REPORT ON THE PRO FORMA FINANCIAL INFORMATION OF THE REMAINING BUSINESS

The following is the text of the report on the unaudited pro forma information of the Remaining Business received from Deloitte Touche Tohmatsu, Certified Public Accountants, Hong Kong, for the purpose of incorporation in this announcement.

Deloitte.

德勤

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 certain information in the unaudited pro forma statement of financial position as at 31 December 2024, the unaudited pro forma statement of profit or loss for the year ended 31 December 2024, and related notes as set out in the announcement issued by the Company dated 20 January 2026 (the “**Announcement**”). The applicable criteria on the basis of which the Directors have compiled the unaudited pro forma financial information are described in Section A of Annex 2 to the Announcement. The unaudited pro forma financial information has been compiled by the Directors to illustrate the impact of the proposed distribution of shares in Shenzhen Skyworth Photovoltaic Technology Co., Ltd. (“**Skyworth Photovoltaic**”, together with its subsidiaries immediately following a group reorganisation hereinafter collectively referred to as the “**Skyworth Photovoltaic Group**”) held by the Company (the “**Distribution**”) on the Group’s financial position as at 31 December 2024 as if the Distribution had taken place at 31 December 2024 and the Group’s financial performance for the year ended 31 December 2024 as if the Distribution had taken place at 1 January 2024. 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, and information about the Skyworth Photovoltaic Group’s financial position and financial performance has been extracted by the Directors from the Skyworth Photovoltaic Group’s unaudited financial statements for the year ended 31 December 2024.

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 Circulars” (“**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 the Announcement is solely to illustrate the impact of Distribution on unadjusted financial information of the Group as if the Distribution 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 Distribution at 31 December 2024 or 1 January 2024 would have been as presented.

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

20 January 2026

ANNEX 3

Investor Presentation

The background of the slide features a stylized, layered mountain range in various shades of blue, with the peaks receding into the distance. In the foreground, there are smooth, undulating waves of blue water. The overall color palette is a range of blues, from light sky blue to deep navy blue.

SKYWORTH

Skyworth Group Limited Investor Presentation

January 2026

Issued by Skyworth Group Limited

Disclaimer

Reference is made to the announcement dated 20 January 2026 (the “Announcement”) issued by Skyworth Group Limited (the “Company”) under Rule 3.5 of the Code on Takeovers and Mergers of Hong Kong (the “Takeovers Code”) in relation to the pre-conditional proposal for (i) the proposed distribution of the H shares of Shenzhen Skyworth Photovoltaic Technology Co., Ltd.* (深圳創維光伏科技有限公司) (“Skyworth Photovoltaic” and “Skyworth Photovoltaic Shares”, respectively) to shareholders of the Company (the “Distribution”) and application by Skyworth Photovoltaic for the listing of Skyworth Photovoltaic Shares on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) by way of introduction (the “Skyworth Photovoltaic Listing”), and (ii) the simultaneous delisting of the Company by way of a share buy-back scheme of arrangement under section 99 of the Companies Act 1981 of Bermuda (as amended) (the “Share Buy-back Scheme”, together with the Distribution and the Skyworth Photovoltaic Listing as the “Proposal”).

This presentation (the “Presentation”) contains a brief summary of the Distribution, the Skyworth Photovoltaic Listing and the Share Buy-back Scheme, details of which are set out in the Announcement. Shareholders and other investors of the Company and Skyworth Photovoltaic are recommended to read the Announcement in its entirety for additional information regarding the Share Buy-back Scheme, the Distribution and the Skyworth Photovoltaic Listing. The Announcement is available on the websites of the Stock Exchange (www.hkexnews.com.hk) and the Company. Unless otherwise specified, terms used in the Presentation have the same meaning as those defined in the Announcement.

The Presentation does not constitute any recommendation or form the basis for any investment decisions regarding the Company or Skyworth Photovoltaic. The information contained herein is being supplied to you solely for your information. No opinion or recommendation is given in this Presentation by the Company and Skyworth Photovoltaic, or any of their respective directors, officers, employees, shareholders, agents, affiliates, advisers or representatives or any of their controlling persons to any persons as to how such person should act on any matters relating to the Proposal or as to the fairness of the terms and conditions of the Proposal, and you are recommended to seek your own professional advice in relation to the Proposal and/or any information set out herein if in doubt. In addition, any analyses included herein are not and do not purport to be appraisals of the assets, stock or business of the Company and Skyworth Photovoltaic or any of their holding companies, subsidiaries or other affiliates. Even when the Presentation contains a form of appraisal, it should be considered as preliminary, suitable only for the purpose described in the paragraph above, subject to assumptions and not be otherwise used without the prior written consent of the Company, Skyworth Photovoltaic and CITIC Securities (Hong Kong) Limited. Nothing contained in the Presentation is, or shall be, relied upon as a promise or representation as to the future or as a representation or warranty otherwise.

Disclaimer

The Presentation and the information contained herein do not constitute or form part of, and should not be construed as, any offer for sale or issuance of or solicitation or invitation of any offer to buy or subscribe for any securities of the Company and Skyworth Photovoltaic in the United States, Hong Kong or any other jurisdiction, nor does it constitute or form any part of an invitation or solicitation by or on behalf of the Company and Skyworth Photovoltaic, or any of their respective controlling persons, affiliates, directors, officers, employees, advisers or representatives to subscribe for or purchase any securities. No part of the Presentation shall form the basis of, or be relied upon in connection with, any contract or commitment whatsoever. The Presentation does not constitute a “prospectus” within the meaning of the Companies (Winding Up and Miscellaneous Provisions) Ordinance. The Presentation and the information contained herein may not be reproduced in any form or redistributed in any manner to any other person, in whole or in part. In particular, neither the presentation nor any of the information in the presentation may be, directly or indirectly, taken or transmitted into or distributed in the United States (including its territories and possessions), the PRC, Canada, Japan or any other jurisdiction that prohibits the same, except in compliance with applicable securities laws. Any unauthorised reproduction of the information in the Presentation may be an offence. The distribution of the Presentation in other jurisdictions may be restricted by law, and persons into whose possession the Presentation comes should inform themselves about, and observe, any such restrictions and be solely responsible for any consequences arising from any such violation.

Warning: Shareholders and potential investors of the Company should be aware that the implementation of the Proposal will only become effective after all of the Pre-Conditions and Scheme Conditions being satisfied or waived (as applicable) and thus the Proposal may or may not be implemented and the Share Buy-back Scheme may or may not become effective. Shareholders and potential investors of the Company should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

The Proposal is being made to cancel the securities of a company incorporated in Bermuda by means of a share buy-back scheme of arrangement provided for under the laws of Bermuda and is subject to Hong Kong disclosure requirements which are different from those of the United States.

A transaction effected by means of a share buy-back scheme of arrangement is not subject to the tender offer rules of the US Securities Exchange Act of 1934, as amended. Accordingly, the Proposal is subject to the disclosure requirements and practices applicable in Bermuda and Hong Kong to schemes of arrangement which differ from the disclosure and procedural requirements applicable under the US federal securities laws.

Disclaimer

This Presentation does not constitute an offer to sell or an invitation to purchase or subscribe for any securities or a solicitation of any vote or approval in the US. This Presentation does not constitute a prospectus or a prospectus equivalent document. US Scheme Shareholders are advised to read carefully the formal documentation in relation to the Proposal once it has been despatched.

In particular, this Presentation is not an offer of securities for sale nor a solicitation of an offer to buy securities in the US. The New Shares which will be issued in connection with the Share Buy-back Scheme and the Skyworth Photovoltaic Shares that will be distributed pursuant to the Distribution have not been, and will not be, registered under the US Securities Act of 1933, as amended (the “Securities Act”) or under the securities law of any state, district or other jurisdiction of the US, or any other jurisdiction, and no regulatory approval or clearance in respect of New Shares and the Skyworth Photovoltaic Shares has been, or will be, applied for in any jurisdiction other than Hong Kong. The New Shares and the Skyworth Photovoltaic Shares may not be offered or sold in the US absent a registration under the Securities Act or an exemption from registration. The Company does not intend to make any public offering of securities in the US.

The receipt of cash pursuant to the Proposal by a US Scheme Shareholder as consideration for the cancellation of his/her/its Scheme Shares pursuant to the Share Buy-back Scheme may be a taxable transaction for US federal income tax purposes and under applicable US state and local, as well as foreign and other tax laws. Each Scheme Shareholder is urged to consult his/her/its independent professional adviser immediately regarding the tax consequences of the Proposal applicable to him/her/it.

It may be difficult for US Scheme Shareholders to enforce their rights and claims arising out of the US federal securities laws, since the Company is located in a country other than the United States, and some or all of their officers and directors may be residents of a country other than the United States. US Scheme Shareholders may not be able to sue a non-US company or its officers or directors in a non-US court for violations of the US securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court’s judgement.

Disclaimer

All statements, other than statements of historical facts included in this Presentation, are or may be forward-looking statements. Forward-looking statements include, but are not limited to, those using words such as “seek”, “expect”, “envisage”, “anticipate”, “estimate”, “believe”, “intend”, “project”, “plan”, “strategy”, “forecast” and similar expressions or future or conditional verbs such as “will”, “would”, “should”, “could”, “may” and “might”. These statements reflect the Company’s current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties.

Accordingly, actual results may differ materially from those described in such forward-looking statements as a result of a number of factors, including, without limitation:

- (a) the satisfaction of the Pre-Conditions;
- (b) the satisfaction or waiver (as applicable) of the Scheme Conditions;
- (c) any changes in the regulatory regime and significant policies for the industries in which the Company and/or Skyworth Photovoltaic respectively operates, or any in the regulatory policies of the relevant government authorities of the PRC;
- (d) any changes in the effects of competition on the market demand and sale price of the products provided by the Company and Skyworth Photovoltaic; and
- (e) any changes in political, economic, legal and social conditions in the PRC and other countries in which the Company and/or Skyworth Photovoltaic operates.

Other unknown or unpredictable factors could cause actual results to differ materially from those in the forward-looking statements. Shareholders and potential investors should not place undue reliance on such forward-looking statements.

All written and oral forward-looking statements attributable to the Company or persons acting on behalf of the Company are expressly qualified in their entirety by the cautionary statements above. The forward-looking statements included herein are made only as at the date of this Presentation. Subject to the requirements of the Applicable Laws including the Takeovers Code, the Company does not undertake any obligation to update publicly or revise any forward-looking statements contained in this Presentation.

You acknowledge that the information contained herein does not purport to be exhaustive or necessarily contain all information that may be material with respect to the Company and/or Skyworth Photovoltaic and is provided to you for your information only.

Nothing in the Presentation should be construed as regulatory, valuation, legal, tax, accounting or investment advice.



1

Basic Information of
the Proposal

2

Analysis of the Significance
of the Proposal

3

Analysis of
Shareholder Economic Benefits

4

Appendix:
Skyworth Photovoltaic Introduction

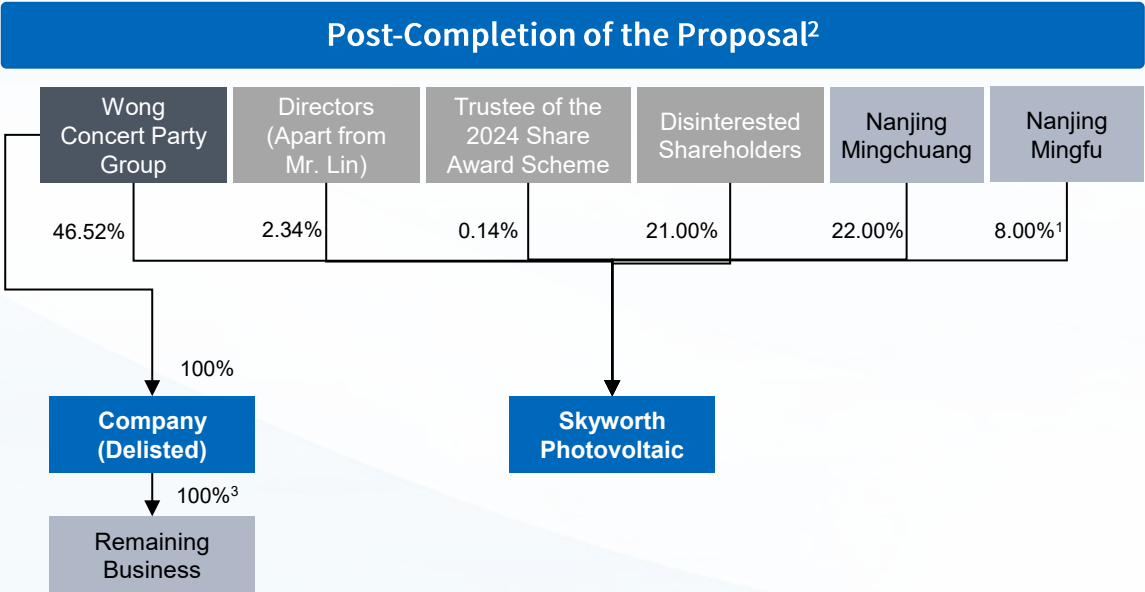
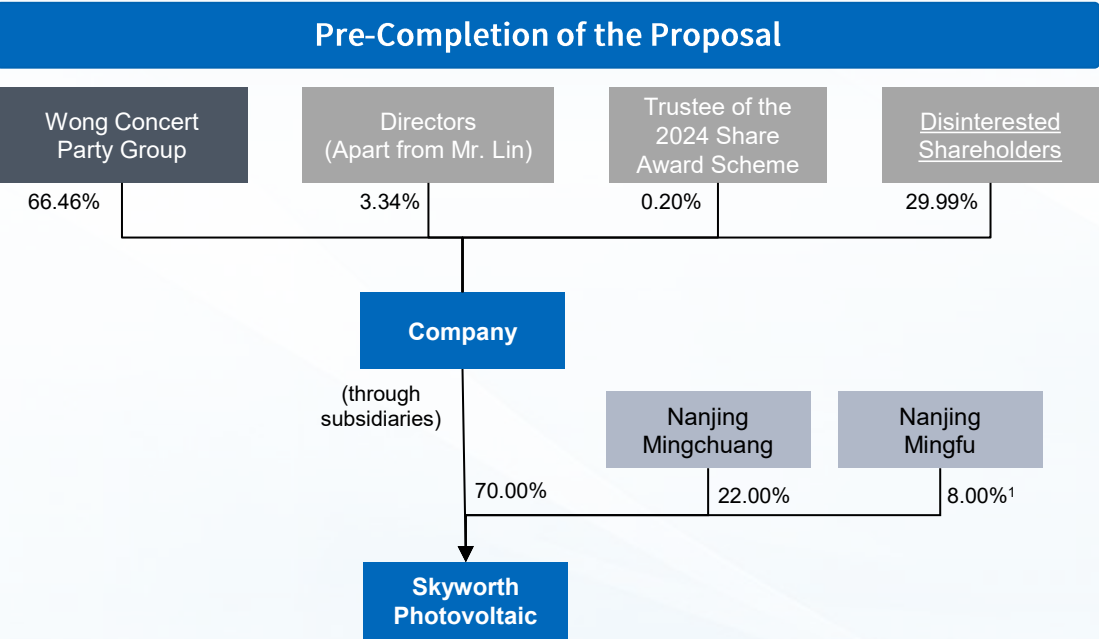
1. Basic Information of the Proposal

Overview of the Proposal

The Proposal comprises (i) **the Distribution and the Skyworth Photovoltaic Listing**, and (ii) **the Share Buy-back Scheme**. The purpose is to achieve the primary listing of 100% of the Skyworth Photovoltaic Shares on the Main Board of the Stock Exchange, with the aim of unlocking value for the Shareholders by realising the growth potential of the Skyworth Photovoltaic Group, and to delist the Company which will hold the Remaining Business.

The primary mechanism for the Skyworth Photovoltaic Listing is a distribution in specie of all Skyworth Photovoltaic Shares held by the Company to all Shareholders as at the Record Date. Meanwhile, Skyworth Photovoltaic will apply for the listing of its shares on the Main Board of the Stock Exchange by way of introduction. The Share Buy-back Scheme involves the cancellation of the Scheme Shares in exchange for either (i) the Cash Alternative (i.e. payment by the Company of HK\$4.03 per Scheme Share in cash) or (ii) the Share Alternative (i.e. one New Share to be issued by the Company for every Scheme Share).

Completion of the Distribution, the Skyworth Photovoltaic Listing and the Share Buy-back Scheme are inter-conditional upon each other, and the Distribution, the Skyworth Photovoltaic Listing and the Share Buy-back Scheme will take place on or about the same day.



Note: 1. Each of Mr. Lin (being a member of the Wong Concert Party Group) and Ms. Tang Yan (being the spouse of Mr. Shi Chi, a director of the Company) is also interested in approximately 28.125% of Nanjing Mingfu; 2. It is proposed that fractions of a Skyworth Photovoltaic Share will not be distributed to the Shareholders under the Distribution, and it is intended that the fractional entitlements of Shareholders to Skyworth Photovoltaic Shares under the Distribution will be aggregated (and if necessary, rounded down to the nearest whole number of a Skyworth Photovoltaic Share) and retained by the Company for its benefit; 3. Assuming that there will be no other change in the shareholding of the Company before the Effective Date and that all Scheme Shareholders elect the Cash Alternative

Key Terms of the Proposal

SKYWORTH

Offeror

SKYWORTH GROUP LIMITED

Structure of the Proposal

The Proposal comprises two inter-conditional components:

(1) Distribution & Skyworth Photovoltaic Listing: The Company will distribute all Skyworth Photovoltaic Shares held by it in specie to all Shareholders whose names appear on the register of members of the Company as at the Record Date and Skyworth Photovoltaic will apply for a primary listing on the Main Board of the Stock Exchange by way of introduction at the same time.

(2) Share Buy-back Scheme: The Company will be delisted by way of the Share Buy-back Scheme under section 99 of the Companies Act, which involves the cancellation of the Scheme Shares in exchange for either (i) the Cash Alternative (i.e. payment by the Company of HK\$4.03 per Scheme Share in cash) or (ii) the Share Alternative (i.e. one New Share to be issued by the Company for every Scheme Share).

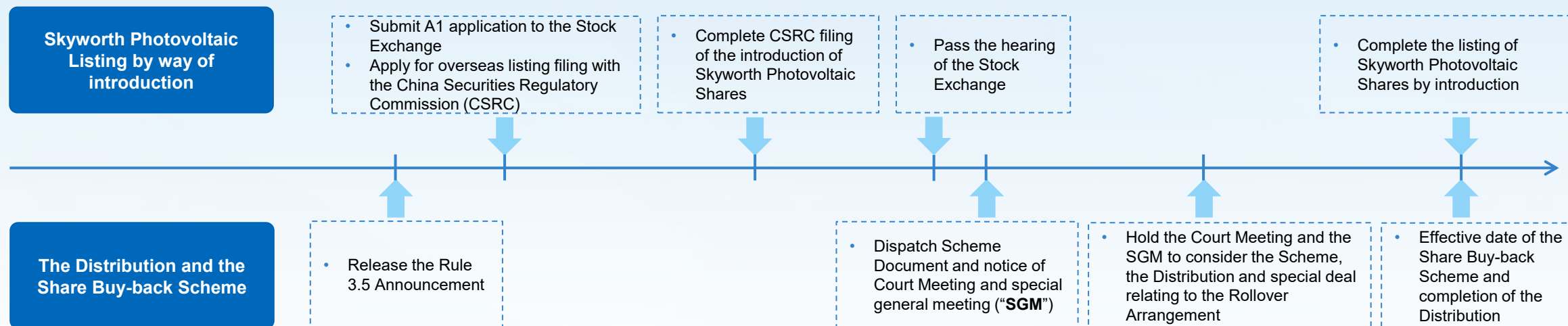
Consideration and Payment method

Share Distribution Component: Prior to the Share Buy-back Scheme, all Shareholders whose names appear on the register of members of the Company as at the Record Date will also receive 0.3699779 Skyworth Photovoltaic Shares in respect of each Share they hold as at the Record Date via a distribution in specie of 100% of the Skyworth Photovoltaic Shares held by the Company.

Share Buy-back Scheme Component: Each Scheme Shareholder will be entitled to receive either a cash payment of HK\$4.03 or one New Share to be issued by the Company for each Scheme Share held.

Key Milestones and Approval Procedures

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The making of the Proposal is subject to the satisfaction of the following Pre-Conditions: (a) the requisite approvals by the shareholders of Skyworth Photovoltaic in respect of the Distribution and the Skyworth Photovoltaic Listing having been obtained in accordance with its articles of association and/or shareholders' agreement; and (b) the filing notice issued by CSRC regarding the Skyworth Photovoltaic Listing, the approval-in-principle from the Stock Exchange for the Skyworth Photovoltaic Listing, and approval/filing by such other competent authorities which are necessary for the Skyworth Photovoltaic Listing having been obtained.

Voting threshold to approve Distribution: the passing of a special resolution by a majority of not less than 75% of the votes cast by way of poll by the Shareholders present and voting in person or by proxy at the SGM to approve the Distribution in accordance with the Bye-laws

Formal approval by the Listing Committee of the Stock Exchange: the Listing Committee of the Stock Exchange having granted its formal approval for the Skyworth Photovoltaic Listing and such approval not having been withdrawn and remaining valid

Voting threshold to approve Skyworth Group Limited Share Buy-back Scheme:

Court Meeting: Approval of the Share Buy-back Scheme (by way of poll) by a majority in number of the Scheme Shareholders representing not less than 75% in value of the Scheme Shares held by the Scheme Shareholders present and voting either in person or by proxy at the Court Meeting, provided that: (i) the Share Buy-back Scheme is approved (by way of poll) by not less than 75% of the votes attaching to the Disinterested Shares cast by the Disinterested Shareholders present and voting either in person or by proxy at the Court Meeting; and (ii) the number of votes cast (by way of poll) by the Disinterested Shareholders present and voting either in person or by proxy at the Court Meeting against the resolution to approve the Share Buy-back Scheme is not more than 10% of the votes attaching to all of the Disinterested Shares

SGM: the passing of a special resolution by a majority of not less than 75% of the votes cast by the Shareholders present and voting in person or by proxy at the SGM to approve and give effect to the reduction of the issued share capital of the Company on the Effective Date by cancelling the Scheme Shares; the passing of an ordinary resolution by the Disinterested Shareholders at the SGM to approve the Rollover Arrangement

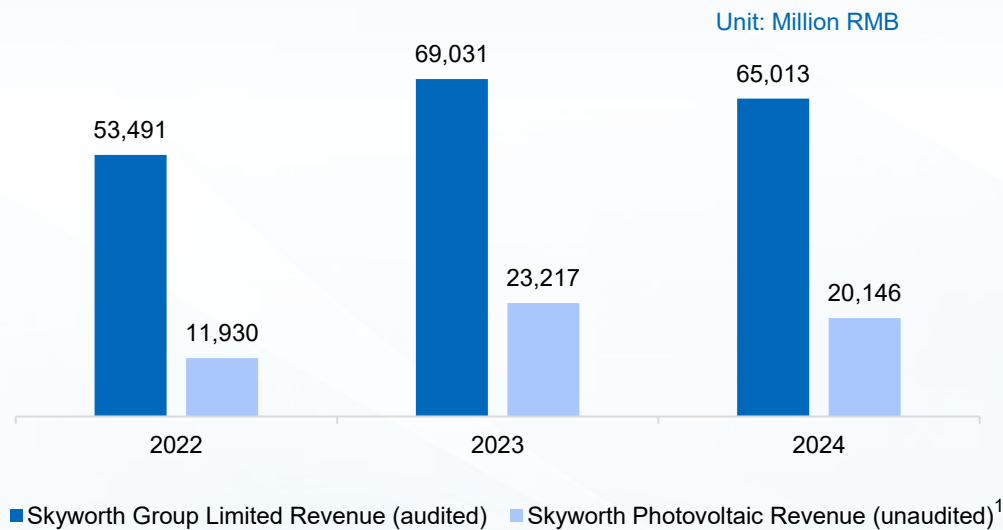
For the other Distribution Conditions and Scheme Conditions, please refer to the Announcement

2. Analysis of the Significance of the Proposal

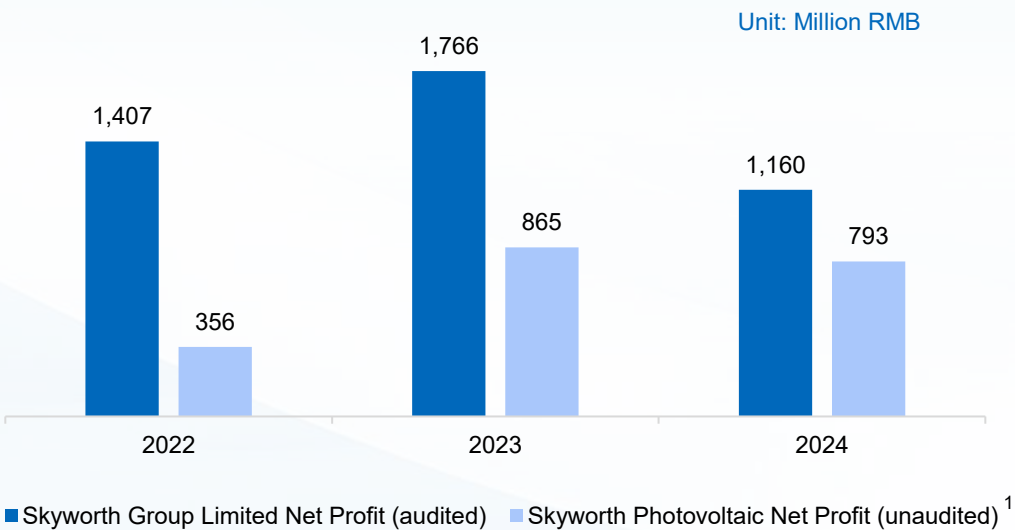
In recent years, the Company’s traditional smart household appliances and smart systems technology business experienced slower growth, mainly due to the slowdown in customer demand as the market approaches saturation, and the intense competition.

In the meantime, the new energy segment carried out by Skyworth Photovoltaic has become the key driver for the Company’s revenue and profit. Skyworth Photovoltaic will leverage the Hong Kong capital market to enhance core competitiveness.

Skyworth Photovoltaic with Increasing Significance in the Company’s Revenue Contribution



Skyworth Photovoltaic has become the Key Source of Profit for the Company



Note: 1. Shareholders and potential investors should note that the aforementioned profit figures have not been reported on in accordance with the requirements under Rule 10 of the Takeovers Code and do not meet the standard required by Rule 10 of the Takeovers Code. Shareholders and potential investors should therefore exercise caution in placing reliance on the profit figures in assessing the merits and demerits of the Proposal. The audited financial information of Skyworth Photovoltaic will be included in the Scheme Document

Demand Side: Global Energy and Technological Reforms, Regional Politics and Resource Factors Jointly Drive Rapid Growth in Photovoltaic and Energy Storage Demand

United States

- While the market faces short-term pressure from high interest rates and stabilising natural gas and electricity prices, in the long term, distributed photovoltaic (PV) and energy storage will experience high-speed growth¹. This will be driven by factors such as the demand from the AI/data centre industry for paired energy storage systems and retail electricity price inflation.

Europe

- The Russia-Ukraine war caused electricity prices in Europe to soar, creating a demand to establish an energy system independent of natural gas². Frequent occurrences of negative electricity prices and major blackouts have also pushed governments to accelerate the approval process for energy storage grid connection.

China

- Against the backdrop of carbon neutrality, the rapid development of new energy and electricity market-oriented trading are driving demand for energy storage. Declining costs of PV construction and lithium carbonate are reducing the cost of energy storage².

Southeast Asia

- Electricity demand in Southeast Asia grew by 7% in 2024⁵, nearly twice the global average. However, lagging infrastructure development has led to power supply gaps. Future policies are expected to lower the investment threshold for PV, simultaneously driving demand for energy storage.

Australia

- To reduce reliance on traditional energy sources, policies at the government level encourage more households and businesses to adopt solar power systems through measures such as subsidies².

Africa

- 600 million people in Africa face electricity shortages^{3, 6}, but the continent possesses globally superior solar resources, offering significant potential for PV deployment. The development of PV simultaneously drives demand for energy storage.

Middle East

- PV represents the energy form with the lowest Levelised Cost of Electricity (LCOE) in the Middle East⁴. Countries have proposed active energy transition policies, and the rapid growth in PV installation corresponds to an expanding demand for paired storage deployment.

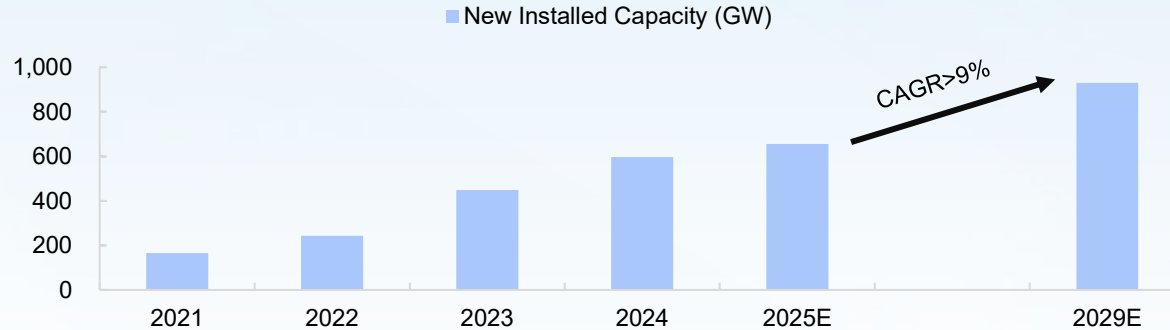
Source:

1. United States Solar Energy Market Size & Share Analysis - Growth Trends And Forecast (2025 - 2030) by Mordor Intelligence & U.S. Battery Storage Deep Dive: Accelerating Growth through 2030 by BofA Securities; 2. Energy Storage Industry Strategy Report 2026 (储能行业2026年策略报告) by CITIC Securities Company Limited; 3. Africa Energy Outlook 2022 by International Energy Agency (IEA); 4. Renewable levelized cost of electricity competitiveness reaches new milestone across global markets in 2025 by Wood Mackenzie; 5. Integrating Solar and Wind in Southeast Asia by International Energy Agency (IEA); 6. While the report is published by CITIC Securities Company Limited, by which the financial adviser to the Company in respect of the Proposal CITIC Securities (Hong Kong) Limited is wholly-owned, the report is considered, and accepted by the Company, to be an independent source since (i) the report is issued by the research arm of CITIC Securities Company Limited which is independent from the arm working on the Proposal and there is Chinese wall between the two arms, and (ii) CITIC Securities Company Limited has issued the report annually since 2021 and therefore the report is not tied to CITIC Securities (Hong Kong) Limited's role in the Proposal

Supply Side: Vast Market Growth Potential and Significant Cost Declinations Jointly Drive Rapid Expansion in PV and Energy Storage Supply

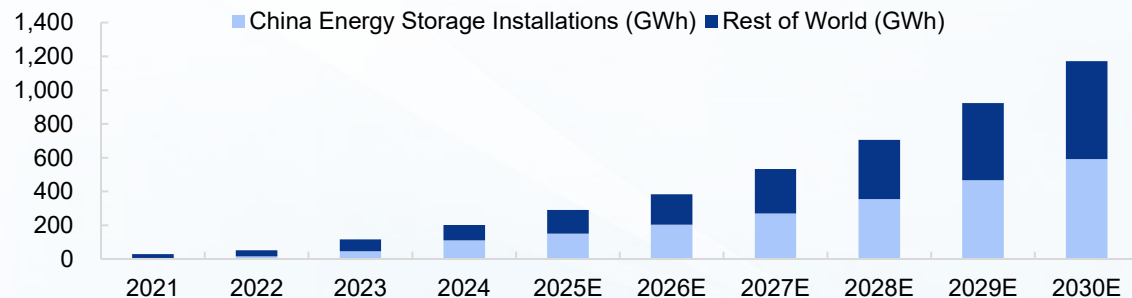
Global PV Installations: To curb global warming and achieve carbon neutrality, installed capacity is growing rapidly

- According to forecasts from Solar Power¹, global annual new PV installations are projected to reach 655 GW in 2025 and 930 GW in 2029, with a compound annual growth rate (CAGR) exceeding 9% from 2025 to 2029.



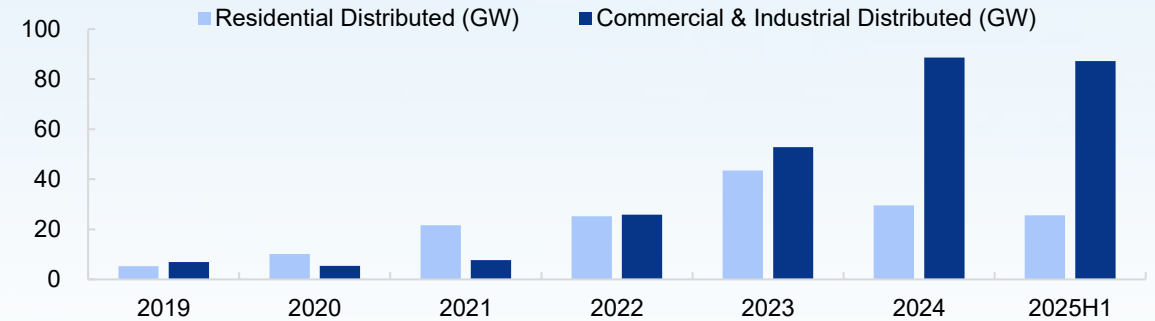
Global Energy Storage Installations: Energy transition drives storage demand, making "PV + Storage" a new trend^{3,7}

- Forecasts indicate global new energy storage installations will reach approximately 290 GWh in 2025, with the long-term potential to hit 1.17 TWh by 2030.
- "Document No. 136"⁴ has unlocked China's latent demand for energy storage. New installations in China are expected to reach 150/203 GWh in 2025/2026, representing YoY growth of 37%/36%, and are projected to reach 591 GWh by 2030, with a CAGR of 32%.



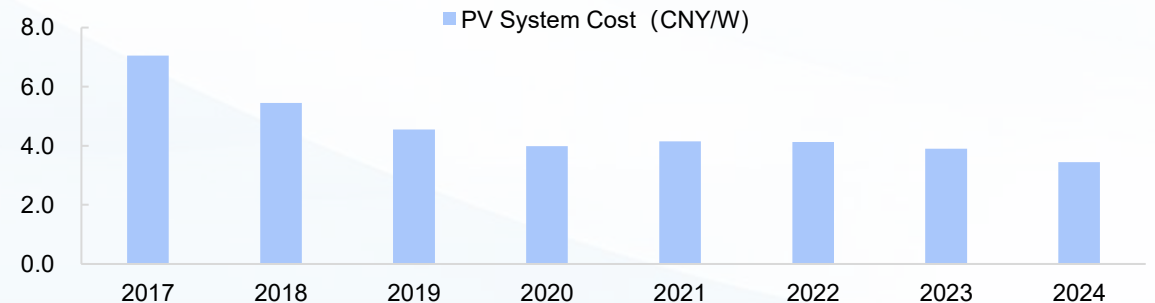
China's Distributed PV Installations: rapid development after 2021²

- Driven by both policy support and market demand, residential distributed PV maintains sustainable growth momentum. Commercial & industrial distributed PV has become the primary growth direction for distributed systems, fuelled by the need to reduce electricity costs and supportive policies.



PV and Energy Storage System Costs: Substantial cost reductions in system prices are propelling scale growth

- The average cost of China's centralised PV⁵ has decreased from 7 CNY/W in 2017 to 3.5 CNY/W in 2024.
- The average price of China's 2-hour lithium battery energy storage systems was 0.64 CNY/Wh in 2024, decreased by over 40% compared to 2023⁶.



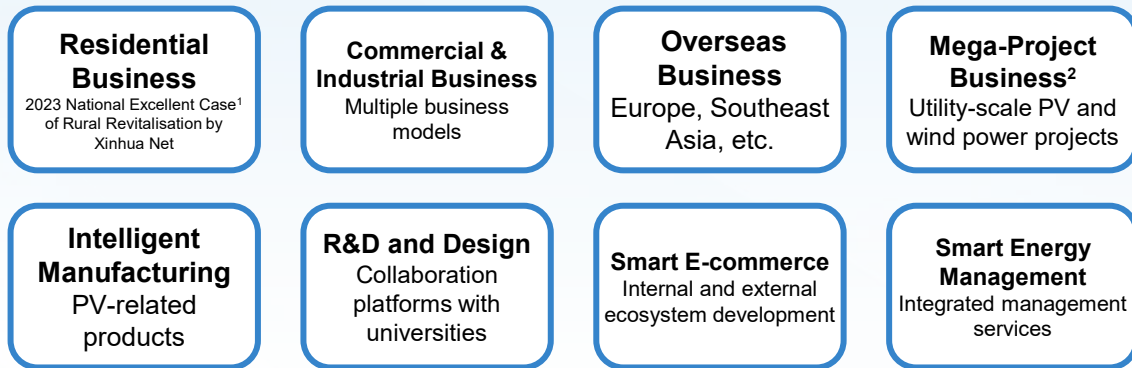
Source:

1. Global Market Outlook for Solar Power 2025-2029 by Solar Power Europe; 2. Website of China National Energy Administration www.nea.gov.cn; 3. Energy Storage Industry Strategy Report 2026 (储能行业2026年策略报告) by CITIC Securities Company Limited; 4. Notice on Deepening the Market-Oriented Reform of New Energy On-Grid Electricity Prices to Promote the High-Quality Development of New Energy (關於深化新能源上網電價市場化改革促進新能源高質量發展的通知) by National Development and Reform Commission and National Energy Administration of China; 5. China Renewable Energy Project Cost Management Report 2024 (中國可再生能源工程造價管理報告 - 2024年度) by China Renewable Energy Engineering Institute; 6. China PV Industry Development Roadmap 2024-2025 (2024-2025年中國光伏產業發展路線圖) by China Photovoltaic Industry Association; 7. While the report is published by CITIC Securities Company Limited, by which the financial adviser to the Company in respect of the Proposal CITIC Securities (Hong Kong) Limited is wholly-owned, the report is considered, and accepted by the Company, to be an independent source since (i) the report is issued by the research arm of CITIC Securities Company Limited which is independent from the arm working on the Proposal and there is Chinese wall between the two arms, and (ii) CITIC Securities Company Limited has issued the report annually since 2021 and therefore the report is not tied to CITIC Securities (Hong Kong) Limited's role in the Proposal

Positioning: Practicing the "PV + Inclusive Development + Digital Technology" Business Model, Striving to Become a Leading Provider of Distributed Energy Products and Services

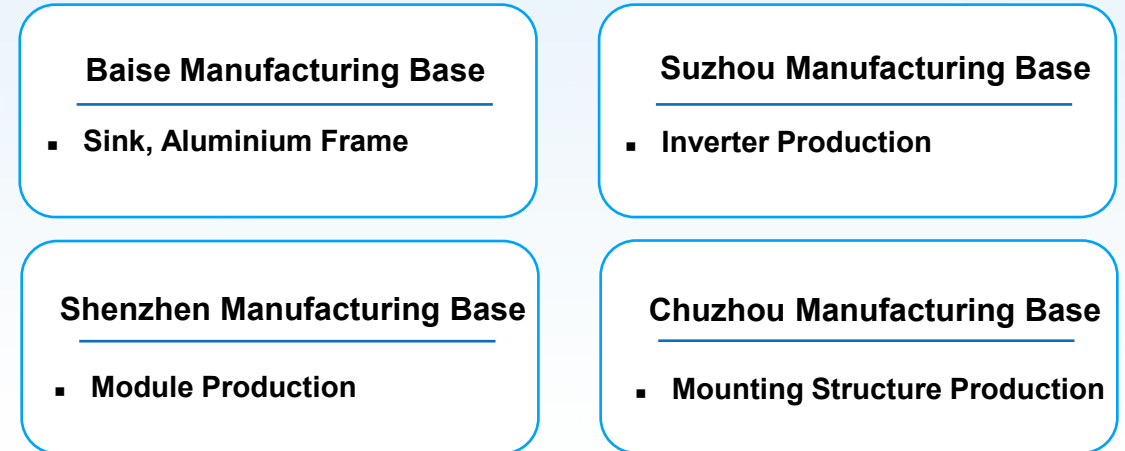
Industrial Layout: Multi-brand, multi-model, and multi-business global strategic layout

- The new energy business covers distributed PV power plant system integration solutions, intelligent manufacturing of PV products, energy storage, O&M, logistics, overseas operations, and smart energy management.

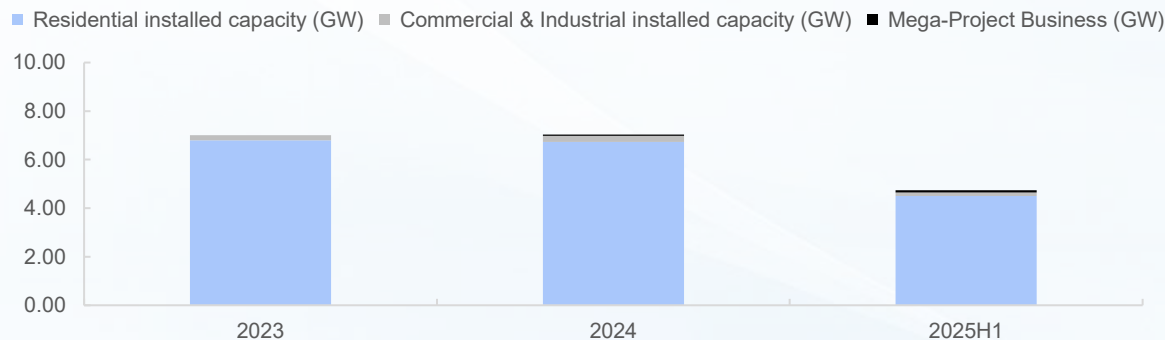


R&D and Intelligent Manufacturing: R&D capabilities and intelligent manufacturing capacity

- The proportion of R&D investment continued to increase in 2025, with the total number of patents exceeding 50⁴



Cumulative Installations³: Over 800,000 power plants built, generating 41+ billion kWh of electricity, with O&M exceeding 27GW



Social Responsibility³: The existing power plants bring income increase to customers



Cumulative electricity generation

41+ billion kWh



CO₂ emission reduction

33+ million tons



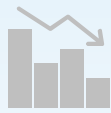
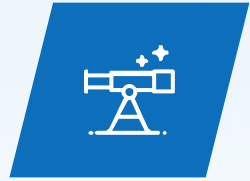
Equivalent to planting

55+ million trees

Note: 1. Source: Xinhua Net website, xczx.news.cn/xczxalpx/index.htm, 2. Mega-Project Business refers to businesses involving centralised solar power plant and wind power facilities; 3. Cumulative data as of 30 June 2025; 4. Based on the number of patents held by Skyworth Photovoltaic and its wholly-owned subsidiaries

Objectives: Unblock Financing Channels to Support Strategic Development, Rebuild Market Value to Reward Shareholders' Investment

Challenges



Failing to Reflect True Value

- The Company's current market valuation does not adequately reflect the intrinsic worth of its assets.



Failing to Meet Funding Needs

- The undervaluation hinders Skyworth Photovoltaics' ability to meet its urgent need for substantial capital to support the layout of its new energy business, which has become its second growth engine amidst rapid industry expansion.



Strengthen Brand Influence

- Listing on the capital market will elevate Skyworth Photovoltaics' international brand profile, facilitating the rapid expansion of its future overseas operations.

Objectives



Broaden Financing Channels

- Skyworth Photovoltaic will utilise the capital market to achieve smoother, more convenient, and efficient financing to meet its business development needs.



Safeguard Shareholder Interests

- Share Buy-back Scheme to address Shareholders' capital return requirements, distribution of PV segment to allow Shareholders to enjoy higher investment returns.

SKYWORTH
Energy Storage

3. Analysis of Shareholder Economic Benefits

Shareholders Will Receive Considerable Economic Benefits

—Skyworth Photovoltaic Shares + Scheme Consideration

Distribution of Skyworth Photovoltaic Shares



- Holder of one share of the Company will receive 0.3699779 Skyworth Photovoltaic Share, corresponding to a value of approximately HK\$ 6.13/share
- Skyworth Photovoltaic overall valuation: RMB 12,901 – 17,255 million (based on the Valuation Report prepared by ValQuest Advisory (Hong Kong) Limited as set out in Annex 1 to the Announcement)



The Aggregate Theoretical Amount per Scheme Share under the Proposal is equivalent to approximately HK\$ 10.16 for each Scheme Share, representing a relative premium over the trading price of the Shares prior to the issuance of the Announcement



Under the Proposal, the Shareholders will receive a one-off cash return of HK\$4.03 / Scheme Share (assuming they validly elect the Cash Alternative), which exceeds most of the performance of the Company's cum-dividend share price since 2016

Scheme Consideration



- In respect of the Share Buy-back Scheme, Scheme Shareholders will receive the Scheme Consideration of HK\$ 4.03 or one New Share per Scheme Share for every Scheme Share cancelled (i.e. all Shares of the Company other than those held by the Wong Concert Party Group)



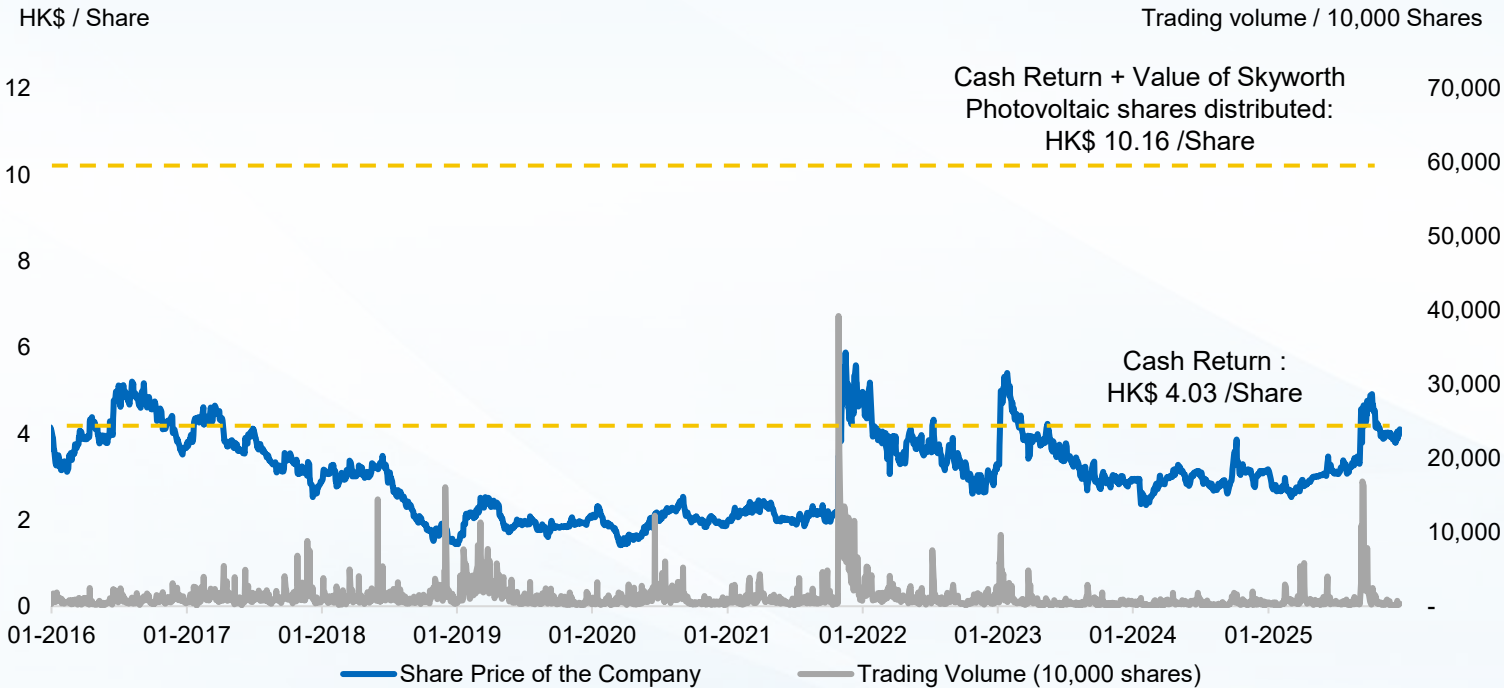
The Skyworth Photovoltaic Shares held by the Company will be distributed to all Shareholders, which unlocks the greater value growth potential of the Company

Considerable One-off Cash Return

Shareholders of Skyworth Group Limited will receive the Scheme Consideration of HK\$4.03 / Scheme Share (assuming they validly elect the Cash Alternative), a substantial one-time cash return from the Proposal, providing Shareholders with significant and immediate value returns.

Given the historically low and variable trading liquidity of the Shares, as evidenced by the limited and fluctuating trading volume, it is uncertain whether Shareholders — particularly those with large holdings—could dispose of a significant number of Shares in the open market without negatively impacting the Share Price. Therefore, the Scheme represents a unique opportunity for Shareholders to efficiently realise the full value of their investment in Skyworth Group Limited.

Historical Share Price Performance of the Company



Note: The historical closing prices are ex-dividend adjusted as of as of 31 December 2025

Historical Average Trading Volume

Period	Average Daily Trading volume	Percentage to total number of shares*
Last 1 Year	9,569,774	0.51%
Last 2 Years	6,880,520	0.36%
Last 3 Years	7,025,680	0.37%
Last 5 Years	10,984,177	0.58%
Last 10 Years	11,604,720	0.61%

Note: Total number of Shares and trading volume as of 31 December 2025

Sharing Excellent Growth Prospect of Skyworth Photovoltaic

The Skyworth Photovoltaic Shares held by the Company will be distributed to all Shareholders, which unlock greater value and growth potential of the Company, so that all Shareholders can share the long-term investment value of Skyworth Photovoltaic.

Constructing a new engine of sustainable growth for the future



Proven Growth Trajectory: Skyworth Photovoltaic has demonstrated high revenue growth since its establishment, rapidly becoming a leading player in China's distributed photovoltaic market. Skyworth Photovoltaic business further expanded from photovoltaic power plant development, design, construction, and intelligent operation and maintenance to upstream manufacturing of components such as photovoltaic modules, inverters, and mounting structures, as well as zero-carbon park constructions, comprehensive energy management, and value-added energy and carbon services, covering the entire lifecycle of the photovoltaic industry.



Technological Capabilities: Skyworth Photovoltaic focuses on proprietary technology development, including innovative products like frameless curved modules and modular inverters. Its in-house smart energy management system and automated surveying system and automated design system for photovoltaic power plants ensure optimal performance and operational efficiency. The self-developed AI-powered intelligent operation and maintenance system utilises big data processing and analytics to guarantee high-efficiency plant operation. Skyworth Photovoltaic has also achieved multiple technological innovations in TOPCon, BC, and other cell and module product technologies.



Innovative "PV+" Business Model: Skyworth Photovoltaic employs a unique integrated model combining photovoltaic technology with inclusive finance and digital solutions.



Diversified Market Applications: Skyworth Photovoltaic successfully serves diverse segments with tailored solutions, from residential applications to comprehensive zero-carbon industrial park solutions, showcasing strong execution and market adaptability.



4. Appendix: Skyworth Photovoltaic Introduction

Business Model: "PV + Inclusive Development + Digital Technology"

Mission: "Leveraging solar innovation technology to create a green and better life."

Vision: "Become a globally leading distributed energy products and services provider."

Skyworth Photovoltaic has achieved a global strategic layout with multi-brand, multi-model, and multi-business operations. Skyworth Photovoltaic business covers photovoltaic power plant system integration, R&D and design, intelligent manufacturing, intelligent operation and maintenance, overseas and investment holding, and other new energy businesses. In addition, Skyworth Photovoltaic is also comprehensively expanding energy and carbon value-added services such as integrated energy management, power trading, virtual power plants, green certificates, and carbon asset trading.



2

Empowerment
Centres



100+

Digital R&D
Team Personnel



240+

Technical R&D
Team Personnel



720+

Project
Team Personnel



800,000+

Cumulative
Installations



27 **GW+**

Cumulative Operation &
Maintenance Capacity

Building the Future Energy Ecosystem

SKYWORTH

From Product and Service Provider to Ecosystem Builder

Skyworth Photovoltaic launched the "SKYLINK" (義寰) ecological platform in August 2025. The platform, whose name conveys the idea of inheriting light and benefiting the world, signifies a commitment to leveraging digital and intelligent technologies to reshape the energy industry. It innovatively integrates key stakeholders—including investors, grid operators, suppliers, end-users, distributors, and project owners—to reconstruct the industrial value network

"SKYLINK" Open Ecosystem Platform

The "SKYLINK" platform is an open, intelligent energy ecosystem integration platform. This integration is grounded in four core pathways: "ensuring stable energy supply, enabling intelligent dispatch, maintaining unimpeded connectivity, and leading the carbon-neutral future". Its core function is to aggregate distributed energy nodes and enable optimal dispatch and precise matching of clean power through intelligent algorithms, breaking down traditional energy system barriers

Business Model & Market Presence

Skyworth Photovoltaic employs an innovative "PV + Inclusive Development + Digital Technology" business model which has enabled rapid growth. Through strategic partnerships, Skyworth Photovoltaic establishes a multi-party collaborative network involving industry, academia, research, and finance, ensuring long-term capital support and full material supply, while the distribution network covers major global markets

Value-Sharing Mechanism

The "SKYLINK" platform builds a collaborative synergy mechanism centred on new energy, integrating energy storage, controllable loads, and charging piles. It utilises a cloud-based control system to optimise resource allocation, releasing the synergistic value and market potential of distributed energy resources

New Energy Industry Layout

Multi-Brand | Full Linkage | Multi-Channel

SKYWORTH

New brands poised
for launch

**Skyworth
PV**

Solavita

New brands poised
for launch

Residential

2023 National Excellent Case¹ of Rural
Revitalisation by Xinhua Net

Commercial & Industrial

Multiple business models for commercial
and industrial application, contributing to a
sharing of business success

Overseas Business

Markets: Europe, Southeast Asia, etc.
Dual-brand operation: Solavita & Skyworth

Mega-Project Business²

Integrated development, investment,
construction, and operation of
centralised/distributed projects

Intelligent Manufacturing

Production and sales of PV products: modules,
inverters, mounting systems, energy storage
products

R&D & Design

In-house R&D and Design Institute Perovskite Lab
with Sun Yat-sen University and Energy Storage
Platform with Tianjin University

Smart E-commerce

Presence on JD.com, Tmall, Douyin, etc.

Smart Energy Management

Digital O&M Management, Carbon Asset
Management, Power Trading, Microgrids,
"Source, Grid, Load & Storage" etc.

Note: 1. Source: Xinhua Net website, xczx.news.cn/xczxalpx/index.htm, 2. Mega-Project Business refer to businesses involving centralised solar power plant and wind power facilities

Global Business Layout

SKYWORTH



R&D Centre: Shenzhen R&D Centre



Training Centre: Chuzhou Training Academy

26

Operations
Centres

20

Warehousing & Logistics
Centres

3

Overseas Business
Departments

Note: Data as at 31 December 2025

2020

Strategic Foundation

Strategic Pivot

Defined strategy: PV + Inclusive
Development + Digital Technology

Closed-loop

Y1 revenue **>100m RMB**

2021

Scale Leap

Scaling-up

Revenue **>4b RMB**

Infrastructure Formed

Built PV-industry internet stack

2022

Ecosystem Building

Product Iteration

Launched 4-scenario
solution suite

Billion-yuan Leap

Revenue **>11b RMB**

2023

Dimensional Leap

Brand Empowerment

Official Photovoltaic Industry Partner of
China Space Creative Program

Revenue Breakthrough

Revenue **>23b RMB**

2024

Ecosystem Momentum

Strong Momentum

Cumulative investment 60b+ RMB

Cumulative installations **20+GW**

Scenario Innovation

Full-scenario residential / commercial &
industrial matrix expanding across
multiple provinces and reaching deep into
township

Revenue **>20b RMB**

2025

Global Expansion

Tech Leadership

Mass produced 710 W N-type
module certified by TÜV Nord

Solar-Energy Storage

500+ commercial &
industrial partners
Half year revenue

>13b RMB

Thank You

SKYWORTH